



SAHA REGULAR BOARD MEETING AUGUST 6, 2020

BOARD OF COMMISSIONERS

Dr. Ana "Cha" Guzmán Jessica Weaver Charles Clack Jo-Anne Kaplan Olga Kauffman Sofia A. Lopez Ruth Rodriguez
Chair Vice Chair Commissioner Commissioner Commissioner Commissioner Commissioner

PRESIDENT & CEO
David Nisivoccia

SAN ANTONIO HOUSING AUTHORITY
***REGULAR BOARD MEETING**
TELECONFERENCE

Call In Phone Number: (310) 438-5345

PIN: 478339632#

1:00 p.m., Thursday, August 6, 2020

MEETING CALLED TO ORDER

1. The Board of Commissioners 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

2. Public Comment - Citizens are provided three minutes each to speak to any agenda items. Citizens wishing to speak to items posted on the agenda should access Phone Number: **(310) 438-5345** and enter PIN Number: **478339632#**, prior to 1:00 p.m.
3. **Citizens to be Heard at approximately 1:00 p.m.** (may be heard after this time) Citizens wishing to speak on issues not related to items posted on the agenda should access Phone Number: **(310) 438-5345** and enter PIN Number: **478339632#**, for call in prior to 1:00 p.m. Citizens will be given three minutes to speak. Each citizen will be permitted to speak only once at any regular Board Meeting. A Spanish/English translator will be available to citizens needing translation.

MINUTES

4. Minutes
 - Approval of the July 2, 2020, Regular Board Meeting minutes

PRESENTATION

5. City of San Antonio New Affordable Housing Goals (Lori Houston, Assistant City Manager; Ian Benavidez, Assistant Director of Neighborhood and Housing Services Department)

INDIVIDUAL ITEMS FOR CONSIDERATION (These items may also be discussed in Closed Session)

6. Consideration and approval regarding Resolution 6057, San Antonio Housing Authority authorizes its affiliated entity, the San Antonio Housing Facility Corporation (SAHFC) to authorize the 120 Josephine transaction, including the execution of all documentation necessary to carry out the transaction; authorizing the acquisition of the real property, the development and construction of the apartments and the ground lease of such real property to the public-private partnership entity; and authorizing the membership interest in SAHFC Josephine LP, LLC and authorizing the financing for such transaction;

and other matters in connection therewith (Timothy E. Alcott, Chief Legal and Real Estate Officer; Lorraine Robles, Director of Development Services and Neighborhood Revitalization)

7. Consideration and approval regarding Resolution 6066, requesting approval for an expansion of the scope of work of the Exclusive Negotiating Agreement with Catellus Development Corporation for the development of remaining Victoria Commons properties and including in the agreement an adjacent site; authorizing the President and CEO and his designated staff to execute amendments to the Exclusive Negotiating Agreement to incorporate these changes (Timothy E. Alcott, Chief Legal and Real Estate Officer; Lorraine Robles, Director of Development Services and Neighborhood Revitalization)

PRESENTATION

8. WiFi at SAHA Properties (Ed Hinojosa, Chief Financial Officer; Jo Ana Alvarado, Director of Innovative Technology)

CONSENT ITEMS

9. Consideration and approval regarding Resolution 6050, authorizing the award of contracts for Bond and Mixed Finance Counsel on an as-needed basis to the following law firms: Locke Lord LLP and Orrick, Herrington & Sutcliffe LLP; at the rate not to exceed 1% of the bond of issue, with additional work to be compensated based on a mutually agreeable fee arrangement that is proportionate to the complexity and value of the transaction; both for a period of one year with the option to renew up to two additional one-year terms (Timothy E. Alcott, Real Estate and Legal Services Officer; Steven Morando, Director of Procurement and General Services)
10. Consideration and approval regarding Resolution 6063, authorizing the award of a contract for demolition of homes in the Palm Lake and Sunflower Subdivisions to Haulbrooke, Inc. (SBE) for an amount not to exceed \$107,000.00 (Timothy E. Alcott, Real Estate and Legal Services Officer; Steven Morando, Director of Procurement and General Services)
11. Consideration and approval regarding Resolution 6045, authorizing the San Antonio Housing Authority to become a participant member of Sourcewell, a nationwide purchasing cooperative, which offers access to nationwide contracts for its members (Steven Morando, Director of Procurement and General Services)
12. Consideration and approval regarding Resolution 6046, authorizing the award of contracts for various security services agency wide to Blue Armor Security Services, Inc. (ABE, DBE, ESBE, MBE, SBE, Section 3 Business), Texas Lawman Security & Traffic Control Services, LLC, (HABE) and Texas Asset Protection, LLC (ESBE, HABE, MBE, SBE, VBE) for an annual cumulative amount not to exceed \$1,060,000.00 for year one, \$1,110,000.00 for year two, \$1,165,000.00 for year three, \$1,225,000.00 for year four, and \$1,285,000.00 for year five; for a period of one year with the option to renew up to four additional one-year terms (Steven Morando, Director of Procurement and General Services; Domingo Ibarra, Director of Security)

INDIVIDUAL ITEMS FOR CONSIDERATION

13. Consideration and approval regarding Resolution 6061, authorizing the award of a contract for the purchase and installation of cabinets at Victoria Plaza Apartments to Henock Construction, Inc. (HABE) for an amount not to exceed \$290,000.00 (Hector Martinez, Director of Construction Services and Sustainability; Steven Morando, Director of Procurement)
14. Consideration and approval regarding Resolution 6062, authorizing the award of a contract for Construction Management/Commissioning Agent - EPC II to Group 14 Engineering, PBC for an amount

not to exceed \$102,560.00; for a period of one year (Hector Martinez, Director of Construction Services and Sustainability; Steven Morando, Director of Procurement)

15. Consideration and approval regarding Resolution 6056, authorizing the amendment and restatement of Resolution 5946, concerning the application of the Las Varas Public Facility Corporation, San Antonio Housing Facility Corporation or an affiliated limited partnership relating to the proposed financing and/or issuing of up to \$60,000,000.00 of tax exempt bonds to pay for the costs of the acquisition, construction, and equipping of the St. John's Square, to be located on the southeast corner of East Nueva Street and St. Mary's Street; and other matters in connection therewith (Timothy E. Alcott, Chief Legal and Real Estate Officer; Lorraine Robles, Director of Development Services and Neighborhood Revitalization)
16. Consideration and approval regarding Resolution 6058, authorizing the Las Varas Public Facility Corporation and the San Antonio Housing Facility Corporation to approve inducement resolutions for proposed tax credits and tax exempt bond financing for the Watson Road Apartments Project (Timothy E. Alcott, Chief Legal and Real Estate Officer; Lorraine Robles, Director of Development Services and Neighborhood Revitalization)
17. Consideration and approval regarding Resolution 6059, authorizing the Las Varas Public Facility Corporation and the San Antonio Housing Facility Corporation to approve inducement resolutions for proposed tax credits and tax exempt bond financing for the Copernicus Apartments Project (Timothy E. Alcott, Chief Legal and Real Estate Officer; Lorraine Robles, Director of Development Services and Neighborhood Revitalization)
18. Consideration and approval regarding Resolution 6068, authorizing the Las Varas Public Facility Corporation and the San Antonio Housing Facility Corporation to approve inducement resolutions for proposed tax credits and tax exempt bond financing for the Buckhorn Lofts Project (Timothy E. Alcott, Chief Legal and Real Estate Officer; Lorraine Robles, Director of Development Services and Neighborhood Revitalization)
19. Consideration and appropriate action regarding Resolution 6065, adopting the San Antonio Housing Authority Internal Audit Plan for Fiscal Year 2020-2021 (Aiyana Longoria, Director of Internal Audit)
20. Consideration and appropriate action to establish the Real Estate Development Committee

REPORTS PROVIDED TO THE BOARD

21. Procurement Reports
 - Monthly Procurement Report
 - Quarterly Demographic Procurement Report

DISCUSSION ITEMS

22. Discussion regarding Board operations
 - Board meeting dates for August and September, 2020
 - August 19, 2020 - Real Estate Development Committee Meeting
 - August 20, 2020 - Operations and Choice Neighborhood Committee Meeting
 - September 3, 2020 - Board Meeting
 - September 16, 2020 - Finance Committee Meeting
 - September 16, 2020 - Real Estate Development Committee Meeting
 - September 17, 2020 - Residents Services Committee Meeting
 - September 17, 2020 - Operations and Choice Neighborhood Committee Meeting

23. Discussion regarding resident services and programs

24. Discussion regarding development strategies and opportunities

25. President's Report

- Boeing Children's Mask Donation
- Tampico Lofts Demolition Event
- Culebra Crossing Groundbreaking
- Majestic Ranch Virtual Groundbreaking
- Air Conditioning Initiative One-Year Anniversary
- Education Celebration Month Campaign
- Family Self Sufficiency Participant Publishes Children's Book

26. *Closed Session:

Real Estate/Consultation with Attorney

Deliberate the management, purchase, exchange, lease or value of certain real properties and obtain legal advice regarding related legal issues pursuant to Texas Government Code Sec. 551.072 (real property) and Texas Government Code Sec. 551.071 (consultation with attorney).

- Discussion and potential approval of Resolution 6057 regarding the 120 Josephine transaction
- Discussion and potential approval of Resolution 6066 regarding the Victoria Commons Master Plan
- Discuss potential development deals

Personnel/Consultation with Attorney

Deliberate the appointment, employment, evaluation, reassignment, duties, discipline, or dismissal of a public officer or employee or to hear a complaint or charge against an officer or employee and obtain legal advice regarding legal issues pursuant to Texas Government Code Sec. 551.074 (personnel) and Texas Government Code Sec. 551.071 (consultation with attorney).

- President and CEO Performance Evaluation and Contract

27. Adjournment

*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.

MINUTES
SAN ANTONIO HOUSING AUTHORITY
BOARD OF COMMISSIONERS
REGULAR BOARD MEETING - TELECONFERENCE
Call In Phone Number: (727) 325-2017
PIN Number: 321508140#
July 2, 2020

SCHEDULED: 1:00 p.m. - Teleconference

COMMISSIONERS PRESENT:

Dr. Ana "Cha" Guzman, Chair
Jessica Weaver, Vice Chair
Charles Clack, Commissioner
Jo-Ann Kaplan, Commissioner
Olga Kauffman, Commissioner
Ruth Rodriguez, Commissioner
Sofia Lopez, Commissioner

COMMISSIONERS ABSENT:

None

COUNSEL: Doug Poneck, Escamilla & Poneck, LLP

TRANSLATOR: BCC Communications

STAFF:

David Nisivoccia, President and CEO
Ed Hinojosa, Chief Financial Officer
Muriel Rhoder, Chief Administrative Officer
Brandee Perez, Chief Operating Officer
Timothy E. Alcott, Real Estate and Legal Services Officer
Jo Ana Alvarado, Director of Innovative Technology
Kristi Baird, Director of Beacon Communities
Diana Kollodziej Fiedler, Director of Finance and Accounting
Domingo Ibarra, Director of Security

Aiyana Longoria, Director of Internal Audit
Hector Martinez, Director of Construction Services and Sustainability
Richard Milk, Director of Policy and Planning
Steven Morando, Director of Procurement and General Services
Michael Reyes, Director of Communications and Public Affairs
Lorraine Robles, Director of Development Services and Neighborhood Revitalization
Janie Rodriguez, Director of Human Resources
Tom Roth, Director of Asset Management

Item 1: Meeting called to order

Dr. Guzman, Board Chair, called the meeting to order at 1:05 p.m.

PUBLIC COMMENT

Item 2: Public Comment - Citizens are provided three minutes each to speak to any agenda items. There was one citizen who signed up to speak to the agenda, but did not speak.

Item 3: Citizens to be Heard - Citizens wishing to speak on issues not related to items posted on the agenda were given three minutes to speak. There were four citizens who signed up to speak, but did not speak. There was one citizen who spoke, during the meeting.

MINUTES

Item 4: Minutes

- Approval of the July 2, 2020, Regular Board Meeting minutes

Motion: Vice Chair Weaver moved to approve the Meeting minutes, with the change to Resolution 6030, to indicate Commissioner Kauffman as abstaining and not absent. Commissioner Lopez seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Dr. Ana "Cha" Guzman, Chair	X			
Jessica Weaver, Vice Chair	X			
Charles Clack, Commissioner	X			
Jo-Anne Kaplan, Commissioner	X			
Olga Kauffman, Commissioner	X			
Sophia Lopez, Commissioner	X			
Ruth Rodriguez, Commissioner			X	

INDIVIDUAL ITEMS FOR CONSIDERATION

Item 5: Consideration and approval regarding Resolution 6040, approving the submission of a Revised Redevelopment Plan for the Westside Reinvestment Initiative Neighborhoods to the U.S. Department of Housing and Urban Development (HUD), which includes the Demolition of the 20 Houses in the Sunflower and Palm Lake Subdivisions and a change in the single-family housing types to be constructed; the solicitation of an affordable home builder for 48 single-family homes in the WRI Subdivisions; and authorizing the CEO or his designee to execute all documentation necessary to carry out the transaction

Mr. Timothy E. Alcott, Real Estate and Legal Services Officer explained the original Revitalization Plan for the four subdivisions called for the demolition of the 40 houses in Blueridge and the 28 houses in Villas de Fortuna. It also required the rehabilitation of the 9 houses in Sunflower and the 11 houses in Palm Lake. The demolition and construction of 40 new homes in Blueridge were completed between 2017-2019, and have been sold to home buyers qualified at 50-108% of area median income.

The 28 houses in Villas de Fortuna were demolished in 2019. Two separate Requests for Proposals (RFP) were then issued for an Affordable Housing builder. The first RFP had three responses; however, all were deemed non-responsive. The second RFP closed without receiving any proposals. Since this time, many conversations have been had with experts in the affordable single family housing industry to determine what is needed in order to garner more experienced and responsive proposals. Construction of affordable houses is extremely expensive, so in order for a single-family housing project to be financially viable for a builder, we must provide for a larger number of houses to be built.

In the interim, the 20 houses in Sunflower and Palm Lake that were originally judged to be viable for renovation became a neighborhood nuisance, due to constant vandalism. The windows and doors of these houses were secured to prevent entry; however, this led to the houses being penetrated through the walls and roofs.

For the reasons that have been described, it is SAHA’s desire to demolish the 20 vacant houses, which will remove the hazard from the neighborhood and make the lots available for new construction. This will allow the agency to issue a new procurement package consisting of 48 homes. It is hoped that the larger number of homes offered in the RFP will attract more competitive bids from homebuilders. Construction of new homes will also provide homebuyers with full warranty for their homes covering both the foundation and dwelling.

In addition, SAHA will also request that HUD allow for a change in the housing types, originally committed to in the plan, which called for three, four and five bedroom houses. There was not enough of a market for the four and five bedroom houses during the Blueridge build-out, so the agency will request that HUD allow flexibility to construct according to market demand for Villas de Fortuna, Sunflower and Palm Lake.

Motion: Commissioner Clack moved to approve Resolution 6040. Commissioner Kaplan seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Dr. Ana “Cha” Guzman, Chair	X			
Jessica Weaver, Vice Chair	X			
Charles Clack, Commissioner	X			
Jo-Anne Kaplan, Commissioner	X			
Olga Kauffman, Commissioner	X			
Sophia Lopez, Commissioner	X			
Ruth Rodriguez, Commissioner			X	

Item 6: Consideration and approval regarding Resolution 6049, appointing David Nisivoccia as the Las Varas Public Facility Corporation’s (LVPFC) Inducement Officer to approve resolutions inducing tax exempt bond issues for purposes of obtaining volume cap from the Texas Bond Review Board (BRB) and as San Antonio Housing Facility Corporation’s inducement officer to approve resolutions inducing tax credits from the Texas Department of Housing and Community Affairs (TDHCA)

Mr. Alcott explained that at the time of inducement, approximately one year before a closing, the developers have the land under contract and have run an internal proforma, which indicates the project can be financed. They have not done any engineering or design work and they do not have their financing in place. At this time, we can only provide projections. That is why the inducement resolutions are non binding. We do not believe it is appropriate to ask the Board for final approval at this stage.

Once developers are confident they will receive volume cap, they put the financing together. Once we are confident we can accurately describe the project and financing structure, we would bring the project to the Board for consideration. This will likely be three to nine months after inducement and three to four months before we close.

In order to implement this type of schedule, we are proposing that the Board allow the President and CEO of San Antonio Housing Authority to execute the non binding resolutions necessary to submit volume cap applications and TDHCA applications. This will enable projects to get in line without taking up valuable Board time and allow the developers to begin their engineering, design and financing activities.

Motion: The President and CEO offered a friendly amendment to request the Resolution indicate “Appointing President and CEO of San Antonio Housing Authority as Inducement Officer,” instead of being named personally. Commissioner Kaplan moved to approve Resolution 6049 with the friendly amendment. Commissioner Clack seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Dr. Ana “Cha” Guzman, Chair	X			
Jessica Weaver, Vice Chair	X			
Charles Clack, Commissioner	X			
Jo-Anne Kaplan, Commissioner	X			
Olga Kauffman, Commissioner	X			
Sophia Lopez, Commissioner	X			
Ruth Rodriguez, Commissioner	X			

Item 7: Consideration and approval regarding Resolution 6039, authorizing the proposed revisions to the Public Housing Admissions and Continued Occupancy Policy (ACOP) and the Housing Choice Voucher Administrative Plan (Admin Plan)

Ms. Brandee Perez, Chief Operating Officer, indicated that On April 10, 2020, the U.S. Department of Housing and Urban Development (HUD) released multiple waivers in response to the novel Coronavirus (COVID-19) pandemic to waive and establish alternatives for numerous statutory and regulatory requirements.

These waivers allow Public Housing Agencies (PHAs) to update their existing policies, as necessary, per the alternative requirements, to ensure essential services continue, while protecting the health and safety of staff, clients and the public.

SAHA is proposing to implement some policies contingent with COVID-19 restrictions; those policies have been added to an appendix that can be removed from the ACOP and Admin Plan, when they are no longer necessary.

Other proposed policy changes, for which COVID-19 has been a catalyst, may continue to improve processes and alleviate procedures (that are burdensome for clientele and SAHA staff) in the future, so these policies have been included in the ACOP and Admin Plan chapters to stay in place after COVID-19 restrictions are lifted.

Motion: Ms. Perez offered a friendly amendment to also include the waivers for 1) utility allowance delay and 2) extensions to the financial reporting. Commissioner Lopez moved to approve Resolution 6039 with the friendly amendment. Commissioner Clack seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Dr. Ana “Cha” Guzman, Chair	X			

Jessica Weaver, Vice Chair	X			
Charles Clack, Commissioner	X			
Jo-Anne Kaplan, Commissioner	X			
Olga Kauffman, Commissioner	X			
Sophia Lopez, Commissioner	X			
Ruth Rodriguez, Commissioner	X			

Item 8: Consideration and appropriate action regarding Resolution 6048, approving the permanent marketing name of the Alazan Lofts Development

Ms. Lorraine Robles, Director of Development Services and Neighborhood Revitalization, indicated that The SAHA Board approved the Alazan Lofts transaction on June 4, 2020, under Resolution 6029. This action allows the transaction to move to its financial closing and to prepare for construction. In preparation of the construction, the development team has also worked with residents, partners and the community-at-large to develop a permanent marketing name for the new development, which has been operating under the working name of Alazan Lofts.

SAHA, NRP Group, along with our consultants, Creative Civilizations, a local marketing and public relations firm, held a virtual community meeting on April 29, 2020, to work through the process of developing a name. There were approximately thirty five participants on the call. Creative Civilizations asked community members what was important to them in a name and what it had to do or convey. The community expressed their desire for the name to be relevant, engaging, meaningful, marketable and iconic, to name a few. The team allowed for community input through May 13, 2020. The suggestions resulted in eighteen possible names and/or combinations of names which were then voted on by the participants in order to determine the top three names for final selection.

The development team is requesting approval by the Board for one of the following three names (listed in no particular order):

- La Herencia at Alazan
- Las Terrazas at Alazan
- The Legacy at Alazan

The Board requested that staff take the top four names back to the community for their perspective, vote, and announce the name at the meeting.

Item 9: Consideration and appropriate action regarding Resolution 6050, authorizing the award of contracts for Bond and Mixed Finance Counsel on an as-needed basis to the following law firms: Locke Lord LLP and Orrick, Herrington & Sutcliffe LLP; at the rate not to exceed 1% of the bond of issue, with additional work to be compensated based on a mutually agreeable fee arrangement that is proportionate to the complexity and value of the transaction; both for a period of one year with the option to renew up to two additional one-year terms

Mr. Alcott and Mr. Steve Morando, Director of Procurement and General Services, indicated that on November 1, 2018 (Resolution 5848), we received Board approval to award contracts for Bond Mixed Finance Counsel on an as-needed basis to the following three law firms: Bracewell, LLP, Coats Rose, P.C., and Norton Rose Fulbright US LLP; all for a period of one year with the option to renew up to four additional one-year terms.

Due to the number of upcoming development projects, the San Antonio Housing Authority (SAHA) seeks to supplement its current pool of law firms that provide legal services related to the development and financing of multifamily housing to include the use of bonds. Services provided by the law firms will include, but are not limited to, providing advice and counsel in the areas of developing and structuring bond issues and financial transactions; suitable forms of financing for housing programs or projects, including any refinancing or restructuring of existing projects, as well as new projects that are under consideration; tax matters relating to properties financed by bonds; relevant federal, state, or municipal law along with any proposed federal, state or local legislation or regulations, as it relates to public finance; validity of the bonds issues, and if applicable, the tax-exempt status of such bonds from federal, state, and local taxes, and other related matters; and exemption of bonds from certain securities law. Additionally, the firms may be asked to draft official statements, trust indentures, loan agreements, and other documents relating to the issuance of bonds and other financial transactions; and, any other legal services, as requested by SAHA.

On May 1, 2020, SAHA issued a Supplemental Request For Qualifications (RFQ) #2004-961-49-5019 for Bond and Mixed Finance Counsel that closed on May 28, 2020. The RFQ was published on the SAHA website, Electronic State Business Daily (ESBD), The Hart Beat, posted on NAHRO, Public Purchase and direct solicited to 33 law firms. A total of two proposals were received in response to the RFQ: Locke Lord LLP and Orrick, Herrington & Sutcliffe LLP. Both proposals were evaluated on the following criteria: experience, methodology and approach, fee structure, and strength of the Section 3 and SWMBE Utilization Plans. Based on the above, we are recommending contract awards to both proposers.

Motion: Commissioner Clack moved to approve Resolution 6050 to go to the next Board meeting for approval. Commissioner Kaplan seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Dr. Ana “Cha” Guzman, Chair	X			
Jessica Weaver, Vice Chair	X			
Charles Clack, Commissioner	X			
Jo-Anne Kaplan, Commissioner	X			
Olga Kauffman, Commissioner	X			
Sophia Lopez, Commissioner	X			
Ruth Rodriguez, Commissioner	X			

Item 10: Consideration and appropriate action regarding Resolution 6045, authorizing the San Antonio Housing Authority to become a participant member of Sourcewell, a nationwide purchasing cooperative, which offers access to nationwide contracts for its members

Mr. Morando indicated that this request is to obtain Board of Commissioners approval to allow SAHA to become a member of Sourcewell, formerly National Joint Powers Alliance, a nationwide purchasing cooperative created by the Minnesota legislature as a local unit of government. SAHA’s membership will allow the agency to utilize any of Sourcewell’s awarded contracts, on an as needed basis in accordance with the SAHA Procurement Policy. Eligible membership and participation is available to states, cities, counties, all government agencies, both public and non-public educational agencies, colleges, universities and non-profit organizations. There are over thirty Texas Housing Authorities who are members of Sourcewell.

Sourcewell develops national competitive solicitations based on its member’s needs and a viable industry solution. They advertise in various media to include but not limited to USA Today (National), and Public Purchase. They also notify each state procurement department for re-posting of the solicitation within their system, at their option. Contracts awarded by Sourcewell are generally a four year term with the potential for an additional one-year extension at the discretion of Sourcewell. SAHA will determine the term of contracts as they are recommended to the Board for approval.

Sourcewell has awarded contracts for Fleet Management Services, which is a primary reason for our interest in joining this cooperative; however, other contracts may be beneficial for our use in the future. As with all cooperative contracts over \$50,000.00 that we intend to utilize, approval will be obtained from the Board beforehand.

Motion: Commissioner Clack moved to approve Resolution 6045 to go to the next Board meeting for approval. Commissioner Weaver seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Dr. Ana “Cha” Guzman, Chair	X			
Jessica Weaver, Vice Chair	X			
Charles Clack, Commissioner	X			
Jo-Anne Kaplan, Commissioner	X			
Olga Kauffman, Commissioner	X			
Sophia Lopez, Commissioner	X			
Ruth Rodriguez, Commissioner	X			

Item 11: Consideration and appropriate action regarding Resolution 6046, authorizing the award of contracts for various security services agency wide to Blue Armor Security Services, Inc. (ABE, DBE, ESBE, MBE, SBE, Section 3 Business), Texas Lawman Security & Traffic Control Services, LLC, (HABE) and Texas Asset Protection, LLC (ESBE, HABE, MBE, SBE, VBE) for an annual cumulative amount not to exceed \$1,060,000.00 for year one, \$1,110,000.00 for year two, \$1,165,000.00 for year three, \$1,225,000.00 for year four, and \$1,285,000.00 for year five; for a period of one year with the option to renew up to four additional one-year terms

Mr. Morandon and Mr. Domingo Ibarra, Director of Security, indicated that SAHA requires the services of a vendor to provide various security services agency wide to include peace officers (certified), and commissioned and non-commissioned security guards as needed for a security presence (stationed or mobile patrol) at SAHA properties and events. They will also be utilized to provide as needed fire watch services.

On March 19, 2020, SAHA issued a “Request For Proposals” (RFP) #2003-990-46-5009 for Security Services Agency Wide which closed on April 24, 2020. The IFB was published on the SAHA website, Electronic State Business Daily (ESBD), the Hart Beat, posted on NAHRO, Public Purchase and direct solicited to 25 vendors. A total of five proposals were received in response to this solicitation: Blue Armor Security Services, Inc. (ABE, DBE, ESBE, MBE, SBE, Section 3 Business), Texas Asset Protection, LLC (ESBE, HABE, MBE, SBE, VBE), Texas Lawman Security and Traffic Control Services, LLC (HABE, Section 3 Business), Texas Veteran Security, LLC (DIBE, ESBE, HABE, MBE, SBE, VBE, HUB, Section 3 Business), Watchmen Protective Services, LLC (ESBE, HABE, MBE, SBE). All proposals were evaluated on the following criteria: experience, key personnel, capacity, price, and strength of the Section 3 and SWMBE utilization plans. Based on

the above, we are recommending contract awards to the three highest rated proposers: Blue Armor Security Services, Inc., Texas Lawman Security & Traffic Control Services, LLC, and Texas Asset Protection, LLC.

Motion: Commissioner Clack moved to approve Resolution 6046 to go to the next Board meeting for approval. Commissioner Kauffman seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Dr. Ana "Cha" Guzman, Chair	X			
Jessica Weaver, Vice Chair	X			
Charles Clack, Commissioner	X			
Jo-Anne Kaplan, Commissioner	X			
Olga Kauffman, Commissioner	X			
Sophia Lopez, Commissioner				X
Ruth Rodriguez, Commissioner				X

Item 12: Update and discussion regarding Insurance Policies Placed in Coverage for Fiscal Year 2020-2021

Ms. Diana Fiedler, Director of Finance and Accounting, indicated that this item was originally presented to the Board of Commissioners on June 4, 2020, and was approved under Resolution 6033. Staff committed to updating the Board of Commissioners on matters of insurance placement, renewal, pricing, and negotiation for the San Antonio Housing Authority's (SAHA) insurance portfolio.

Property, Liability, Boiler and Machinery, Directors and Officers, Fiduciary, Fidelity, Employment Practices Liability, Cyber Liability, Umbrella Policies, Workers' Compensation, and Automobile Fleet policies renewed as was presented to the Board of Commissioners on June 4, 2020. Flood policies renew throughout the year; however, staff is confident that those policies will renew at or below estimated amounts.

Overall, staff renewed and placed all SAHA insurance policies at an increase of five percent over the last fiscal year. Staff will continue its efforts to reduce its loss ratio so that SAHA can make changes to its insurance portfolio in the future, if it so chooses.

REPORTS PROVIDED TO THE BOARD

Item 13: Procurement Report

Mr. Morando provided answers to questions of the Commissioners.

DISCUSSION ITEMS

Item 14: Discussion regarding Board operations

- Board meeting dates for August and September, 2020
 - The Board meeting date for August will be August 6, 2020, and the Board meeting date for September will be September 3, 2020
- Real Estate Development Committee
 - There is an interest in establishing a Real Estate Development Committee to have dedicated conversations on where we should increase building and purchasing

land and the different kinds of developments we could have. Commissioners can volunteer to be part of the Committee.

Item 15: Discussion regarding resident services and programs

Staff is to provide a master list of reports that it generates. Staff is also to provide how many clients have been assisted with rental assistance.

Item 16: Discussion regarding development strategies and opportunities

No discussion was held regarding this item.

Item 17: President’s Report

- Public Housing Wellness Check Calls
 - Staff is to provide information regarding children’s access to be able to do their schoolwork - access, device, training

Dr. Guzman, Chair, then recessed the meeting at 4:18 p.m.

Item 18: *Closed Session:

Personnel/Consultation with Attorney

Deliberate the appointment, employment, evaluation, reassignment, duties, discipline, or dismissal of a public officer or employee or to hear a complaint or charge against an officer or employee and obtain legal advice regarding legal issues pursuant to Texas Government Code Sec. 551.074 (personnel) and Texas Government Code Sec. 551.071 (consultation with attorney).

- Mary Yearwood vs. San Antonio Housing Authority
- President and CEO Performance Evaluation and Contract

Security/Personnel/Consultation with Attorney

Under Sections 551.071 (Consultation with Attorney), 551.074 (Personnel Matters), and 551.076 (Deliberation regarding Security Devices or Security Audits), the Board will discuss specific development security concerns and resident services staffing issues, and the Board will consult with its attorneys regarding legal issues related to such resident concerns.

Real Estate/Consultation with Attorney

Deliberate the management, purchase, exchange, lease or value of certain real properties and obtain legal advice regarding related legal issues pursuant to Texas Government Code Sec. 551.072 (real property) and Texas Government Code Sec. 551.071 (consultation with attorney).

- Discussion and potential approval of the Josephine Street real estate development with the Lynd Company

Item 19: Adjournment

The meeting adjourned at 6:18 p.m. The Board did not return after Closed Session.

ATTEST:

Ana M. “Cha” Guzman
Chair, Board of Commissioners

Date

David Nisivoccia
President and CEO

Date

CITY OF SAN ANTONIO

RECALIBRATION OF CITY'S 10-YEAR HOUSING TARGETS

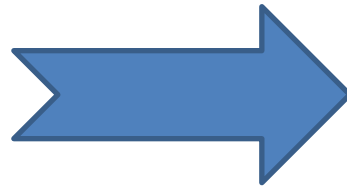
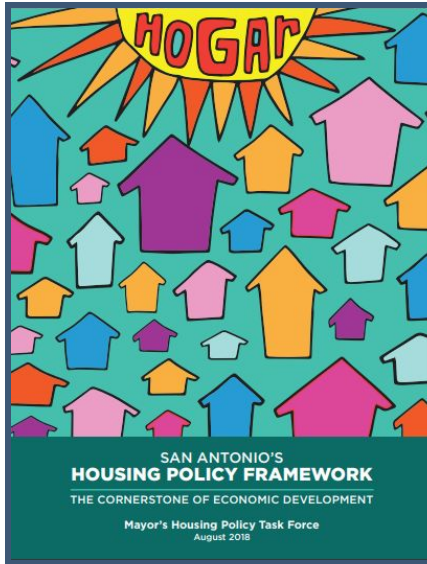
SAN ANTONIO HOUSING AUTHORITY



The Economics of Land Use

Oakland Sacramento Denver Los Angeles

Our Vision: "A comprehensive and compassionate housing policy framework that allow(s) residents to live with dignity, age in place, rehabilitate their housing, and preserve the integrity of their neighborhoods"

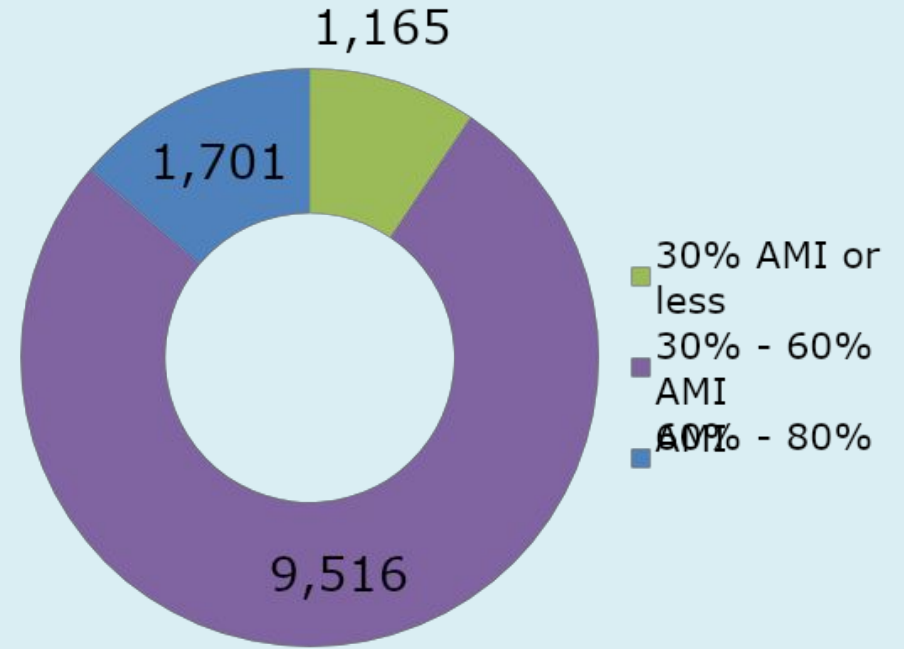
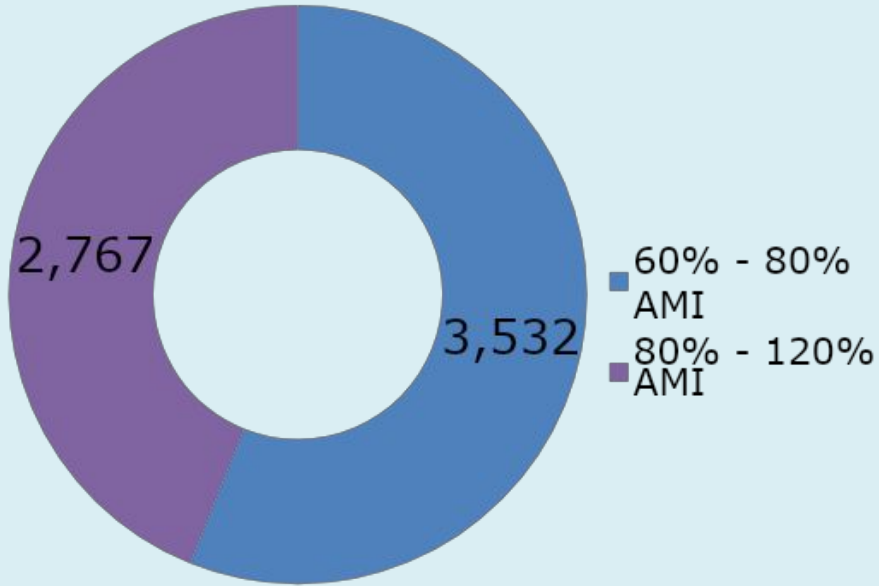


- The "Why"
- Accepted by Council 2018
- Created Framework
 - Identified Need
 - High-level Policy Areas of Focus

- The "How"
- Recalibrate target goals
- Identify Strategies to Reach Them
- Adopt to Implement

Owner Occupied (6,299 Units)

Renter Occupied Units (12,382 Units)



18,681 Affordable Units Needed Over the Next 10 Years

Rental Unit Production, Rehabilitation, and Preservation by AMI

AMI Range	10 Year Goal	Pre-Closing/ Closed	% of 10 Year Goal Met	Pipeline
≤30%	1,701 units	1,740 units	102%	152 units
31%-50%	6,344 units	870 units	14%	382 units
51%-60%	3,172 units	5,310 units	167%	953 units
61%-80%	1,165 units	2,439 units	209%	1,017 units
Totals	12,382	10,359		2,504 units

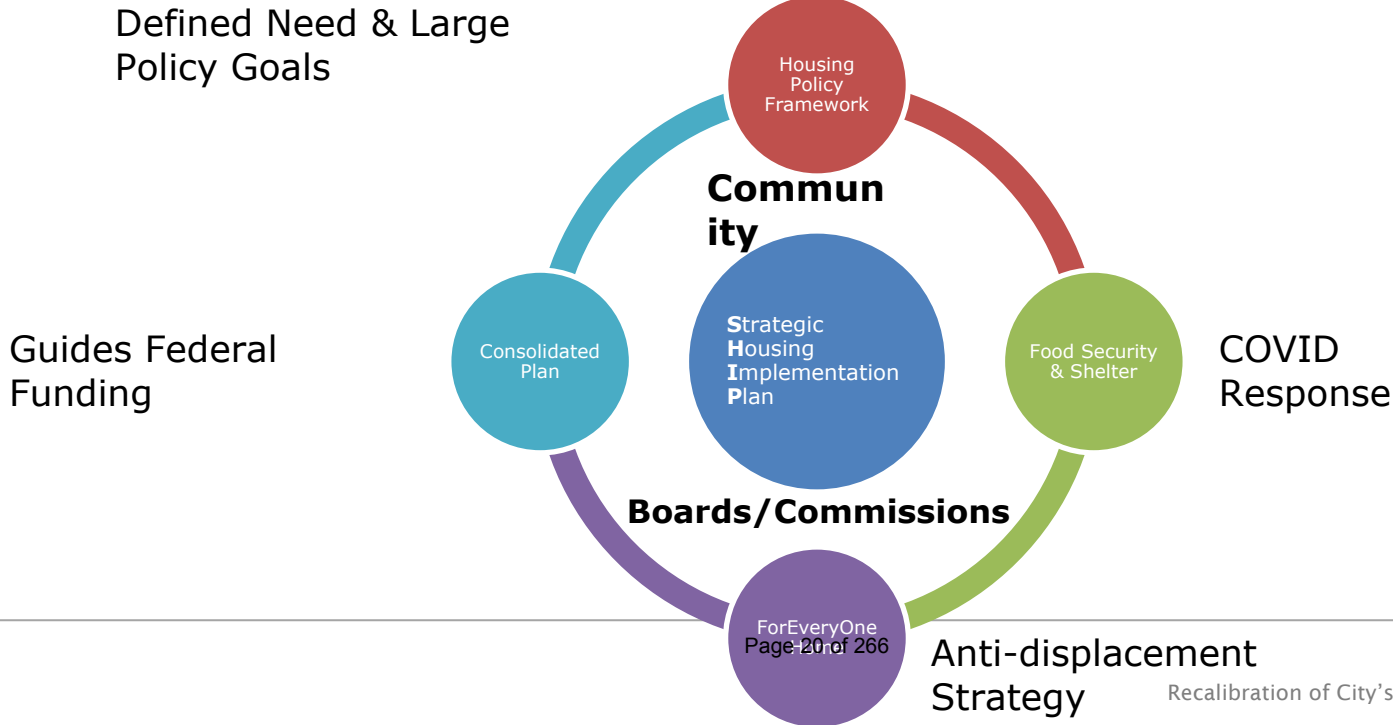
Ownership Unit Production, Rehabilitation, and Preservation by AMI

AMI Range	10 Year Goal	Pre Closing/ Closed	% of 10 Year Goal Met	Pipeline
≤80%	3,532 units	828 units	23%	196 units
81%-120%	2,767 units	310 units	11%	1,678 units
Totals	6,299 units	1,138 units	34%	1,874 units

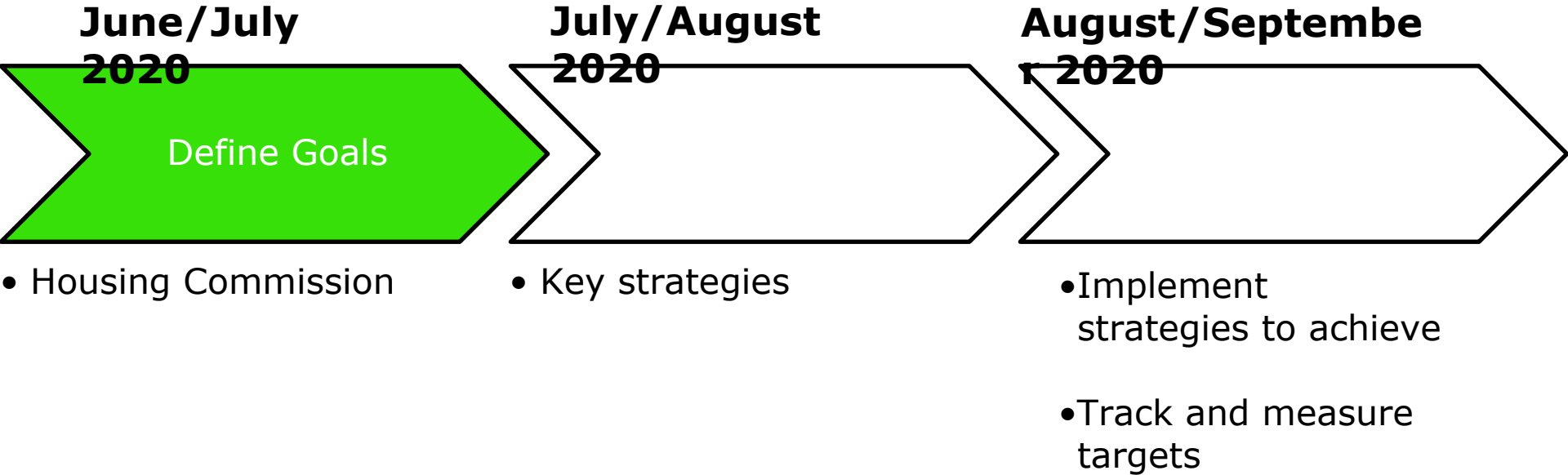
"A comprehensive and compassionate housing policy framework that allow(s) residents to live with dignity, age in place, rehabilitate their housing, and preserve the integrity of their neighborhoods"

- Community & Residents
- Government Agencies
- Housing Development & Finance

- Transportation
- Health and Housing
- Operators & Service Providers



PROCESS



Community & Stakeholder Input

STRATEGIC HOUSING IMPLEMENTATION PLAN

TEAM

DEFINING THE NEED :

- City Departments involved in housing
 - Neighborhood & Housing Services
 - Planning
 - Development Services
 - Historic Preservation
 - Human Services
 - Mayors Office
 - Center City
- Housing Partners
 - San Antonio Housing Trust*
 - San Antonio Housing Authority*
 - LISC San Antonio
 - South Alamo Regional Alliance for Homeless
 - Housing Commission Chair*

ADDITIONAL PERSPECTIVES :

- VIA*
- Bexar County
- Bexar County Housing Authority
- Office of Sustainability
- Office of Equity
- CPS/SAWS
- Archdiocese
- Area Foundation
- Bexar County Health Collaborative
- Nonprofit/for-profit developers

INPUT AND FEEDBACK

- Community & Residents
- Government Agencies
- Housing Development & Finance
- Transportation
- Health and Housing
- Operators & Service Providers

- Housing Commission
- Boards and Committees (CoSA, SAHA, SAHT)
- Community Housing Development Organizations
- Developers, Real Estate, and Apartment Owners/Operators
- Community Groups & Initiatives

HOW DO YOU CALCULATE NEED?

DATA & GUIDING QUESTIONS

Cost-burdened households as starting point

- Those spending more than 30% of income on housing
- Common metric, not refined or able to answer questions including:

2. What populations are most at-risk, vulnerable, have greatest need?

- Guided by analysis and understanding HPF
- Builds in other research and best practices, e.g. the Area Deprivation Index, Opportunity Atlas indexing, etc.

3. Where is housing needed?

4. What types of housing are needed?

HOW DO YOU CALCULATE NEED?

- **Housing Policy Framework**

- Identified 165,000 cost-burdened households (citywide and by Census tract)

- **Recalibration Effort**

- Refined approach to supply-demand imbalance (**disparities**)
- Use data to inform “who” the people are (**vulnerabilities**)
- Use data to inform geographic-specific affordable housing need

QUALITATIVE ASPECTS

WITH VULNERABILITY FACTORS BY REGIONAL CENTER

	Significant Vulnerability Index Factors	Most Vulnerable			Most Vulnerable %		
		Owner	Renter	Total	Owner	Renter	Total
BROOKS	Cost-Burden; Disability; Seniors	1,195	1,478	2,673	1.2%	1.5%	2.8%
DOWNTOWN	Educ. Attain; Unempl; Cost-Burden	2,085	2,580	4,666	2.2%	2.7%	4.9%
FORT SAM HOUSTON	Disability; Educ. Attain; Unempl	203	251	454	0.2%	0.3%	0.5%
GREATER AIRPORT AREA	Overcrowd; Cost-Burden; Inc. Disp; Educ. Attain	395	488	883	0.4%	0.5%	0.9%
HIGHWAY 151 AND LOOP 1604	Cost-Burden; Unempl; Overcrowd; Veteran	1,274	1,576	2,850	1.3%	1.6%	3.0%
MEDICAL CENTER	Inc. Disp; Cost-Burden; Overcrowd	812	1,004	1,816	0.8%	1.0%	1.9%
MIDTOWN	Disability; Educ. Attain; Overcrowd; Inc. Disp	530	656	1,185	0.6%	0.7%	1.2%
NE I-35 AND LOOP 410	Inc. Disp; Educ. Attain; Disability; Overcrowd	158	195	353	0.2%	0.2%	0.4%
PORT SAN ANTONIO	Veteran; Cost-Burden	1,522	1,883	3,405	1.6%	2.0%	3.6%
ROLLING OAKS	Overcrowd; Disability; Educ. Attain; Vet; Senior	812	1,004	1,816	0.8%	1.0%	1.9%
STONE OAK	Cost-Burden; Overcrowd; Inc. Disp	1,860	2,301	4,161	1.9%	2.4%	4.3%
TEXAS A&M - SAN ANTONIO	Senior; Inc. Disp; Vet; Disability	192	237	429	0.2%	0.2%	0.4%
UTSA	Inc. Disp; Cost-Burden; Unempl	1,792	2,218	4,010	1.9%	2.3%	4.2%
Non-Regional Center	n/a	29,932	37,035	66,967	31.3%	38.7%	70.0%
Total Bexar County		42,760	52,907	95,667	44.7%	55.3%	100.0%

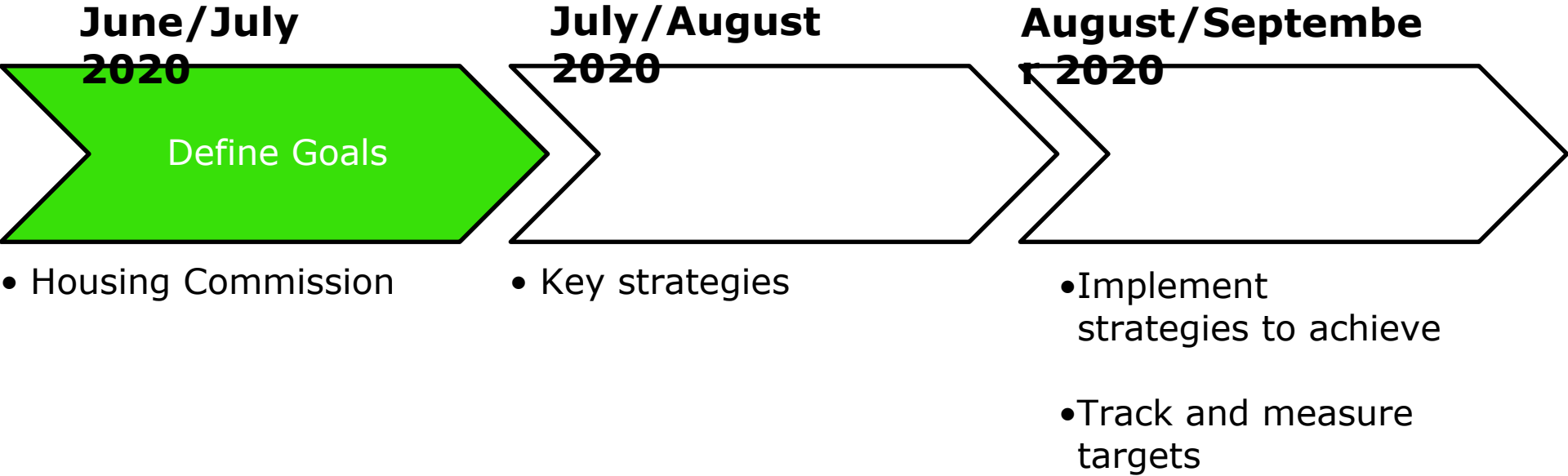
Source: Economic & Planning Systems

Z:\Shared\Projects\DEM\193118 - San Antonio TX Housing Target Study\Data\193118 - Regional Center Capacity Targets.xlsx\2 - Aff Goals w Vuln Factors

HOW CAN WE ADDRESS THE NEED?

- **Production/Rehabilitation** – All AMI levels
- **Emergency Services** – less than 30 percent AMI
- **Financial Counseling** – up to 50 or 60 percent AMI
- **Benefits Navigation and Enrollment** – predominantly less than 30 percent AMI; but also up to 50 or 60 percent AMI
- **Workforce Assistance** – predominantly up to 60 percent AMI, but potentially up to 80 percent AMI
- **Accessory Dwelling Units** – mainly up to 60 percent AMI
- **Housing Choice Vouchers** – Primarily up to 30 percent AMI
- **Family Independence Initiative** – “Up Together” financial assistance and planning program to increase mobility up to 60 percent AMI
- **Other Community Empowerment & Housing Programs** – Universities, non-profits, partners

PROCESS



Community & Stakeholder Input

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CITY OF SAN ANTONIO

RECALIBRATION OF CITY'S 10-YEAR HOUSING TARGETS

SAN ANTONIO HOUSING AUTHORITY



The Economics of Land Use

Oakland Sacramento Denver Los Angeles

SAN ANTONIO HOUSING AUTHORITY

August 6, 2020

BOARD OF COMMISSIONERS

RESOLUTION 6057, SAN ANTONIO HOUSING AUTHORITY AUTHORIZES ITS AFFILIATED ENTITY, THE SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC) TO AUTHORIZE THE 120 JOSEPHINE TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; AUTHORIZING THE ACQUISITION OF THE REAL PROPERTY, THE DEVELOPMENT AND CONSTRUCTION OF THE APARTMENTS AND THE GROUND LEASE OF SUCH REAL PROPERTY TO THE PUBLIC-PRIVATE PARTNERSHIP ENTITY; AND AUTHORIZING THE MEMBERSHIP INTEREST IN SAHFC JOSEPHINE LP, LLC AND AUTHORIZING THE FINANCING FOR SUCH TRANSACTION; AND OTHER MATTERS IN CONNECTION THEREWITH

DocuSigned by:
Muriel Rhoder

558B156101547D
David Nisivoccia
President and CEO

DocuSigned by:
Timothy Alcott

D71AC7199C2D166
Timothy E. Alcott
Chief Legal and Real Estate Officer

REQUESTED ACTION:

Consideration and approval regarding Resolution 6057, San Antonio Housing Authority authorizes its affiliated entity, the San Antonio Housing Facility Corporation (SAHFC) to authorize the 120 Josephine transaction, including the execution of all documentation necessary to carry out the transaction; authorizing the acquisition of the real property, the development and construction of the apartments and the ground lease of such real property to the public-private partnership entity; and authorizing the membership interest in SAHFC Josephine LP, LLC and authorizing the financing for such transaction; and other matters in connection therewith.

FINANCIAL IMPACT:

San Antonio Housing Authority’s affiliated entity, the SAHFC will be paid a \$250,000.00 closing fee and the greater of (a) 25% of the cash flow after debt service or (b) 25% of the tax savings as a result of the property tax exemption as a preferred return. SAHFC will also be paid annually \$25,000.00 as an asset management fee. SAHFC will also receive 25% percent of net sales value of the transaction when Lynd exits the transaction in year five and 25% of the increase in value for each subsequent sale. It is estimated that the SAHFC will earn \$7,793,864.00 in their first five years after the completion of the Project.

SUMMARY:

The Lynd Company (Lynd) has proposed a public-private partnership with the San Antonio Housing Authority’s affiliated entity, SAHFC, to construct the 120 Josephine Development (Josephine). Lynd is both a real estate developer and property management company. Over the last ten years, Lynd has acquired, divested, managed, developed, underwritten, or brokered directly or indirectly over \$1.5 billion in residential properties. Over the last seven years, Lynd has developed approximately \$500M in new developments in San Antonio, Chicago, Denver, Miami, and Austin.

The 120 Josephine is a proposed 259-unit Class A multifamily rental housing development to be constructed at 120 Josephine near the Pearl. Total development costs for the Project are estimated to be \$58,316,534.00 and it will be composed of one-, two- and three-bedrooms units

ranging in size from 464 square feet to 1,350 square feet. The Project will feature amenities similar to other Class A multifamily developments in the market, including a clubhouse, pool, and fitness center. Lynd or an affiliate thereof will (i) be the developer for the Project, (ii) will provide all financing and financial guarantees for the Project, and (iii) will market, lease, and manage the Project. Neither the SAHA, nor the SAHFC will have any financial obligations with respect to the Project, except to obtain the property tax exemption.

The SAHFC will own the project, the purchase of the land will be funded by an upfront lease payment from the partnership. As the project is constructed by the Josephine partnership, it will become the property of the SAHFC. The SAHFC will, simultaneously with the closing of its acquisition of the real estate, enter into a 75 year lease to Josephine Apartments LP that is jointly owned by a Lynd affiliate. The SAHFC will have a 25% interest in the cash flow received by the project after the payment of preferred returns and debt service. At the end of the 75-year lease, the Project, including all the improvements located on the land, will revert back to the SAHFC, which will own 100% of the Project at that point.

By the SAHFC owning the Project in fee simple, the Project will be eligible to receive a 100% exemption from the payment of ad valorem taxes so long as at least 50% of the total units (130 units) are restricted for rental by residents earning less than 80% of area median income (AMI). Ten percent of the units in the Project will be restricted for residents earning less than 60% of AMI and their rents will be restricted to TDHCA rents adjusted for unit size.

The Project will be constructed pursuant to a construction contract from Josephine Apartments LP to SAHFC and a sub-general contract to Lynd. This enables the Project to obtain a sales tax exemption on the materials purchased for the Project.

SAHFC will also enter into a development agreement addressing the construction and operation of the Project.

STRATEGIC GOAL:

Strategically expand the supply of affordable housing.

ATTACHMENTS:

Resolution 6057

Map and Concept Drawings

CERTIFICATE FOR RESOLUTION 6057

The undersigned officer of the Housing Authority of the City of San Antonio, a Texas housing authority created pursuant to the laws of the State of Texas (SAHA) hereby certifies as follows:

1. In accordance with its bylaws, the Board of Commissioners of SAHA (Board) held a meeting on August 6, 2020, (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 6057, SAN ANTONIO HOUSING AUTHORITY AUTHORIZES ITS AFFILIATED ENTITY, THE SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC) TO AUTHORIZE THE 120 JOSEPHINE TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; AUTHORIZING THE ACQUISITION OF THE REAL PROPERTY, THE DEVELOPMENT AND CONSTRUCTION OF THE APARTMENTS AND THE GROUND LEASE OF SUCH REAL PROPERTY TO THE PUBLIC-PRIVATE PARTNERSHIP ENTITY; AND AUTHORIZING THE MEMBERSHIP INTEREST IN SAHFC JOSEPHINE LP, LLC AND AUTHORIZING THE FINANCING FOR SUCH TRANSACTION; AND OTHER MATTERS IN CONNECTION THEREWITH

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 Bylaws of SAHA.

SIGNED AND SEALED this 6th day of August 2020.



David Nisivocchia
President and CEO

**San Antonio Housing Authority
Resolution 6057**

RESOLUTION 6057, SAN ANTONIO HOUSING AUTHORITY AUTHORIZES ITS AFFILIATED ENTITY, THE SAN ANTONIO HOUSING FACILITY CORPORATION TO AUTHORIZE THE 120 JOSEPHINE TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; AUTHORIZING THE ACQUISITION OF THE REAL PROPERTY, THE DEVELOPMENT AND CONSTRUCTION OF THE APARTMENTS AND THE GROUND LEASE OF SUCH REAL PROPERTY TO THE PUBLIC-PRIVATE PARTNERSHIP ENTITY; AND AUTHORIZING THE MEMBERSHIP INTEREST IN SAHFC JOSEPHINE LP, LLC AND AUTHORIZING THE FINANCING FOR SUCH TRANSACTION; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, SAHA's affiliated entity, SAHFC, and The Lynd Company (Lynd) propose to enter into a public-private partnership in the form of a limited partnership (Partnership) to acquire and construct an approximately 259-unit Class A multifamily rental housing development to be known as the 120 Josephine Development (Housing Facility) to be constructed at 120 W. Josephine Street (Land, together with the Housing Facility, the Project); and

WHEREAS, in connection with the Project, SAHFC will form a limited liability company, which shall be a Partnership limited partner (SAHFC Josephine LLC); and

WHEREAS, at the request of the Partnership, the SAHFC Josephine LLC has agreed to serve as a limited partner of the Partnership, and San Antonio Housing Facility Corporation (SAHFC) has agreed to (i) serve as the sole member of SAHFC Josephine LLC in connection with the financing of the Project, (ii) acquire the Land and own the Project and lease it to the Partnership pursuant to a Ground Lease (Ground Lease), and (iii) serve as the general contractor for the Project; and

WHEREAS, in connection with the financing of the Project, the Partnership will enter into a loan transaction (Loan); and

WHEREAS, in connection with the execution of the Loan, the Partnership, the SAHFC Josephine LLC and/or SAHFC will be required to enter into certain agreements, which may include, but are not limited to, a Promissory Note, a Construction Loan Agreement, a Deed of Trust, together with a Joinder of Deed of Trust and various assignments and certificates (collectively, the Loan Documents); and

WHEREAS, the Partnership will raise and contribute equity to construct the Project (Equity Financing); and

WHEREAS, in connection with the Equity Financing, the Partnership, the SAHFC Josephine LLC, and/or SAHFC will be required to enter into certain agreements, including, but not limited to, a Limited Partnership Agreement, and closing certificates (collectively, the Equity Documents); and

WHEREAS, to reduce the cost of the Project by eliminating sales tax on the construction of the Project, SAHFC will serve as the general contractor and enter into any required construction contracts and ancillary documents (Construction Documents); and

WHEREAS, the Board has determined that it is in the public interest and to the benefit of the citizens and residents of San Antonio, and the community that SAHA serves, for the various entities to enter into the transactions described above so that the Partnership may construct the Project; and

WHEREAS, this Board of Commissioners has reviewed the foregoing and determined that the action herein authorized is in furtherance of the public purposes of SAHA and SAHFC.

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of the San Antonio Housing Authority hereby:

Section 1. The Project, the various forms of financing contemplated for the Project, including, but not limited to, the Equity Financing, the Loan, and the terms of the Equity Documents, the Construction Documents, and the Loan Documents, are hereby authorized and approved, when such documents are approved by the officers signing them.

Section 2. The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary of SAHFC or any of them, are hereby authorized to execute any and all documentation required for the financing and construction of the Project, including, but not limited to, the Equity Documents, the Construction Documents, the Loan Documents, indemnity agreements and guaranties covering the Land or the Project, and all other documents relating to the Equity Financing, and the Loan to which the Partnership, the SAHFC Josephine LLC, and/or SAHFC is a party.

Section 3. The purchase of the Land, the lease of the Land, the acquisition of membership interest in the SAHFC Josephine LLC by SAHFC, the acquisition of the partnership interest in the Partnership, and the role of SAHFC as the general contractor for the Project are approved and the President, any Vice President, the Secretary, the Treasurer, the Executive Director, and any Assistant Secretary or SAHFC, or any of them, are hereby authorized to execute the documents required to be executed by SAHFC in order to effect such transactions.

Section 4. The President, any Vice President, the Secretary, the Treasurer, and any Assistant Secretary of SAHFC, or any of them, and, if required by the form of the document, the Secretary and any Assistant Secretary, or any of them, of SAHFC are authorized and directed to modify, execute and deliver any of the documents to be signed by or consented to by SAHFC, and any and all certificates and other instruments necessary to carry out the intent thereof and hereof. The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary or SAHFC, 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 SAHA and/or SAHFC, 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. 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 documents approved hereby or otherwise to give effect to the actions authorized hereby and the intent hereof.

Section 6. If any section, paragraph, clause, or provisions 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.

Section 7. The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Board.

Section 8. 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 9. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 10. This Resolution shall be in force and effect from and after its passage.

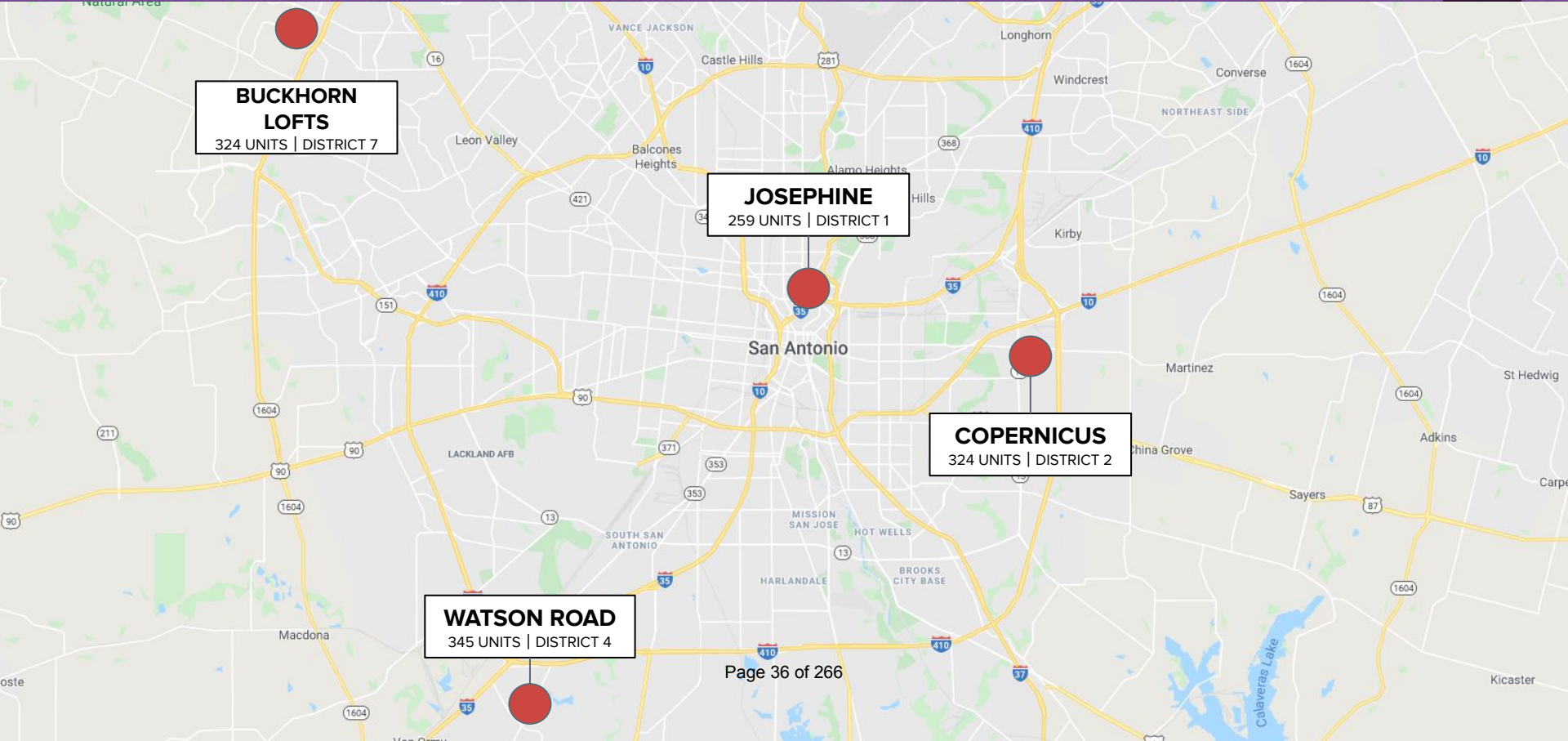
Passed and approved the 6th day of August 2020.

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

Attested and approved as to form:

David Nisivoccia
President and CEO

BOND DEALS





Josephine

Timothy Alcott, Chief Legal and Real Estate Officer
Lorraine Robles, Director of Development Services

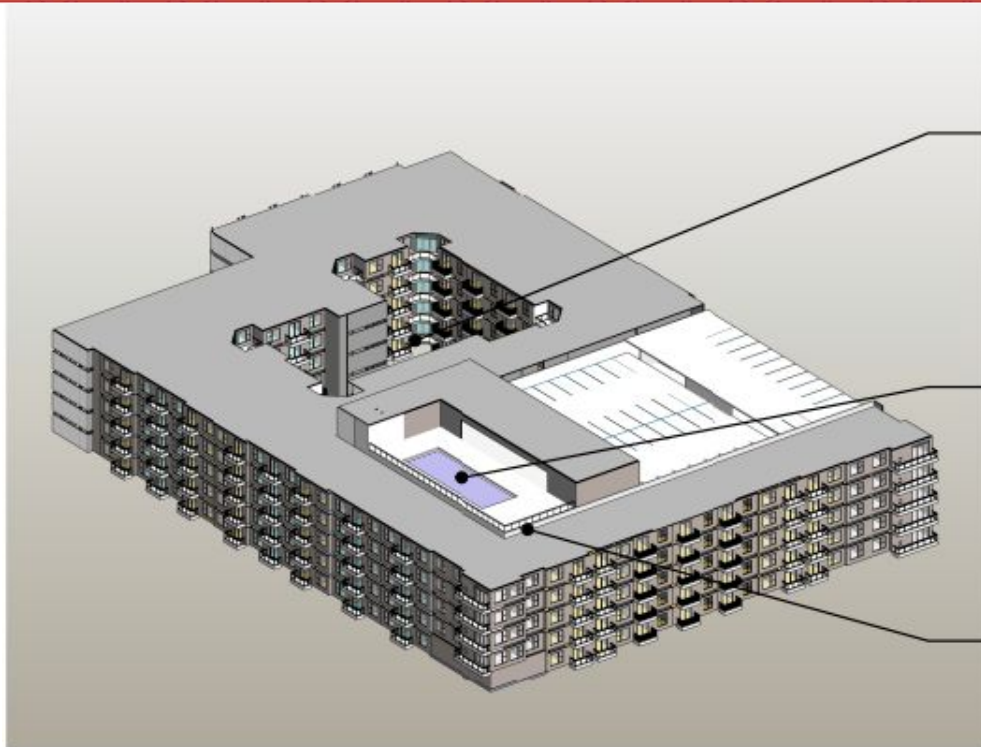
MAP



SITE



DESIGN



OPTIONAL
SECOND POOL
AT MAIN
COURTYARD



AMMENITY DECK
WITH POOL AND
4720 SF CLUB /
FITNESS CENTER
AT ROOFTOP



SAN ANTONIO
VIEWS FROM
AMENITY
CENTER

SITE PLAN

5



BUILDING DATA:

UNIT COUNT: 259 UNITS
 UNIT SF AVG: 753 SF
 NET RENTABLE: 194,968 SF
 LEASING SPACE: 1,398 SF
 AMENITY SPACE: 4,720 SF

PARKING DATA:

PARKING COUNT: 348
 PARKING RATIO: 1.4 SPACES PER UNIT

*OPTIONS:

OPTION 1 | ADDITIONAL 2,400 SF FOR MEZZANINES AT SELECT UNITS AT LEVEL 5

OPTION 2 | WRAP LAYOUT AS SHOWN, 8 LEVELS PROVIDES ADDITIONAL 52 UNITS, 311 UNITS TOTAL

UNIT AND INCOME DISTRIBUTION

6

UNIT DISTRIBUTION			INCOME DISTRIBUTION		
# Beds	# Units	% Total	Income	# Units	% Total
Eff	-	0%	40%	-	0%
1	220	85%	50%	-	0%
2	39	15%	60%	26	10%
3	-	0%	80%	104	40%
4	-	0%	MR	129	50%
TOTAL	259	100%	TOTAL	259	100%

QUESTIONS?

BOARD OF COMMISSIONERS

RESOLUTION 6066, REQUESTING APPROVAL FOR AN EXPANSION OF THE SCOPE OF WORK OF THE EXCLUSIVE NEGOTIATING AGREEMENT WITH CATELLUS DEVELOPMENT CORPORATION FOR THE DEVELOPMENT OF REMAINING VICTORIA COMMONS PROPERTIES AND INCLUDING IN THE AGREEMENT AN ADJACENT SITE; AUTHORIZING THE PRESIDENT AND CEO AND HIS DESIGNATED STAFF TO EXECUTE AMENDMENTS TO THE EXCLUSIVE NEGOTIATING AGREEMENT TO INCORPORATE THESE CHANGES

DocuSigned by:
Muriel Rhoder

David Nisiroccia
President and CEO

DocuSigned by:
Timothy Alcott

Timothy E. Alcott
Chief Legal and Real Estate Officer

REQUESTED ACTION:

Consideration and approval regarding Resolution 6066, requesting approval for an expansion of the scope of work of the Exclusive Negotiating Agreement with Catellus Development Corporation for the development of remaining Victoria Commons properties and including in the agreement an adjacent site; authorizing the President and CEO and his designated staff to execute amendments to the Exclusive Negotiating Agreement to incorporate these changes.

FINANCIAL IMPACT:

The additional expenditures by Catellus under the expansion of the Scope of Work for this project will be borne by Catellus. Upon execution of the Master Development Agreement the expenditures will become Cost of Work expenses to be reimbursed to Catellus from the project revenues. Under the terms of the Exclusive Negotiating Agreement, SAHA is responsible for reimbursing Catellus for these expenses only if the Master Development Agreement is not executed. The Board will have the opportunity to review the proposed master plan for the properties, the terms of the Master Development Agreement and the recommended financial structure for each project at future Board meetings.

SUMMARY:

On September 5, 2019, the Board approved Resolution 5949, authorizing the selection of Catellus as master developer for potential development sites in Victoria Commons, including 8.4 acres of townhome lots, two stormwater drainage basins and the former SAHA Administration Building. The Resolution also authorized the President and CEO and his designated staff to negotiate and execute development agreements, as needed.

On January 1, 2020, a one-year Exclusive Negotiating Agreement was executed authorizing Catellus to begin master planning, commission engineering studies and conducting financial analyses to determine the potential uses of the sites. The Master Development Agreement, which is in negotiation, is expected to be executed in November 2020, after the Board's final approval of the Concept Master Plan.

Under the Exclusive Negotiating Agreement, a Not-to-Exceed amount of \$200,000.00 was

SAN ANTONIO HOUSING AUTHORITY

August 6, 2020

originally approved for Catellus' expenses to engage consultants for master planning, engineering, legal advice and other services to support the development analysis. The Exclusive Negotiating Agreement requires Catellus to fund those efforts until the Master Development Agreement is executed, when those items will become Cost of Work expenses to be reimbursed by project revenues.

Catellus has determined that re-zoning, re-platting and infrastructure changes will be necessary for the projects proposed. To expedite the pre-development work to reduce the lead time before vertical construction can begin, Catellus has requested an expansion of scope under the same terms as the Exclusive Negotiating Agreement to authorize the expenditure of a Not-to-Exceed amount of \$700,000.00 for additional professional services and associated costs needed to begin the rezoning, re-platting and preparation of documents for the infrastructure changes in August 2020. DSNR staff has reviewed the request and agrees that it would be beneficial for this work to begin as soon as possible to reduce the overall construction time.

This resolution also requests the inclusion of an adjacent development site to the Scope of Work of the Catellus Exclusive Negotiating Agreement and Master Development Agreement to enhance Victoria Commons and maximize the return on the project that can be used by SAHA for other affordable housing needs throughout the city.

STRATEGIC GOAL:

Strategically expand the supply of affordable housing.

ATTACHMENTS:

Resolution 6066

**San Antonio Housing Authority
Resolution 6066**

RESOLUTION 6066, REQUESTING APPROVAL FOR AN EXPANSION OF THE SCOPE OF WORK OF THE EXCLUSIVE NEGOTIATING AGREEMENT WITH CATELLUS DEVELOPMENT CORPORATION FOR THE DEVELOPMENT OF REMAINING VICTORIA COMMONS PROPERTIES AND INCLUDING IN THE AGREEMENT AN ADJACENT SITE; AUTHORIZING THE PRESIDENT AND CEO AND HIS DESIGNATED STAFF TO EXECUTE AMENDMENTS TO THE EXCLUSIVE NEGOTIATING AGREEMENT TO INCORPORATE THESE CHANGES

WHEREAS, the SAHA Board approved Resolution 5949 on September 5, 2019, authorizing the selection of Catellus as master developer for potential development sites in Victoria Commons; and

WHEREAS, a one-year Exclusive Negotiating Agreement was executed by the President and CEO on January 1, 2020, authorizing Catellus to begin master planning, commission engineering studies and conducting financial analyses to determine the potential uses of the sites; and

WHEREAS, Catellus has requested authorization under the same terms as the Exclusive Negotiating Agreement to expend a Not-to-Exceed amount of \$700,000.00 for additional professional services and associated costs needed to begin the rezoning, re-platting and preparation of documents for the infrastructure changes to reduce the overall construction time; and

WHEREAS, it has been determined that it is in the best interest of the project to include an adjacent development site in the Scope of Work to enhance Victoria Commons and maximize the return on the project that can be used by SAHA for other affordable housing needs; and

WHEREAS, staff requests the Board of Commissioners authorize the President and CEO, or designee, to execute all documents associated with these amendments to the contract.

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of SAHA hereby:

- 1) Approves Resolution 6066, requesting an expansion of the Scope of Work of the Exclusive Negotiating Agreement with Catellus Development Corporation for the development of remaining Victoria Commons properties and including in the agreement an adjacent site.
- 2) Authorizes the President and CEO, or designee, to execute all documents associated with these amendments to the contract.

Passed and approved the 6th day of August 2020.

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

Attested and approved as to form:

David Nisivoccia
President and CEO



SAHA | SAN ANTONIO
HOUSING AUTHORITY
Opportunity Lives Here

WI-FI EXPANSION TIMELINE

AUGUST 6, 2020

Wi-Fi Expansion

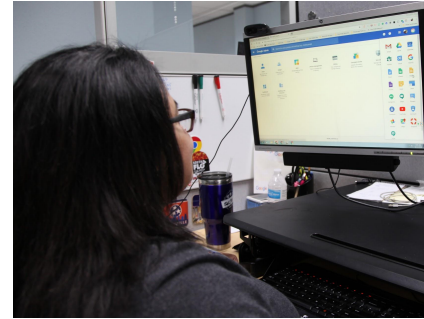
Budget and Expenditures

The Budget

- \$4 Million Dollar **budget approved** as of July 1, 2020
 - 3 Million for **52** PH properties
 - 1 Million for **24** Beacon Properties

Expenditures

- Labor
 - One Dedicated Wi-Fi Technical Support Analyst
 - Concurrent contractor teams for electrical work
 - Concurrent contractors for cabling and mounting of Wi-Fi equipment in residential areas
 - Hardware procurement
 - Bandwidth procurement
 - Labor for 60% dedicated time of 2 IT Network team staff



WI-FI Expansion

Topology, Security and Design

The Plan

Priority 1 - Big 3

- Cassiano
- Lincoln
- Alazan

Design

- Saturate residential area for accessibility inside the home
- Install Fiber backbone at larger properties, copper at smaller properties to manage costs
- Implement innovative Mesh and Solar Mesh Wi-Fi technologies

Security

- Open Public Wi-Fi accessed by any device
- Content Filtering for undesirable sites
- Public Wi-Fi with no password needed for access



Cassiano Homes - Solar Mesh WiFi - SMARTI



Family community built in **1951**

District 5

Councilwoman Shirley Gonzales

2919 S. Laredo, 78207

SAISD School District

1,254 total children

1,790 residents currently served

96 buildings

499 units

Cassiano Homes – Main Office Area

Wi-Fi Saturated Signal Coverage



- Rocket
- SMARTI Solar Poles
- Nanobeam
- IDF

Cassiano Homes - 1934 Krocker Way

Wi-Fi Saturated Signal Coverage



● PtP Microwave

● SMARTI Solar Poles

● IDF

Lincoln Heights



Family community built in **1940**

1315 N. Elmendorf, 78207

District 1

Councilman Roberto Treviño

SAISD School District

507 Total Children

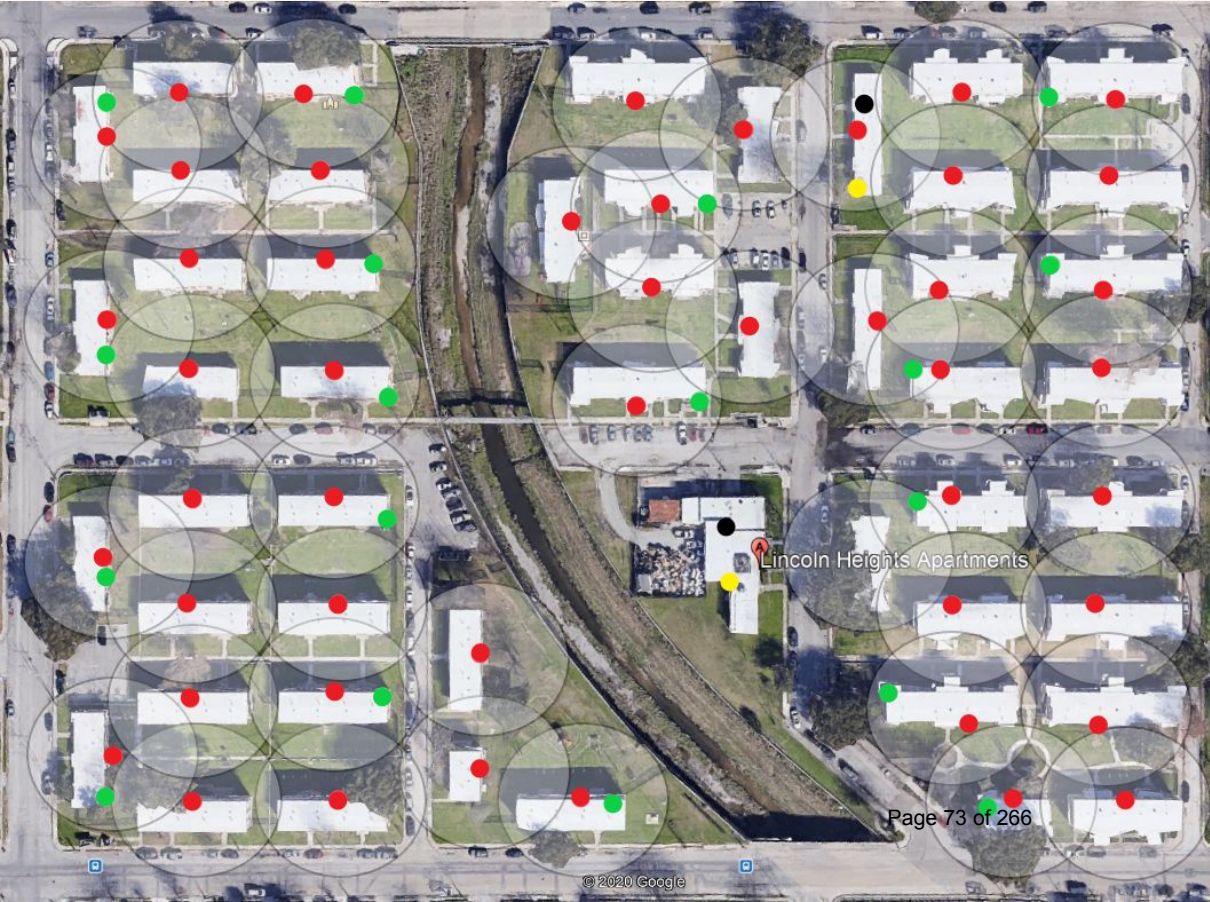
50 buildings

338 units

875 Total Clients

Lincoln Heights

Wi-Fi Saturated Signal Coverage



- Rocket
- Access point
- Nanobeam
- IDF

Alazan Apache Courts



Family community built in **1939**

1011 S. Brazos, 78207

District 5

Councilwoman Shirley Gonzales

SAISD School District

1,193 Total Children

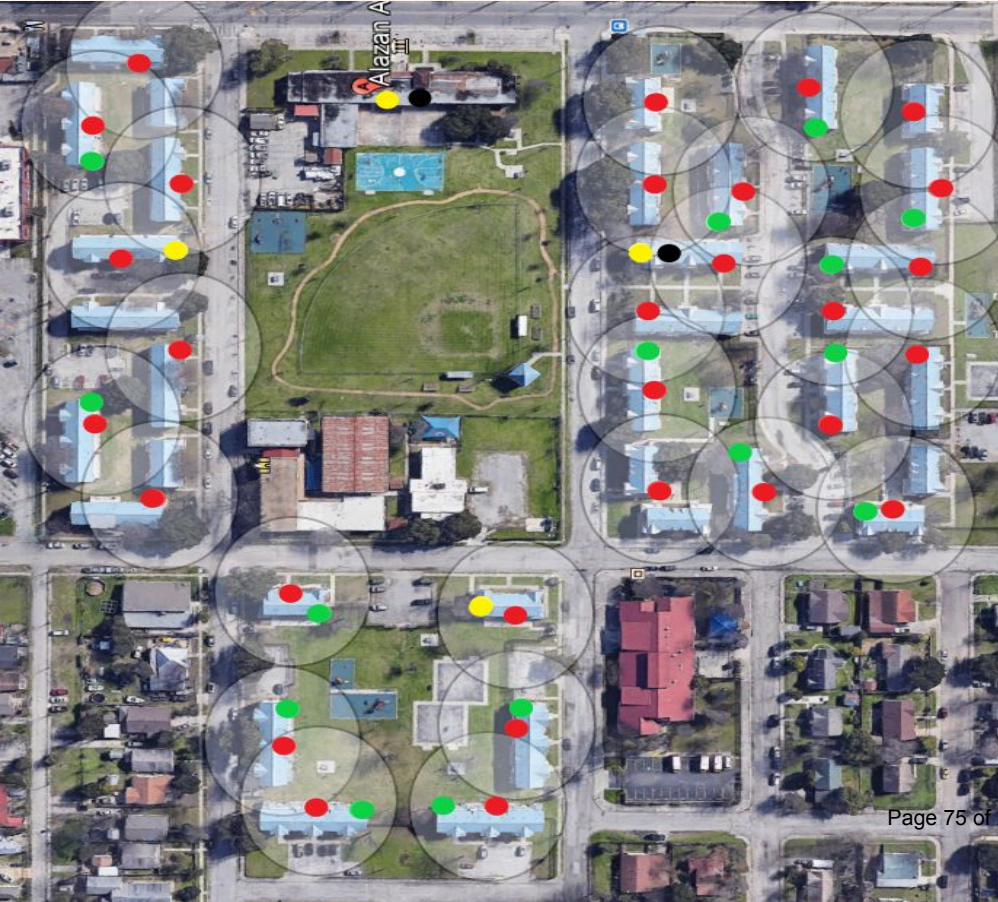
149 Buildings

741 Total units

1,837 Total Clients

Alazan Apache 1

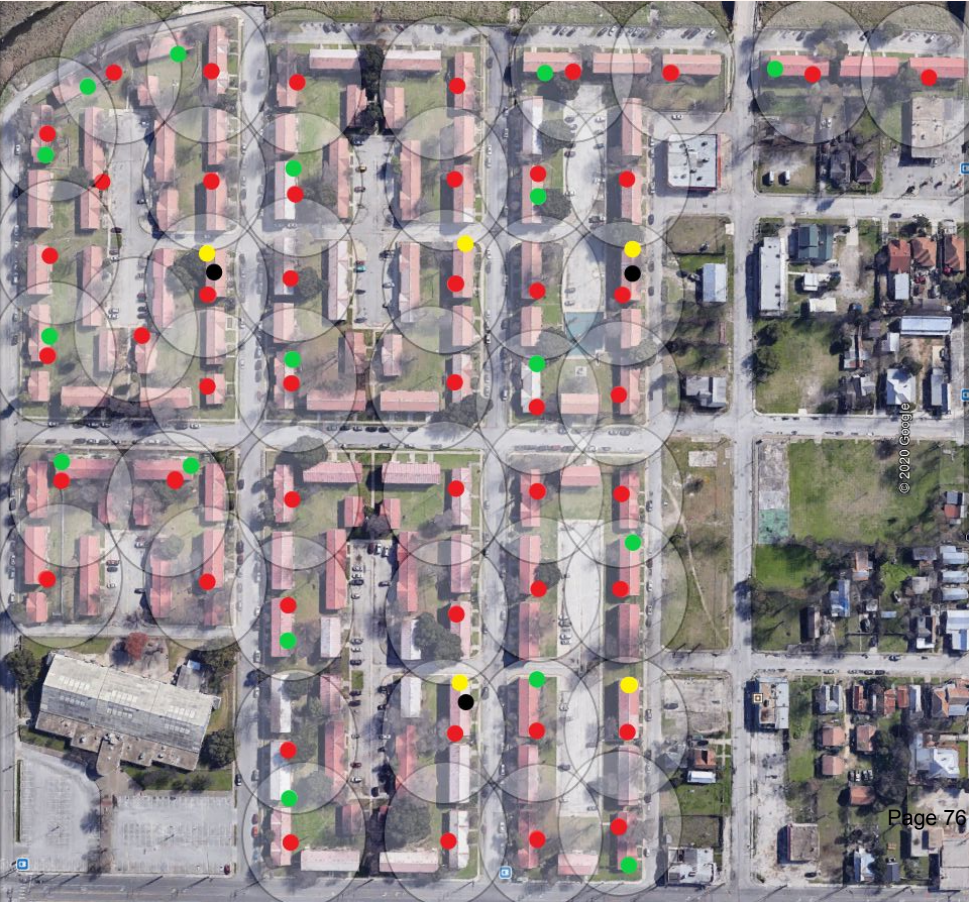
Wi-Fi Saturated Signal Coverage



- Rocket
- Access point
- Nanobeam
- IDF

Alazan Apache 2

Wi-Fi Saturated Signal Coverage



- Rocket
- Access point
- Nanobeam
- IDF

Concurrent Timeline

Crews of 3–6 teams

PHASE 1

**JULY –
DEC. 2020**

Top 3 PH Family
Properties

- Cassiano
- Lincoln
- Alazan

PHASE 2

**JANUARY –
APRIL 2021**

Remaining Family
Properties (19)

PHASE 3

**JANUARY –
APRIL 2021**

Beacon
Properties (24)

PHASE 4

**APRIL – JUNE
2021**

Public Housing
Elderly and
Disabled
Properties (30)

GOAL: Project Completion by June 30, 2021

Challenges

COVID-19

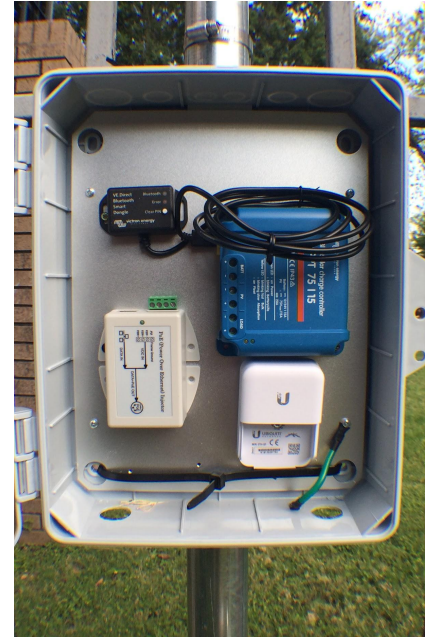
- Many businesses trying to install, upgrade and expand their Wi-Fi
- Keeping SAHA staff healthy and safe
- Hiring contractors with enough healthy talent to build concurrent crews
- Contractors reporting shortage and back order of Wi-Fi hardware
- Contractors reporting shipping delays



Concurrent Timeline

BIG 3 MILESTONES . JULY – DECEMBER 2020

- 1 Procurement
- 2 Project Preparation
- 3 Wi-Fi Hardware Installation
- 4 Wi-Fi Hardware Configuration
- 5 Testing



Concurrent Timeline – Big 3 Milestones

1

PROCUREMENT

JULY 13 – 17

Determine procurement vehicle

JULY 20 – AUGUST 31

Execute procurement vehicle

Build equipment and vendor requirement documentation

Order WiFi Hardware and bandwidth

Hire vendors with crews or temps to run 3 to 6 concurrent crews

2

PROJECT PREPARATION

SEPT. 1 – 18

Receive delivery of Equipment

Train and prepare contractors and extra staff for project

Scheduling and project assignment

Inventory and assignment

3

WIFI HARDWARE INSTALLATION

SEPTEMBER 21 – OCTOBER 30

Mount Wi-Fi Access points and Microwave

Mount Solar Poles with Solar equipment (Cassiano and Lincoln)

Cable and Power install

Bandwidth Installation

Installation of backend equipment in MDF closets

Test all equipment installations

Concurrent Timeline – Big 3 Milestones

4

WIFI HARDWARE CONFIGURATION

SEPTEMBER 21 – NOVEMBER 13

Configure WiFi Hardware

Firewall

Open DNS

Cloud Controller

Switches

Access Points

Rocket Microwaves and Repeaters

Solar Equipment

5

TESTING

NOVEMBER 15 – DECEMBER 11

Test all configurations

Test Connectivity

Test Bandwidth strength

Test Signal Saturation

Ensure signal can be reached
within radius

Test all device types for
connectivity

6

GO LIVE

DECEMBER 14, 2020

Remaining Public Housing Family Properties (19)

Concurrent Timeline . January – March 2021

Cheryl West

Cross Creek

Mirasol

Mission Park

Morris C. Beldon

Francis Fury

**Glen Park, Kenwood North
and Kenwood Manor**

Highview

LC Rutledge

Olive Park

Park Square

Pin Oak II

Riverside

Springview

TL Shaley

Villa Veramendi

Village East

Beacon Properties (24)

Concurrent Timeline . January - April 2021

Bella Claire

Burning Tree

Castle Point

Churchill Estates

Clairemont Townhomes

Cottage Creek 1 & 2

Converse Ranch 1 & 2

Courtland Heights

Crown Meadows

Dietrich

Encanta Villa

Homestead

La Providencia

Monterey Park

Reagan West

Towering Oaks

Villa de Valencia

Warren House

Woodhill Apartments

Pecan Hill

San Alfonso

Sunshine Plaza

Public Housing Elderly/Disabled Properties (30)

Timeline . April – June 2021

Blanco

Col. George Cisneros

College Park

Christ the King

Fair Avenue

Escondida

Frank E. Hornsby

Henry B. Gonzalez

Jewett Circle

Le Chalet

Lewis Chatham

Lila Cockrell

Linda Lou

Lofts Marie McGuire

Madonna

Matt Garcia

The Midway

Parkview

Pin Oak I

Reymundo Rangel

Sahara Ramsey

San Pedro Arms

South San

Sun Park Lane

Tarry Towne

Victoria Plaza

Villa Hermosa

Villa Tranchese

William Sinkin

Williamsburg

Partnerships



QUESTIONS?

Appendix

Big 3 Estimated First and Second Year Totals

23

Community	Type	Community Room	ConnectHome Lab	*Estimated First Year Costs	Estimated Second Year Costs
Alazan/Apache/ Guadalupe	Family	✓	✓	\$292,450	\$63,600
Cassiano	Family	✓	✓	\$239,000	\$58,800
Lincoln Heights	Family	✓	In Progress	\$131,550	\$56,280
Total				\$663,000	\$178,680

Estimated Costs Detail for Cassiano Homes

24

Item	Cost	Quantity	Total
Microwave	200.00	42.00	8,400.00
Outdoor Mesh AP	180.00	70.00	12,600.00
Rocket	250.00	7.00	1,750.00
Antenna	200.00	7.00	1,400.00
Firewall	10,000.00	2.00	20,000.00
8-Port POE Switch	250.00	20.00	5,000.00
Misc Hardware	500.00	2.00	1,000.00
Mounting Access points and cable runs	500.00	62.00	31,000.00
Power Mods	350.00	33.00	11,550.00
Pole Mounting	1,500.00	7.00	10,500.00
1 GB bandwidth Fiber (\$2,100 Per Month)	25,200.00	2.00	50,400.00
Open DNS License (Per Year)	120.00	70.00	8,400.00
Smarti Pole	1,000.00	27	27,000.00
Potential Construction Costs	50,000.00	1	50,000.00
TOTAL			239,000.00

Estimated Costs Detail for Lincoln Heights

25

Item	Cost	Quantity	Total
Microwave	200.00	17.00	3,400.00
Outdoor Mesh AP	180.00	49.00	8,820.00
Rocket	250.00	4.00	1,000.00
Antenna	200.00	4.00	800.00
Firewall	5,000.00	1.00	5,000.00
8-Port POE Switch	250.00	5.00	1,250.00
Misc Hardware	500.00	2.00	1,000.00
Mounting Access points and cable runs	500.00	50.00	25,000.00
Power Mods	350.00	50.00	17,500.00
Pole Mounting	1,500.00	1.00	1,500.00
1 GB bandwidth Fiber (\$2,100 Per Month)	25,200.00	2.00	50,400.00
Open DNS License (Per Year)	120.00	49.00	5,880.00
Potential Construction Costs	10,000.00	1	10,000.00
TOTAL			131,550.00

Estimated Cost Detail for Alazan Apache

26

Item	Cost	Quantity	Total
Microwave	200.00	46.00	9,200.00
Outdoor Mesh AP	180.00	110.00	19,800.00
Rocket	250.00	13.00	3,250.00
Antenna	200.00	13.00	2,600.00
Firewall	10,000.00	2.00	20,000.00
8-Port POE Switch	250.00	40.00	10,000.00
Misc Hardware	500.00	2.00	1,000.00
Mounting Access points and cable runs	500.00	110.00	55,000.00
Power Mods	350.00	110.00	38,500.00
Pole Mounting	1,500.00	13.00	19,500.00
1 GB bandwidth Fiber (\$2,100 Per Month)	25,200.00	2.00	50,400.00
Open DNS License (Per Year)	120.00	110.00	13,200.00
Potential Construction Costs	50,000.00	1.00	50,000.00
TOTAL			292,450.00

Long Term Support and Management

- WiFi Technical Support Analyst
 - Maintain and manage WiFi expansion
 - Support ConnectHomeSA digital training
- Public Housing Bandwidth PY \$392,040
- Beacon Bandwidth costs PY \$219,360
- PH OpenDNS licensing PY \$ 99,480
- Beacon OpenDNS licensing PY \$ 37,680

Total 2nd year operations costs \$748,560



SAN ANTONIO HOUSING AUTHORITY

August 6, 2020

BOARD OF COMMISSIONERS

RESOLUTION 6050, AUTHORIZING THE AWARD OF CONTRACTS FOR BOND AND MIXED FINANCE COUNSEL ON AN AS-NEEDED BASIS TO THE FOLLOWING LAW FIRMS: LOCKE LORD LLP AND ORRICK, HERRINGTON & SUTCLIFFE LLP; AT THE RATE NOT TO EXCEED 1% OF THE BOND OF ISSUE, WITH ADDITIONAL WORK TO BE COMPENSATED BASED ON A MUTUALLY AGREEABLE FEE ARRANGEMENT THAT IS PROPORTIONATE TO THE COMPLEXITY AND VALUE OF THE TRANSACTION; BOTH FOR A PERIOD OF ONE YEAR WITH THE OPTION TO RENEW UP TO TWO ADDITIONAL ONE-YEAR TERMS

DocuSigned by:
Muriel Rhoder

David Nisiyocchia
President and CEO

DocuSigned by:
Steven Morando

Steven Morando
**Director of Procurement
and General Services**

DocuSigned by:
Timothy Alcott

Timothy E. Alcott
**Real Estate and Legal Services
Officer**

REQUESTED ACTION:

Consideration and approval regarding Resolution 6050, authorizing the award of contracts for Bond and Mixed Finance Counsel on an as-needed basis to the following law firms: Locke Lord LLP and Orrick, Herrington & Sutcliffe LLP; at the rate not to exceed 1% of the bond of issue, with additional work to be compensated based on a mutually agreeable fee arrangement that is proportionate to the complexity and value of the transaction; both for a period of one year with the option to renew up to two additional one-year terms.

FINANCIAL IMPACT:

The fee arrangements will be based on the complexity and value of each transaction and may include an hourly rate with a not-to-exceed limit or a flat rate. This is to ensure reasonable fees for each transaction, which is a priority, given the challenging funding environment.

Funding for legal and other professional services in the area of Bond Mixed Finance Counsel is included in every project budget and is generally paid out of the bond proceeds of the partnership or Beacon property.

SUMMARY:

On November 1, 2018 (Resolution 5848), we received Board approval to award contracts for Bond Mixed Finance Counsel on an as-needed basis to the following three law firms: Bracewell, LLP, Coats Rose, P.C., and Norton Rose Fulbright US LLP; all for a period of one year with the option to renew up to four additional one-year terms.

Due to the number of upcoming development projects, the San Antonio Housing Authority (SAHA) seeks to supplement its current pool of law firms that provide legal services related to the development and financing of multifamily housing to include the use of bonds. Services provided by the law firms will include, but are not limited to, providing advice and counsel in the areas of developing and structuring bond issues and financial transactions; suitable forms of financing for housing programs or projects, including any refinancing or restructuring of existing projects, as well as new projects that are under consideration; tax matters relating to properties financed by

SAN ANTONIO HOUSING AUTHORITY**August 6, 2020**

bonds; relevant federal, state, or municipal law along with any proposed federal, state or local legislation or regulations, as it relates to public finance; validity of the bonds issues, and if applicable, the tax-exempt status of such bonds from federal, state, and local taxes, and other related matters; and exemption of bonds from certain securities law. Additionally, the firms may be asked to draft official statements, trust indentures, loan agreements, and other documents relating to the issuance of bonds and other financial transactions; and, any other legal services, as requested by SAHA.

On May 1, 2020, SAHA issued a Supplemental Request For Qualifications (RFQ) #2004-961-49-5019 for Bond and Mixed Finance Counsel that closed on May 28, 2020. The RFQ was published on the SAHA website, Electronic State Business Daily (ESBD), The Hart Beat, posted on NAHRO, Public Purchase and direct solicited to 33 law firms. A total of two proposals were received in response to the RFQ: Locke Lord LLP and Orrick, Herrington & Sutcliffe LLP. Both proposals were evaluated on the following criteria: experience, methodology and approach, fee structure, and strength of the Section 3 and SWMBE Utilization Plans. Based on the above, we are recommending contract awards to both proposers.

Locke Lord LLP is the surviving partnership of a 2015 merger between Locke Lord LLP and Boston-based Edwards Wildman Palmer. The two legacy firms date back to 1891 (Dallas) and 1887, respectively. Their administration office is located in Dallas, Texas, with field office locations in Atlanta; Austin and Houston, Texas; Boston; Brussels; Chicago; Cincinnati; Hartford; Hong Kong; London; Los Angeles; Miami; New Orleans; New York; Princeton; Providence; Stamford; San Francisco; Washington, D.C.; and, West Palm Beach.

Locke Lord LLP also has a substantial housing finance practice with Public Finance, Real Estate and Tax professionals specializing in a broad spectrum of housing transactions throughout the United States to include, but not limited to, low-income housing tax credits, tax-exempt bonds, federal and state historic tax credits, Brownfields Tax Credits, energy tax credits, new markets tax credits, HUD Section 8 assistance, HUD 221 and 223 financing, HUD HOME, CDBG, and HOPE VI, state and local housing trust funds, Federal Home Loan Bank Affordable Housing Program, state housing and development agency financing programs, TCAP and Section 1602 Exchange, and USDA loan programs and rental subsidy.

A partner at Locke Lord was previously engaged by SAHA through another firm. Their housing authority clients included, but are not limited to, Bexar County Housing Authority, Travis County Housing Authority, Rhode Island Housing, Connecticut Housing Finance Authority, Vermont Housing Finance Agency, Massachusetts Housing Finance Agency, Miami-Dade County Housing Finance Authority, Palm Beach County Housing Finance Authority, Illinois Housing Development Authority and Manatee County Housing Finance Authority.

Orrick, Herrington & Sutcliffe LLP, is a global law firm that was founded in 1863, and is headquartered in New York with field office locations in Austin and Houston, Texas; Beijing, Shanghai; Boston; Brussels; Dusseldorf; Geneva; Hong Kong; London; Los Angeles; Milan; Munich; Orange County; Paris; Portland; Rome; Sacramento, San Francisco, Santa Monica, Silicon Valley, California; Seattle; Taipei; Tokyo; Washington DC; and Wheeling Global Operations & Innovation Center (GOIC). The firm is engaged in the general practice of corporate, municipal, and commercial law specializing in technology, energy, infrastructure and the finance sectors.

SAN ANTONIO HOUSING AUTHORITY**August 6, 2020**

Their Housing Finance group has experience with various types of financing structures used in the housing bond market, as well as with the restructuring of bond issues, such as Mortgage loan sales and bond defeasance, tax-exempt real estate loans (private placement pass-through documentation), rehabilitation loans (including rehab loan advances), variable rate or adjustable rate bonds, cash-collateralized short-term multifamily bond, Year 15 recapitalization structure, Put bonds (tender option bonds), convertible option bonds, compound interest bonds, senior/subordinate bonds, including multiple level, taxable/tax-exempt combinations, low-income housing tax credits, interest-only strips to finance down-payment assistance, letters and lines of credit, issuer (captive) single-family mortgage insurance, collateralized security structures, variable rate, renegotiable rate, growing equity, graduated payment and shared appreciation mortgages, deferred payment second mortgages, forward purchase agreements for bonds, refunding/recycling programs, index option pricing of bonds, FHA risk-sharing multifamily mortgage insurance, real estate investment trusts, and various derivative products designed to lower borrowing costs or hedge interest rate risk, including interest rate caps, swaps and swaptions.

This firm has received no prior awards from SAHA. They have recently served as bond or underwriter's counsel in connection with financings for New York City Housing Development Corporation, Idaho Housing and Finance Association, Oregon Housing and Community Services, California Housing Finance Agency, Housing Authority of the County of Los Angeles, Community Redevelopment Agency of the City of Los Angeles, Housing Authority of the County of Marin, Housing Authority of the County of Santa Barbara, Housing Authority of the County of Santa Clara, Oakland Community and Economic Development Agency, Sacramento Housing and Redevelopment Agency, San Diego Housing Commission, and San Francisco Redevelopment Agency, their Texas clients include, but are not limited to, City of Austin, City of Corpus Christi, City of Dallas, City of El Paso, Galveston and Harris counties, Bexar County Mental Health, Judson ISD, Texas A&M University, Texas Public Finance Authority, and Texas Transportation Commission.

CONTRACT OVERSIGHT

Contract oversight will be provided by Timothy E. Alcott, Real Estate and Legal Services Officer, who will monitor the vendor's adherence to contract requirements and performance. The Procurement Department will be responsible to assist the department in the contract renewal or new solicitation process.

STRATEGIC GOAL:

Strategically expand the supply of affordable housing.

ATTACHMENTS:

Resolution 6050
Scoring Matrix
Advertisement List

**San Antonio Housing Authority
Resolution 6050**

RESOLUTION 6050, AUTHORIZING THE AWARD OF CONTRACTS FOR BOND AND MIXED FINANCE COUNSEL ON AN AS-NEEDED BASIS TO THE FOLLOWING LAW FIRMS: LOCKE LORD LLP AND ORRICK, HERRINGTON & SUTCLIFFE LLP; AT THE RATE NOT TO EXCEED 1% OF THE BOND OF ISSUE, WITH ADDITIONAL WORK TO BE COMPENSATED BASED ON A MUTUALLY AGREEABLE FEE ARRANGEMENT THAT IS PROPORTIONATE TO THE COMPLEXITY AND VALUE OF THE TRANSACTION; BOTH FOR A PERIOD OF ONE YEAR WITH THE OPTION TO RENEW UP TO TWO ADDITIONAL ONE-YEAR TERMS

WHEREAS, on May 1, 2020, SAHA issued a Supplemental Request For Qualifications (RFQ) #2004-961-49-5019 for Bond and Mixed Finance Counsel that closed on May 28, 2020; and

WHEREAS, a total of two proposals were received in response to this solicitation; and

WHEREAS, we are recommending a contract award to both proposers: Locke Lord LLP and Orrick, Herrington & Sutcliffe LLP; and

WHEREAS, the fee arrangements will be based on the complexity and value of each transaction, and may include an hourly rate with a not-to-exceed limit or a flat rate. This is to ensure reasonable fees for each transaction, which is a priority, given the challenging funding environment.

Funding for legal and other professional services in the area of Bond Mixed Finance Counsel is included in every project budget, and is generally paid out of the bond proceeds of the partnership or Beacon property; and

WHEREAS, staff requests the Board of Commissioners authorize the President and CEO, or designee, to execute all documents associated with this contract.

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of SAHA hereby:

- 1) Approves Resolution 6050, authorizing the award of contracts for Bond and Mixed Finance Counsel on an as-needed basis to the following law firms: Locke Lord LLP and Orrick, Herrington & Sutcliffe LLP; at the rate not to exceed 1% of the bond of issue, with additional work to be compensated based on a mutually agreeable fee arrangement that is proportionate to the complexity and value of the transaction; both for a period of one year with the option to renew up to two additional one-year terms.
- 2) Authorizes the President and CEO, or designee, to execute all necessary documents associated with this contract.

Passed and approved the 6th day of August 2020.

**Ana M. "Cha" Guzman
Chair, Board of Commissioners**

Attested and approved as to form:

**David Nisivoccia
President and CEO**

Advertisement List
Solicitation # 2004-961-49-5019
2004-961-49-5019 Supplemental Bond and Mixed Finance Counsel

Associations /Vendors	Contact Name	Email	Notes
Associations Revised as of 2/7/2019			
African American Chamber of Commerce of San Antonio	Lou Miller	blackchamber@aol.com	
Alamo Asian American Chamber of Commerce	Elva Adams	elva.adams@wellsfargo.com	
Alamo City Black Chamber Of Commerce	Bede Ramcharan	info@alamocitychamber.org	
American Council of Engineering Companies - San Antonio (ACEC-SA)	Anne Whittington	anne@acectx.org	
American Institute of Architects	Paula	paula@aiasa.org	
American Subcontractors Association	Jennifer Swinney	jennifer@asasanantonio.org	
Associated Builders and Contractors S. Texas Chapter	Steve Schultz	steve@abcsouthtexas.org	
Builders Exchange	Jeannette Olguin	jeannette@virtualbx.com	
Construct Connect		content@constructconnect.com	
CFMA		kimr@avacpa.com	
Goodwill Industries	Steven Hussain Angelique de Oliveira	shussain@goodwill.sa.org adeoliveira@goodwillsa.org	
Greater San Antonio Builders Association	Kristi Sutterfield	ksutterfield@sabuilders.com	
The San Antonio Chamber of Commerce	Dave Petersen	dpetersen@sachamber.org	
Hispanic Contractors Association de San Antonio	Clarissa Perez Dave Sanchez	exdir@hcadesa.org admin@hcadesa.org dave@hcadesa.org	
Home Depot Pro Accounts	Darren Friesenhahn	Darren_Friesenhahn@homedepot.com	
IEC	Julie Howard	jhoward@iecsanantonio.com rvasquez@iecsanantonio.com	
MCA-SMACNA		mca-smacna@mca-smacna.org	
Minority Business Council	Hector Garcia	hector@hegarciacpa.com	
National Alliance of Craftsmen Association	Victor Landa	arvelasquez01@yahoo.com	
National Association of Women in Construction (NAWIC)	Sandee Morgan	nawicerin@gmail.com nawicsatx@gmail.com	
NAWBO San Antonio	Madeline Slay	Madeline@masarchitecture.com	
Plumbing Heating Cooling Contractors Association	Heidi Timble	Heidi@phcc-sanantonio.org	
Professional Engineers in Private Practice	Diane Hoskins	bexarpepp@sbcglobal.net	

Advertisement List
Solicitation # 2004-961-49-5019
2004-961-49-5019 Supplemental Bond and Mixed Finance Counsel

Real Estate Council of San Antonio	Martha Mangum	martham@recsanantonio.com	
SAABE	Melodie	mg.assoc.mgmt@gmail.com	
San Antonio Board of Realtors	Suzanne	Suzanne@sabor.com	
SA Chapter of the Associated General Contractors	Dana Marsh	sanantonioagc@gmail.com	
San Antonio Hispanic Chamber of Commerce	Brianna Dimas	briannad@sahcc.org mariyaf@sahcc.org	
San Antonio Masonry Contractors Association	Debbie Mason	thesamca@gmail.com	
San Antonio Women's Chamber of Commerce	Cindy Libera	admin@sawomenschamber.org	
SmartApartmentData.com		constructionadmin@smartlocating.com	
South Central Regional Certification Agency	Charles Johnson	cjohnson@sctrca.org	
South San Antonio Chamber of Commerce	Al Arreola Jr	al@southsa.org	
Southwest Minority Supplier Diversity Council	Robert Casas	smsdc@smsdc.org gabrielle@smsdc.org	
Surety Association of South Texas, Inc.	Jim Swindle	jim@alamobonds.com	
Texas Society of Professional Engineers		jennifer@tspe.org	
TIBH Industries	Robert Olivo	robertolivo@tibh.org	
UTSA Minority Business Development Agency	Orestes Hubbard Jennifer Mort Jacqueline Jackson	orestes.hubbard@utsa.edu jennifer.mort@utsa.edu Jacqueline.Jackson@utsa.edu	
UTSA Procurement Technical Assistance Center	Terri Williams	ptac@utsa.edu	
West San Antonio Chamber of Commerce	Julie Jimenez	info@westsachamber.org julie@westsachamber.org	
Women's Business Enterprise	Avery Smith	bids@wbea-texas.org	
NAHRO	Web Site	http://nahro.economicengine.com	
Public Purchase	Web Site	www.publicpurchase.com	
Texas ESBD	Web Site	https://portal.cpa.state.tx.us/	
North San Antonio Chamber of Commerce	Web Site	https://northsachamber.chambermaster.com	
Direct Solicits as of 05/01/2020			
	HUBS on CMBL		
Davidson Troilo Ream & Garza	Cheree T. Kinzie	ckinzie@dtrglaw.com	
	Section 3 Bidders		

Advertisement List
Solicitation # 2004-961-49-5019
2004-961-49-5019 Supplemental Bond and Mixed Finance Counsel

No Section 3 Firms for this	category	5/1/2020	
	Direct Solicits		
Amy J Welton,Attorney @ Law	Amy Jeanne Welton	weltonlaw@gmail.com	
Bickerstaff Heath Delgado Acosta Llp	Emily Rogers	aodom@bickerstaff.com	
Bojorquez Law Firm, Pc	Geri Jarl	geri@texasmunicipallawyers.com	
Cadillac Law, Pllc	Lauren C. Medel	lauren@laurenmedel.com	
Cersonsky, Rosen & Garcia,	Jacquelyn McAnelly	jmcanelly@law-crg.com	
Cordero & Associates Law Firm, Pllc	Yesef Y. Cordero	ycl@corderolaw.us	
Foley & Lardner Llp	Kris Hesidenz	khesidenz@foley.com	
Fuller Law Group	Christopher Fuller	cfuller@fullerlaw.org	
Graves Dougherty Hearon & Moody, A P.C.	Melissa	mrobles@gdhm.com	
Linebarger Goggan Blair	Michelle Franco	BIDDINGLISTS@LGBS.COM	
Melvin And Associates, Pllc	Alisha Melvin	alisha@melvinandassociates.com	
Ramirez & Associates, P.C.	Florentino Ramirez, J	faramirez@ramirezassociates.com	
Ramon Worthington, Pllc	Sofia Ramon	sramon@ramonworthington.com	
Robbins Geller Rudman & Dowd Llp	Meredy Atwood	meredya@rgrdlaw.com	
Sara Leon & Associates,	Danielle Copeland	dcopeland@saraleonlaw.com	
Law Office Of Melanie Finch	Melanie Finch	melanie.finch.jd@gmail.com	
The Stroud Firm, Pllc	Rachel Stroud	rstroud@thestroutfirm.com	
The Willis Law Group Pllc	Kirk D Willis	kwillis@thewillislawgroup.com	
Womble Bond Dickinson (Us)	Alexandra Orr	alex.orr@wbd-us.com	
Coats Rose	Chris Ryman	CRyman@coatsrose.com	
Norton Rose Fulbright	Mike O'Donnell	mike.odonnell@nortonrosefulbright.com	
Reno & Cavanaugh	Jim McGovern	jmcgovern@renocavanaugh.com	
Petruska & Associates, PLLC	David Petruska	david.petruska@sbcglobal.net	
Andres Kurth, LLP	Kathleen Wu	KWu@akllp.com	
Ballard Spahr	Amy McClain Mary Jo George	McClainA@ballardspahr.com george@ballardspahr.com	
TESSMER LAW FIRM (HUB)	Tessmer, Heather	heather@tessmerlawfirm.com	
Bickerstaff Heath Delgado Acosta Llp	Emily Rogers	aodom@bickerstaff.com	
Locke Lord	Adam Harden	Adam.Harden@lockelord.com	
Kuhl & Grant		rec@kuhlgrantlaw.com	
Holland & Knight	James McDermott	james.mcdermott@hklaw.com	
Kutak Rock	Eric Berquist	eric.bergquist@kutakrock.com	
Hessel Aluise & O'Leary	Timothy Aluise	taluise@hapc.com	

Scoring Matrix - Initial Supplemental Bond and Mixed Finance Counsel 2004-961-49-5019			
Criterion Description	Max Points Weight	Locke Lord	Orrick Herrington & Sutcliffe LLP
Relevant Experience	1-5 60%		
Rater 1		5.00	4.00
Rater 2		5.00	5.00
Rater 3		5.00	3.00
Total Score		15.00	12.00
Average Score		5.00	4.00
Weighted Score		3.00	2.40
Methodology & Approach:	1-5 10%		
Rater 1		3.00	4.00
Rater 2		5.00	4.00
Rater 3		4.00	3.00
Total Score		12.00	11.00
Average Score		4.00	3.67
Weighted Score		0.40	0.37
Fee Structure:	1-5 10%		
Rater 1		3.00	4.00
Rater 2		4.00	5.00
Rater 3		3.00	4.00
Total Score		10.00	13.00
Average Score		3.33	4.33
Weighted Score		0.33	0.43
Strength of Section 3 Plan:	1-5 10%		
Rater 1		1.00	1.00
Rater 2		2.00	2.00
Rater 3		1.00	1.00
Total Score		4.00	4.00
Average Score		1.33	1.33
Weighted Score		0.13	0.13
Strength of the SWMBE plan:	1-5 10%		
Rater 1		2.00	2.00
Rater 2		2.00	2.00
Rater 3		2.00	2.00
Total Score		6.00	6.00
Average Score		2.00	2.00
Weighted Score		0.20	0.20
Section 3 Preference: A firm may qualify for Section 3 status for up to an additional 5 points.#			
Category 1: As detailed in Attachment E	5 (.25)		
Category II: As detailed in Attachment E	4 (.2)		
Category III: As detailed in Attachment E	3 (.15)		
Category IV: As detailed in Attachment E	2 (.1)		
Tota Weighted Score		4.07	3.53

BOARD OF COMMISSIONERS

RESOLUTION 6063, AUTHORIZING THE AWARD OF A CONTRACT FOR DEMOLITION OF HOMES IN THE PALM LAKE AND SUNFLOWER SUBDIVISIONS TO HAULBROOKE, INC. (SBE) FOR AN AMOUNT NOT TO EXCEED \$107,000.00

DocuSigned by:
Muriel Rhoder

David Nisvoccia
President and CEO

DocuSigned by:
Steven Morando

Steven Morando
**Director of Procurement
and General Services**

DocuSigned by:
Lorraine Robles

Lorraine Robles
**Director of Development
Services and Neighborhood
Revitalization**

REQUESTED ACTION:

Consideration and approval regarding Resolution 6062, authorizing the award of a contract for demolition of homes in the Palm Lake and Sunflower Subdivisions to Haulbrooke, Inc. (SBE) for an amount not to exceed \$107,000.00.

FINANCIAL IMPACT:

The current award recommendation for demolition of homes in the Palm Lake and Sunflower Subdivisions is not expected to exceed an amount of \$107,000.00 to include a base bid in the amount of \$92,866.00 and an approximate 15% contingency in the amount of \$14,134.00 that will only be used if necessary. This project will be funded by Mirasol Litigation funds or sale proceeds.

SUMMARY:

SAHA requires the services of a contractor to remove nineteen (19) vacant houses and one (1) existing foundation in the Palm Lake and Sunflower subdivisions. This is in preparation for the future construction of twenty (20) new single family residential units. The estimated time for completion of this project is 60 days.

On June 17, 2020, SAHA issued an Invitation For Bids (IFB) #2006-912-40-5037 for Demolition of Homes in Palm Lake and Sunflower Subdivisions that closed on July 8, 2020. The IFB was published on the SAHA website, Electronic State Business Daily (ESBD), The Hart Beat, posted on NAHRO, Public Purchase and direct solicited to 114 contractors. A total of seven (7) bids were received in response to this solicitation: American Abatement, LLC (ESBE, MBE, SBE), BR General Contractors, LLC (SBE, WBE), Hansco, Inc., Haulbrooke, Inc. (SBE), JR Ramon and Sons, Inc. dba JR RAMon Demolition (Section 3 Business), Tasman Geosciences, Inc., and Vaquero Consulting Group, LLC (ESBE, HBE, MBE, SBE, VBE). All bids were evaluated on the following criteria: purchase price, reputation of the bidder and their goods or services, quality of the goods or services, extent to which the goods or services meet SAHA's needs, total long term cost, and any relevant criteria contained in the solicitation document. Based on the above we are recommending a contract award to Haulbrooke, Inc. They are the lowest priced responsive and responsible bidder.

SAN ANTONIO HOUSING AUTHORITY

August 6, 2020

COMPANY PROFILE:

HaulBrooke was established in 2006 and is headquartered in Schertz, Texas. This contractor has been certified as a SBE by the South Central Texas Regional Certification. They provide demolition, dumpster rental, concrete, and shaving supplies to Austin, Houston, San Antonio and surrounding areas. This contractor has received prior awards from SAHA for demolition of 1535/1533 Hays Street and demolition of 1714 Burnet Street and performed satisfactorily under both awards. Their Texas client list includes but is not limited to the City of San Antonio, City of Seguin, City of Cleburne, City of Taylor, Texas Department of Criminal Justice (TDCJ), and Guido Construction.

CONTRACT OVERSIGHT:

Contract oversight will be provided by Lorraine Robles, Director of Development Services, who will monitor the vendor's adherence to contract requirements and performance.

STRATEGIC GOAL:

Strategically expand the supply of affordable housing.

ATTACHMENTS:

Resolution 6063
Bid Tabulation
Advertisement List

**San Antonio Housing Authority
Resolution 6063**

RESOLUTION 6063, AUTHORIZING THE AWARD OF A CONTRACT FOR DEMOLITION OF HOMES IN THE PALM LAKE AND SUNFLOWER SUBDIVISIONS TO HAULBROOKE, INC. (SBE) FOR AN AMOUNT NOT TO EXCEED \$107,000.00

WHEREAS, on June 17, 2020 , SAHA issued an Invitation For Bids (IFB) #2006-912-40-5037 for Demolition of Homes in Palm Lake and Sunflower Subdivisions that closed on July 8, 2020; and

WHEREAS, seven bids were received in response to the IFB; and

WHEREAS, we are recommending a contract award to Haulbrooke, Inc. They are the lowest priced responsive and responsible bidder; and

WHEREAS, the current award recommendation for demolition of homes in the Palm Lake and Sunflower Subdivisions is not expected to exceed an amount of \$107,000.00 to include a base bid in the amount of \$92,866.00 and an approximate 15% contingency in the amount of \$14,134.00 that will only be used if necessary. This project will be funded by Mirasol Litigation funds or sale proceeds; and

WHEREAS, staff requests the Board of Commissioners authorize the President and CEO, or designee, to execute all documents associated with this contract.

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of SAHA hereby:

- 1) Approves Resolution 6063, authorizing the award of a contract for demolition of homes in the Palm Lake and Sunflower Subdivisions to Haulbrooke, Inc. (SBE) for an amount not to exceed \$107,000.00.
- 2) Authorizes the President and CEO, or designee, to execute all necessary documents associated with this contract.

Passed and approved the 6th day of August 2020.

**Ana M. "Cha" Guzman
Chair, Board of Commissioners**

Attested and approved as to form:

**David Nisivoccia
President and CEO**

BID TABULATION Demolition of Homes in Palm Lake and Sunflower Subdivisions 2006-912-40-5037														
	Haulbrooke, Inc.		American Abatement LLC		Vaquero Consulting Group LLC		J R Ramon and Sons Inc. dba JR Ramon Demolition		Hansco, Inc.		BR General Contractors LLC		Tasman Geosciences, Inc.	
	Cost	Time/Days	Cost	Time/Days	Cost	Time/Days	Cost	Time/Days	Cost	Time/Days	Cost	Time/Days	Cost	Time/Days
Demo 19 homes and bare 1 slab	\$92,866.00	60	\$115,766.00	120	\$137,700.00	180	\$143,430.00	180	\$165,950.00	120	\$178,995.00	Time/Days	\$199,177.00	45
Sect 3 Preference lower of 10% or \$9,000		\$0.00		\$0.00		\$0.00		\$9,000.00		\$0.00		\$0.00		\$0.00
Total w/Section 3 Preference	\$92,866.00		\$115,766.00		137,700.00		\$134,430.00		\$165,950.00		\$178,995.00		\$199,177.00	

Advertisement List
Solicitation # 2006-912-40-5037
Demolition of Homes in Palm Lake and Sunflower Subdivisions

Associations /Vendors	Contact Name	Email	Notes
Associations Revised as of 2/7/2019			
African American Chamber of Commerce of San Antonio	Lou Miller	blackchamber@aol.com	
Alamo Asian American Chamber of Commerce	Elva Adams	elva.adams@wellsfargo.com	
Alamo City Black Chamber Of Commerce	Bede Ramcharan	info@alamocitychamber.org	
American Council of Engineering Companies - San Antonio (ACEC-SA)	Anne Whittington	anne@acectx.org	
American Institute of Architects	Paula	paula@aiasa.org	
American Subcontractors Association	Jennifer Swinney	jennifer@asasanantonio.org	
Associated Builders and Contractors S. Texas Chapter	Steve Schultz	steve@abcsouthtexas.org	
Builders Exchange	Jeannette Olguin	jeannette@virtualbx.com	
Construct Connect		content@constructconnect.com	
CFMA		kimr@avacpa.com	
Goodwill Industries	Steven Hussain Angelique de Oliveira	shussain@goodwill.sa.org adeoliveira@goodwillsa.org	
Greater San Antonio Builders Association	Kristi Sutterfield	ksutterfield@sabuilders.com	
The San Antonio Chamber of Commerce	Dave Petersen	dpetersen@sachamber.org	
Hispanic Contractors Association de San Antonio	Clarissa Perez Dave Sanchez	exdir@hcadesa.org admin@hcadesa.org dave@hcadesa.org	
Home Depot Pro Accounts	Darren Friesenhahn	Darren_Friesenhahn@homedepot.com	
IEC	Julie Howard	jhoward@iecsanantonio.com rvasquez@iecsanantonio.com	
MCA-SMACNA		mca-smacna@mca-smacna.org	
Minority Business Council	Hector Garcia	hector@hegarciacpa.com	
National Alliance of Craftsmen Association	Victor Landa	arvelasquez01@yahoo.com	
National Association of Women in Construction (NAWIC)	Sandee Morgan	nawicerin@gmail.com nawicsatx@gmail.com	
NAWBO San Antonio	Madeline Slay	Madeline@masarchitecture.com	
Plumbing Heating Cooling Contractors Association	Heidi Timble	Heidi@phcc-sanantonio.org	
Professional Engineers in Private Practice	Diane Hoskins	bexarpepp@sbcglobal.net	

Advertisement List
Solicitation # 2006-912-40-5037
Demolition of Homes in Palm Lake and Sunflower Subdivisions

Real Estate Council of San Antonio	Martha Mangum	martham@recsanantonio.com	
SAABE	Melodie	mg.assoc.mgmt@gmail.com	
San Antonio Board of Realtors	Suzanne	Suzanne@sabor.com	
SA Chapter of the Associated General Contractors	Dana Marsh	sanantonioagc@gmail.com	
San Antonio Hispanic Chamber of Commerce	Brianna Dimas	briannad@sahcc.org mariyaf@sahcc.org	Mail box full
San Antonio Masonry Contractors Association	Debbie Mason	thesamca@gmail.com	
San Antonio Women's Chamber of Commerce	Cindy Libera	admin@sawomenschamber.org	
SmartApartmentData.com		constructionadmin@smartlocating.com	
South Central Regional Certification Agency	Charles Johnson	cjohnson@sctrca.org	
South San Antonio Chamber of Commerce	Al Arreola Jr	al@southsa.org	
Southwest Minority Supplier Diversity Council	Robert Casas	smsdc@smsdc.org gabrielle@smsdc.org	
Surety Association of South Texas, Inc.	Jim Swindle	jim@alamobonds.com	
Texas Society of Professional Engineers		jennifer@tspe.org	
TIBH Industries	Robert Olivo	robertolivo@tibh.org	
UTSA Minority Business Development Agency	Orestes Hubbard Jennifer Mort Jacqueline Jackson	orestes.hubbard@utsa.edu jennifer.mort@utsa.edu Jacqueline.Jackson@utsa.edu	
UTSA Procurement Technical Assistance Center	Terri Williams	ptac@utsa.edu	
West San Antonio Chamber of Commerce	Julie Jimenez	info@westsachamber.org julie@westsachamber.org	
Women's Business Enterprise	Avery Smith	bids@wbea-texas.org	
NAHRO	Web Site	http://nahro.economicengine.com	
Public Purchase	Web Site	www.publicpurchase.com	
Texas ESD	Web Site	https://portal.cpa.state.tx.us/	
North San Antonio Chamber of Commerce	Web Site	https://northsachamber.chambermaster.com	
Direct Solicits as of 05/28/2020			
	HUBS on CMBL		
Ace Co	Betty Drennan	bettydrennan@acecosa.com	
AJ Commercial Services, Inc.	Rafalita Avalos	ravalos@ajcommserv.com	
Alamo 1	Joseph Salas	frontdesk@alamo1.com	
All Pro General Construction, Inc.	Raul Scott	rs@apgc.pro	
Casias Construction, LLC	Frank D. Casias	frank@casiasconstructionllc.com	

Advertisement List
Solicitation # 2006-912-40-5037
Demolition of Homes in Palm Lake and Sunflower Subdivisions

Empress Transport & Excavation	Rosa R Montoya	montoyarosar@yahoo.com	
Gonzalez-De La Garza &	AYDA SOFIA GONZALEZ	mromero@gd-us.com	
J. R. (Joe) Ramon & Sons, Inc.	Timothy Ramon	tnramon@ramondemolition.com	
MLP Ventures Inc.	Liborio Perez	mlp@att.net	
River City Excavation, Inc.	Cecily Byrom	cecily@rivercityexcavation.com	
RST Construction, Inc.	Idalia Delgado	idalia.d@rstconstructioninc.com	
Tejas Premier Building Contractor, Inc.	Andrew Wallace	andrew@tejaspremierbc.com	
Valla Construction Inc.	Michael Rivas	michael@valla-inc.com	
	Section 3 Bidders		
Jarvis Moore Inc.	Jarvis Moore	jarvisdsd@gmail.com	
JR Ramon and Sons	Joseph Alderete Victor Rosas Timothy Ramon	jaldere@ramondemolition.com victor@ramondemolition.com tnramon@ramondemolition.com	Not found
Josiah Construction, LLC	Ricardo Guajardo, Jr.	lgjosiahconstruction@gmail.com	
RL Jones LP	Jerimiah Jones	admin@rljoneslp.com	
	Direct Solicits		
3 BS Construction		andrewrosas@sbcglobal.net	
ABECO, Inc.	Abelardo Juarez	cathy@abecoContracting.com	
Absolute Demolition, inc.	Rodney Raven Kelli	Rodney@absolutedemolition.com raven@absolutedemolition.com kelli@absolutedemolition.com	Not found
Alamo 1	Oscar maltos Jeff Barrett Frank Juarez	omaltos@allmo1.com barrett@allmo1.com fjuarez@alamo1.com	Not found Not found
Alamo City Construction		alamocityconst@att.net	
Alamo City Constructors, Inc.	Kim	kim@alamocityconstructors.com	
Alamo Clearing	Herman Jimenez	hermanjimenez@ymail.com	Not found
Alamo Environmental, Inc.	Alex Salas	alexsalas@diamondenvironmental.com alex@alamo1.com	
Aleo ENV	Claude Minor	eminor@aleoenv.com	Not found
A-Level	John Harris	haul2k2@yahoo.com	
Allen Hauling & Demolition		rharp4278@gmail.com	Not found
American Abatement LLC	Reginald&& Powell	rpowell@americanabatementllc.com	
American Demolition Inc.	Gus	gus@americandemolition.com	
American S.C. Demolition	Emilio S. Garza	garzaemilio@att.net	
Apache Disposal Inc.		apachedisp@aol.com	
AR Excavations, LLC	Antonio Rodriguez	tony@arexavations.com	
Ariva Contracting	Adan Silva	adan-silva@arivacontracting.com adan@arivacontracting.com	Not found
Arize Contracting, LLC		arizecontracting@hotmail.com	
Bejarano Construction Services, Inc.		ib@bejaranoinc.com	
Belfort - Black Contracting, Inc.	Fred Belfort	abelfort@belfortblack.com	Not found

Advertisement List
Solicitation # 2006-912-40-5037
Demolition of Homes in Palm Lake and Sunflower Subdivisions

Ben Reyna Contracting, Inc.	brun	ben@brctx.com	
Bolado Environmental & Construction	Jesse Bolado Rose Balado	jboladoenviron@sbcglobal.net roseboladoenviron@sbcglobal.net	
Bolero Ventures LLC	Edward Pape Jerry Balero	vaquero@grandecom.net jerry.bolero@gmail.com	Not found
Bract Construction	Tricia	tricia@bractconstruction.com	
Broken Arrow Contracting		brokenarrowcontracting@hotmail.com	No found
C-B Central Builders, Inc.		sreed@centralbuilders.net	Blocked
C.L. BLANKENSHIP, INC.	David Blankenship	dwb@clblankenship.com	
Cleanology Service	Mike Nyguen	mike@cleanologyservices.com	
Cleansite	Crystal Metzger	cleansitetx@yahoo.com	Not found
Cofield Group		jcofield@cofieldgroup.net	
ColeBrack Enterprises, Inc.		mail@colebrack.net cbmail@colebrack.net	
CT WALKER LLC		ct.walker@austin.rr.com	
D & R Contracting, LLC	Don Rainey	d_rainey@drcontractingllc.net	
DH Contractors		dh_contractors@yahoo.com	
Diamond Demolition, Inc.	Alex Salas	alexsalas@msn.com	
DK Cubed Deconstruction LP		kmerussell@sbcglobal.net	Not found
Enviro-Tech Services		Comments@enviro-techservices.com mmatakmac@aol.com	
KMAC Construction Services		birdione@aol.com	
LVI Facility Services		mbuescher@lviservices.com	
STC Environmental		info@stcenv.net	
Southwest Texas Environmental		victor@swtx-environmental.com	
Jupe Environmental		vjupe@jupeco.com	Not found
Robles Service Group		gary.morgan@roblesservicegroup.com	
AAR		bpost@aarinc.net	
Man-Tra Enterprises	Mike Aleman	maleman@clnup.com	
Watson Consolidated	Lonnie Watson	seecee57@aol.com	
Spaw Glass	Justin Calvin	justin.calvin@spawglass.com	
TLI & Environmental	Ray Medrano	tli@tlienv.com	
ALEO Environmental	Arlynn Huntsberry	dhuntsberry@aleoenv.com	
Absolute Demolition		info@absolutedemolition.com	
Keating Demolition		keatingdemo@hotmail.com	
J R Ramon & Sons		info@ramondemolition.com	
Hansco Demolition & Excavat		shane@hanscodemo.com	
Friesenhahn Demolition		Friesenhahndemo@yahoo.com	
Dimensional Const		tigibbs@verizon.net	Not found
Heart of TX Demolition		sreveile@heartoftexasdemo.com	
Precision demolition		estimating@precisiondemolition.com	
Apache Demolition		apachedemolition@yahoo.com	
Dallas Demolition		estimating@dallasdemolition.com	
M & M Contracting	Mark Cuppetilli Ben Lopez	bidinvite@m-mcontracting.com mark@m-mcontracting.com	

Advertisement List
Solicitation # 2006-912-40-5037
Demolition of Homes in Palm Lake and Sunflower Subdivisions

		mmtexas@m-mcontracting.com sitework@m-mcontracting.com benlopez@m-mcontracting.com	
Southwest Destructors		rnr@southwestconstructors.com	
Robles 1	Saul Robles Andrew Brumgard	srobles@robles1.net abrumgard@robles1.net	
Valco Construction		valentINVALCOCONSTRUCTION@gmail.com	
American Abatement		rpowell@americanabatementllc.com	
J.T.B. Services		lgrisham@jtbservices.com	Not found
Colby Co.		Colby@colbycoinc.com	
Joel Northcutt Const		bids@jvnorth.com	Not found
JGG Construction		Integrated02@aol.com	
La Salle Affordable Builders	Maribel Morales	lasalleab@yahoo.com	
Environmental Site Services		ess@ESS-CWM.com	Not found
Midwest Wrecking Co.		brian@midwestwrecking.net	
Demolition Specialists		JADemolition@gmail.com	
Triple E. Excavation, Inc.	Carmen M. Escamilla	triple.e.ranch63@gmail.com	
EA Contractor	Enrique Rodriguez	enrique@mtsconstructor.com	
Edward & Lee Construction		greenwoodjohnny37@yahoo.com	
Expertise		expertisehauling@ste.rr.com	Not found
Fazzone Construction Co.,	Joseph Fazzone	info@fazzoneconstruction.com	
Firenda Group Inc	Miguel Hernandez	mahpastrana@firenda.com	
G&G Contracting Co.	Julio Gamez	julio@gamezandgamez.com	Not found
Gailue Electrical&Construction	John Janice	jj_20044@yahoo.com	
Garrich Industries Ltd.		glugar@wincocontractors.com	
Gator Inc.	Edgar Dodson	edgar@dodsonhousemoving.com	
Geofill Material Technologies	Jan Puente	jpunte.geofill@outlook.com	
Hunter Demolition & Wrecking	Deborah Hunter Marty Hunter	dhunterdemo@aol.com mhunter@hunterdemo.com	
Jarvis Demolition	Jarvis Moore	jarvisdsd@gmail.com	
Jarvis Moore, Inc.	Jarvis Moore	getrightcity@gmail.com	
Majek Demolition	Jack Day	jack@majekdemolition.com	Not found
R. Guajardo Construction		rguajardoconst@sbcglobal.net	
R3 Demo & Removal		tom@r3removal.com	
Ram II General Contractor,		ramllgcinc@msn.com	
River City Disposal	Odis Spenser	ospe638686@aol.com	
River City Environmental	Juan Olivares	inquiry@rivercityclsa.com	Not found
River City Waste, Inc.	Kevin Jones	kevin@rivercitywaste.com	
Robles & Sons, Inc.	Samuel Robles David Robles	srobles@roblesdemo.com david.robles@roblesservicegroup.com	
Southwest Texas Environmental Contractors	Victor Ochoa	victor@swtx-environmental.com	
SWS Environmental	Sandy Johnson	sandy.johnson@swsenvironmental.com	
T N GS Construction,		jbtrevino512@aol.com	
T.C. Excavation, Inc.		dreams2232@msn.com	
TEX-AM Construction LLC		amber_chainy@yahoo.com	

Advertisement List
Solicitation # 2006-912-40-5037
Demolition of Homes in Palm Lake and Sunflower Subdivisions

Tomahawk Demolition LLC		msfriesenhahn@yahoo.com	

SAN ANTONIO HOUSING AUTHORITY

August 6, 2020

BOARD OF COMMISSIONERS

RESOLUTION 6045, AUTHORIZING THE SAN ANTONIO HOUSING AUTHORITY TO BECOME A PARTICIPANT MEMBER OF SOURCEWELL, A NATIONWIDE PURCHASING COOPERATIVE, WHICH OFFERS ACCESS TO NATIONWIDE CONTRACTS FOR ITS MEMBERS

DocuSigned by:
Muriel Rhoder

David Nisiroccia
President and CEO

DocuSigned by:
Steven Morando

Steven Morando
Director of Procurement and General Services

REQUESTED ACTION:

Consideration and approval regarding Resolution 6045, authorizing the San Antonio Housing Authority to become a participant member of Sourcewell, a nationwide purchasing cooperative, which offers access to nationwide contracts for its members.

FINANCIAL IMPACT:

There is no cost for SAHA to become a member of Sourcewell.

SUMMARY:

HUD encourages Housing Authorities to utilize cooperative and interagency agreements to simplify and expedite the procurement processes by relieving them of developing specifications or of issuing solicitations. Because cooperatives award contracts, based on competitive bid or proposal processes, SAHA is not required to issue its own competitive solicitation in cases where the use of available contracts is appropriate and in accordance with SAHA's Procurement Policy. These contracts provide a good alternate source for products and services that are needed in SAHA's operations.

This request is to obtain Board of Commissioners approval to allow SAHA to become a member of Sourcewell, formerly National Joint Powers Alliance, a nationwide purchasing cooperative created by the Minnesota legislature as a local unit of government. SAHA's membership will allow the agency to utilize any of Sourcewell's awarded contracts, on an as needed basis in accordance with the SAHA Procurement Policy. Eligible membership and participation is available to states, cities, counties, all government agencies, both public and non-public educational agencies, colleges, universities and non-profit organizations. There are over thirty Texas Housing Authorities who are members of Sourcewell to include Austin, Arlington, Corpus Christi, Galveston, Houston, Laredo and Travis County. Also, major Texas cities that are members include the cities of Austin, Dallas, Corpus Christi, El Paso, Fort Worth, Houston, Laredo, San Antonio, and Waco. Texas counties that are members include Bexar, Harris Nueces, Travis, Dallas, El Paso, and Galveston counties.

Sourcewell develops national competitive solicitations based on its member's needs and a viable industry solution. They advertise in various media to include but not limited to USA Today (National), and Public Purchase. They also notify each state procurement department for

SAN ANTONIO HOUSING AUTHORITY

August 6, 2020

re-posting of the solicitation within their system, at their option. Contracts awarded by Sourcewell are generally a four year term with the potential for an additional one-year extension at the discretion of Sourcewell. SAHA will determine the term of contracts as they are recommended to the Board for approval.

Sourcewell has awarded contracts for Fleet Management Services, which is a primary reason for our interest in joining this cooperative; however, other contracts may be beneficial for our use in the future. As with all cooperative contracts over \$50,000.00 that we intend to utilize, approval will be obtained from the Board beforehand.

SAHA is currently a member of the State of Texas Cooperative Purchasing Program, which gives it access to all State-awarded contracts, such as Texas Multiple Award Schedules (TxMAS), and the Department of Information Services (DIR) technology contracts, U.S. Communities Government Purchasing Alliance and the Cooperative Purchasing Network (TCPN) (both now known as Omnia Partners) and the Houston-Galveston Area Council of Governments (H-GAC), all of which are nationwide purchasing cooperatives that have contracts currently utilized by SAHA. These contracts follow an acceptable competitive bid or proposal solicitation process. Membership in Sourcewell will add to the cooperative purchasing opportunities available to SAHA.

STRATEGIC GOAL:

Transform core operations to be a high performing and financially strong organization.

ATTACHMENT:

Resolution 6045

**San Antonio Housing Authority
Resolution 6045**

RESOLUTION 6045, AUTHORIZING THE SAN ANTONIO HOUSING AUTHORITY TO BECOME A PARTICIPANT MEMBER OF SOURCEWELL, A NATIONWIDE PURCHASING COOPERATIVE, WHICH OFFERS ACCESS TO NATIONWIDE CONTRACTS FOR ITS MEMBERS

WHEREAS, HUD encourages Housing Authorities to utilize cooperative and interagency agreements to simplify and expedite the procurement processes; and

WHEREAS, SAHA requests approval to become a participant member of Sourcewell, a nationwide purchasing cooperative, which will provide access to contracts they procure; and

WHEREAS, this cooperative program awards contracts based on the competitive bid or proposal process; therefore, SAHA would not be required to issue its own competitive solicitation in cases where the use of available contracts is appropriate and in accordance with SAHA procurement policies; and

WHEREAS, there is no cost for SAHA to become a member of Sourcewell, a nationwide purchasing cooperative; and

WHEREAS, staff requests the Board of Commissioners authorize the President and CEO, or designee, to execute all documents associated with this contract.

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of SAHA hereby:

- 1) Approves Resolution 6045, authorizing the San Antonio Housing Authority to become a participant member of Sourcewell, a nationwide purchasing cooperative, which offers access to nationwide contracts for its members.
- 2) Authorizes the President and CEO, or designee, to execute all necessary documents associated with this contract.

Passed and approved the 6th day of August 2020.

**Ana M. "Cha" Guzman
Chair, Board of Commissioners**

Attested and approved as to form:

**David Nisivocchia
President and CEO**

SAN ANTONIO HOUSING AUTHORITY

August 6, 2020

BOARD OF COMMISSIONERS

RESOLUTION 6046, AUTHORIZING THE AWARD OF CONTRACTS FOR VARIOUS SECURITY SERVICES AGENCY WIDE TO BLUE ARMOR SECURITY SERVICES, INC. (ABE, DBE, ESBE, MBE, SBE, SECTION 3 BUSINESS), TEXAS LAWMAN SECURITY & TRAFFIC CONTROL SERVICES, LLC, (HABE) AND TEXAS ASSET PROTECTION, LLC (ESBE, HABE, MBE, SBE, VBE) FOR AN ANNUAL CUMULATIVE AMOUNT NOT TO EXCEED \$1,060,000.00 FOR YEAR ONE, \$1,110,000.00 FOR YEAR TWO, \$1,165,000.00 FOR YEAR THREE, \$1,225,000.00 FOR YEAR FOUR, AND \$1,285,000.00 FOR YEAR FIVE; FOR A PERIOD OF ONE YEAR WITH THE OPTION TO RENEW UP TO FOUR ADDITIONAL ONE-YEAR TERMS

DocuSigned by:
Muriel Rhoder
55896000A31E47D
David Nisvoccia
President and CEO

DocuSigned by:
Steven Morando
FAC93D185F54823
Steven Morando
**Director of Procurement
and General Services**

DocuSigned by:
Domingo Ibarra
070002531DA1456
Domingo Ibarra
Director of Security

REQUESTED ACTION:

Consideration and approval regarding Resolution 6046, authorizing the award of contracts for various security services agency wide to Blue Armor Security Services, Inc. (ABE, DBE, ESBE, MBE, SBE, Section 3 Business), Texas Lawman Security & Traffic Control Services, LLC, (HABE) and Texas Asset Protection, LLC (ESBE, HABE, MBE, SBE, VBE) for an annual cumulative amount not to exceed \$1,060,000.00 for year one, \$1,110,000.00 for year two, \$1,165,000.00 for year three, \$1,225,000.00 for year four, and \$1,285,000.00 for year five; for a period of one year with the option to renew up to four additional one-year terms.

FINANCIAL IMPACT:

The current award recommendation for various security services is not expected to exceed an annual cumulative amount of \$1,060,000.00 for year one, \$1,110,000.00 for year two, \$1,165,000.00 for year three, \$1,225,000.00 for year four, and \$1,285,000.00 for year five. The recommended award amounts have been increased approximately 5% each year to allow for any unforeseeable events and for properties transitioning back from third-party management companies to Beacon Communities. These services will be funded through the approved operating budgets and/or operating reserves.

SUMMARY:

SAHA requires the services of a vendor to provide various security services agency wide to include peace officers (certified), and commissioned and non-commissioned security guards as needed for a security presence (stationed or mobile patrol) at SAHA properties and events. They will also be utilized to provide as needed fire watch services.

On March 19, 2020, SAHA issued a "Request For Proposals" (RFP) #2003-990-46-5009 for Security Services Agency Wide which closed on April 24, 2020. The IFB was published on the SAHA website, Electronic State Business Daily (ESBD), the Hart Beat, posted on NAHRO, Public Purchase and direct solicited to 25 vendors. A total of five proposals were received in response to this solicitation: Blue Armor Security Services, Inc. (ABE, DBE, ESBE, MBE, SBE, Section 3 Business), Texas Asset Protection, LLC (ESBE, HABE, MBE, SBE, VBE), Texas Lawman Security

SAN ANTONIO HOUSING AUTHORITY**August 6, 2020**

and Traffic Control Services, LLC (HABE, Section 3 Business), Texas Veteran Security, LLC (DIBE, ESBE, HABE, MBE, SBE, VBE, HUB, Section 3 Business), Watchmen Protective Services, LLC (ESBE, HABE, MBE, SBE). All proposals were evaluated on the following criteria: experience, key personnel, capacity, price, and strength of the Section 3 and SWMBE utilization plans. Based on the above, we are recommending contract awards to the three highest rated proposers: Blue Armor Security Services, Inc., Texas Lawman Security & Traffic Control Services, LLC, and Texas Asset Protection, LLC.

Blue Armor Security Services, Inc. was founded in 2003, and is located in San Antonio, Texas. This company has been certified as an ESBE, HABE, MBE, SBE, WBE by the South Central Texas Regional Certification Agency, a HUB by the State of Texas, and a Section 3 Business by SAHA. They specialize in a variety of security services to include, but not limited to, surveillance, personal protection, patrol, armed and unarmed security officers, off-duty peace officers and emergency response. These services are provided to residential customers, businesses, and new development communities throughout the State of Texas to include the following: Austin, Boerne, Crystal City, Ft. Worth/Dallas, Houston, Jourdanton, New Braunfels, Pearsall, Pleasanton, Rio Grande Valley, Seguin, San Antonio, and Waco. Blue Armor Security has received prior awards from SAHA for security guard services for Central Office and various security services and has performed satisfactorily under both agreements. Their client list includes Bexar County; Port San Antonio; San Antonio Water System; VIA Metropolitan Transit; WATTS Water Technologies San Antonio; Estates at Champions Ridge; Estates at Champions Run; Cross Timber HOA; Greystone HOA; Hidden Forest HOA; Huntington HOA; Tarantino Properties Fort Worth, Houston, San Antonio and Waco; Go Rio Cruises; KABB/WOAI/Fox News San Antonio; KEYE-TV/Telemundo in Austin; and Texas Carver Academy School. Blue Armor Security's Section 3 Good Faith Effort Plan includes providing training in the following areas: Leadership Training, Seminar; Level II Non-Commissioned Unarmed Security Officer (Guard) Certification; Resume Writing; and Job Interview skills.

Texas Lawman Security and Traffic Control Services LLC, was established in 2008, and headquartered in San Antonio, Texas. This company self-certifies as an HABE and has been certified by SAHA as a Section 3 Business. They specialize in mobile patrol services, onsite security, off duty Texas peace officers, traffic control, private investigations, and fire watch. These services are provided to neighborhoods/subdivisions, apartment communities, and independent and private schools. Texas Lawman Security and Traffic Control Services has received prior awards from SAHA for Security Guard Services for Beacon Communities and we have utilized their services to assist in fulfilling the immediate security needs of the agency as a result of the current events surrounding the COVID-19 virus. They have performed satisfactorily under both awards. Their client list includes the Housing Authority of Bexar County and numerous private management companies to include, but not limited to, Orion Real Estate Services Texas, United Apartment Group, the Vineyard Shopping Center and 3C-C4 Family. This vendor's Section 3 utilization plan includes a 30% goal for Section 3 new hires.

Texas Asset Protection, LLC (TAP) was established in 2017, and is headquartered in San Antonio, Texas. This company was derived from International Investigations and Security that was established in 2004. The security division branched off from the parent company in 2017, and was named Texas Asset Protection, LLC (TAP). They have been certified as an ESBE, HABE, MBE, SBE, VBE by the South Central Texas Regional Certification Agency. TAP offers armed/unarmed security, access control, security patrol, personal protection officers, off duty police security, and

SAN ANTONIO HOUSING AUTHORITY

August 6, 2020

traffic control for Bexar County and the surrounding areas. Their clientele includes apartment complexes, auto dealerships, bus stations, construction sites, financial institutions, gated communities, health care facilities, hotels and motels, outlets and malls, private property, religious centers, restaurants, meat markets, retail stores, shopping centers, and warehouses and manufacturing. TAP has received no prior awards from SAHA. Their client list includes Consulate General of Mexico, Residence Inn by Marriott, Medio Springs Ranch, and Spectrum Association Management. Their Section 3 utilization plan includes a 30% goal for Section 3 new hires.

CONTRACT OVERSIGHT:

Contract oversight will be provided by Domingo Ibarra, Director of Security, who will monitor the vendor's adherence to contract requirements and performance. The Procurement Department will be responsible to ensure the vendor submits the Contractor's Section 3 Compliance report on a monthly basis, monitor compliance with the vendor's SWMBE subcontractor good faith utilization plan, provide annual contract performance evaluation survey to end users, and assist departments in the contract renewal or new solicitation process.

STRATEGIC GOAL:

Preserve and improve existing affordable housing resources and opportunities.

ATTACHMENT:

Resolution 6046
Scoring Matrix
Advertisement List

**San Antonio Housing Authority
Resolution 6046**

RESOLUTION 6046, AUTHORIZING THE AWARD OF CONTRACTS FOR VARIOUS SECURITY SERVICES AGENCY WIDE TO BLUE ARMOR SECURITY SERVICES, INC. (ABE, DBE, ESBE, MBE, SBE, SECTION 3 BUSINESS), TEXAS LAWMAN SECURITY & TRAFFIC CONTROL SERVICES, LLC, (HABE) AND TEXAS ASSET PROTECTION, LLC (ESBE, HABE, MBE, SBE, VBE) FOR AN ANNUAL CUMULATIVE AMOUNT NOT TO EXCEED \$1,060,000.00 FOR YEAR ONE, \$1,110,000.00 FOR YEAR TWO, \$1,165,000.00 FOR YEAR THREE, \$1,225,000.00 FOR YEAR FOUR, AND \$1,285,000.00 FOR YEAR FIVE; FOR A PERIOD OF ONE YEAR WITH THE OPTION TO RENEW UP TO FOUR ADDITIONAL ONE-YEAR TERMS

WHEREAS, on March 19, 2020, SAHA issued a “Request For Proposals” (RFP) #2003-990-46-5009 for Security Services Agency Wide, which closed on April 24, 2020; and

WHEREAS, a total of five proposals were received in response to this solicitation; and

WHEREAS, we are recommending contract awards to Blue Armor Security Services, Inc., Texas Lawman Security & Traffic Control Services, LLC, and Texas Asset Protection, LLC. They are the highest rated responsive and responsible proposers; and

WHEREAS, the current award recommendation for various security services is not expected to exceed an annual cumulative amount of \$1,060,000.00 for year one, \$1,110,000.00 for year two, \$1,165,000.00 for year three, \$1,225,000.00 for year four, and \$1,285,000.00 for year five. The recommended award amounts have been increased approximately 5% each year to allow for any unforeseeable events and properties transitioning back from third-party management companies to Beacon Communities. These services will be funded through the approved operating budgets and/or operating reserves; and

WHEREAS, staff requests the Board of Commissioners authorize the President and CEO, or designee, to execute all documents associated with this contract.

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of SAHA hereby:

- 1) Approves Resolution 6046, authorizing the award of contracts for various security services agency wide to Blue Armor Security Services, Inc. (ABE, DBE, ESBE, MBE, SBE, Section 3 Business), Texas Lawman Security & Traffic Control Services, LLC, (HABE) and Texas Asset Protection, LLC (ESBE, HABE, MBE, SBE, VBE) for an annual cumulative amount not to exceed \$1,060,000.00 for year one, \$1,110,000.00 for year two, \$1,165,000.00 for year three, \$1,225,000.00 for year four, and \$1,285,000.00 for year five; for a period of one year with the option to renew up to four additional one-year terms.
- 2) Authorizes the President and CEO, or designee, to execute all necessary documents associated with this contract.

Passed and approved the 6th day of August 2020.

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

Attested and approved as to form:

David Nisivoccia
President and CEO

Advertisement List
Solicitation # 2003-990-46-5009
Security Services Agency Wide

Associations /Vendors	Contact Name	Email	Notes
Associations Revised as of 2/7/2019			
African American Chamber of Commerce of San Antonio	Lou Miller	blackchamber@aol.com	
Alamo Asian American Chamber of Commerce	Elva Adams	elva.adams@wellsfargo.com	
Alamo City Black Chamber Of Commerce	Sherry Logan	info@alamocitychamber.org slogan@alamocitychamber.org	
American Council of Engineering Companies - San Antonio (ACEC-SA)	Anne Whittington	anne@acectx.org	
American Institute of Architects	Paula	paula@aiasa.org	
American Subcontractors Association	Jennifer Swinney	jennifer@asasanantonio.org	
Associated Builders and Contractors S. Texas Chapter	Steve Schultz	steve@abcsouthtexas.org	
Builders Exchange	Jeannette Olguin	jeannette@virtualbx.com	
Construct Connect		content@constructconnect.com	
CFMA		kimr@avacpa.com	
Goodwill Industries	Angelique de Oliveira	adeoliveira@goodwillsa.org	
Greater San Antonio Builders Association	Kristi Sutterfield	ksutterfield@sabuilders.com	
The San Antonio Chamber of Commerce	Dave Petersen	dpetersen@sachamber.org	
Hispanic Contractors Association de San Antonio	Clarissa Perez Dave Sanchez	exdir@hcadesa.org admin@hcadesa.org dave@hcadesa.org	
Home Depot Pro Accounts	Darren Friesenhahn	Darren_Friesenhahn@homedepot.com	
IEC	Julie Howard	jhoward@iecsanantonio.com rvasquez@iecsanantonio.com	
MCA-SMACNA		mca-smacna@mca-smacna.org	
Minority Business Council	Hector Garcia	hector@hegarciacpa.com	
National Alliance of Craftsmen Association	Victor Landa	arvelasquez01@yahoo.com	
National Association of Women in Construction (NAWIC)	Sandee Morgan	nawicerin@gmail.com nawicsatx@gmail.com	
NAWBO San Antonio	Madeline Slay	Madeline@masarchitecture.com	
Plumbing Heating Cooling Contractors Association	Heidi Timble	Heidi@phcc-sanantonio.org	
Professional Engineers in Private Practice	Diane Hoskins	bexarpepp@sbcglobal.net	
Real Estate Council of San Antonio	Martha Mangum	martham@recsanantonio.com	

**Advertisement List
Solicitation # 2003-990-46-5009
Security Services Agency Wide**

SAABE	Melodie	mg.assoc.mgmt@gmail.com	
San Antonio Board of Realtors	Suzanne	Suzanne@sabor.com	
SA Chapter of the Associated General Contractors	Dana Marsh	sanantonioagc@gmail.com	
San Antonio Hispanic Chamber of Commerce	Brianna Dimas	briannad@sahcc.org mariyaf@sahcc.org	
San Antonio Masonry Contractors Association	Debbie Mason	thesamca@gmail.com	
San Antonio Women's Chamber of Commerce	Cindy Libera	admin@sawomenschamber.org	
SmartApartmentData.com		constructionadmin@smartlocating.com	
South Central Regional Certification Agency	Charles Johnson	cjohnson@sctrca.org	
South San Antonio Chamber of Commerce	Al Arreola Jr	al@southsa.org	
Southwest Minority Supplier Diversity Council	Robert Casas	smsdc@smsdc.org gabrielle@smsdc.org	
Surety Association of South Texas, Inc.	Jim Swindle	jim@alamobonds.com	
Texas Society of Professional Engineers		jennifer@tspe.org	
TIBH Industries	Robert Olivo	robertolivo@tibh.org	
UTSA Minority Business Development Agency	Orestes Hubbard Jennifer Mort Jacqueline Jackson	orestes.hubbard@utsa.edu jennifer.mort@utsa.edu Jacqueline.Jackson@utsa.edu	
UTSA Procurement Technical Assistance Center	Terri Williams	ptac@utsa.edu	
West San Antonio Chamber of Commerce	Julie Jimenez	info@westsachamber.org julie@westsachamber.org	
Women's Business Enterprise	Avery Smith	bids@wbea-texas.org	
NAHRO	Web Site	http://nahro.economicengine.com	
Public Purchase	Web Site	www.publicpurchase.com	
Texas ESBD	Web Site	https://portal.cpa.state.tx.us/	
North San Antonio Chamber of Commerce	Web Site	https://northsachamber.chambermaster.com	
Direct Solicits as of 11/15/18			
	HUBS on CMBL		
ACUMEN PROTECTION GROUP LLC	Lillian Stephens	lillian.stephens@acumenprotectiongrp.com	210-904-7875
ARBER, INC.	ROBERT M. LOZANO	corporate@arberinc.com	210-736-6200
BLUE ARMOR SECURITY SERVICES, INC.	CEO/President /Willie Ng	willie.ng@bluearmorsecurity.com	210-495-4610
MED SECURITY, INC.	ROD KENNEDY	rkennedy@med-securityinc.com	210-314-1850
TEXAS VETERAN SECURITY LLC	GERARD MORALES	TEXASVETOPS@GMAIL.COM	210-404-8094
WARHAWK GROUP LLC	Clarence Redrick	Clarence.Redrick@warhawkgroup.org	210-823-0405

Advertisement List
Solicitation # 2003-990-46-5009
Security Services Agency Wide

	Section 3 Bidders		
	None		
	Direct Solicits		
Allied Universal	Candace Kleck	candace.kleck@aus.com	
Champion National Security	Rob Leitgen Jim Carroll	rleitgen@champ.net jcarroll@champ.net	210-830-6844
Citywide Investigations & Security	Roy Granger	bdm@cwidesat.com	(210) 681-8268
Global Security & Investigations Alamo Heights Inc.	Irma Trejeda	Globalsecurity@gsiah.com	210-822-7464
Garda World	Derek Murakami	Derek.Murakami@garda.com	512-960-4029
Justice Security and Patrol LLC	Mike	malvarado@justicesecurityandpatrolllc.com	210-669-2600
Night-Eyes Protective Svc.	Fernando Rodriguez Carmen Arrieta	nechief01@night-eyes.com ca0407@night-eyes.com	(210) 842-8046
Pro Security Group	Denise Nicholson	denise@prosecuritygroup.com	254-753-7766
Ram Security Services	Oscar Ramos	Ramsec12@yahoo.com	830-872-1790
San Antonio Investigations & Security	D. Rosas	sainvestigations-security@sais.us	
Smith Protective Services	Robert Taylor	rtaylor@smithprotective.com	210-681-8221
SOA Security Company	Anthony Warren	awarren4@soasatx.com	(210)775-2807
Statewide Patrol			210-750-6321
Texas Asset Protection	Oscar Gonzalez	Oscar.gonzalez@txassetpro.com	210-544-7262
Texas Lawman Security	Anthony Alvarado	a.alvarado@txlawmansecurity.com	210-690-1212
Top Gun Security Services	Jeff Moore	Jeff@topgunsecurityservices.com David.urdiales@teamuas.com	210-276-0517
Vets Securing America	Gerald Gregory	jerry@vetssecuringamerica.com	210-299-7623 *106
Watchmen Protective Services		watchmenps@outlook.com	210-977-8874
War Eagle Security Services		support@wareaglesecurityservices.com	(210) 682-1182

**Scoring Matrix
Security Services Agency Wide
2003-990-46-5009**

Criterion Description	Weight	Blue Armor Security Services, Inc.	Texas Asset Protection, LLC	Texas Lawman Security & Traffic Control Services, LLC	Texas Vetern Security, LLC	Watchmen Protective Services, LLC.
Relevant Experience:	1-5 25%					
Rater 1		5.00	2.00	5.00	2.00	3.00
Rater 2		4.00	3.00	4.00	2.00	3.00
Rater 3		5.00	2.00	5.00	1.00	3.00
Total Score		14.00	7.00	14.00	5.00	9.00
Average Score		4.67	2.33	4.67	1.67	3.00
Weighted Score		1.17	0.58	1.17	0.42	0.75
Key Personnel:	1-5 20%					
Rater 1		5.00	2.00	5.00	2.00	0.00
Rater 2		4.00	3.00	3.00	3.00	1.00
Rater 3		4.00	3.00	4.00	2.00	1.00
Total Score		13.00	8.00	12.00	7.00	2.00
Average Score		4.33	2.67	4.00	2.33	0.67
Weighted Score		0.87	0.53	0.80	0.47	0.13
Price proposal:	1-5 25%					
Total Score		4.96	5.00	4.87	4.96	4.96
Weighted Score		1.24	1.25	1.22	1.24	1.24
Capacity:	1-5 20%					
Rater 1		5.00	3.00	4.00	2.00	3.00
Rater 2		4.00	3.00	4.00	3.00	2.00
Rater 3		4.00	2.00	3.00	2.00	2.00
Total Score		13.00	8.00	11.00	7.00	7.00
Average Score		4.33	2.67	3.67	2.33	2.33
Weighted Score		0.87	0.53	0.73	0.47	0.47
Strength of the Section 3 plans:	1-5 5%					
Rater 1		3.00	3.00	3.00	3.00	3.00
Rater 2		3.00	3.00	3.00	3.00	3.00
Rater 3		3.00	3.00	3.00	3.00	3.00
Total Score		9.00	9.00	9.00	9.00	9.00
Average Score		3.00	3.00	3.00	3.00	3.00
Weighted Score		0.15	0.15	0.15	0.15	0.15
Strength of the SWMBE plans:	1-5 5%					
Rater 1		3.00	3.00	3.00	3.00	2.00
Rater 2		3.00	3.00	3.00	3.00	2.00
Rater 3		3.00	3.00	3.00	2.00	1.00
Total Score		9.00	9.00	9.00	8.00	5.00
Average Score		3.00	3.00	3.00	2.67	1.67
Weighted Score		0.15	0.15	0.15	0.13	0.08
Section 3 Preference: A firm may qualify for Section 3 status for up to an additional 5 points.#						
Category 1: As detailed in Attachment D	5 (.25)					
Category II: As detailed in Attachment D	4 (.2)					
Category III: As detailed in Attachment D	3 (.15)					
Category IV: As detailed in Attachment D	2 (.1)	0.10		0.10	0.10	
Total Weighted Score		4.54	3.20	4.32	2.97	2.82

SAN ANTONIO HOUSING AUTHORITY

August 6, 2020

BOARD OF COMMISSIONERS

RESOLUTION 6061, AUTHORIZING THE AWARD OF A CONTRACT FOR THE PURCHASE AND INSTALLATION OF CABINETS AT VICTORIA PLAZA APARTMENTS TO HENOCK CONSTRUCTION, INC. (HABE) FOR AN AMOUNT NOT TO EXCEED \$290,000.00

DocuSigned by:
Maniel Rhoder

David Nisiocchia
President and CEO

DocuSigned by:
Steven Morando

Steven Morando
Director of Procurement
and General Services

DocuSigned by:
Hector Martinez

Hector Martinez
Director of Construction
Services and Sustainability

REQUESTED ACTION:

Consideration and approval regarding Resolution 6061, authorizing the award of a contract for the purchase and installation of cabinets at Victoria Plaza Apartments to Henock Construction, Inc. (HABE) for an amount not to exceed \$290,000.00.

FINANCIAL IMPACT:

The current award recommendation for purchase and installation of cabinets at Victoria Plaza Apartments is not expected to exceed an amount of \$290,000.00. Source of funds is CFP and/or proceeds from the sale of Public Housing Scattered Site homes.

SUMMARY:

Victoria Plaza Apartments is a Senior/Disabled development built in 1959 and is located in downtown San Antonio near HemisView Plaza. This development is a nine-story, high-rise brick building, comprised of 185 units, including: 16 efficiency units, 152 one-bedroom units, 16 two-bedroom units, and 1 three-bedroom unit.

As part of the Victoria Plaza substantial rehabilitation and modernization project, SAHA will be installing all new cabinets and countertops in the kitchen areas of 185 residential units and the first floor common area community kitchen. SAHA requires the services of a vendor for the purchase and installation of cabinets and countertops at this property. This project will be completed by November 1, 2020.

On June 23, 2020, SAHA issued an Invitation For Bids (IFB) #2006-150-49-5039 for Purchase and Installation of Cabinets at Victoria Plaza Apartments that closed on July 13, 2020. The IFB was published on the SAHA website, Electronic State Business Daily (ESBD), The Hart Beat, posted on NAHRO, Public Purchase and direct solicited to 65 vendors. A total of two bids were received in response to this solicitation: Henock Construction, LLC (HABE) and McGovern Woodcraft & Design, LLC. Both bids were evaluated on the following criteria: purchase price, reputation of the bidder and their goods or services, quality of the goods or services, extent to which the goods or services, extent to which the goods or services meet SAHA's needs, total long term cost, and any relevant criteria contained in the solicitation document. Based on the above we are recommending a contract award to Henock Construction, LLC. They are the lowest priced responsive and responsible bidder.

SAN ANTONIO HOUSING AUTHORITY

August 6, 2020

COMPANY PROFILE:

Henock Construction, LLC was founded in 2001 and is headquartered in San Antonio, Texas. They self-certify as a HABE. They are a general contractor providing services in the areas to include, but not limited to, additions, renovations, historic restorations, design build, electrical, plumbing, paint, drywall, framing, insulation, acoustical, doors, windows, cabinets, crainte, ADA renovations, roofing, lightning protection, and mechanical. This contractor has received no prior awards from SAHA. Their client list includes Bexar County, City of Floresville, University Health Systems, Northside Independent School District, and the San Antonio Port Authority.

CONTRACT OVERSIGHT:

Contract oversight will be provided by Hector Martinez, Director of Construction Services and Sustainability, who will monitor the vendor's adherence to contract requirements and performance.

STRATEGIC GOAL:

Preserve and improve existing affordable housing resources.

ATTACHMENTS:

Resolution 6061
Bid Tabulation
Advertisement List

**San Antonio Housing Authority
Resolution 6061**

RESOLUTION 6061, AUTHORIZING THE AWARD OF A CONTRACT FOR FOR THE PURCHASE AND INSTALLATION OF CABINETS AT VICTORIA PLAZA APARTMENTS TO HENOCK CONSTRUCTION, INC. (HABE) FOR AN AMOUNT NOT TO EXCEED \$290,000.00

WHEREAS, on June 23, 2020, SAHA issued an Invitation For Bids (IFB) #2006-150-49-5039 for Purchase and Installation of Cabinets at Victoria Plaza Apartments that closed on July 13, 2020; and

WHEREAS, two bids were received in response to the IFB; and

WHEREAS, we are recommending a contract award to Henock Construction, LLC. They are the lowest priced responsive and responsible bidder; and

WHEREAS, the current award recommendation for purchase and installation of cabinets at Victoria Plaza Apartments is not expected to exceed an amount of \$290,000.00. Source of funds is CFP and/or proceeds from the sale of Public Housing Scattered Site homes; and

WHEREAS, staff requests the Board of Commissioners authorize the President and CEO, or designee, to execute all documents associated with this contract.

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of SAHA hereby:

- 1) Approves Resolution 6061, authorizing the award of a contract for the purchase and installation of cabinets at Victoria Plaza Apartments to Henock Construction, Inc. (HABE) for an amount not to exceed \$290,000.00.
- 2) Authorizes the President and CEO, or designee, to execute all necessary documents associated with this contract.

Passed and approved the 6th day of August 2020.

**Ana M. "Cha" Guzman
Chair, Board of Commissioners**

Attested and approved as to form:

**David Nisivoccia
President and CEO**

Advertisement List
Solicitation # 2006-150-49-5039
Purchase and Installation of Cabinets at Victoria Plaza Apartments

Associations /Vendors	Contact Name	Email	Notes
Associations Revised as of 2/7/2019			
African American Chamber of Commerce of San Antonio	Lou Miller	blackchamber@aol.com	
Alamo Asian American Chamber of Commerce	Elva Adams	elva.adams@wellsfargo.com	
Alamo City Black Chamber Of Commerce	Bede Ramcharan	info@alamocitychamber.org	
American Council of Engineering Companies - San Antonio (ACEC-SA)	Anne Whittington	anne@acectx.org	
American Institute of Architects	Paula	paula@aiasa.org	
American Subcontractors Association	Jennifer Swinney	jennifer@asasanantonio.org	
Associated Builders and Contractors S. Texas Chapter	Steve Schultz	steve@abcsouthtexas.org	
Builders Exchange	Jeannette Olguin	jeannette@virtualbx.com	
Construct Connect		content@constructconnect.com	
CFMA		kimr@avacpa.com	
Construction Journal	Danielle Giammarino	DGiammarino@constructionjournal.com	
Goodwill Industries	Steven Hussain Angelique de Oliveira	shussain@goodwill.sa.org adeoliveira@goodwillsa.org	
Greater San Antonio Builders Association	Kristi Sutterfield	ksutterfield@sabuilders.com	
The San Antonio Chamber of Commerce	Dave Petersen	dpetersen@sachamber.org	
Hispanic Contractors Association de San Antonio	Clarissa Perez Dave Sanchez	exdir@hcadesa.org admin@hcadesa.org dave@hcadesa.org	
Home Depot Pro Accounts	Darren Friesenhahn	Darren_Friesenhahn@homedepot.com	
IEC	Julie Howard	jhoward@iecsanantonio.com rvasquez@iecsanantonio.com	
MCA-SMACNA		mca-smacna@mca-smacna.org	
Minority Business Council	Hector Garcia	hector@hegarciacpa.com	
National Alliance of Craftsmen Association	Victor Landa	arvelasquez01@yahoo.com	
National Association of Women in Construction (NAWIC)	Sandee Morgan	nawicerin@gmail.com nawicsatx@gmail.com	
NAWBO San Antonio	Madeline Slay	Madeline@masarchitecture.com	
Plumbing Heating Cooling Contractors Association	Heidi Timble	Heidi@phcc-sanantonio.org	
Professional Engineers in Private Practice	Diane Hoskins	bexarpepp@sbcglobal.net	

Advertisement List
Solicitation # 2006-150-49-5039
Purchase and Installation of Cabinets at Victoria Plaza Apartments

Real Estate Council of San Antonio	Martha Mangum	martham@recsanantonio.com	
SAABE	Melodie	mg.assoc.mgmt@gmail.com	
San Antonio Board of Realtors	Suzanne	Suzanne@sabor.com	
SA Chapter of the Associated General Contractors	Dana Marsh	sanantonioagc@gmail.com	
San Antonio Hispanic Chamber of Commerce	Brianna Dimas	briannad@sahcc.org mariyaf@sahcc.org	
San Antonio Masonry Contractors Association	Debbie Mason	thesamca@gmail.com	
San Antonio Women's Chamber of Commerce	Cindy Libera	admin@sawomenschamber.org	
SmartApartmentData.com		constructionadmin@smartlocating.com	
South Central Regional Certification Agency	Charles Johnson	cjohnson@sctrca.org	
South San Antonio Chamber of Commerce	Al Arreola Jr	al@southsa.org	
Southwest Minority Supplier Diversity Council	Robert Casas	smsdc@smsdc.org gabrielle@smsdc.org	
Surety Association of South Texas, Inc.	Jim Swindle	jim@alamobonds.com	
Texas Society of Professional Engineers		jennifer@tspe.org	
TIBH Industries	Robert Olivo	robertolivo@tibh.org	
UTSA Minority Business Development Agency	Orestes Hubbard Jennifer Mort Jacqueline Jackson	orestes.hubbard@utsa.edu jennifer.mort@utsa.edu Jacqueline.Jackson@utsa.edu	
UTSA Procurement Technical Assistance Center	Terri Williams	ptac@utsa.edu	
West San Antonio Chamber of Commerce	Julie Jimenez	info@westsachamber.org julie@westsachamber.org	
Women's Business Enterprise	Avery Smith	bids@wbea-texas.org	
NAHRO	Web Site	http://nahro.economicengine.com	
Public Purchase	Web Site	www.publicpurchase.com	
Texas ESD	Web Site	https://portal.cpa.state.tx.us/	
North San Antonio Chamber of Commerce	Web Site	https://northsachamber.chambermaster.com	
Direct Solicits as of 06/15/2020			
	HUBS on CMBL		
Nelson Interiors, LLC	Emily Howard	Emily@nelsoninteriors.com	

Advertisement List
Solicitation # 2006-150-49-5039
Purchase and Installation of Cabinets at Victoria Plaza Apartments

Section 3 Bidders			
All Pro Gen Const	Raul Scott Jorge Zapata Raul Scott Jr	rs@apgc.pro jorge@apgc.pro rauljr@apgc.pro	
Geofill Construction	Jan Puente	jpunte.geofill@outlook.com	
Jerdon Enterprise L.P.	Kathryn Tennell	kathryn@jerdonlp.com	
Commercor, LLC	Robert Broniszewski	commercorconstruction@gmail.com	
EA Contractor	Enrique Rodriguez	enrique@mtsconstructor.com; adriananavarro3@hotmail.com	
JC's Construction & Remodeling, LLC	Basidalia Alvarez	jscandrsatx@gmail.com	
JGG Construction	Joseph Gonzales	integrated02@aol.com	
Mcfarland & Mcfarland Construction & Remodeling	James Mcfarland	mcfarland9598@gmail.com	
Garcia Brothers Make Ready & Repairs	Jesse Garcia	GBMR.REPAIRS@YAHOO.COM	
R&J Muniz Remodeling	Rafaela Varela	munizjuan60@yahoo.com	
J.C. Enriquez and Son Plumbing & Remodeling	Joe Enriquez	joey@weplumbtoplease.com	Not found
TME Construction, L.L.C.	Ernesto Caro	tme1construction@gmail.com	
Safe Co. Construction	Liz Janette Martinez	savecocorp@gmail.com	
Shimerda Enterprises, LLC.	Edward Shimerda	cbch@countryboycoolinc.com	
Presidio Construction, LLC.	Mike Martinez E.	mike-presidio@yahoo.com	Failed
M&M Weatherization CO.	Laura Ramirez	laura@mmwtx.com	
Vela Group, LLC.	Joe Vela	joe.vela@velagroupinc.com	
4L Construction	Maria "Lisel" Aleman	liselaleman@yahoo.com	
Ram's Weatherization and Construction, LLC.	Maria De La Fuente	md.ramswx@gmail.com	
DCA Contractor, LLC.	Dora Candia	info@dcacontractor.com	
Direct Solicits			
M&M Painting and Construct.	Steve Shealy	steve@mandmpaint.com	
Albrecht Incorporated	Kathleen Albrecht	kitty@albrechtinc.net	
Cleaning Solutions, Inc.	Willie Thorton	thorntn@airmail.net	
Decorative Ventures, Llc	Franklin Kisberg	fkisberg@kenmarkinc.com	
R.E.D. Construction, Inc. DBA	Daniel Villarreal	ruben@3vcompany.com	
Woodrose Company, Inc.	Frances Loyd	franloyd@woodrosecompany.com	
Cabinets and Granite	Web Site Contact	6/24/2020 1:04 pm	
Gomez Cabinets		info@gomezcabinets.com	
Bills Cabinet Shop		ron@billscabinetshop.com	
Oncken & Sons		info@onckenandsons.com	

Advertisement List
Solicitation # 2006-150-49-5039
Purchase and Installation of Cabinets at Victoria Plaza Apartments

Alamo Ranch Cabinets		alamoranchcabinets@gmail.com alamoranchhands@gmail.com	
Michael Edwards Custom	WEB SITE Contact	6/24/2020 1:11 pm	
Christensen Woodworks		paula@christensenwoodworks.com	
Life Art Cabinetry		info@lifeartcabinetry.com	
Erwazad Cabinet	Web site contact	6/24/2020 1:13 pm	
San Antonio Cabinets & Gran	Web site contact	Failed to work 1:18 pm 6/24/2020	
ProFresh Cabinets	Web site contact	6/24/2020 1:23 pm	
Masterbrand/KM remodeling	Web site contact	6/24/2020 1:29 pm	
AD Cabinets & Granite		info@adcabinets.com	
1 st Rate Const		firstrateconst85@gmail.com	
Cabinetry Designs		info@cabinetrydesigns.com	
HGS Custom Cabinets		handyguystx@gmail.com	
Millennia Cabinetry Inc		info@millcab.com	
The Cabinet House		info@thecabinethouse.com	
The Cabinet Wizard	Web site contact	6/24/2020 1:47 pm	
Designs by Sherry	Web site contact	6/24/2020 1:50 pm	
Custom Wood Works		CWWWOOD@YAHOO.COM	
Chaparral Cabinetry		info@ChaparralCabinetry.com	
J-Kraft Inc		info@jkraftinc.com	
John Dancey Custom Homes		John@JohnDancey.com	
Cabinets To Go		store621@cabinetstogo.com	
ABCabinetry		contact@abcabinetry.com	
Madera Cabinetry & Remdng	Web site contact	6/24/2020 1:52 pm	
New Generation Kitchen & Bath	Web site contact		
Spencer LLC	No Bid	Info@SpencerLLC.com	Too Far Away
MultiCraftsman		info@multicraftsman.com	
Moses General Contractors		service@mosesgeneralcontractors.com	
Barker Modern		info@barkermodern.com	
McGovern Woodcraft	Web site contact	6/24/2020 1:54 pm	
Kitchen Remodeling		info@kitchenremodelingsanantoniotx.com	Not found
Factory Plaza		estimate@FactoryPlaza.com	
CSJ Cabinet Supply		csjcabinet@gmail.com	
Cabinets and Granite Creations	6/24/2020 1:55 pm	info@San-Antonio-Granite.com	
The Cabinet Corner	Louis Rincon Maria Alcorta	ljrent@sbcglobal.net Maria@TheCabinetCorner.org	Added 6/25/2020

Advertisement List
Solicitation # 2006-150-49-5039
Purchase and Installation of Cabinets at Victoria Plaza Apartments

Web Site contact message:

The San Antonio Housing Authority is seeking bids for the purchase and installation of cabinets at the Victoria Plaza Apartments. The bid documents and plans are available on the SAHA web site at www.saha.org, click menu, then Work With Us, then Procurement, then Current Bids, click on the bid number to open the file for reading or download. Call or email for any questions or clarifications.

BID TABULATION Purchase and Installation of Cabinets at Victoria Plaza Apartments 2006-150-49-5039		
	Henock Construction. LLC	McGovern Woodcraft & Design, LLC
Purchase and Install Cabinets at Victoria Plaza Apartments	Cost	Cost
	\$290,000.00	\$878,086.00

BOARD OF COMMISSIONERS

RESOLUTION 6062, AUTHORIZING THE AWARD OF A CONTRACT FOR CONSTRUCTION MANAGEMENT/COMMISSIONING AGENT - EPC II TO GROUP 14 ENGINEERING, PBC FOR AN AMOUNT NOT TO EXCEED \$102,560.00; FOR A PERIOD OF ONE YEAR

DocuSigned by:
Muriel Rhoder

David Nisivoecia
President and CEO

DocuSigned by:
Steven Morando

Steven Morando
Director of Procurement and General Services

DocuSigned by:
Hector Martinez

Hector Martinez
Director of Construction Services and Sustainability

REQUESTED ACTION:

Consideration and approval regarding Resolution 6062, authorizing the award of a contract for Construction Management/Commissioning Agent - EPC II to Group 14 Engineering, PBC for an amount not to exceed \$102,560.00; for a period of one year.

FINANCIAL IMPACT:

The current award recommendation for Construction Management/Commissioning Agent - EPC II is not expected to exceed an amount of \$102,560.00 and will be funded with EPC II loan proceeds.

SUMMARY:

On April 4, 2019, SAHA received Board approval to execute an Interagency Agreement with the Housing Authority of the City and County of Denver to pursue a self-managed energy performance contract (EPC) to include up to 2,324 public housing units.

On February 6, 2020, SAHA received Board approval to award a contract to Geofill Material Technologies dba Geofill Construction to provide pre-construction and construction management services for the complete implementation of an energy performance contract. The project will include 34 developments encompassing 2,324 dwelling units. The contractor will work with SAHA to provide value engineering to ensure the project is within the desired budget, develop a guaranteed maximum price for the project, coordinate with their consultants to optimize constructability, sequencing, scheduling and project details, and oversee the implementation and completion of the EPC.

SAHA requires the services of a qualified consultant to provide construction administration services to ensure that the SAHA Phase II EPC meets all HUD EPC Commissioning requirements. Their responsibilities will include, but are not limited to: assisting with pre-construction coordination activities; representing the owner, architectural, energy savings, and engineering interests throughout the course of construction phase; attend and participate in owner, architect, and contractor meetings; review and approve submittals and design documents to ensure they are in accordance with project specifications and meet energy and water performance specifications; bringing to the attention of the Owner any significant changes to the program of the project or items that will result in a Change Order or change in energy/water efficiency performance; provide primary oversight and responsibility to capture all available incentives and rebates from local utilities and other sources; provide quality control and site inspections

SAN ANTONIO HOUSING AUTHORITY**August 6, 2020**

required by project lender, HUD, and SAHA prior to each pay application approval; and ensure appropriate owner maintenance trainings are being conducted.

On June 16, 2020, SAHA issued a Request For Proposals #2006-961-14-5035 for Construction Management/Commissioning Agent - EPC II that closed on July 2, 2020. The RFP was published on the SAHA website, Electronic State Business Daily (ESBD), The Hart Beat, posted on NAHRO, Public Purchase and direct solicited to 37 vendors. One proposal was received in response to this solicitation from Group 14 Engineering (DBE, SBE, WBE). The proposal was evaluated on the following criteria: experience, project approach and capability, compensation, and strength of the Section 3 and SWMBE Utilization Plans. Based on the above, we are recommending a contract award to Group 14 Engineering, PBC; they have been determined to be a responsive and responsible proposer whose cost has been deemed to be both fair and reasonable.

COMPANY PROFILE:

Group 14 Engineering was established in 1992 and is headquartered in Denver, Colorado. They have been certified as a DBE, SBE, and WBE by the City and County of Denver and the Women's Business Enterprise National Council (WBENC). This firm is an energy efficiency and sustainability consultant that has worked with affordable housing providers performing services to include, but not limited to, measurement and verification services, EPC consulting services, residential and multi-family energy audits, commissioning and re-commissioning services, bid specifications, energy design assistance, utility allowance development, resident engagement, green operations and maintenance (O&M) training, and sustainability consulting.

This firm is currently under contract with SAHA to provide self-managed energy performance contract (EPC), energy audit and utility allowance study, and measurement and verification energy sustainability services. They have worked with housing authorities to include, but not limited to, Albuquerque Housing Authority, Chattanooga Housing Authority, Contra Costa Housing Authority, DC Housing Authority, Denver Housing Authority, Lakewood Housing Authority, Santa Fe Housing Authority, Topeka Housing Authority, Trenton Housing Authority, New York Housing Authority, Wilmington Housing Authority, and York Housing Authority.

CONTRACT OVERSIGHT:

Contract oversight will be provided by Hector Martinez, Director of Construction Services and Sustainability who will monitor the vendor's adherence to contract requirements and performance. The Procurement Department will be responsible to ensure the vendor submits the Contractor's Section 3 Compliance report on a monthly basis, monitor compliance with the vendor's SWMBE subcontractor good faith utilization plan, provide annual contract performance evaluation survey to end users, and assist departments in the contract renewal or new solicitation process.

STRATEGIC GOAL:

Transform core operations to be a high performing and financially strong organization.

ATTACHMENTS:

Resolution 6062
Scoring Matrix
Advertisement List

**San Antonio Housing Authority
Resolution 6062**

RESOLUTION 6062, AUTHORIZING THE AWARD OF A CONTRACT FOR CONSTRUCTION MANAGEMENT/COMMISSIONING AGENT - EPC II TO GROUP 14 ENGINEERING, PBC FOR AN AMOUNT NOT TO EXCEED \$102,560.00; FOR A PERIOD OF ONE YEAR

WHEREAS, on June 16, 2020, SAHA issued a Request For Proposals #2006-961-14-5035 for Construction Management/Commissioning Agent - EPC II that closed on July 2, 2020; and

WHEREAS, one proposal was received in response to the RFP; and

WHEREAS, we are recommending a contract award to Group 14 Engineering, PBC, they have been determined to be a responsive and responsible proposer whose cost has been deemed to be both fair and reasonable; and

WHEREAS, the current award recommendation for Construction Management/Commissioning Agent - EPC II is not expected to exceed an amount of \$102,560.00 and will be funded with EPC II loan proceeds; and

WHEREAS, staff requests the Board of Commissioners authorize the President and CEO, or designee, to execute all documents associated with this contract.

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of SAHA hereby:

- 1) Approves Resolution 6062, authorizing the award of a contract for Construction Management/Commissioning Agent - EPC II to Group 14 Engineering, PBC for an amount not to exceed \$102,560.00; for a period of one year.
- 2) Authorizes the President and CEO, or designee, to execute all necessary documents associated with this contract.

Passed and approved the 6th day of August 2020.

**Ana M. "Cha" Guzman
Chair, Board of Commissioners**

Attested and approved as to form:

**David Nisivoccia
President and CEO**

Advertisement List
Solicitation # RFP 2006-961-14-5035
Construction Management/Commissioning Agent - EPC II

Associations /Vendors	Contact Name	Email	Notes
Associations Revised as of 2/7/2019			
African American Chamber of Commerce of San Antonio	Lou Miller	blackchamber@aol.com	
Alamo Asian American Chamber of Commerce	Elva Adams	elva.adams@wellsfargo.com	
Alamo City Black Chamber Of Commerce	Bede Ramcharan	info@alamocitychamber.org	
American Council of Engineering Companies - San Antonio (ACEC-SA)	Anne Whittington	anne@acectx.org	
American Institute of Architects	Paula	paula@aiasa.org	
American Subcontractors Association	Jennifer Swinney	jennifer@asasanantonio.org	
Associated Builders and Contractors S. Texas Chapter	Steve Schultz	steve@abcsouthtexas.org	
Builders Exchange	Jeannette Olguin	jeannette@virtualbx.com	
Construct Connect		content@constructconnect.com	
CFMA		kimr@avacpa.com	
Construction Journal	Danielle Giammarino	DGiammarino@constructionjournal.com	
Goodwill Industries	Steven Hussain Angelique de Oliveira	shussain@goodwill.sa.org adeoliveira@goodwillsa.org	
Greater San Antonio Builders Association	Kristi Sutterfield	ksutterfield@sabuilders.com	
The San Antonio Chamber of Commerce	Dave Petersen	dpetersen@sachamber.org	
Hispanic Contractors Association de San Antonio	Clarissa Perez Dave Sanchez	exdir@hcadesa.org admin@hcadesa.org dave@hcadesa.org	
Home Depot Pro Accounts	Darren Friesenhahn	Darren_Friesenhahn@homedepot.com	
IEC	Julie Howard	jhoward@iecsanantonio.com rvasquez@iecsanantonio.com	
MCA-SMACNA		mca-smacna@mca-smacna.org	
Minority Business Council	Hector Garcia	hector@hegarciacpa.com	
National Alliance of Craftsmen Association	Victor Landa	arvelasquez01@yahoo.com	
National Association of Women in Construction (NAWIC)	Sandee Morgan	nawicerin@gmail.com nawicsatx@gmail.com	
NAWBO San Antonio	Madeline Slay	Madeline@masarchitecture.com	
Plumbing Heating Cooling Contractors Association	Heidi Timble	Heidi@phcc-sanantonio.org	

Advertisement List
Solicitation # RFP 2006-961-14-5035
Construction Management/Commissioning Agent - EPC II

Professional Engineers in Private Practice	Diane Hoskins	bexarpepp@sbcglobal.net	
Real Estate Council of San Antonio	Martha Mangum	martham@recsanantonio.com	
SAABE	Melodie	mg.assoc.mgmt@gmail.com	
San Antonio Board of Realtors	Suzanne	Suzanne@sabor.com	
SA Chapter of the Associated General Contractors	Dana Marsh	sanantonioagc@gmail.com	
San Antonio Hispanic Chamber of Commerce	Brianna Dimas	briannad@sahcc.org mariyaf@sahcc.org	
San Antonio Masonry Contractors Association	Debbie Mason	thesamca@gmail.com	
San Antonio Women's Chamber of Commerce	Cindy Libera	admin@sawomenschamber.org	
SmartApartmentData.com		constructionadmin@smartlocating.com	
South Central Regional Certification Agency	Charles Johnson	cjohnson@sctrca.org	
South San Antonio Chamber of Commerce	Al Arreola Jr	al@southsa.org	
Southwest Minority Supplier Diversity Council	Robert Casas	smsdc@smsdc.org gabrielle@smsdc.org	
Surety Association of South Texas, Inc.	Jim Swindle	jim@alamobonds.com	
Texas Society of Professional Engineers		jennifer@tspe.org	
TIBH Industries	Robert Olivo	robertolivo@tibh.org	
UTSA Minority Business Development Agency	Orestes Hubbard Jennifer Mort Jacqueline Jackson	orestes.hubbard@utsa.edu jennifer.mort@utsa.edu Jacqueline.Jackson@utsa.edu	
UTSA Procurement Technical Assistance Center	Terri Williams	ptac@utsa.edu	
West San Antonio Chamber of Commerce	Julie Jimenez	info@westsachamber.org julie@westsachamber.org	
Women's Business Enterprise	Avery Smith	bids@wbea-texas.org	
NAHRO	Web Site	http://nahro.economicengine.com	
Public Purchase	Web Site	www.publicpurchase.com	
Texas ESBD	Web Site	https://portal.cpa.state.tx.us/	
North San Antonio Chamber of Commerce	Web Site	https://northsachamber.chambermaster.com	
Direct Solicits as of 6/5/2020			
	HUBS on CMBL		
ABS FACILITY SERVICES, LLC.		albert@abstab.com	

Advertisement List
Solicitation # RFP 2006-961-14-5035
Construction Management/Commissioning Agent - EPC II

AIR BALANCING COMPANY, INC.		Tracy@airbalancingco.com	
ALPHA BUILDING CORPORATION		sbabb@alphabuilding.com	
AXXIS BUILDING SYSTEMS, INC.		spurdy@axxis-corp.com	
B&H ENGINEERS, INC.		tabernathy@bandhengineers.com	
BOCCI ENGINEERING, LLC		lianne.lami@bocciengineering.com	
CAMPOS ENGINEERING, INC.		jcampos@camposengineering.com	
COASTAL COMMISSIONING GROUP LLC		gdavis@coastalcx.com	
FACILITY RX, LLC		vivian.holder@facilityrx.com	
JASMINE ENGINEERING, INC.		jasmine@jasmineengineering.com	
LCCX, LLC DBA LACKEY DE CARVAJAL CX		mike.lackey@lccx.com	
LISA L. SIEVERS LLC		lisa@lisasievers.com	
M3T CX AUTHORITIES LLC		info@m3tcxa.com	
PENNINGTON & ASSOCIATES COMMISSIONING, L		cpennington@pa-cx.com	
SHAH SMITH & ASSOCIATES, INC		ashah@shahsmith.com	
TEAM INTEGRATED ENGINEERING, INC		lmorgan@team-ie.com	
TEI PROGRAM/CONSTRUCTION		lgfuller@TEICONSTRUCTION.COM	
TEXAS ENERGY ENGINEERING SERVICES, INC.		saleem@teesi.com	
THE NELROD COMPANY		info@nelrod.com	
THE THRIVAL COMPANY LLC		elizabeth@thrivalcompany.com	

Advertisement List
Solicitation # RFP 2006-961-14-5035
Construction Management/Commissioning Agent - EPC II

	Section 3 Bidders		
	Direct Solicits		
Group14 Engineering, PBC		mlevinson@group14eng.com	
ARMSTRONG MOVING SOLUTIONS, LLC		jhargett@goarmstrong.com	
ASKI PROCUREMENTS		info@askiprocurements.com	
BATH GROUP, INC.		kgarcia@bathgroup.com	
BATH GROUP, INC.		bstark@bathgroup.com	
CDMTEK		chris@cdmtek.com	
DEVELOPMENT MANAGEMENT & CONSULTING GROU		jose.marti@dmcginc.com	
JACOBS ENGINEERING GROUP, INC.		teri.acuna@jacobs.com	
M&A TECHNOLOGY, INC.		dshepard@macomp.com	
MCKISSACK & MCKISSACK, INC.		kathleen.langan@MCKINC.COM	
THE DELPHI GROUPE, INC.		mrandolph@delphigroupe.com	
Alderson & Associates		info@alderson-inc.com	
Jasmine Engineering, Inc.		jasmine@jasmineengineering.com	
KCA Engineers, Inc.			
LCCx, LLC, DBA Lackey de Carvajal Cx		info@lccx.com	
PKM Engineering Design Limited Liability Company		pkumar2@aol.com	
Signature Automation LLC		cgsheehan@sig-auto.com	

Advertisement List
Solicitation # RFP 2006-961-14-5035
Construction Management/Commissioning Agent - EPC II

Scoring Matrix Construction Management Commissioning Agent 2006-961-14-5035		
Criterion Description	Max Points Weight	Group 14 Engineering, PBC
Experience:	1-5 30%	
Rater 1		5.00
Rater 2		4.00
Rater 3		5.00
Total Score		14.00
Average Score		4.67
Weighted Score		1.40
Project Approach and Capability:	1-5 25%	
Rater 1		5.00
Rater 2		4.00
Rater 3		4.00
Total Score		13.00
Average Score		4.33
Weighted Score		1.08
Price proposal:	1-5 25%	
Total Score		5.00
Weighted Score		1.25
Strength of the Section 3 plans:	1-5 10%	
Rater 1		3.00
Rater 2		3.00
Rater 3		3.00
Total Score		9.00
Average Score		3.00
Weighted Score		0.30
Strength of the S/W/MBE plans:	1-5 10%	
Rater 1		4.00
Rater 2		3.00
Rater 3		3.00
Total Score		10.00
Average Score		3.33
Weighted Score		0.33
Section 3 Preference: A firm may qualify for Section 3 status for up to an additional 5 points.#		
Category 1: As detailed in Attachment D	5 (.25)	
Category II: As detailed in Attachment D	4 (.2)	
Category III: As detailed in Attachment D	3 (.15)	
Category IV: As detailed in Attachment D	2 (.1)	
Tota Weighted Score		4.37

BOARD OF COMMISSIONERS

RESOLUTION 6056, AUTHORIZING THE AMENDMENT AND RESTATEMENT OF RESOLUTION 5946, CONCERNING THE APPLICATION OF THE LAS VARAS PUBLIC FACILITY CORPORATION, SAN ANTONIO HOUSING FACILITY CORPORATION OR AN AFFILIATED LIMITED PARTNERSHIP RELATING TO THE PROPOSED FINANCING AND/OR ISSUING OF UP TO \$60,000,000.00 OF TAX EXEMPT BONDS TO PAY FOR THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE ST. JOHN'S SQUARE, TO BE LOCATED ON THE SOUTHEAST CORNER OF EAST NUEVA STREET AND ST. MARY'S STREET; AND OTHER MATTERS IN CONNECTION THEREWITH

DocuSigned by:
Muriel Rhoder

David Nisvoccia
President and CEO

DocuSigned by:
Timothy Alcott

Timothy E. Alcott
Chief Legal and Real Estate Officer

REQUESTED ACTION:

Consideration and approval regarding Resolution 6056, authorizing the amendment and restatement of Resolution 5946, concerning the application of the Las Varas Public Facility Corporation, San Antonio Housing Facility Corporation or an affiliated limited partnership relating to the proposed financing and/or issuing of up to \$60,000,000.00 of tax exempt bonds to pay for the costs of the acquisition, construction, and equipping of the St. John's Square, to be located on the southeast corner of East Nueva Street and St. Mary's Street; and other matters in connection therewith.

FINANCIAL IMPACT:

The bonds will assist with financing of the Project. The total financing will be brought to the Board of Commissioners for approval at a later date.

SUMMARY:

Las Varas Public Facility Corporation (LVPFC) was created by the San Antonio Housing Authority pursuant to the provisions of the Public Facility Corporation Act, Chapter 303, Texas Local Government Code. Part of the financing for the Project will be through 4% tax credits. To issue 4% tax credits, LVPFC must first apply for an allocation of volume cap for private activity bonds, which if received, leads to a non-competitive application process for the 4% tax credits.

To promote certain private activities (which are deemed to benefit the public), each state is authorized to allow the issuance of a set amount of private activity "volume cap" tax-exempt bonds. The volume cap bonds can be allocated to finance multifamily housing projects. Projects that are financed (whether new construction or acquisition/rehab) in part by tax exempt bonds are eligible for 4% tax credits.

LVPFC will seek approval to take non-binding preliminary action to apply to the Texas Bond Review Board for volume cap in the amount of up to \$60,000,000.00 and to apply for 4% Tax Credits.

SAN ANTONIO HOUSING AUTHORITY

August 6, 2020

STRATEGIC GOAL:

Strategically expand the supply of affordable housing.

ATTACHMENTS:

Resolution 6056

Resolution 20LVPFC-08-06

Resolution 20FAC-08-06

CERTIFICATE FOR RESOLUTION 6056

The undersigned officer of the Housing Authority of the City of San Antonio, Texas (Authority) hereby certifies as follows:

1. The Board of Commissioners of the Authority (Board) held a meeting on August 6, 2020 (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, was a written

RESOLUTION 6056, AUTHORIZING THE AMENDMENT AND RESTATEMENT OF RESOLUTION 5946, CONCERNING THE APPLICATION OF THE LAS VARAS PUBLIC FACILITY CORPORATION, SAN ANTONIO HOUSING FACILITY CORPORATION OR AN AFFILIATED LIMITED PARTNERSHIP RELATING TO THE PROPOSED FINANCING AND/OR ISSUING OF UP TO \$60,000,000.00 OF TAX EXEMPT BONDS TO PAY FOR THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE ST. JOHN'S SQUARE, TO BE LOCATED ON THE SOUTHEAST CORNER OF EAST NUEVA STREET AND ST. MARY'S STREET; AND OTHER MATTERS IN CONNECTION THEREWITH

The Resolution was duly introduced for the consideration of the Board of Commissioners 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 Meeting 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.

SIGNED AND SEALED this 6th day of August 2020.



David Nisivoccia
President and CEO

**San Antonio Housing Authority
Resolution 6056**

RESOLUTION 6056, AUTHORIZING THE AMENDMENT AND RESTATEMENT OF RESOLUTION 5946, CONCERNING THE APPLICATION OF THE LAS VARAS PUBLIC FACILITY CORPORATION, SAN ANTONIO HOUSING FACILITY CORPORATION OR AN AFFILIATED LIMITED PARTNERSHIP RELATING TO THE PROPOSED FINANCING AND/OR ISSUING OF UP TO \$60,000,000.00 OF TAX EXEMPT BONDS TO PAY FOR THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE ST. JOHN'S SQUARE, TO BE LOCATED ON THE SOUTHEAST CORNER OF EAST NUEVA STREET AND ST. MARY'S STREET; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, the Las Varas Public Facility Corporation (Issuer) was created by the Housing Authority of the City of San Antonio, Texas (Sponsor) pursuant to the provisions of the Public Facility Corporation Act, Chapter 303, Texas Local Government Code (Act); and

WHEREAS, it is deemed necessary and advisable that this Resolution be adopted; and

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of the San Antonio Housing Authority hereby:

Section 1. The Issuer's Resolution providing for the amendment and restatement of Resolution 18LVPFC-07-19, concerning the application of the Las Varas Public Facility Corporation, San Antonio Housing Facility Corporation or an affiliated limited partnership relating to the proposed financing and/or issuing of up to \$60,000,000.00 of tax exempt bonds to pay for the costs of the acquisition, construction, and equipping of the St. John's Square, to be located on the southeast corner of East Nueva Street and St. Mary's Street; and other matters in connection therewith, a copy of which is attached hereto as Exhibit A and made a part hereof for all purposes, is hereby specifically approved.

Section 2. The approval herein given is in accordance with the provisions of the Act and is not to be construed as any undertaking by the Sponsor, and the Bonds shall never constitute an indebtedness or pledge of the Sponsor, the City of San Antonio, Bexar County, Texas or the State of Texas, within the meaning of any constitutional or statutory provision, and the holder of the Bonds shall never be paid in whole or in part out of any funds raised or to be raised by taxation or any other revenues of the Issuer, the Sponsor, the City of San Antonio, Bexar County, Texas or the State of Texas except those revenues assigned and pledged by the Issuer in the Indenture of Trust referenced in the Issuer Resolution.

Passed and approved the 6th day of August 2020.

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

Attested and approved as to form:

David Nisivoccia
Secretary/Treasurer

EXHIBIT A

ISSUER'S RESOLUTION

CERTIFICATE FOR RESOLUTION

The undersigned officer of the Las Varas Public Facility Corporation (Issuer) hereby certifies as follows:

1. In accordance with the bylaws of the Issuer, the Board of Directors of the Issuer (Board) held a meeting on August 2, 2018, (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 18LVPFC-07-19, CONCERNING THE APPLICATION OF THE LAS VARAS PUBLIC FACILITY CORPORATION, SAN ANTONIO HOUSING FACILITY CORPORATION OR AN AFFILIATED LIMITED PARTNERSHIP RELATING TO THE PROPOSED FINANCING AND/OR ISSUING OF UP TO \$50,000,000 OF TAX EXEMPT BONDS TO PAY FOR THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE ST. JOHN'S SQUARE, TO BE LOCATED ON THE SOUTHEAST CORNER OF EAST NUEVA STREET AND ST. MARY'S STREET; AND OTHER MATTERS IN CONNECTION THEREWITH

the Resolution was duly introduced for the consideration of the Board of Directors 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 Meeting 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 AND SEALED August 2, 2018.

David Nisivoccia
Secretary/Treasurer

**Las Varas Public Facility Corporation
Resolution 18LVPFC-07-19**

RESOLUTION 18LVPFC-07-19, CONCERNING THE APPLICATION OF THE LAS VARAS PUBLIC FACILITY CORPORATION, SAN ANTONIO HOUSING FACILITY CORPORATION OR AN AFFILIATED LIMITED PARTNERSHIP RELATING TO THE PROPOSED FINANCING AND/OR ISSUING OF UP TO \$50,000,000 OF TAX EXEMPT BONDS TO PAY FOR THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE ST. JOHN'S SQUARE, TO BE LOCATED ON THE SOUTHEAST CORNER OF EAST NUEVA STREET AND ST. MARY'S STREET; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, the Housing Authority of the City of San Antonio, Texas (City), has, pursuant to the Texas Public Facility Corporations Act, Chapter 303, Texas Local Government Code, as amended (Act), approved and created the Las Varas Public Facility Corporation and the San Antonio Housing Facility Corporation, nonstock, nonprofit public facility corporations (Issuer);

WHEREAS, the Issuer is empowered to finance the costs of, public facilities consisting of a residential development that will provide decent, safe, and sanitary housing at affordable prices for residents of the City by the issuance of housing revenue bonds;

WHEREAS, Las Varas Public Facility Corporation, the San Antonio Housing Facility Corporation or an affiliated Texas limited partnership (User) acting through, requests that (i) the Issuer finance the acquisition, construction, and equipping of up to 250-unit multifamily housing facility to be located on the SE Corner of E Nueva Street and St. Mary's Street and to be known as St. John's Square (Project); and (ii) the Issuer file and/or refile a 2018 and/or 2019 Allocation Application (defined hereafter) and/or any carryforward applications to the Texas Bond Review Board as described herein;

WHEREAS, the User has advised the Issuer that a contributing factor that would further induce the User to proceed with providing for the acquisition, construction, equipping, and improvement of the Project would be a commitment and agreement by the Board of Directors (Board) of the Issuer to issue housing revenue bonds pursuant to the Act (Bonds) to finance and pay any Development Costs, as defined in the Act, for the Project;

WHEREAS, in view of rising construction costs and the necessity of compliance with administrative regulations, it is considered essential that acquisition, construction, equipping, and improvement of the Project be completed at the earliest practicable date after satisfactory preliminary assurances from the Issuer that the proceeds of the sale of the Bonds, or other obligations, of the Issuer in an amount necessary to pay the Development Costs of the Project, will be made available to finance the Project;

WHEREAS, this Resolution shall constitute the Issuer's commitment, subject to the terms hereof, to issue Bonds, or other obligations, pursuant to the Act in an amount prescribed by the User now contemplated not to exceed \$50,000,000 and to expend the proceeds thereof to pay Development Costs including costs of acquisition, construction, equipping, and improvement of the Project, funding a debt service or other reserve fund for the Project, and paying expenses

and costs in connection with the issuance of the Bonds, including costs of obtaining credit enhancement, if any;

WHEREAS, the Bonds are “private activity bonds” as that term is defined in Subchapter A, Section 1372.001 of Chapter 1372, Texas Government Code, as amended, including the rules promulgated pursuant thereto in 34 Texas Administrative Code, Sections 190.1 through 190.8 (together, the Allocation Act), and various provisions of the Internal Revenue Code of 1986, as amended (Code);

WHEREAS, the Code requires that the applicable elected official of the City approve the issuance of the Bonds after a public hearing for which reasonable public notice shall have been given;

WHEREAS, the Issuer is authorized by the provisions of the Act to issue the Bonds;

WHEREAS, in order to issue the Bonds in the manner contemplated, the Issuer must seek an allocation of the State of Texas volume cap pertaining to private activity bonds in order to satisfy the provisions of the Code;

WHEREAS, in order to satisfy, in part, the provisions of the Allocation Act, the Issuer must submit an “Application for Allocation of Private Activity Bonds” (Allocation Application) to the Texas Bond Review Board and adopt this Resolution authorizing the filing or re-filing of the Allocation Application;

WHEREAS, the Allocation Application and the Allocation Act require that the Issuer certify that the Bonds are not being issued for the same stated purpose for which the Issuer has received sufficient carryforward during a prior year or for which there exists unexpended proceeds from a prior issue or issues of bonds issued by the Issuer;

WHEREAS, the User intends to make capital expenditures in connection with the acquisition, construction, equipping, and improvement of the Project (Expenditures) and expects to reimburse the Expenditures with proceeds of the Bonds;

WHEREAS, in order to allocate under Treasury Regulation §1.150-2 (Regulation) proceeds of the Bonds to the Expenditures, the Issuer must declare its reasonable expectation to reimburse the Expenditures;

WHEREAS, the User has requested authorization to make all filings necessary to obtain and maintain debt financing and tax credits on the Project; and

WHEREAS, the Board has determined that it is in the public interest and to the benefit of the citizens and residents of San Antonio for the various entities to enter into the transactions described above so that the User may construct the Project.

NOW THEREFORE BE IT RESOLVED that the Board of Directors of Las Varas Public Facility Corporation hereby:

- 1) Subject to the terms hereof, the Issuer agrees that it will

- a. subject to the negotiation of mutually acceptable agreements, issue the Bonds, in an amount not to exceed \$50,000,000;
- b. cooperate with the User with respect to the issuance of the Bonds, and, if arrangements therefore satisfactory to the User and the Issuer can be made, take such action and authorize the execution of such documents and take such further action as may be necessary or advisable for the authorization, execution, and delivery of any contracts or agreements deemed necessary and desirable by the User or the Issuer in connection with the issuance of the Bonds (collectively, the Contracts), providing among other things for payment of the principal of, interest on, redemption premiums on, and paying agents' and trustee's fees and charges, if any, on the Bonds; payment of fees, charges, and expenses of the Issuer and the City (including legal and financial advisory expenses); acquisition, construction, equipping, and improvement of the Project; and use, operation, and maintenance of the Project (and the execution of any necessary guaranty agreements), all as shall be authorized, required, or permitted by law and as shall be satisfactory to the Issuer, the City, and the User;
- c. if the proceeds from the sale of the Bonds are insufficient to complete the acquisition, construction, equipping, and improvement of the Project, take such actions and execute such documents as may be necessary to permit the issuance from time to time in the future of additional bonds on terms which shall be set forth herein, whether on a parity with other series of bonds or otherwise, for the purpose of paying the costs of completing the acquisition, construction, equipping, and improvement of the Project, as requested by the User and within then applicable limitations; and
- d. take or cause to be taken such other actions as may be required to implement the aforesaid undertakings or as it may deem appropriate in pursuance thereof.

2) The Bonds shall specifically provide that neither the State of Texas (State), the City, nor any political issuer, subdivision, or agency of the State shall be obligated to pay the same or the interest thereon and that neither the faith and credit nor the taxing power of the State, the City, or any political issuer, subdivision, or agency thereof is pledged to the payment of the principal of, premium, if any, or interest on the Bonds.

3) It is understood by the Issuer, and the User has represented to the Issuer, that in consideration of the Issuer's adoption of this Resolution and by filing the Application, and subject to the terms and conditions hereof, the User has agreed that

- a. prior to or contemporaneously with the sale of the Bonds in one or more series or issues from time to time as the Issuer and the User shall hereafter agree to in writing, the User will enter into the Contracts with the Issuer under the terms of which the User will obligate itself, on a nonrecourse basis, to pay to the Issuer (or to a trustee, as the case may be) sums sufficient in the aggregate to pay the principal of, interest on, redemption premiums on, paying agents' and trustee's fees and charges, if any, on the Bonds, as and when the same become due and payable, with such Contracts to contain the

provisions described in Section 1 hereof and such other provisions as may be required or permitted by law and to be mutually acceptable to the Issuer and the User;

- b. the User will (1) pay all Project costs which are not or cannot be paid or reimbursed from the proceeds of the Bonds and (2) at all times from and after the issuance of the Bonds, indemnify and hold harmless the Issuer and the City against all losses, costs, damages, expenses, and liabilities of whatsoever nature (including but not limited to reasonable attorneys' fees, litigation and court costs, amounts paid in settlement, and amounts paid to discharge judgments) directly or indirectly resulting from, arising out of or related to the issuance, offering, sale, or delivery of the Bonds, or the design, construction, equipping, installation, operation, use, occupancy, maintenance, or ownership of the Project (other than claims arising from the gross negligence or willful misconduct of the Issuer or the City) and prior to or contemporaneously with the sale of the Bonds will agree to provide indemnification on terms satisfactory to the Issuer; and

4) The User is hereby authorized to make all filings necessary to obtain and maintain tax credits on the Project.

5) Except as expressly extended by the Issuer, it is understood by the Issuer and the User that all commitments of the Issuer with respect to the Project and the Bonds are subject to the condition that the Bonds shall have been issued no later than two years from the date of this Resolution.

6) It is recognized and agreed by the Issuer that the User may exercise its rights and perform its obligations with respect to the financing of the Project either through (i) itself in its own name; (ii) any "related person" as defined in section 144(a)(3) of the Code; (iii) any legal successor thereto; (iv) an entity in which any of the above is a general partner or sole member; or (v) or any entity approved by the Issuer, provided that suitable guaranties necessary or convenient for the marketability of the Bonds shall be furnished, if required by the Issuer, and all references herein to the User shall be deemed to include the User acting directly through itself or any such approved entities.

7) This Resolution shall be deemed to constitute the acceptance of the User's proposal that it be further induced to proceed with providing the Project. The Allocation Application and this Resolution shall constitute an agreement between the Issuer and the User effective on the date that this Resolution is adopted. This Resolution is affirmative official action taken by the Issuer towards the issuance of the Bonds in order to comply with the requirements of the Code. **Neither the User nor any other party is entitled to rely on this Resolution as a commitment to issue bonds or loan funds, and the Issuer reserves the right not to issue the Bonds either with or without cause and with or without notice, and in such event the Issuer shall not be subject to any liability or damages of any nature. Neither the User nor any one claiming by, through or under the User, nor any investment banking firm or potential purchaser of the Bonds shall have any claim against the Issuer whatsoever as a result of any decision by the Issuer not to issue the Bonds.**

8) The Issuer hereby adopts this Resolution in order to satisfy the requirements of the Allocation Act pertaining to the issuance of the Bonds and authorizes any officer or designee of the Issuer to prepare and file and/or refile a 2018, and/or 2019, Allocation Application and/or any carryforward applications, together with all required attachments (including obtaining the Issuer's Certificate of Good Standing from the Comptroller of Public Accounts for the State of Texas) in the form required by the Texas Bond Review Board.

9) The Issuer respectfully requests that the Allocation Application be accepted and approved by the Texas Bond Review Board.

10) Any officer of the Issuer (or his designee) is hereby authorized to execute the Allocation Application, to pay (or cause the User to pay) the Application Fee of \$5,000 for each Allocation Application (submitted to the Issuer by the User) to the Texas Bond Review Board and to submit any additional information or to make any necessary corrections or revisions requested by the Texas Bond Review Board in order to satisfy the requirements of the Allocation Act in connection with the Allocation Application.

11) The Board certifies that the Bonds are not being issued for the same stated purpose for which the Issuer has received sufficient carryforward during a prior year or for which there exists unexpended proceeds from a prior issue or issues of bonds issued by the Issuer.

12) In connection with the issuance of the Bonds, the Board hereby authorizes its bond counsel to arrange for the publication of a notice of public hearing in the City of San Antonio, Texas regarding the Bonds for the purpose of complying with section 147(f) of the Code. The form of notice of such hearing and the date, place, and manner of its publication shall be acceptable to the Corporation's bond counsel. The hearing shall be held by the Corporation's bond counsel.

13) Based upon representations from the User, the Issuer reasonably expects to reimburse the Expenditures with proceeds of the Bonds in a principal amount that will not exceed \$50,000,000. This Resolution shall constitute a declaration of official intent under the Treasury Regulation Section 1.150-2.

14) The Board authorizes the President, Vice President, Secretary, Treasurer or any Assistant Secretary/Treasurer of the Board to execute any documents or certificates necessary to seek the approval of the Bonds by the Texas Attorney General.

15) The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Board.

16) 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.

17) 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 hereby declares that this Resolution would have been enacted without such invalid provision.

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

19) This Resolution shall be in force and effect from and after its passage.

Approved the 2nd day of August 2018.

Morris A. Stribling, DPM
Chair, Board of Directors

Attested and approved as to form:

David Nisivoccia
Secretary/Treasurer

**CERTIFICATE FOR RESOLUTION
ST. JOHNS SQUARE APARTMENTS**

The undersigned officer of the San Antonio Housing Facility Corporation, a Texas nonprofit corporation created pursuant to the laws of the State of Texas (SAHFC) hereby certifies as follows:

1. In accordance with its bylaws, the Board of Directors of SAHFC (Board) held a meeting on August 6, 2020, (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 20FAC-08-06, AUTHORIZING THE APPLICATION OF THE LAS VARAS PUBLIC FACILITY CORPORATION, SAN ANTONIO HOUSING FACILITY CORPORATION OR AN AFFILIATED LIMITED PARTNERSHIP RELATING TO THE PROPOSED FINANCING AND/OR ISSUING OF UP TO \$60,000,000.00 OF TAX EXEMPT BONDS TO PAY FOR THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE ST. JOHN'S SQUARE, TO BE LOCATED ON THE SOUTHEAST CORNER OF EAST NUEVA STREET AND ST. MARY'S STREET; AND OTHER MATTERS IN CONNECTION THEREWITH

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 Bylaws of SAHFC.

SIGNED AND SEALED this 6th day of August 2020.



David Nisivoccia
Secretary/Treasurer

**San Antonio Housing Facility Corporation
Resolution 20FAC-08-06**

RESOLUTION 20FAC-08-06, AUTHORIZING THE APPLICATION OF THE LAS VARAS PUBLIC FACILITY CORPORATION, SAN ANTONIO HOUSING FACILITY CORPORATION OR AN AFFILIATED LIMITED PARTNERSHIP RELATING TO THE PROPOSED FINANCING AND/OR ISSUING OF UP TO \$60,000,000.00 OF TAX EXEMPT BONDS TO PAY FOR THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE ST. JOHN'S SQUARE, TO BE LOCATED ON THE SOUTHEAST CORNER OF EAST NUEVA STREET AND ST. MARY'S STREET; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, St. John's Square Apartments, LP, a Texas limited partnership (Partnership), has been formed to acquire and construct an approximately 253-unit multifamily housing facility (Housing Facility) to be located in San Antonio, Texas (Project);

WHEREAS, the members of the Board of Directors of SAHFC (collectively, the Board) and their respective offices and the officers of SAHFC are as follows:

<u>Name</u>	<u>Title</u>
Dr. Ana "Cha" Guzman	Chair and Director
Jessica Weaver	Vice Chair and Director
Charles Clack	Director
Jo-Anne Kaplan	Director
Olga Kauffman	Director
Ruth Rodriguez	Director
David Nisivoccia	Secretary/Treasurer
Brandee Perez	Assistant Secretary/Treasurer
Timothy Alcott	Assistant Secretary/Treasurer
Muriel Rhoder	Assistant Secretary/Treasurer
Ed Hinojosa	Assistant Secretary/Treasurer

WHEREAS, the Board has determined that it is in the public interest and to the benefit of the citizens and residents of San Antonio for the various entities to enter into transactions so that the Partnership may construct the Project; and

WHEREAS, this Board of Directors has reviewed the foregoing and determined that the action herein authorized is in furtherance of the public purposes of SAHFC.

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

Section 1. The President, any Vice President, the Secretary, the Treasurer, the Executive Director, any Assistant Secretary, or any of them, are hereby authorized to execute any and all documentation required for the financing and construction of the Project.

Section 2. The President, any Vice President, the Secretary, the Treasurer, and the Executive Director, any Assistant Secretary, or any of them, and, if required by the form of the document, the Secretary and any Assistant Secretary, or any of them, of SAHFC are authorized and directed to modify, execute and deliver any of the documents to be signed by or consented to by SAHFC, and any and all certificates and other instruments necessary to carry out the intent thereof and hereof. The President, any Vice President, the Secretary, the Treasurer, the Executive Director, any Assistant Secretary, 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 SAHFC, 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 3. 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 documents approved hereby or otherwise to give effect to the actions authorized hereby and the intent hereof.

Section 4. 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.

Section 5. The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Board.

Section 6. 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 7. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 8. This Resolution shall be in force and effect from and after its passage.

Passed and approved on the 6th day of August 2020.

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

Attested and approved as to form:

David Nisivoccia,
Secretary/Treasurer

CERTIFICATE FOR RESOLUTION 20LVPFC-08-06

The undersigned officer of the Las Varas Public Facility Corporation, a Texas nonprofit corporation created pursuant to the laws of the State of Texas (LVPFC) hereby certifies as follows:

1. In accordance with its bylaws, the Board of Directors of LVPFC (Board) held a meeting on August 6, 2020, (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 20LVPFC-08-06, AUTHORIZING THE AMENDMENT AND RESTATEMENT OF RESOLUTION 18LVPFC-07-19, CONCERNING THE APPLICATION OF THE LAS VARAS PUBLIC FACILITY CORPORATION, SAN ANTONIO HOUSING FACILITY CORPORATION OR AN AFFILIATED LIMITED PARTNERSHIP RELATING TO THE PROPOSED FINANCING AND/OR ISSUING OF UP TO \$60,000,000 OF TAX EXEMPT BONDS TO PAY FOR THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE ST. JOHN'S SQUARE, TO BE LOCATED ON THE SOUTHEAST CORNER OF EAST NUEVA STREET AND ST. MARY'S STREET; AND OTHER MATTERS IN CONNECTION THEREWITH

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 Bylaws of SAHFC.

SIGNED this 6th day of August 2020.

David Nisivoccia
Secretary/Treasurer

**Las Varas Public Facility Corporation
Resolution 20LVPFC-08-06**

RESOLUTION 20LVPFC-08-06, AUTHORIZING THE AMENDMENT AND RESTATEMENT OF RESOLUTION 18LVPFC-07-19, CONCERNING THE APPLICATION OF THE LAS VARAS PUBLIC FACILITY CORPORATION, SAN ANTONIO HOUSING FACILITY CORPORATION OR AN AFFILIATED LIMITED PARTNERSHIP RELATING TO THE PROPOSED FINANCING AND/OR ISSUING OF UP TO \$60,000,000.00 OF TAX EXEMPT BONDS TO PAY FOR THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE ST. JOHN'S SQUARE, TO BE LOCATED ON THE SOUTHEAST CORNER OF EAST NUEVA STREET AND ST. MARY'S STREET; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, the Housing Authority of the City of San Antonio, Texas (Housing Authority), has, pursuant to the Texas Public Facility Corporations Act, Chapter 303, Texas Local Government Code, as amended (Act), approved and created the Las Varas Public Facility Corporation and the San Antonio Housing Facility Corporation, nonstock, nonprofit public facility corporations (Issuer); and

WHEREAS, the Issuer is empowered to finance the costs of public facilities consisting of a residential development that will provide decent, safe, and sanitary housing at affordable prices for residents of the City by the issuance of housing revenue bonds; and

WHEREAS, the Issuer previously adopted Resolution 18LVPFC-07-19 to induce tax-exempt financing for the St. John's Square development; and

WHEREAS, the Issuer desires to amend and restate the previously adopted inducement resolution pursuant to the terms stated herein; and

WHEREAS, Las Varas Public Facility Corporation, the San Antonio Housing Facility Corporation or an affiliated Texas limited partnership (User) acting through, requests that (i) the Issuer finance the acquisition, construction, and equipping of an approximately 253-unit multifamily housing facility to be located on the SE Corner of E Nueva Street and St. Mary's Street to be known as St. John's Square (Project); and (ii) the Issuer file and/or refile a 2020 and/or subsequent year Allocation Application (defined hereafter) and/or any carryforward applications to the Texas Bond Review Board as described herein; and

WHEREAS, the User has advised the Issuer that a contributing factor that would further induce the User to proceed with providing for the acquisition, construction, equipping, and improvement of the Project would be a commitment and agreement by the Board of Directors (Board) of the Issuer to issue housing revenue bonds pursuant to the Act (Bonds) to finance and pay any Development Costs, as defined in the Act, for the Project; and

WHEREAS, in view of rising construction costs and the necessity of compliance with administrative regulations, it is considered essential that acquisition, construction, equipping, and improvement of the Project be completed at the earliest practicable date after satisfactory preliminary assurances from the Issuer that the proceeds of the sale of the Bonds, or other

obligations, of the Issuer in an amount necessary to pay the Development Costs of the Project, will be made available to finance the Project; and

WHEREAS, this Resolution shall constitute the Issuer's commitment, subject to the terms hereof, to issue Bonds, or other obligations, pursuant to the Act in an amount prescribed by the User now contemplated not to exceed \$60,000,000.00 and to expend the proceeds thereof to pay Development Costs including costs of acquisition, construction, equipping, and improvement of the Project, funding a debt service or other reserve fund for the Project, and paying expenses and costs in connection with the issuance of the Bonds, including costs of obtaining credit enhancement, if any; and

WHEREAS, the Bonds are "private activity bonds" as that term is defined in Subchapter A, Section 1372.001 of Chapter 1372, Texas Government Code, as amended, including the rules promulgated pursuant thereto in 34 Texas Administrative Code, Sections 190.1 through 190.8 (together, the Allocation Act), and various provisions of the Internal Revenue Code of 1986, as amended (Code); and

WHEREAS, the Code requires that the applicable elected official of the City approve the issuance of the Bonds after a public hearing for which reasonable public notice shall have been given; and

WHEREAS, the Issuer is authorized by the provisions of the Act to issue the Bonds; and

WHEREAS, in order to issue the Bonds in the manner contemplated, the Issuer must seek an allocation of the State of Texas volume cap pertaining to private activity bonds in order to satisfy the provisions of the Code; and

WHEREAS, in order to satisfy, in part, the provisions of the Allocation Act, the Issuer must submit an "Application for Allocation of Private Activity Bonds" (Allocation Application) to the Texas Bond Review Board and adopt this Resolution authorizing the filing or re-filing of the Allocation Application; and

WHEREAS, the Allocation Application and the Allocation Act require that the Issuer certify that the Bonds are not being issued for the same stated purpose for which the Issuer has received sufficient carryforward during a prior year or for which there exists unexpended proceeds from a prior issue or issues of bonds issued by the Issuer; and

WHEREAS, the User intends to make capital expenditures in connection with the acquisition, construction, equipping, and improvement of the Project (Expenditures) and expects to reimburse the Expenditures with proceeds of the Bonds; and

WHEREAS, in order to allocate under Treasury Regulation §1.150-2 (Regulation) proceeds of the Bonds to the Expenditures, the Issuer must declare its reasonable expectation to reimburse the Expenditures; and

WHEREAS, the User has requested authorization to make all filings necessary to obtain and maintain debt financing and tax credits on the Project; and

WHEREAS, the Board has determined that it is in the public interest and to the benefit of the citizens and residents of San Antonio for the various entities to enter into the transactions described above so that the User may construct the Project.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of Las Varas Public Facility Corporation hereby:

1. Subject to the terms hereof, the Issuer agrees that it will:
 - a. subject to the negotiation of mutually acceptable agreements, issue the Bonds, in an amount not to exceed \$60,000,000.00; and
 - b. cooperate with the User with respect to the issuance of the Bonds, and, if arrangements therefore satisfactory to the User and the Issuer can be made, take such action and authorize the execution of such documents and take such further action as may be necessary or advisable for the authorization, execution, and delivery of any contracts or agreements deemed necessary and desirable by the User or the Issuer in connection with the issuance of the Bonds (collectively, the Contracts), providing among other things for payment of the principal of, interest on, redemption premiums on, and paying agents' and trustee's fees and charges, if any, on the Bonds; payment of fees, charges, and expenses of the Issuer and the Housing Authority (including legal and financial advisory expenses); acquisition, construction, equipping, and improvement of the Project; and use, operation, and maintenance of the Project (and the execution of any necessary guaranty agreements), all as shall be authorized, required, or permitted by law and as shall be satisfactory to the Issuer, the Housing Authority, and the User; and
 - c. if the proceeds from the sale of the Bonds are insufficient to complete the acquisition, construction, equipping, and improvement of the Project, take such actions and execute such documents as may be necessary to permit the issuance from time to time in the future of additional bonds on terms which shall be set forth herein, whether on a parity with other series of bonds or otherwise, for the purpose of paying the costs of completing the acquisition, construction, equipping, and improvement of the Project, as requested by the User and within then applicable limitations; and
 - d. take or cause to be taken such other actions as may be required to implement the aforesaid undertakings or as it may deem appropriate in pursuance thereof.
2. The Bonds shall specifically provide that neither the State of Texas (State), the Housing Authority, nor any political issuer, subdivision, or agency of the State shall be obligated to pay the same or the interest thereon and that neither the faith and credit nor the taxing power of the State, the Housing Authority, or any political issuer, subdivision, or agency thereof is pledged to the payment of the principal of, premium, if any, or interest on the Bonds.
3. It is understood by the Issuer, and the User has represented to the Issuer, that in consideration of the Issuer's adoption of this Resolution and by filing the Application, and subject to the terms and conditions hereof, the User has agreed that

a. prior to or contemporaneously with the sale of the Bonds in one or more series or issues from time to time as the Issuer and the User shall hereafter agree to in writing, the User will enter into the Contracts with the Issuer under the terms of which the User will obligate itself, on a nonrecourse basis, to pay to the Issuer (or to a trustee, as the case may be) sums sufficient in the aggregate to pay the principal of, interest on, redemption premiums on, paying agents' and trustee's fees and charges, if any, on the Bonds, as and when the same become due and payable, with such Contracts to contain the provisions described in Section 1 hereof and such other provisions as may be required or permitted by law and to be mutually acceptable to the Issuer and the User; and

b. the User will (1) pay all Project costs which are not or cannot be paid or reimbursed from the proceeds of the Bonds and (2) at all times from and after the issuance of the Bonds, indemnify and hold harmless the Issuer and the Housing Authority against all losses, costs, damages, expenses, and liabilities of whatsoever nature (including, but not limited to, reasonable attorneys' fees, litigation and court costs, amounts paid in settlement, and amounts paid to discharge judgments) directly or indirectly resulting from, arising out of or related to the issuance, offering, sale, or delivery of the Bonds, or the design, construction, equipping, installation, operation, use, occupancy, maintenance, or ownership of the Project (other than claims arising from the gross negligence or willful misconduct of the Issuer or the Housing Authority) and prior to or contemporaneously with the sale of the Bonds will agree to provide indemnification on terms satisfactory to the Issuer; and

c. no bonds will be issued without the approval of the Housing Authority.

4. The User is hereby authorized to make all filings necessary to obtain and maintain tax credits on the Project.

5. Except as expressly extended by the Issuer, it is understood by the Issuer and the User that all commitments of the Issuer with respect to the Project and the Bonds are subject to the condition that the Bonds shall have been issued no later than three years from the date of this Resolution.

6. It is recognized and agreed by the Issuer that the User may exercise its rights and perform its obligations with respect to the financing of the Project either through (i) itself in its own name; (ii) any "related person" as defined in section 144(a)(3) of the Code; (iii) any legal successor thereto; (iv) an entity in which any of the above is a general partner or sole member; or (v) or any entity approved by the Issuer, provided that suitable guaranties necessary or convenient for the marketability of the Bonds shall be furnished, if required by the Issuer, and all references herein to the User shall be deemed to include the User acting directly through itself or any such approved entities.

7. This Resolution shall be deemed to constitute the acceptance of the User's proposal that it be further induced to proceed with providing the Project. The Allocation Application and this Resolution shall constitute an agreement between the Issuer and the User effective on the date that this Resolution is adopted. This Resolution is affirmative official action taken by the Issuer towards the issuance of the Bonds in order to comply with the requirements of the Code. Neither the User nor any other party is entitled to rely on this Resolution as a commitment to issue bonds or loan funds, and the Issuer reserves the right not to issue the Bonds either with or without

cause and with or without notice, and in such event the Issuer shall not be subject to any liability or damages of any nature. Neither the User nor anyone claiming by, through or under the User, nor any investment banking firm or potential purchaser of the Bonds shall have any claim against the Issuer whatsoever as a result of any decision by the Issuer not to issue the Bonds.

8. The Issuer hereby adopts this Resolution in order to satisfy the requirements of the Allocation Act pertaining to the issuance of the Bonds and authorizes any officer or designee of the Issuer to prepare and file and/or refile a 2020 and/or any subsequent year, Allocation Application and/or any carryforward applications, together with all required attachments (including obtaining the Issuer's Certificate of Good Standing from the Comptroller of Public Accounts for the State of Texas) in the form required by the Texas Bond Review Board.

9. The Issuer respectfully requests that the Allocation Application be accepted and approved by the Texas Bond Review Board.

10. Any officer of the Issuer (or his designee) is hereby authorized to execute the Allocation Application, to pay (or cause the User to pay) the Application Fee of \$5,000.00 for each Allocation Application (submitted to the Issuer by the User) to the Texas Bond Review Board and to submit any additional information or to make any necessary corrections or revisions requested by the Texas Bond Review Board in order to satisfy the requirements of the Allocation Act in connection with the Allocation Application.

11. The Board certifies that the Bonds are not being issued for the same stated purpose for which the Issuer has received sufficient carryforward during a prior year or for which there exists unexpended proceeds from a prior issue or issues of bonds issued by the Issuer.

12. In connection with the issuance of the Bonds, the Board hereby authorizes its bond counsel to arrange for the publication of a notice of public hearing in the City of San Antonio, Texas regarding the Bonds for the purpose of complying with section 147(f) of the Code. The form of notice of such hearing and the date, place, and manner of its publication shall be acceptable to the Corporation's bond counsel. The hearing shall be held by the Corporation's bond counsel.

13. Based upon representations from the User, the Issuer reasonably expects to reimburse the Expenditures with proceeds of the Bonds in a principal amount that will not exceed \$60,000,000.00. This Resolution shall constitute a declaration of official intent under the Treasury Regulation Section 1.150-2.

14. The Board authorizes the President, Vice President, Secretary, Treasurer or any Assistant Secretary/Treasurer of the Board to execute any documents or certificates necessary to seek the approval of the Bonds by the Texas Attorney General.

15. The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Board.

16. 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.

17. 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 hereby declares that this Resolution would have been enacted without such invalid provision.

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

19. This Resolution shall be in force and effect from and after its passage.

Passed and approved the 6th day of August 2020.

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

Attested and approved as to form:

David Nisivoccia
President and CEO

BOARD OF COMMISSIONERS

RESOLUTION 6058, AUTHORIZING THE LAS VARAS PUBLIC FACILITY CORPORATION AND THE SAN ANTONIO HOUSING FACILITY CORPORATION TO APPROVE INDUCEMENT RESOLUTIONS FOR PROPOSED TAX CREDITS AND TAX EXEMPT BOND FINANCING FOR THE WATSON ROAD APARTMENTS PROJECT

DocuSigned by:
Muriel Rhoder

David Nisivoccia
President and CEO

DocuSigned by:
Timothy Alcott

Timothy E. Alcott
Chief Legal and Real Estate Officer

REQUESTED ACTION:

Consideration and approval regarding Resolution 6058, authorizing the Las Varas Public Facility Corporation and the San Antonio Housing Facility Corporation to approve inducement resolutions for proposed tax credits and tax exempt bond financing for the Watson Road Apartments Project

FINANCIAL IMPACT:

None at this time. However, by authorizing us to submit applications early, this project has a greater chance of being done, which could mean millions of dollars in additional revenue.

SUMMARY:

Today we are seeking authority to file applications relating to our proposed Watson Road 4% tax credit projects. As you will recall, all 4% tax credit projects must be financed in part with tax-exempt bonds. In order to issue tax-exempt bonds, the issuer must obtain a volume cap allocation from the Texas Bond Review Board. This is time sensitive and can be competitive. We will apply for volume cap which may not be awarded until the end of the year, if any volume cap is available. We need to submit our applications as soon as we can. We will also have to apply for the tax credits to the Texas Department of Housing and Community Development. Accordingly, we are asking you to authorize these actions so that we may get in line, however, **we are not asking you to specifically approve or be bound to this project. These are non-binding Resolutions.** This will enable us to move forward, make applications for volume cap and tax credits and begin to put the financings together and negotiate the specific terms of the deals, which we will bring back to you for approval.

The Watson Road Project is a 345-unit project proposed by the NRP Group to be located at the northeast corner of Watson Road and Somerset Road. It is proposed to contain 35 units at 40% of the median income and below, 275 units at 60% of the median income and 35 units at 70% of median income. All units will have restricted rent and must accept Section 8 vouchers. The total project cost is estimated to be approximately \$38,000,000.00.

Las Varas Public Facility Corporation will be the proposed issuer of the bonds. The San Antonio Housing Facility Corporation will own the land and create a single member limited liability company to serve as the general partner of the tax credit partnership which will own the project.

The attached Resolution authorizes Las Varas Public Facility Corporation and the San Antonio

SAN ANTONIO HOUSING AUTHORITY

August 6, 2020

Housing Facility Corporation to approve inducement Resolutions for the above project.

STRATEGIC GOAL:

Strategically expand the supply of affordable housing.

ATTACHMENTS:

Resolution 6058

Resolution 20LVPFC-08-08

Resolution 20FAC-08-08

Map of Project Location

CERTIFICATE FOR RESOLUTION 6058

The undersigned officer of the San Antonio Housing Authority, a Texas nonprofit corporation created pursuant to the laws of the State of Texas (SAHA) hereby certifies as follows:

1. In accordance with its bylaws, the Board of Directors of SAHA (Board) held a meeting on August 6, 2020 (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 6058, AUTHORIZING THE LAS VARAS PUBLIC FACILITY CORPORATION AND THE SAN ANTONIO HOUSING FACILITY CORPORATION TO APPROVE INDUCEMENT RESOLUTIONS FOR PROPOSED TAX CREDITS AND TAX EXEMPT BOND FINANCING FOR THE WATSON ROAD APARTMENTS PROJECT

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 Bylaws of SAHA.

SIGNED AND SEALED this 6th day of August 2020.



David Nisivocchia
President and CEO

**San Antonio Housing Authority
Resolution 6058**

RESOLUTION 6058, AUTHORIZING THE LAS VARAS PUBLIC FACILITY CORPORATION AND THE SAN ANTONIO HOUSING FACILITY CORPORATION TO APPROVE INDUCEMENT RESOLUTIONS FOR PROPOSED TAX CREDITS AND TAX EXEMPT BOND FINANCING FOR THE WATSON ROAD APARTMENTS PROJECT

WHEREAS, Watson Road Ltd., a Texas limited partnership (Partnership), and SAHA Watson Road GP, LLC, a Texas limited liability company and its general partner (General Partner), will be formed to acquire and construct an approximately 345-unit multifamily housing facility (Housing Facility) to be located at the northeast corner of Watson Road and Somerset Road, San Antonio, Texas (Land, together with the Housing Facility, the Project); and

WHEREAS, at the request of the Partnership, San Antonio Housing Facility Corporation (SAHFC), a Texas non-profit public facility corporation created pursuant to the Texas Public Facility Corporations Act, Chapter 303, Texas Local Government Code, by the Housing Authority of the City of San Antonio, Texas (Housing Authority) has agreed to (i) serve as the sole member of the General Partner of the Partnership in connection with the financing of the Project, (ii) acquire the Land and lease it to the Partnership pursuant to a Ground Lease (Ground Lease), and (iii) will serve as the general contractor for the Project (General Contractor); and

WHEREAS, the Partnership has requested that the Las Varas Public Facility Corporation (Issuer) issue its Multifamily Housing Revenue Bonds (Watson Road Apartments) Series 2020 or 2021 (Bonds) to finance the Project (Bond Financing); and

WHEREAS, the Issuer will issue the Bonds in an amount not to exceed \$38,000,000.00 and loan such proceeds to the Partnership; and

WHEREAS, in connection with the Bond Financing, the Partnership, the General Partner, and/or SAHA will be required to enter into certain agreements, including but not limited to a Loan Agreement, a Trust Indenture, a Note, a Regulatory Agreement and Declaration of Restrictive Covenants, a Leasehold Deed of Trust, Assignment of Rents, Security Agreement, and Fixture Filing together with Ground Lessor Subordination and Joinder, a Servicing Agreement, and a Ground Lease (Note Documents); and

WHEREAS, the Partnership, will apply for low income housing tax credits (LIHTCs) from the Texas Department of Housing and Community Affairs (TDHCA); and

WHEREAS, in connection with the application for LIHTCs, it is anticipated that the Partnership, General Partner and/or SAHA will be required to execute, complete and deliver various applications, agreements, documents, certificates and instruments to TDHCA (TDHCA Documents); and

WHEREAS, the Partnership will contribute equity to the construction of the Project, which will be contributed by a limited partner to be determined at a later date (Equity Financing); and

WHEREAS, in connection with the Equity Financing, the Partnership, the General Partner, and/or SAHA will be required to enter into certain agreements, including but not limited to an Amended and Restated Agreement of Limited Partnership, a Development Agreement, and closing certificates (Equity Documents); and

WHEREAS, in order to provide additional funding for the Project, the Partnership may enter into one or more subordinate loans (Subordinate Loans); and

WHEREAS, in connection with the Subordinate Loans, the Partnership, the General Partner, and/or SAHA will be required to enter into certain agreements, including but not limited to loan agreements, leasehold deeds of trust, declaration of restrictive covenant of affordability or land use restriction agreements, assignments, notes, and subordination agreements (Subordinate Loan Documents); and

WHEREAS, the members of the Board of Commissioners of SAHA (Board) and their respective offices are as follows:

<u>Name of Commissioner/Officer</u>	<u>Position</u>
Dr. Ana M. "Cha" Guzmán	Chair
Jessica Weaver	Vice Chair
Jo-Anne Kaplan	Commissioner
Olga Kaufman	Commissioner
Ruth Rodriguez	Commissioner
Charles Clack	Commissioner
David Nisivoccia	President and CEO
Timothy E. Alcott	Chief Legal and Real Estate Officer
Ed Hinojosa	Chief Financial Officer
Muriel Rhoder	Chief Administrative Officer
Brandee Perez	Chief Operating Officer

WHEREAS, the Board has determined that it is in the public interest and to the benefit of the citizens and residents of San Antonio for the various entities to enter into the transactions described above so that the Partnership may construct the Project; and

WHEREAS, this Board has reviewed the foregoing and determined that the action herein authorized is in furtherance of the public purposes of SAHA.

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of the San Antonio Housing Authority hereby:

Section 1. The Project, the various structures of financing contemplated for the Project, including but not limited to the Bond Financing, the LIHTCs, the Equity Financing and the Subordinate Loans are hereby authorized to be applied for and negotiated.

Section 2. The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary, or any of them, are hereby authorized to execute any and all applications and term sheets required for the financing and construction of the Project, including, but not

limited to, the TDHCA Documents and all other documents relating to obtaining the Bond Financing, LIHTCs, Equity Financing, and the Subordinate Loans to which the Partnership, the General Partner, and/or SAHA is a party.

Section 3. The President, any Vice President, the Secretary, the Treasurer, and any Assistant Secretary, or any of them, and, if required by the form of the document, the Secretary and any Assistant Secretary, or any of them, of SAHA are authorized and directed to modify, execute and deliver any of the documents to be signed by or consented to by the Partnership, General Partner, SAHA, and any and all certificates and other instruments necessary to carry out the intent thereof and hereof, including, without limitation, the TDHCA Documents and all filings or other actions required by the TDHCA in connection with the LIHTCs. The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary, 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 SAHA, 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 4. It is understood by SAHA and the Partnership and Developer have represented to SAHA, that in consideration of SAHA's adoption of this Resolution, and subject to the terms and conditions hereof, that the Partnership and Developer have agreed that

(a) the Partnership and Developer will (1) pay all Project costs that are not or cannot be paid or reimbursed from the proceeds of any debt and (2) indemnify and hold harmless SAHA and the Housing Authority against all losses, costs, damages, expenses and liabilities of whatsoever nature (including but not limited to reasonable attorneys' fees, litigation and courts costs, amounts paid in settlement, and amounts paid to discharge judgments) directly or indirectly resulting from, arising out of or related to the Project, or the design, construction, equipping, installation, operation, use, occupancy, maintenance or ownership of the Project (other than claims arising from the gross negligence or willful misconduct of SAHA or the Housing Authority).

Section 5. This Resolution shall be deemed to constitute the acceptance of the Partnership's and Developer's proposal that it be further induced to proceed with providing the Project. **Provided that neither the Partnership nor the Developer nor any other party is entitled to rely on this Resolution as a commitment to enter into the proposed transaction, and SAHA reserves the right not to enter into the proposed transaction either with or without cause and with or without notice, and in such event SAHA shall not be subject to any liability or damages of any nature. Neither the Partnership nor the Developer nor anyone claiming by, through or under the Partnership or the Developer, nor any investment banking firm or potential purchaser shall have any claim against SAHA whatsoever as a result of any decision by SAHA not to enter into the proposed transaction.**

Section 6. 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 documents approved hereby or otherwise to give effect to the actions authorized hereby and the intent hereof.

Section 7. The officers of this Board hereby approve the selection of Bracewell LLP as counsel to the General Partner and SAHA for this transaction.

Section 8. If any section, paragraph, clause, or provisions 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.

Section 9. The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Board.

Section 10. 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 11. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 12. This Resolution shall be in force and effect from and after its passage.

Passed and approved the 6th day of August 2020.

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

Attested and approved as to form:

David Nisivoccia
President and CEO

CERTIFICATE FOR RESOLUTION 20LVFPC-08-08

The undersigned officer of the Las Varas Public Facility Corporation (Issuer) hereby certifies as follows:

1. In accordance with the bylaws of the Issuer, the Board of Directors of the Issuer (Board) held a meeting on August 6, 2020 (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 20LVFPC-08-08, CONCERNING THE APPLICATION OF WATSON ROAD LTD. RELATING TO THE PROPOSED FINANCING OF UP TO \$38,000,000.00 OF THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE WATSON ROAD APARTMENTS, TO BE LOCATED NEAR THE NORTHEAST CORNER OF WATSON ROAD AND SOMERSET ROAD, SAN ANTONIO, TEXAS; AND OTHER MATTERS IN CONNECTION THEREWITH

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 6th day of August 2020.

David Nisivoccia
Secretary/Treasurer

**Las Varas Public Facility Corporation
Resolution 20LVPCF-08-08**

RESOLUTION 20LVPCF-08-08, CONCERNING THE APPLICATION OF WATSON ROAD LTD. RELATING TO THE PROPOSED FINANCING OF UP TO \$38,000,000.00 OF THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE WATSON ROAD APARTMENTS, TO BE LOCATED NEAR THE NORTHEAST CORNER OF WATSON ROAD AND SOMERSET ROAD, SAN ANTONIO, TEXAS; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, the Housing Authority of the City of San Antonio, Texas (Housing Authority), has, pursuant to the Texas Public Facility Corporations Act, Chapter 303, Texas Local Government Code, as amended (Act), approved and created the Las Varas Public Facility Corporation, a nonstock, nonprofit public facility corporation (Issuer); and

WHEREAS, the Issuer, on behalf of the Housing Authority, is empowered to finance the costs of residential ownership and development that will provide decent, safe, and sanitary housing at affordable prices for residents of the City by the issuance of housing revenue bonds; and

WHEREAS, Watson Road Ltd., a Texas limited partnership (User), will file an Application (Application), requesting that (i) the Issuer finance the acquisition, construction, and equipping of a proposed 345-unit multifamily housing facility to be located on the tract shown on the attached map and known as the Watson Road Apartments (Project); and (ii) the Issuer file a 2020 and/or 2021 Allocation Application (defined hereafter) and/or any carryforward applications associated with such Allocation Applications to the Texas Bond Review Board as described herein; and

WHEREAS, the User has advised the Issuer that a contributing factor that would further induce the User to proceed with providing for the acquisition, construction, equipping, and improvement of the Project would be a commitment and agreement by the Board of Directors (Board) of the Issuer to issue housing revenue bonds pursuant to the Act (Bonds) to finance and pay any Development Costs, as defined in the Act, for the Project; and

WHEREAS, in view of rising construction costs and the necessity of compliance with administrative regulations, it is considered essential that acquisition, construction, equipping, and improvement of the Project be completed at the earliest practicable date after satisfactory preliminary assurances from the Issuer that the proceeds of the sale of the Bonds, or other obligations, of the Issuer in an amount necessary to pay the Development Costs of the Project, will be made available to finance the Project; and

WHEREAS, this Resolution shall constitute the Issuer's commitment, subject to the terms hereof, to issue Bonds, or other obligations, pursuant to the Act in an amount prescribed by the User now contemplated not to exceed \$38,000,000.00 and to expend the proceeds thereof to pay Development Costs including costs of acquisition, construction, equipping, and improvement of the Project, funding a debt service or other reserve fund for the Project, and paying expenses and costs in connection with the issuance of the Bonds, including costs of obtaining credit enhancement, if any; and

WHEREAS, the Bonds are "private activity bonds" as that term is defined in Subchapter A, Section 1372.001 of Chapter 1372, Texas Government Code, as amended, including the rules promulgated pursuant thereto in 34 Texas Administrative Code, Sections 190.1 through 190.8

(together, the Allocation Act), and various provisions of the Internal Revenue Code of 1986, as amended (Code); and

WHEREAS, the Code requires that the applicable elected official of the City approve the issuance of the Bonds after a public hearing for which reasonable public notice shall have been given; and

WHEREAS, the Issuer is authorized by the provisions of the Act to issue the Bonds; and

WHEREAS, in order to issue the Bonds in the manner contemplated, the Issuer must seek an allocation of the State of Texas volume cap pertaining to private activity bonds in order to satisfy the provisions of the Code; and

WHEREAS, in order to satisfy, in part, the provisions of the Allocation Act, the Issuer must submit an "Application for Allocation of Private Activity Bonds" or a "Application for Carryforward for Private Activity Bonds" (Allocation Application) to the Texas Bond Review Board and adopt this Resolution authorizing the filing or refiling of the Allocation Application; and

WHEREAS, the Allocation Application and the Allocation Act require that the Issuer certify that the Bonds are not being issued for the same stated purpose for which the Issuer has received sufficient carryforward during a prior year or for which there exists unexpended proceeds from a prior issue or issues of bonds issued by the Issuer; and

WHEREAS, the User intends to make capital expenditures in connection with the acquisition, construction, equipping, and improvement of the Project (Expenditures) and expects to reimburse the Expenditures with proceeds of the Bonds; and

WHEREAS, in order to allocate under Treasury Regulation §1.150-2 (Regulation) proceeds of the Bonds to the Expenditures, the Issuer must declare its reasonable expectation to reimburse the Expenditures; and

WHEREAS, the User has requested authorization to make all filings necessary to obtain and maintain debt financing and tax credits on the Project; and

WHEREAS, the Board has determined that it is in the public interest and to the benefit of the citizens and residents of San Antonio for the various entities to enter into the transactions described above so that the User may construct the Project.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Las Varas Public Facility Corporation that:

Section 1. Subject to the terms hereof, the Issuer agrees that it will

(a) subject to the negotiation of mutually acceptable agreements, issue the Bonds, in an amount not to exceed \$38,000,000.00; and

(b) cooperate with the User with respect to the issuance of the Bonds, and, if arrangements therefore satisfactory to the User and the Issuer can be made, take such action and authorize the execution of such documents and take such further action as may be necessary or advisable for the authorization, execution, and delivery of any contracts or agreements deemed necessary and desirable by the User or the Issuer in connection with the issuance of the Bonds (collectively, the Contracts), providing among other things for payment of

the principal of, interest on, redemption premiums on, and paying agents' and trustee's fees and charges, if any, on the Bonds; payment of fees, charges, and expenses of the Issuer and the Housing Authority (including legal and financial advisory expenses); acquisition, construction, equipping, and improvement of the Project; and use, operation, and maintenance of the Project (and the execution of any necessary guaranty agreements), all as shall be authorized, required, or permitted by law and as shall be satisfactory to the Issuer, the Housing Authority, and the User; and

(c) if the proceeds from the sale of the Bonds are insufficient to complete the acquisition, construction, equipping, and improvement of the Project, take such actions and execute such documents as may be necessary to permit the issuance from time to time in the future of additional bonds on terms which shall be set forth therein, whether on a parity with other series of bonds or otherwise, for the purpose of paying the costs of completing the acquisition, construction, equipping, and improvement of the Project, as requested by the User and within then applicable limitations; and

(d) take or cause to be taken such other actions as may be required to implement the aforesaid undertakings or as it may deem appropriate in pursuance thereof.

The Bonds shall specifically provide that neither the State of Texas (State), the Housing Authority, nor any political issuer, subdivision, or agency of the State shall be obligated to pay the same or the interest thereon and that neither the faith and credit nor the taxing power of the State, the Housing Authority, or any political issuer, subdivision, or agency thereof is pledged to the payment of the principal of, premium, if any, or interest on the Bonds.

Section 2. It is understood by the Issuer, and the User has represented to the Issuer, that in consideration of the Issuer's adoption of this Resolution and by filing the Application, and subject to the terms and conditions hereof, the User has agreed that:

(a) prior to or contemporaneously with the sale of the Bonds in one or more series or issues from time to time as the Issuer and the User shall hereafter agree to in writing, the User will enter into the Contracts with the Issuer under the terms of which the User will obligate itself, on a nonrecourse basis, to pay to the Issuer (or to a trustee, as the case may be) sums sufficient in the aggregate to pay the principal of, interest on, redemption premiums on, paying agents' and trustee's fees and charges, if any, on the Bonds, as and when the same become due and payable, with such Contracts to contain the provisions described in Section 1 hereof and such other provisions as may be required or permitted by law and to be mutually acceptable to the Issuer and the User; and

(b) the User will (1) pay all Project costs which are not or cannot be paid or reimbursed from the proceeds of the Bonds and (2) at all times from and after the issuance of the Bonds, indemnify and hold harmless the Issuer and the Housing Authority against all losses, costs, damages, expenses, and liabilities of whatsoever nature (including but not limited to reasonable attorneys' fees, litigation and court costs, amounts paid in settlement, and amounts paid to discharge judgments) directly or indirectly resulting from, arising out of or related to the issuance, offering, sale, or delivery of the Bonds, or the design, construction, equipping, installation, operation, use, occupancy, maintenance, or ownership of the Project (other than claims arising from the gross negligence or willful misconduct of the Issuer or the Housing Authority) and prior

to or contemporaneously with the sale of the Bonds will agree to provide indemnification on terms satisfactory to the Issuer; and

(c) no Bonds will be issued without the approval of the Housing Authority.

Section 3. The User is hereby authorized to make all filings necessary to obtain and maintain tax credits on the Project.

Section 4. Except as expressly extended by the Issuer, it is understood by the Issuer and the User that all commitments of the Issuer with respect to the Project and the Bonds are subject to the condition that the Bonds shall have been issued no later than two years from the date of this Resolution.

Section 5. It is recognized and agreed by the Issuer that the User may exercise its rights and perform its obligations with respect to the financing of the Project either through (i) itself in its own name; (ii) any "related person" as defined in section 144(a)(3) of the Code; (iii) any legal successor thereto; (iv) an entity in which any of the above is a general partner or sole member; or (v) or any entity approved by the Issuer, provided that suitable guaranties necessary or convenient for the marketability of the Bonds shall be furnished, if required by the Issuer, and all references herein to the User shall be deemed to include the User acting directly through itself or any such approved entities.

Section 6. This Resolution shall be deemed to constitute the acceptance of the User's proposal that it be further induced to proceed with providing the Project. The Allocation Application and this Resolution shall constitute an agreement between the Issuer and the User effective on the date that this Resolution is adopted. This Resolution is affirmative official action taken by the Issuer towards the issuance of the Bonds in order to comply with the requirements of the Code. **Neither the User nor any other party is entitled to rely on this Resolution as a commitment to issue bonds or loan funds, and the Issuer reserves the right not to issue the Bonds either with or without cause and with or without notice, and in such event the Issuer shall not be subject to any liability or damages of any nature. Neither the User nor any one claiming by, through or under the User, nor any investment banking firm or potential purchaser of the Bonds shall have any claim against the Issuer whatsoever as a result of any decision by the Issuer not to issue the Bonds.**

Section 7. The Issuer hereby adopts this Resolution in order to satisfy the requirements of the Allocation Act pertaining to the issuance of the Bonds and authorizes any officer or designee of the Issuer to prepare and file a 2020 and/or 2021 Allocation Application and/or any carryforward applications associated with such Allocation Application, together with all required attachments (including obtaining the Issuer's Certificate of Good Standing from the Comptroller of Public Accounts for the State of Texas) in the form required by the Texas Bond Review Board.

Section 8. The Issuer respectfully requests that the Allocation Application be accepted and approved by the Texas Bond Review Board.

Section 9. Any officer of the Issuer (or his designee) is hereby authorized to execute the Allocation Application, to pay (or cause the User to pay) the Application Fee of \$5,000.00 for each Allocation Application (submitted to the Issuer by the User) to the Texas Bond Review Board and to submit any additional information or to make any necessary corrections or revisions

requested by the Texas Bond Review Board in order to satisfy the requirements of the Allocation Act in connection with the Allocation Application.

Section 10. The Board certifies that the Bonds are not being issued for the same stated purpose for which the Issuer has received sufficient carryforward during a prior year or for which there exists unexpended proceeds from a prior issue or issues of bonds issued by the Issuer.

Section 11. In connection with the issuance of the Bonds, the Board hereby authorizes its bond counsel to arrange for the publication of a notice of public hearing in the City of San Antonio, Texas regarding the Bonds for the purpose of complying with section 147(f) of the Code. The form of notice of such hearing and the date, place, and manner of its publication shall be acceptable to the Corporation's bond counsel. The hearing shall be held by the Corporation's bond counsel.

Section 12. Based upon representations from the User, the Issuer reasonably expects to reimburse the Expenditures with proceeds of the Bonds in a principal amount that will not exceed \$38,000,000.00. This Resolution shall constitute a declaration of official intent under the Treasury Regulation Section 1.150-2.

Section 13. The Board authorizes the President, Vice President, Secretary, Treasurer or any Assistant Secretary of the Board to execute any documents or certificates necessary to seek the approval of the Bonds by the Texas Attorney General.

Section 14. The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Board.

Section 15. 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 16. 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 hereby declares that this Resolution would have been enacted without such invalid provision.

Section 17. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 18. This Resolution shall be in force and effect from and after its passage.

Passed and approved the 6th day of August 2020.

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

Attested and approved as to form:

David Nisivoccia
Secretary/Treasurer

CERTIFICATE FOR RESOLUTION 20FAC-08-08

The undersigned officer of the San Antonio Housing Facility Corporation, a Texas nonprofit corporation created pursuant to the laws of the State of Texas (SAHFC) hereby certifies as follows:

1. In accordance with its bylaws, the Board of Directors of SAHFC (Board) held a meeting on August 6, 2020 (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 20FAC-08-08, INDUCING THE WATSON ROAD APARTMENTS TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO OBTAIN THE FINANCING FOR SUCH TRANSACTION; AND AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; AND OTHER MATTERS IN CONNECTION THEREWITH

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 Bylaws of SAHFC.

SIGNED AND SEALED this 6th day of August 2020.



David Nisivoccia
Secretary/Treasurer

**San Antonio Housing Facility Corporation
Resolution 20FAC-08-08**

RESOLUTION 20FAC-08-08, INDUCING THE WATSON ROAD APARTMENTS TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO OBTAIN THE FINANCING FOR SUCH TRANSACTION; AND AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, Watson Road Ltd., a Texas limited partnership (Partnership), and SAHA Watson Road GP, LLC, a Texas limited liability company and its general partner (General Partner), will be formed to acquire and construct an approximately 345-unit multifamily housing facility (Housing Facility) to be located at the northeast corner of Watson Road and Somerset Road, San Antonio, Texas (the Land, together with the Housing Facility, the Project); and

WHEREAS, at the request of the Partnership, San Antonio Housing Facility Corporation (SAHFC), a Texas non-profit public facility corporation created pursuant to the Texas Public Facility Corporations Act, Chapter 303, Texas Local Government Code, by the Housing Authority of the City of San Antonio, Texas (Housing Authority) has agreed to (i) serve as the sole member of the General Partner of the Partnership in connection with the financing of the Project, (ii) acquire the Land and lease it to the Partnership pursuant to a Ground Lease (Ground Lease), and (iii) will serve as the general contractor for the Project (General Contractor); and

WHEREAS, the Partnership has requested that the Las Varas Public Facility Corporation (Issuer) issue its Multifamily Housing Revenue Bonds (Watson Road Apartments) Series 2020 or 2021 (Bonds) to finance the Project (Bond Financing); and

WHEREAS, the Issuer will issue the Bonds in an amount not to exceed \$38,000,000.00 and loan such proceeds to the Partnership; and

WHEREAS, in connection with the Bond Financing, the Partnership, the General Partner, and/or SAHFC will be required to enter into certain agreements, including but not limited to a Loan Agreement, a Trust Indenture, a Note, a Regulatory Agreement and Declaration of Restrictive Covenants, a Leasehold Deed of Trust, Assignment of Rents, Security Agreement, and Fixture Filing together with Ground Lessor Subordination and Joinder, a Servicing Agreement, and a Ground Lease (collectively, the Note Documents); and

WHEREAS, the Partnership, will apply for low income housing tax credits (LIHTCs) from the Texas Department of Housing and Community Affairs (TDHCA);

WHEREAS, in connection with the application for LIHTCs, it is anticipated that the Partnership, General Partner and/or SAHFC will be required to execute, complete and deliver various applications, agreements, documents, certificates and instruments to TDHCA (TDHCA Documents); and

WHEREAS, the Partnership will contribute equity to the construction of the Project, which will be contributed by a limited partner to be determined at a later date (Equity Financing); and

WHEREAS, in connection with the Equity Financing, the Partnership, the General Partner, and/or SAHFC will be required to enter into certain agreements, including but not limited to an Amended and Restated Agreement of Limited Partnership, a Development Agreement, and closing certificates (collectively, the Equity Documents); and

WHEREAS, in order to provide additional funding for the Project, the Partnership may enter into one or more subordinate loans (Subordinate Loans);

WHEREAS, in connection with the Subordinate Loans, the Partnership, the General Partner, and/or SAHFC will be required to enter into certain agreements, including but not limited to loan agreements, leasehold deeds of trust, declaration of restrictive covenant of affordability or land use restriction agreements, assignments, notes, and subordination agreements (collectively, the Subordinate Loan Documents); and

WHEREAS, the members of the Board of Directors of SAHFC (collectively, the Board) and their respective offices are as follows:

<u>Name of Director/Officer</u>	<u>Position</u>
Dr. Ana M. "Cha" Guzman	Chair and Director
Jessica Weaver	Vice Chair and Director
Jo-Anne Kaplan	Director
Olga Kaufman	Director
Ruth Rodriguez	Director
Charles Clack	Director
David Nisivoccia	Secretary/Treasurer
Timothy E. Alcott	Assistant Secretary/Treasurer
Ed Hinojosa	Assistant Secretary/Treasurer
Muriel Rhoder	Assistant Secretary/Treasurer
Brandee Perez	Assistant Secretary/Treasurer

WHEREAS, the Board has determined that it is in the public interest and to the benefit of the citizens and residents of San Antonio for the various entities to enter into the transactions described above so that the Partnership may construct the Project; and

WHEREAS, this Board has reviewed the foregoing and determined that the action herein authorized is in furtherance of the public purposes of SAHFC; and

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of SAHFC hereby:

Section 1. The Project, the various structures of financing contemplated for the Project, including but not limited to the Bond Financing, the LIHTCs, the Equity Financing and the Subordinate Loans are hereby authorized to be applied for and negotiated.

Section 2. The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary, or any of them, are hereby authorized to execute any and all applications

and term sheets required for the financing and construction of the Project, including, but not limited to, the TDHCA Documents and all other documents relating to obtaining the Bond Financing, LIHTCs, Equity Financing, and the Subordinate Loans to which the Partnership, the General Partner, and/or SAHFC is a party.

Section 3. The President, any Vice President, the Secretary, the Treasurer, and any Assistant Secretary, or any of them, and, if required by the form of the document, the Secretary and any Assistant Secretary, or any of them, of SAHFC are authorized and directed to modify, execute and deliver any of the documents to be signed by or consented to by the Partnership, General Partner, SAHFC, and any and all certificates and other instruments necessary to carry out the intent thereof and hereof, including, without limitation, the TDHCA Documents and all filings or other actions required by the TDHCA in connection with the LIHTCs. The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary, 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 SAHFC, 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 4. It is understood by SAHFC and the Partnership and Developer have represented to SAHFC, that in consideration of SAHFC's adoption of this Resolution, and subject to the terms and conditions hereof, that the Partnership and Developer have agreed that

(a) the Partnership and Developer will (1) pay all Project costs that are not or cannot be paid or reimbursed from the proceeds of any debt and (2) indemnify and hold harmless SAHFC and the Housing Authority against all losses, costs, damages, expenses and liabilities of whatsoever nature (including but not limited to reasonable attorneys' fees, litigation and courts costs, amounts paid in settlement, and amounts paid to discharge judgments) directly or indirectly resulting from, arising out of or related to the Project, or the design, construction, equipping, installation, operation, use, occupancy, maintenance or ownership of the Project (other than claims arising from the gross negligence or willful misconduct of SAHFC or the Housing Authority).

Section 5. This Resolution shall be deemed to constitute the acceptance of the Partnership's and Developer's proposal that it be further induced to proceed with providing the Project. **Provided that neither the Partnership nor the Developer nor any other party is entitled to rely on this Resolution as a commitment to enter into the proposed transaction, and SAHFC reserves the right not to enter into the proposed transaction either with or without cause and with or without notice, and in such event SAHFC shall not be subject to any liability or damages of any nature. Neither the Partnership nor the Developer nor anyone claiming by, through or under the Partnership or the Developer, nor any investment banking firm or potential purchaser shall have any claim against SAHFC whatsoever as a result of any decision by SAHFC not to enter into the proposed transaction.**

Section 6. 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 documents approved hereby or otherwise to give effect to the actions authorized hereby and the intent hereof.

Section 7. The officers of this Board hereby approve the selection of Bracewell LLP as counsel to the General Partner and SAHFC for this transaction.

Section 8. If any section, paragraph, clause, or provisions 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.

Section 9. The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Board.

Section 10. 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 11. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 12. This Resolution shall be in force and effect from and after its passage.

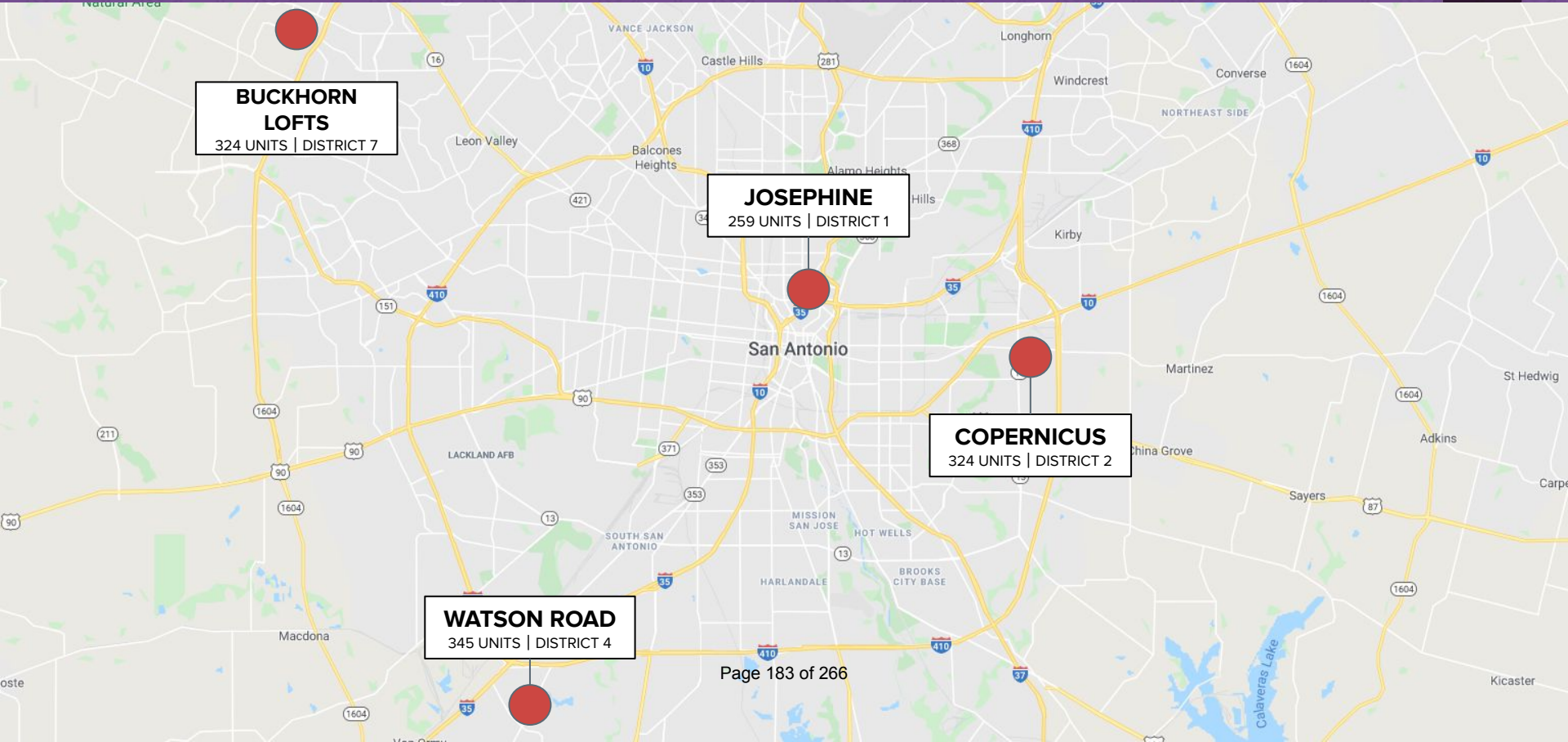
Passed and approved the 6th day of August 2020.

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

Attested and approved as to form:

David Nisivoccia,
Secretary/Treasurer

BOND DEALS



**BUCKHORN
LOFTS**
324 UNITS | DISTRICT 7

JOSEPHINE
259 UNITS | DISTRICT 1

COPERNICUS
324 UNITS | DISTRICT 2

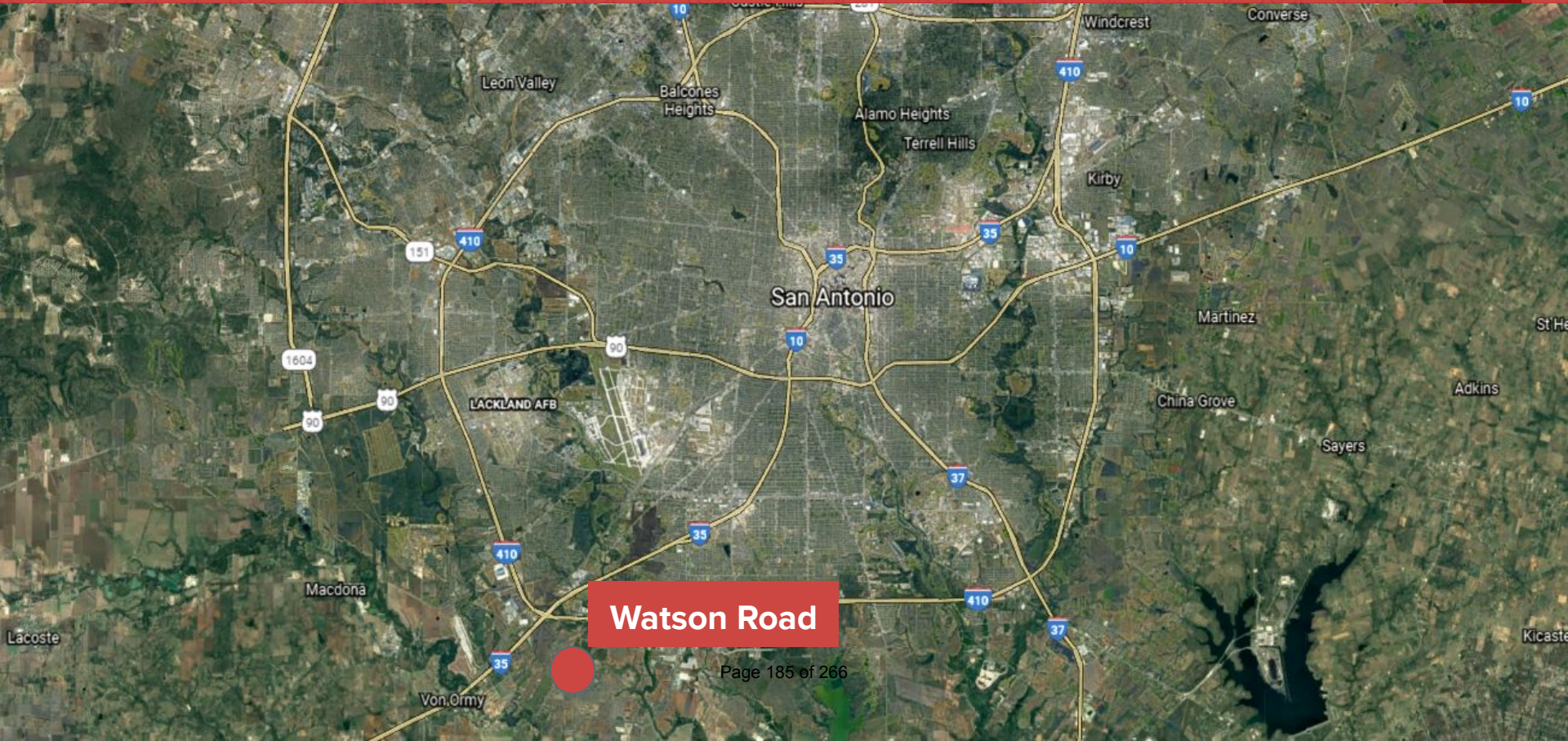
WATSON ROAD
345 UNITS | DISTRICT 4



Watson Road

Timothy Alcott, Chief Legal and Real Estate Officer
Lorraine Robles, Director of Development Services and
Neighborhood Revitalization

MAP



Watson Road



UNIT AND INCOME DISTRIBUTION

4

UNIT DISTRIBUTION			INCOME DISTRIBUTION		
# Beds	# Units	% Total	Income	# Units	% Total
Eff	-	0%	30%	-	0%
1	12	4%	40%	35	10%
2	142	41%	60%	275	80%
3	152	44%	70%	35	10%
4	39	11%	MR	-	0%
TOTAL	345	100%	TOTAL	345	100%

QUESTIONS?

SAN ANTONIO HOUSING AUTHORITY

August 6, 2020

BOARD OF COMMISSIONERS

RESOLUTION 6059, AUTHORIZING THE LAS VARAS PUBLIC FACILITY CORPORATION AND THE SAN ANTONIO HOUSING FACILITY CORPORATION TO APPROVE INDUCEMENT RESOLUTIONS FOR PROPOSED TAX CREDITS AND TAX EXEMPT BOND FINANCING FOR THE COPERNICUS APARTMENTS PROJECT

DocuSigned by:
Muriel Rhoder

David Nisiochia
President and CEO

DocuSigned by:
Timothy Alcott

Timothy E. Alcott
Chief Legal and Real Estate Officer

REQUESTED ACTION:

Consideration and approval regarding Resolution 6059, authorizing the Las Varas Public Facility Corporation and the San Antonio Housing Facility Corporation to approve inducement resolutions for proposed tax credits and tax exempt bond financing for the Copernicus Apartments Project.

FINANCIAL IMPACT:

None at this time. However, by authorizing us to submit applications early, this project has a greater chance of being done which could mean millions of dollars in additional revenue.

SUMMARY:

Today we are seeking authority to file applications relating to our proposed Copernicus Apartments 4% tax credit projects. As you will recall, all 4% tax credit projects must be financed in part with tax-exempt bonds. In order to issue tax-exempt bonds, the issuer must obtain a volume cap allocation from the Texas Bond Review Board. This is time sensitive and can be competitive. We will apply for volume cap which may not be awarded until the end of the year, if any volume cap is available. We need to submit our applications as soon as we can. We will also have to apply for the tax credits to the Texas Department of Housing and Community Development.

Accordingly, we are asking you to authorize these actions so that we may get in line, however, ***we are not asking you to specifically approve or be bound to this project. These are non-binding Resolutions.*** This will enable us to move forward, make applications for volume cap and tax credits and begin to put the financings together and negotiate the specific terms of the deals, which we will bring back to you for approval.

The Copernicus Apartments Project is a 324-unit project proposed by the NRP Group to be located at approximately 439 SE Loop 410, San Antonio, Texas. It is proposed to contain 32 units at 40% of the median income and below, 65 units at 50% of the median income, 129 units at 60% of the median income and 98 units at 70% of median income. All units will have restricted rent and must accept Section 8 vouchers. The total project cost is estimated to be approximately \$55 million.

SAN ANTONIO HOUSING AUTHORITY

August 6, 2020

Las Varas Public Facility Corporation will be the proposed issuer of the bonds. The San Antonio Housing Facility Corporation will own the land and create a single member limited liability company to serve as the general partner of the tax credit partnership which will own the project.

The attached Resolution authorizes Las Varas Public Facility Corporation and the San Antonio Housing Facility Corporation to approve inducement Resolutions for the above project.

STRATEGIC GOAL:

Strategically expand the supply of affordable housing.

ATTACHMENTS:

Resolution 6059

Resolution 20LVPFC-08-09

Resolution 20FAC-08-09

Map of Project Location

CERTIFICATE FOR RESOLUTION 5059

The undersigned officer of the San Antonio Housing Authority, a Texas nonprofit corporation created pursuant to the laws of the State of Texas (SAHA) hereby certifies as follows:

1. In accordance with its bylaws, the Board of Directors of SAHA (Board) held a meeting on August 6, 2020, (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 6059, AUTHORIZING THE LAS VARAS PUBLIC FACILITY CORPORATION AND THE SAN ANTONIO HOUSING FACILITY CORPORATION TO APPROVE INDUCEMENT RESOLUTIONS FOR PROPOSED TAX CREDITS AND TAX EXEMPT BOND FINANCING FOR THE COPERNICUS APARTMENTS PROJECT

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 Bylaws of SAHA.

SIGNED AND SEALED this 6th day of August 2020.



David Nisivoccia
President and CEO

**San Antonio Housing Authority
Resolution 6059**

RESOLUTION 6059, AUTHORIZING THE LAS VARAS PUBLIC FACILITY CORPORATION AND THE SAN ANTONIO HOUSING FACILITY CORPORATION TO APPROVE INDUCEMENT RESOLUTIONS FOR PROPOSED TAX CREDITS AND TAX EXEMPT BOND FINANCING FOR THE COPERNICUS APARTMENTS PROJECT

WHEREAS, Copernicus Apartments, LP, a Texas limited partnership (or such other similar name as the General Partner designates, as the Partnership), and SAHA Copernicus GP, LLC, a Texas limited liability company and its general partner (General Partner), will be formed to acquire and construct an approximately 324-unit multifamily housing facility (Housing Facility) to be approximately located at 439 SE Loop 410, San Antonio, Texas (Land, together with the Housing Facility, the Project); and

WHEREAS, at the request of the Partnership, San Antonio Housing Facility Corporation (SAHFC), a Texas non-profit public facility corporation created pursuant to the Texas Public Facility Corporations Act, Chapter 303, Texas Local Government Code, by the Housing Authority of the City of San Antonio, Texas (Housing Authority) has agreed to (i) serve as the sole member of the General Partner of the Partnership in connection with the financing of the Project, (ii) acquire the Land and lease it to the Partnership pursuant to a Ground Lease (the "Ground Lease"), and (iii) will serve as the general contractor for the Project (General Contractor); and

WHEREAS, the Partnership has requested that the Las Varas Public Facility Corporation (Issuer) issue its Multifamily Housing Revenue Bonds (Copernicus Apartments) Series 2020 or 2021 (Bonds) to finance the Project (Bond Financing); and

WHEREAS, the Issuer will issue the Bonds in an amount not to exceed \$38,000,000.00 and loan such proceeds to the Partnership; and

WHEREAS, in connection with the Bond Financing, the Partnership, the General Partner, and/or SAHA will be required to enter into certain agreements, including, but not limited to, a Loan Agreement, a Trust Indenture, a Note, a Regulatory Agreement and Declaration of Restrictive Covenants, a Leasehold Deed of Trust, Assignment of Rents, Security Agreement, and Fixture Filing together with Ground Lessor Subordination and Joinder, a Servicing Agreement, and a Ground Lease (collectively, the Note Documents); and

WHEREAS, the Partnership, will apply for low income housing tax credits (LIHTCs) from the Texas Department of Housing and Community Affairs (TDHCA); and

WHEREAS, in connection with the application for LIHTCs, it is anticipated that the Partnership, General Partner and/or SAHA will be required to execute, complete and deliver various applications, agreements, documents, certificates and instruments to TDHCA (TDHCA Documents); and

WHEREAS, the Partnership will contribute equity to the construction of the Project, which will be contributed by a limited partner to be determined at a later date (Equity Financing); and

WHEREAS, in connection with the Equity Financing, the Partnership, the General Partner, and/or SAHA will be required to enter into certain agreements, including, but not limited to, an Amended and Restated Agreement of Limited Partnership, a Development Agreement, and closing certificates (collectively, the Equity Documents); and

WHEREAS, in order to provide additional funding for the Project, the Partnership may enter into one or more subordinate loans (Subordinate Loans); and

WHEREAS, in connection with the Subordinate Loans, the Partnership, the General Partner, and/or SAHA will be required to enter into certain agreements, including, but not limited to, loan agreements, leasehold deeds of trust, declaration of restrictive covenant of affordability or land use restriction agreements, assignments, notes, and subordination agreements (collectively, the Subordinate Loan Documents); and

WHEREAS, the members of the Board of Commissioners of SAHA (collectively, the Board) and their respective offices are as follows:

<u>Name of Commissioner/Officer</u>	<u>Position</u>
Dr. Ana M. "Cha" Guzmán	Chair
Jessica Weaver	Vice Chair
Jo-Anne Kaplan	Commissioner
Olga Kaufman	Commissioner
Ruth Rodriguez	Commissioner
Charles Clack	Commissioner
David Nisivoccia	President and CEO
Timothy E. Alcott	Chief Legal and Real Estate Officer
Ed Hinojosa	Chief Financial Officer
Muriel Rhoder	Chief Administrative Officer
Brandee Perez	Chief Operating Officer

WHEREAS, the Board has determined that it is in the public interest and to the benefit of the citizens and residents of San Antonio for the various entities to enter into the transactions described above so that the Partnership may construct the Project; and

WHEREAS, this Board has reviewed the foregoing and determined that the action herein authorized is in furtherance of the public purposes of SAHA.

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of the San Antonio Housing Authority hereby:

Section 1. The Project, the various structures of financing contemplated for the Project, including, but not limited to, the Bond Financing, the LIHTCs, the Equity Financing and the Subordinate Loans are hereby authorized to be applied for and negotiated.

Section 2. The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary, or any of them, are hereby authorized to execute any and all applications and term sheets required for the financing and construction of the Project, including, but not

limited to, the TDHCA Documents and all other documents relating to obtaining the Bond Financing, LIHTCs, Equity Financing, and the Subordinate Loans to which the Partnership, the General Partner, and/or SAHA is a party.

Section 3. The President, any Vice President, the Secretary, the Treasurer, and any Assistant Secretary, or any of them, and, if required by the form of the document, the Secretary and any Assistant Secretary, or any of them, of SAHA are authorized and directed to modify, execute and deliver any of the documents to be signed by or consented to by the Partnership, General Partner, SAHA, and any and all certificates and other instruments necessary to carry out the intent thereof and hereof, including, without limitation, the TDHCA Documents and all filings or other actions required by the TDHCA in connection with the LIHTCs. The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary, 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 SAHA, 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 4. It is understood by SAHA and the Partnership and Developer have represented to SAHA, that in consideration of SAHA's adoption of this Resolution, and subject to the terms and conditions hereof, that the Partnership and Developer have agreed that:

(a) the Partnership and Developer will (1) pay all Project costs that are not or cannot be paid or reimbursed from the proceeds of any debt and (2) indemnify and hold harmless SAHA and the Housing Authority against all losses, costs, damages, expenses and liabilities of whatsoever nature (including, but not limited to, reasonable attorneys' fees, litigation and courts costs, amounts paid in settlement, and amounts paid to discharge judgments) directly or indirectly resulting from, arising out of or related to the Project, or the design, construction, equipping, installation, operation, use, occupancy, maintenance or ownership of the Project (other than claims arising from the gross negligence or willful misconduct of SAHA or the Housing Authority).

Section 5. This Resolution shall be deemed to constitute the acceptance of the Partnership's and Developer's proposal that it be further induced to proceed with providing the Project. **Provided that neither the Partnership nor the Developer nor any other party is entitled to rely on this Resolution as a commitment to enter into the proposed transaction, and SAHA reserves the right not to enter into the proposed transaction either with or without cause and with or without notice, and in such event SAHA shall not be subject to any liability or damages of any nature. Neither the Partnership nor the Developer nor anyone claiming by, through or under the Partnership or the Developer, nor any investment banking firm or potential purchaser shall have any claim against SAHA whatsoever as a result of any decision by SAHA not to enter into the proposed transaction.**

Section 6. 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 documents approved hereby or otherwise to give effect to the actions authorized hereby and the intent hereof.

Section 7. The officers of this Board hereby approve the selection of Coats Rose, P.C. as counsel to the General Partner and SAHA for this transaction.

Section 8. If any section, paragraph, clause, or provisions 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.

Section 9. The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Board.

Section 10. 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 11. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 12. This Resolution shall be in force and effect from and after its passage.

Passed and approved the 6th day of August 2020.

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

Attested and approved as to form:

David Nisivoccia
President & CEO

CERTIFICATE FOR RESOLUTION 20LVPFC-08-09

The undersigned officer of the Las Varas Public Facility Corporation (Issuer) hereby certifies as follows:

1. In accordance with the bylaws of the Issuer, the Board of Directors of the Issuer (Board) held a meeting on August 6, 2020 (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 20LVPFC-08-09, CONCERNING THE APPLICATION OF COPERNICUS APARTMENTS, LP RELATING TO THE PROPOSED FINANCING OF UP TO \$38,000,000.00 OF THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE COPERNICUS APARTMENTS, TO BE LOCATED AT APPROXIMATELY 439 SE LOOP 410, SAN ANTONIO, TEXAS; AND OTHER MATTERS IN CONNECTION THEREWITH

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 6th day of August 2020.

David Nisivoccia
Secretary/Treasurer

**Las Varas Public Facility Corporation
Resolution 20LVPFC-08-09**

RESOLUTION 20LVPFC-08-09 CONCERNING THE APPLICATION OF COPERNICUS APARTMENTS, LP RELATING TO THE PROPOSED FINANCING OF UP TO \$38,000,000.00 OF THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE COPERNICUS APARTMENTS, TO BE LOCATED AT APPROXIMATELY 439 SE LOOP 410, SAN ANTONIO, TEXAS; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, the Housing Authority of the City of San Antonio, Texas (Housing Authority), has, pursuant to the Texas Public Facility Corporations Act, Chapter 303, Texas Local Government Code, as amended (Act), approved and created the Las Varas Public Facility Corporation, a nonstock, nonprofit public facility corporation (Issuer); and

WHEREAS, the Issuer, on behalf of the Housing Authority, is empowered to finance the costs of residential ownership and development that will provide decent, safe, and sanitary housing at affordable prices for residents of the City by the issuance of housing revenue bonds; and

WHEREAS, Copernicus Apartments, LP, a Texas limited partnership (or such other similarly named partnership as designated by the sole member of the User's general partner, as the User), will file an Application (Application), requesting that (i) the Issuer finance the acquisition, construction, and equipping of a proposed 324-unit multifamily housing facility to be located on the tract shown on the attached map and known as the Copernicus Apartments (Project); and (ii) the Issuer file a 2020 and/or 2021 Allocation Application (defined hereafter) and/or any carryforward applications associated with such Allocation Applications to the Texas Bond Review Board as described herein; and

WHEREAS, the User has advised the Issuer that a contributing factor that would further induce the User to proceed with providing for the acquisition, construction, equipping, and improvement of the Project would be a commitment and agreement by the Board of Directors (Board) of the Issuer to issue housing revenue bonds pursuant to the Act (Bonds) to finance and pay any Development Costs, as defined in the Act, for the Project; and

WHEREAS, in view of rising construction costs and the necessity of compliance with administrative regulations, it is considered essential that acquisition, construction, equipping, and improvement of the Project be completed at the earliest practicable date after satisfactory preliminary assurances from the Issuer that the proceeds of the sale of the Bonds, or other obligations, of the Issuer in an amount necessary to pay the Development Costs of the Project, will be made available to finance the Project; and

WHEREAS, this Resolution shall constitute the Issuer's commitment, subject to the terms hereof, to issue Bonds, or other obligations, pursuant to the Act in an amount prescribed by the User now contemplated not to exceed \$38,000,000.00 and to expend the proceeds thereof to pay Development Costs, including costs of acquisition, construction, equipping, and improvement of the Project, funding a debt service or other reserve fund for the Project, and paying expenses and costs in connection with the issuance of the Bonds, including costs of obtaining credit enhancement, if any; and

WHEREAS, the Bonds are "private activity bonds" as that term is defined in Subchapter A, Section 1372.001 of Chapter 1372, Texas Government Code, as amended, including the rules

promulgated pursuant thereto in 34 Texas Administrative Code, Sections 190.1 through 190.8 (together, the Allocation Act), and various provisions of the Internal Revenue Code of 1986, as amended (Code); and

WHEREAS, the Code requires that the applicable elected official of the City approve the issuance of the Bonds after a public hearing for which reasonable public notice shall have been given; and

WHEREAS, the Issuer is authorized by the provisions of the Act to issue the Bonds; and

WHEREAS, in order to issue the Bonds in the manner contemplated, the Issuer must seek an allocation of the State of Texas volume cap pertaining to private activity bonds in order to satisfy the provisions of the Code; and

WHEREAS, in order to satisfy, in part, the provisions of the Allocation Act, the Issuer must submit an "Application for Allocation of Private Activity Bonds" or a "Application for Carryforward for Private Activity Bonds" (Allocation Application) to the Texas Bond Review Board and adopt this Resolution authorizing the filing or refiling of the Allocation Application; and

WHEREAS, the Allocation Application and the Allocation Act require that the Issuer certify that the Bonds are not being issued for the same stated purpose for which the Issuer has received sufficient carryforward during a prior year or for which there exists unexpended proceeds from a prior issue or issues of bonds issued by the Issuer; and

WHEREAS, the User intends to make capital expenditures in connection with the acquisition, construction, equipping, and improvement of the Project (Expenditures) and expects to reimburse the Expenditures with proceeds of the Bonds; and

WHEREAS, in order to allocate under Treasury Regulation §1.150-2 (Regulation) proceeds of the Bonds to the Expenditures, the Issuer must declare its reasonable expectation to reimburse the Expenditures; and

WHEREAS, the User has requested authorization to make all filings necessary to obtain and maintain debt financing and tax credits on the Project; and

WHEREAS, the Board has determined that it is in the public interest and to the benefit of the citizens and residents of San Antonio for the various entities to enter into the transactions described above so that the User may construct the Project.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of Las Varas Public Facility Corporation hereby:

Section 1. Subject to the terms hereof, the Issuer agrees that it will

(a) subject to the negotiation of mutually acceptable agreements, issue the Bonds, in an amount not to exceed \$38,000,000.00; and

(b) cooperate with the User with respect to the issuance of the Bonds, and, if arrangements therefore satisfactory to the User and the Issuer can be made, take such action and authorize the execution of such documents and take such further action as may be necessary or advisable for the authorization, execution, and delivery of any contracts or agreements deemed necessary and desirable by the User or the Issuer in connection with the

issuance of the Bonds (collectively, the Contracts), providing among other things for payment of the principal of, interest on, redemption premiums on, and paying agents' and trustee's fees and charges, if any, on the Bonds; payment of fees, charges, and expenses of the Issuer and the Housing Authority (including legal and financial advisory expenses); acquisition, construction, equipping, and improvement of the Project; and use, operation, and maintenance of the Project (and the execution of any necessary guaranty agreements), all as shall be authorized, required, or permitted by law and as shall be satisfactory to the Issuer, the Housing Authority, and the User; and

(c) if the proceeds from the sale of the Bonds are insufficient to complete the acquisition, construction, equipping, and improvement of the Project, take such actions and execute such documents as may be necessary to permit the issuance from time to time in the future of additional bonds on terms which shall be set forth therein, whether on a parity with other series of bonds or otherwise, for the purpose of paying the costs of completing the acquisition, construction, equipping, and improvement of the Project, as requested by the User and within then applicable limitations; and

(d) take or cause to be taken such other actions as may be required to implement the aforesaid undertakings or as it may deem appropriate in pursuance thereof.

The Bonds shall specifically provide that neither the State of Texas (State), the Housing Authority, nor any political issuer, subdivision, or agency of the State shall be obligated to pay the same or the interest thereon and that neither the faith and credit nor the taxing power of the State, the Housing Authority, or any political issuer, subdivision, or agency thereof is pledged to the payment of the principal of, premium, if any, or interest on the Bonds.

Section 2. It is understood by the Issuer, and the User has represented to the Issuer, that in consideration of the Issuer's adoption of this Resolution and by filing the Application, and subject to the terms and conditions hereof, the User has agreed that

(a) prior to or contemporaneously with the sale of the Bonds in one or more series or issues from time to time as the Issuer and the User shall hereafter agree to in writing, the User will enter into the Contracts with the Issuer under the terms of which the User will obligate itself, on a nonrecourse basis, to pay to the Issuer (or to a trustee, as the case may be) sums sufficient in the aggregate to pay the principal of, interest on, redemption premiums on, paying agents' and trustee's fees and charges, if any, on the Bonds, as and when the same become due and payable, with such Contracts to contain the provisions described in Section 1 hereof and such other provisions as may be required or permitted by law and to be mutually acceptable to the Issuer and the User; and

(b) the User will (1) pay all Project costs which are not or cannot be paid or reimbursed from the proceeds of the Bonds and (2) at all times from and after the issuance of the Bonds, indemnify and hold harmless the Issuer and the Housing Authority against all losses, costs, damages, expenses, and liabilities of whatsoever nature (including, but not limited to, reasonable attorneys' fees, litigation and court costs, amounts paid in settlement, and amounts paid to discharge judgments) directly or indirectly resulting from, arising out of or related to the issuance, offering, sale, or delivery of the Bonds, or the design, construction, equipping, installation, operation, use, occupancy, maintenance, or ownership of the Project (other than claims arising from the gross negligence or willful misconduct of the Issuer or the Housing Authority) and prior

to or contemporaneously with the sale of the Bonds will agree to provide indemnification on terms satisfactory to the Issuer; and

(c) no Bonds will be issued without the approval of the Housing Authority.

Section 3. The User is hereby authorized to make all filings necessary to obtain and maintain tax credits on the Project.

Section 4. Except as expressly extended by the Issuer, it is understood by the Issuer and the User that all commitments of the Issuer with respect to the Project and the Bonds are subject to the condition that the Bonds shall have been issued no later than two years from the date of this Resolution.

Section 5. It is recognized and agreed by the Issuer that the User may exercise its rights and perform its obligations with respect to the financing of the Project either through (i) itself in its own name; (ii) any "related person" as defined in section 144(a)(3) of the Code; (iii) any legal successor thereto; (iv) an entity in which any of the above is a general partner or sole member; or (v) or any entity approved by the Issuer, provided that suitable guaranties necessary or convenient for the marketability of the Bonds shall be furnished, if required by the Issuer, and all references herein to the User shall be deemed to include the User acting directly through itself or any such approved entities.

Section 6. This Resolution shall be deemed to constitute the acceptance of the User's proposal that it be further induced to proceed with providing the Project. The Allocation Application and this Resolution shall constitute an agreement between the Issuer and the User effective on the date that this Resolution is adopted. This Resolution is affirmative official action taken by the Issuer towards the issuance of the Bonds in order to comply with the requirements of the Code. **Neither the User nor any other party is entitled to rely on this Resolution as a commitment to issue bonds or loan funds, and the Issuer reserves the right not to issue the Bonds either with or without cause and with or without notice, and in such event the Issuer shall not be subject to any liability or damages of any nature. Neither the User nor any one claiming by, through or under the User, nor any investment banking firm or potential purchaser of the Bonds shall have any claim against the Issuer whatsoever as a result of any decision by the Issuer not to issue the Bonds.**

Section 7. The Issuer hereby adopts this Resolution in order to satisfy the requirements of the Allocation Act pertaining to the issuance of the Bonds and authorizes any officer or designee of the Issuer to prepare and file a 2020 and/or 2021 Allocation Application and/or any carryforward applications associated with such Allocation Application, together with all required attachments (including obtaining the Issuer's Certificate of Good Standing from the Comptroller of Public Accounts for the State of Texas) in the form required by the Texas Bond Review Board.

Section 8. The Issuer respectfully requests that the Allocation Application be accepted and approved by the Texas Bond Review Board.

Section 9. Any officer of the Issuer (or his designee) is hereby authorized to execute the Allocation Application, to pay (or cause the User to pay) the Application Fee of \$5,000 for each Allocation Application (submitted to the Issuer by the User) to the Texas Bond Review Board and to submit any additional information or to make any necessary corrections or revisions

requested by the Texas Bond Review Board in order to satisfy the requirements of the Allocation Act in connection with the Allocation Application.

Section 10. The Board certifies that the Bonds are not being issued for the same stated purpose for which the Issuer has received sufficient carryforward during a prior year or for which there exists unexpended proceeds from a prior issue or issues of bonds issued by the Issuer.

Section 11. In connection with the issuance of the Bonds, the Board hereby authorizes its bond counsel to arrange for the publication of a notice of public hearing in the City of San Antonio, Texas regarding the Bonds for the purpose of complying with section 147(f) of the Code. The form of notice of such hearing and the date, place, and manner of its publication shall be acceptable to the Corporation's bond counsel. The hearing shall be held by the Corporation's bond counsel.

Section 12. Based upon representations from the User, the Issuer reasonably expects to reimburse the Expenditures with proceeds of the Bonds in a principal amount that will not exceed \$38,000,000.00. This Resolution shall constitute a declaration of official intent under the Treasury Regulation Section 1.150-2.

Section 13. The Board authorizes the President, Vice President, Secretary, Treasurer or any Assistant Secretary of the Board to execute any documents or certificates necessary to seek the approval of the Bonds by the Texas Attorney General.

Section 14. The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Board.

Section 15. 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 16. 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 hereby declares that this Resolution would have been enacted without such invalid provision.

Section 17. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 18. This Resolution shall be in force and effect from and after its passage.

Passed and approved the 6th day of August 2020.

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

Attested and approved as to form:

David Nisivoccia
Secretary/Treasurer

CERTIFICATE FOR RESOLUTION 20FAC-08-09

The undersigned officer of the San Antonio Housing Facility Corporation, a Texas nonprofit corporation created pursuant to the laws of the State of Texas (SAHFC) hereby certifies as follows:

1. In accordance with its bylaws, the Board of Directors of SAHFC (Board) held a meeting on August 6, 2020 (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 20FAC-08-09, INDUCING THE COPERNICUS APARTMENTS TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO OBTAIN THE FINANCING FOR SUCH TRANSACTION; AND AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; AND OTHER MATTERS IN CONNECTION THEREWITH

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 Bylaws of SAHFC.

SIGNED AND SEALED this 6th day of August 2020.



David Nisivoccia
Secretary/Treasurer

**San Antonio Housing Facility Corporation
Resolution 20FAC-08-09**

RESOLUTION 20FAC-08-09, INDUCING THE COPERNICUS APARTMENTS TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO OBTAIN THE FINANCING FOR SUCH TRANSACTION; AND AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, Copernicus Apartments, LP, a Texas limited partnership (or such other similar name as the General Partner designates, as the Partnership), and SAHA Copernicus GP, LLC, a Texas limited liability company and its general partner (General Partner), will be formed to acquire and construct an approximately 324-unit multifamily housing facility (Housing Facility) to be approximately located at 439 SE Loop 410, San Antonio, Texas (the Land, together with the Housing Facility, the Project); and

WHEREAS, at the request of the Partnership, San Antonio Housing Facility Corporation (SAHFC), a Texas non-profit public facility corporation created pursuant to the Texas Public Facility Corporations Act, Chapter 303, Texas Local Government Code, by the Housing Authority of the City of San Antonio, Texas (Housing Authority) has agreed to (i) serve as the sole member of the General Partner of the Partnership in connection with the financing of the Project, (ii) acquire the Land and lease it to the Partnership pursuant to a Ground Lease (Ground Lease), and (iii) will serve as the general contractor for the Project (General Contractor); and

WHEREAS, the Partnership has requested that the Las Varas Public Facility Corporation (Issuer) issue its Multifamily Housing Revenue Bonds (Copernicus Apartments) Series 2020 or 2021 (Bonds) to finance the Project (Bond Financing); and

WHEREAS, the Issuer will issue the Bonds in an amount not to exceed \$38,000,000.00 and loan such proceeds to the Partnership; and

WHEREAS, in connection with the Bond Financing, the Partnership, the General Partner, and/or SAHFC will be required to enter into certain agreements, including but not limited to a Loan Agreement, a Trust Indenture, a Note, a Regulatory Agreement and Declaration of Restrictive Covenants, a Leasehold Deed of Trust, Assignment of Rents, Security Agreement, and Fixture Filing together with Ground Lessor Subordination and Joinder, a Servicing Agreement, and a Ground Lease (collectively, the Note Documents); and

WHEREAS, the Partnership, will apply for low income housing tax credits (LIHTCs) from the Texas Department of Housing and Community Affairs (TDHCA); and

WHEREAS, in connection with the application for LIHTCs, it is anticipated that the Partnership, General Partner and/or SAHFC will be required to execute, complete and deliver various applications, agreements, documents, certificates and instruments to TDHCA (TDHCA Documents); and

WHEREAS, the Partnership will contribute equity to the construction of the Project, which will be contributed by a limited partner to be determined at a later date (Equity Financing); and

WHEREAS, in connection with the Equity Financing, the Partnership, the General Partner, and/or SAHFC will be required to enter into certain agreements, including but not limited to an Amended and Restated Agreement of Limited Partnership, a Development Agreement, and closing certificates (collectively, the Equity Documents); and

WHEREAS, in order to provide additional funding for the Project, the Partnership may enter into one or more subordinate loans (Subordinate Loans); and

WHEREAS, in connection with the Subordinate Loans, the Partnership, the General Partner, and/or SAHFC will be required to enter into certain agreements, including but not limited to loan agreements, leasehold deeds of trust, declaration of restrictive covenant of affordability or land use restriction agreements, assignments, notes, and subordination agreements (collectively, the Subordinate Loan Documents); and

WHEREAS, the members of the Board of Directors of SAHFC (collectively, the Board) and their respective offices are as follows:

<u>Name of Director/Officer</u>	<u>Position</u>
Dr. Ana M. "Cha" Guzman	Chair and Director
Jessica Weaver	Vice Chair and Director
Jo-Anne Kaplan	Director
Olga Kaufman	Director
Ruth Rodriguez	Director
Charles Clack	Director
David Nisivoccia	Secretary/Treasurer
Timothy E. Alcott	Assistant Secretary/Treasurer
Ed Hinojosa	Assistant Secretary/Treasurer
Muriel Rhoder	Assistant Secretary/Treasurer
Brandee Perez	Assistant Secretary/Treasurer

WHEREAS, the Board has determined that it is in the public interest and to the benefit of the citizens and residents of San Antonio for the various entities to enter into the transactions described above so that the Partnership may construct the Project; and

WHEREAS, this Board has reviewed the foregoing and determined that the action herein authorized is in furtherance of the public purposes of SAHFC.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of SAHFC hereby:

Section 1. The Project, the various structures of financing contemplated for the Project, including but not limited to the Bond Financing, the LIHTCs, the Equity Financing and the Subordinate Loans are hereby authorized to be applied for and negotiated.

Section 2. The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary, or any of them, are hereby authorized to execute any and all applications

and term sheets required for the financing and construction of the Project, including, but not limited to, the TDHCA Documents and all other documents relating to obtaining the Bond Financing, LIHTCs, Equity Financing, and the Subordinate Loans to which the Partnership, the General Partner, and/or SAHFC is a party.

Section 3. The President, any Vice President, the Secretary, the Treasurer, and any Assistant Secretary, or any of them, and, if required by the form of the document, the Secretary and any Assistant Secretary, or any of them, of SAHFC are authorized and directed to modify, execute and deliver any of the documents to be signed by or consented to by the Partnership, General Partner, SAHFC, and any and all certificates and other instruments necessary to carry out the intent thereof and hereof, including, without limitation, the TDHCA Documents and all filings or other actions required by the TDHCA in connection with the LIHTCs. The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary, 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 SAHFC, 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 4. It is understood by SAHFC and the Partnership and Developer have represented to SAHFC, that in consideration of SAHFC's adoption of this Resolution, and subject to the terms and conditions hereof, that the Partnership and Developer have agreed that

(a) the Partnership and Developer will (1) pay all Project costs that are not or cannot be paid or reimbursed from the proceeds of any debt and (2) indemnify and hold harmless SAHFC and the Housing Authority against all losses, costs, damages, expenses and liabilities of whatsoever nature (including but not limited to reasonable attorneys' fees, litigation and courts costs, amounts paid in settlement, and amounts paid to discharge judgments) directly or indirectly resulting from, arising out of or related to the Project, or the design, construction, equipping, installation, operation, use, occupancy, maintenance or ownership of the Project (other than claims arising from the gross negligence or willful misconduct of SAHFC or the Housing Authority).

Section 5. This Resolution shall be deemed to constitute the acceptance of the Partnership's and Developer's proposal that it be further induced to proceed with providing the Project. **Provided that neither the Partnership nor the Developer nor any other party is entitled to rely on this Resolution as a commitment to enter into the proposed transaction, and SAHFC reserves the right not to enter into the proposed transaction either with or without cause and with or without notice, and in such event SAHFC shall not be subject to any liability or damages of any nature. Neither the Partnership nor the Developer nor anyone claiming by, through or under the Partnership or the Developer, nor any investment banking firm or potential purchaser shall have any claim against SAHFC whatsoever as a result of any decision by SAHFC not to enter into the proposed transaction.**

Section 6. 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 documents approved hereby or otherwise to give effect to the actions authorized hereby and the intent hereof.

Section 7. The officers of this Board hereby approve the selection of Coats Rose, P.C. as counsel to the General Partner and SAHFC for this transaction.

Section 8. If any section, paragraph, clause, or provisions 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.

Section 9. The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Board.

Section 10. 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 11. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 12. This Resolution shall be in force and effect from and after its passage.

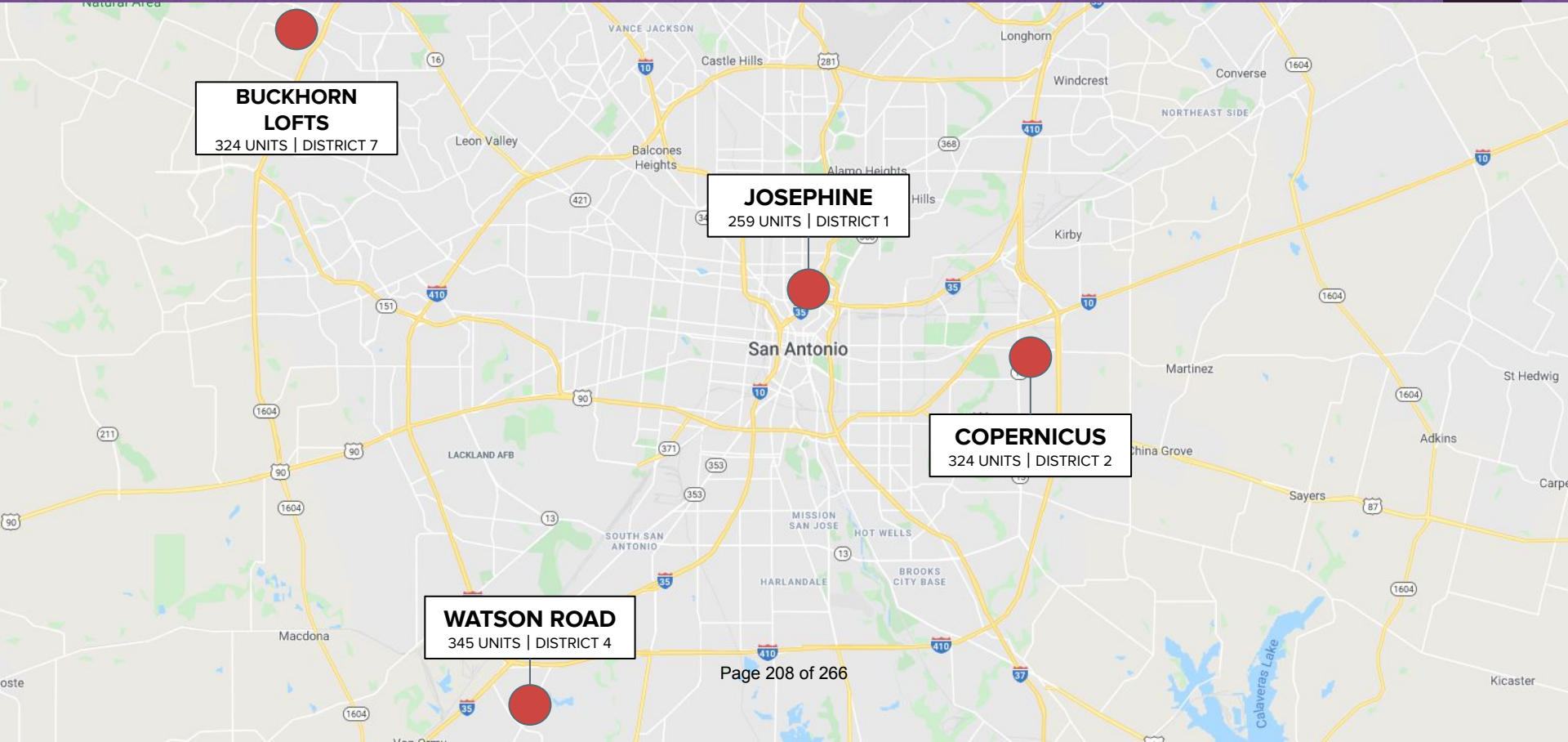
Passed and approved on the 6th day of August 2020.

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

Attested and approved as to form:

**David Nisivoccia,
Secretary/Treasurer**

BOND DEALS

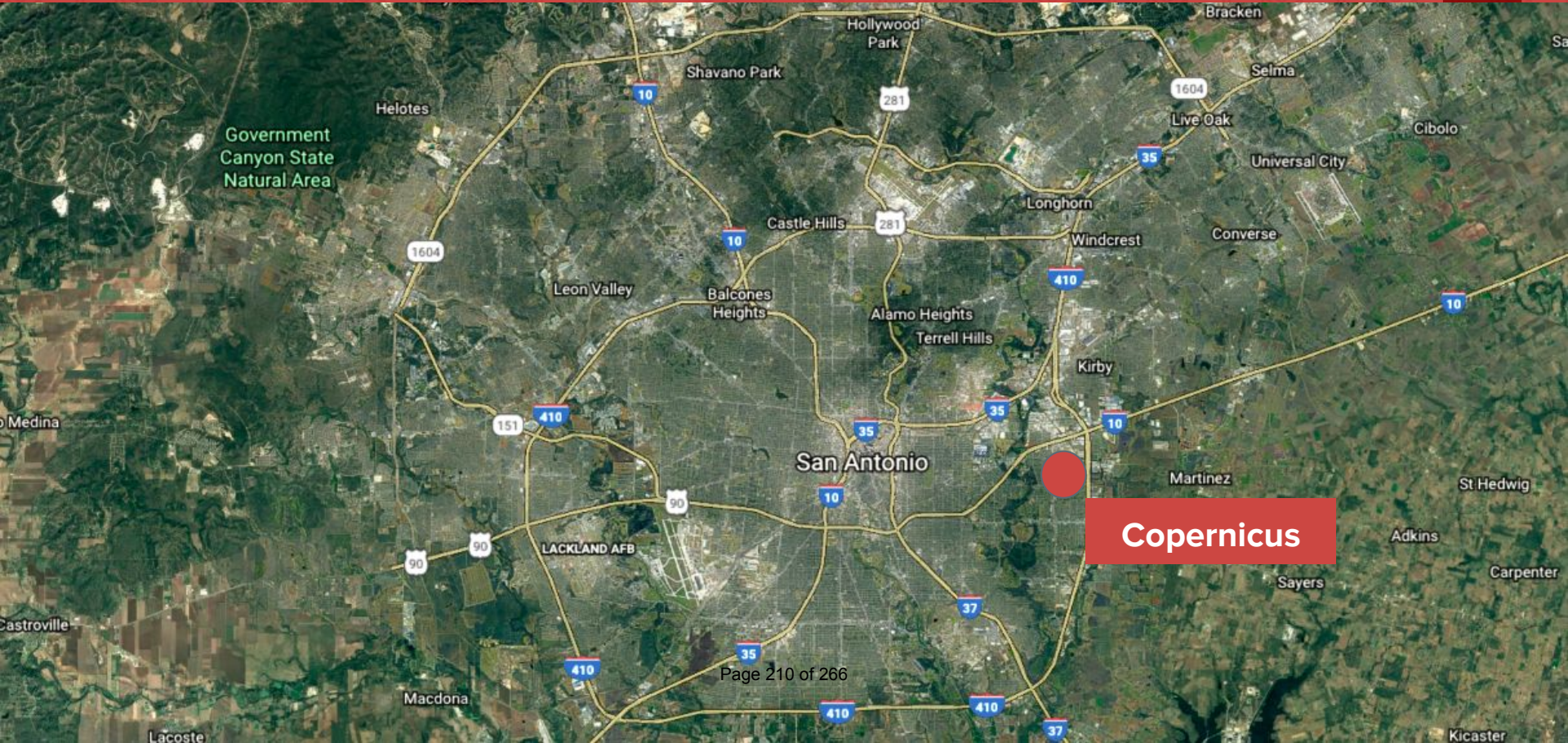




Copernicus

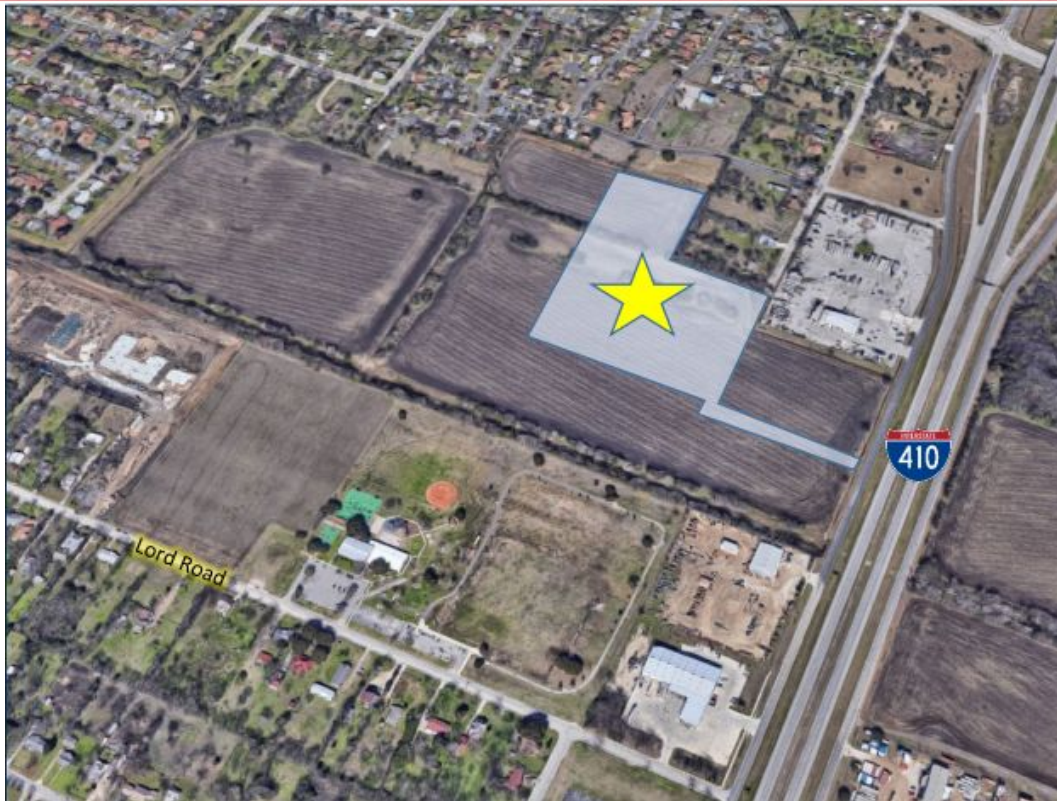
Timothy Alcott, Chief Legal and Real Estate Officer
Lorraine Robles, Director of Development Services and
Neighborhood Revitalization

MAP



Copernicus

SITE



UNIT AND INCOME DISTRIBUTION

4

UNIT DISTRIBUTION			INCOME DISTRIBUTION		
# Beds	# Units	% Total	Income	# Units	% Total
Eff	-	0%	40%	32	10%
1	13	4%	50%	65	20%
2	133	41%	60%	129	40%
3	142	44%	70%	98	30%
4	36	11%	MR	-	0%
TOTAL	324	100%	TOTAL	324	100%

QUESTIONS?

SAN ANTONIO HOUSING AUTHORITY

August 6, 2020

BOARD OF COMMISSIONERS

RESOLUTION 6068, AUTHORIZING THE LAS VARAS PUBLIC FACILITY CORPORATION AND THE SAN ANTONIO HOUSING FACILITY CORPORATION TO APPROVE INDUCEMENT RESOLUTIONS FOR PROPOSED TAX CREDITS AND TAX EXEMPT BOND FINANCING FOR THE BUCKHORN LOFTS PROJECT

DocuSigned by:
Muriel Rhoder

858B9070121547D
David Nisvoccia
President and CEO

DocuSigned by:
Timothy Alcott

B71AC7199C2D166
Timothy E. Alcott
Chief Legal and Real Estate Officer

REQUESTED ACTION:

Consideration and approval regarding Resolution 6068, authorizing the Las Varas Public Facility Corporation and the San Antonio Housing Facility Corporation to approve inducement resolutions for proposed tax credits and tax exempt bond financing for the Buckhorn Lofts Project.

FINANCIAL IMPACT:

None at this time. However, by authorizing us to submit applications early, this project has a greater chance of being done, which could mean millions of dollars in additional revenue.

SUMMARY:

Today we are seeking authority to file applications relating to our proposed Buckhorn Lofts 4% tax credit projects. As you will recall, all 4% tax credit projects must be financed in part with tax-exempt bonds. In order to issue tax-exempt bonds, the issuer must obtain a volume cap allocation from the Texas Bond Review Board. This is time sensitive and can be competitive. We will apply for volume cap which may not be awarded until the end of the year, if any volume cap is available. We need to submit our applications as soon as we can. We will also have to apply for the tax credits to the Texas Department of Housing and Community Development.

Accordingly, we are asking you to authorize these actions so that we may get in line, however, ***we are not asking you to specifically approve or be bound to this project. These are non-binding Resolutions.*** This will enable us to move forward, make applications for volume cap and tax credits and begin to put the financings together and negotiate the specific terms of the deals, which we will bring back to you for approval.

The Buckhorn Lofts project is a 324-unit project proposed by the NRP Group to be located at approximately 10805 N Loop 1604, San Antonio, Texas. It is proposed to contain 32 units at 40% of the median income and below, 260 units at 60% of the median income and 32 units at 70% of median income. All units will have restricted rent and must accept Section 8 vouchers. The total project cost is estimated to be approximately \$38,000,000.00.

Las Varas Public Facility Corporation will be the proposed issuer of the bonds. The San Antonio Housing Facility Corporation will own the land and create a single member limited liability company to serve as the general partner of the tax credit partnership which will own the project.

SAN ANTONIO HOUSING AUTHORITY

August 6, 2020

The attached Resolution authorizes Las Varas Public Facility Corporation and the San Antonio Housing Facility Corporation to approve inducement Resolutions for the above project.

STRATEGIC GOAL:

Strategically expand the supply of affordable housing.

ATTACHMENTS:

Resolution 6068

Resolution 20LVPFC-08-10

Resolution 20FAC-08-10

Map of Project Location

**CERTIFICATE FOR RESOLUTION
BUCKHORN LOFTS**

The undersigned officer of the San Antonio Housing Authority, a Texas nonprofit corporation created pursuant to the laws of the State of Texas (SAHA) hereby certifies as follows:

1. In accordance with its bylaws, the Board of Directors of SAHA (Board) held a meeting on August 6, 2020 (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 6068, AUTHORIZING THE LAS VARAS PUBLIC FACILITY CORPORATION AND THE SAN ANTONIO HOUSING FACILITY CORPORATION TO APPROVE INDUCEMENT RESOLUTIONS FOR PROPOSED TAX CREDITS AND TAX EXEMPT BOND FINANCING FOR THE BUCKHORN LOFTS PROJECT

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 Bylaws of SAHA.

SIGNED AND SEALED this 6th day of August 2020.



David Nisivoccia
President and CEO

**San Antonio Housing Authority
Resolution 6068**

RESOLUTION 6068, AUTHORIZING THE LAS VARAS PUBLIC FACILITY CORPORATION AND THE SAN ANTONIO HOUSING FACILITY CORPORATION TO APPROVE INDUCEMENT RESOLUTIONS FOR PROPOSED TAX CREDITS AND TAX EXEMPT BOND FINANCING FOR THE BUCKHORN LOFTS PROJECT

WHEREAS, Buckhorn Lofts, LP, a Texas limited partnership (or such other similar name as the General Partner designates, as the Partnership), and SAHA Buckhorn Lofts GP, LLC, a Texas limited liability company and its general partner (General Partner), will be formed to acquire and construct an approximately 324-unit multifamily housing facility (Housing Facility) to be approximately located at 10805 N Loop 1604, San Antonio, Texas (Land, together with the Housing Facility, the Project); and

WHEREAS, at the request of the Partnership, San Antonio Housing Facility Corporation (SAHFC), a Texas non-profit public facility corporation created pursuant to the Texas Public Facility Corporations Act, Chapter 303, Texas Local Government Code, by the Housing Authority of the City of San Antonio, Texas (Housing Authority) has agreed to (i) serve as the sole member of the General Partner of the Partnership in connection with the financing of the Project, (ii) acquire the Land and lease it to the Partnership pursuant to a Ground Lease (Ground Lease), and (iii) will serve as the general contractor for the Project (General Contractor); and

WHEREAS, the Partnership has requested that the Las Varas Public Facility Corporation (Issuer) issue its Multifamily Housing Revenue Bonds (Buckhorn Lofts) Series 2020 or 2021 (Bonds) to finance the Project (Bond Financing); and

WHEREAS, the Issuer will issue the Bonds in an amount not to exceed \$38,000,000.00 and loan such proceeds to the Partnership; and

WHEREAS, in connection with the Bond Financing, the Partnership, the General Partner, and/or SAHA will be required to enter into certain agreements, including but not limited to a Loan Agreement, a Trust Indenture, a Note, a Regulatory Agreement and Declaration of Restrictive Covenants, a Leasehold Deed of Trust, Assignment of Rents, Security Agreement, and Fixture Filing together with Ground Lessor Subordination and Joinder, a Servicing Agreement, and a Ground Lease (collectively, the Note Documents); and

WHEREAS, the Partnership, will apply for low income housing tax credits (LIHTCs) from the Texas Department of Housing and Community Affairs (TDHCA); and

WHEREAS, in connection with the application for LIHTCs, it is anticipated that the Partnership, General Partner and/or SAHA will be required to execute, complete and deliver various applications, agreements, documents, certificates and instruments to TDHCA (TDHCA Documents); and

WHEREAS, the Partnership will contribute equity to the construction of the Project, which will be contributed by a limited partner to be determined at a later date (Equity Financing); and

WHEREAS, in connection with the Equity Financing, the Partnership, the General Partner, and/or SAHA will be required to enter into certain agreements, including but not limited to an Amended and Restated Agreement of Limited Partnership, a Development Agreement, and closing certificates (collectively, the Equity Documents); and

WHEREAS, in order to provide additional funding for the Project, the Partnership may enter into one or more subordinate loans (Subordinate Loans); and

WHEREAS, in connection with the Subordinate Loans, the Partnership, the General Partner, and/or SAHA will be required to enter into certain agreements, including but not limited to loan agreements, leasehold deeds of trust, declaration of restrictive covenant of affordability or land use restriction agreements, assignments, notes, and subordination agreements (collectively, the Subordinate Loan Documents); and

WHEREAS, the members of the Board of Commissioners of SAHA (collectively, the Board) and their respective offices are as follows:

<u>Name of Commissioner/Officer</u>	<u>Position</u>
Dr. Ana “Cha” Guzman	Chair
Jessica Weaver	Vice Chair
Jo-Anne Kaplan	Commissioner
Olga Kaufman	Commissioner
Ruth Rodriguez	Commissioner
Charles Clack	Commissioner
David Nisivoccia	President and CEO
Timothy E. Alcott	Chief Legal and Real Estate Officer
Ed Hinojosa	Chief Financial Officer
Muriel Rhoder	Chief Administrative Officer
Brandee Perez	Chief Operating Officer

WHEREAS, the Board has determined that it is in the public interest and to the benefit of the citizens and residents of San Antonio for the various entities to enter into the transactions described above so that the Partnership may construct the Project; and

WHEREAS, this Board has reviewed the foregoing and determined that the action herein authorized is in furtherance of the public purposes of SAHA.

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of SAHA, that:

Section 1. The Project, the various structures of financing contemplated for the Project, including but not limited to the Bond Financing, the LIHTCs, the Equity Financing and the Subordinate Loans are hereby authorized to be applied for and negotiated.

Section 2. The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary, or any of them, are hereby authorized to execute any and all applications and term sheets required for the financing and construction of the Project, including, but not limited to, the TDHCA Documents and all other documents relating to obtaining the Bond

Financing, LIHTCs, Equity Financing, and the Subordinate Loans to which the Partnership, the General Partner, and/or SAHA is a party.

Section 3. The President, any Vice President, the Secretary, the Treasurer, and any Assistant Secretary, or any of them, and, if required by the form of the document, the Secretary and any Assistant Secretary, or any of them, of SAHA are authorized and directed to modify, execute and deliver any of the documents to be signed by or consented to by the Partnership, General Partner, SAHA, and any and all certificates and other instruments necessary to carry out the intent thereof and hereof, including, without limitation, the TDHCA Documents and all filings or other actions required by the TDHCA in connection with the LIHTCs. The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary, 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 SAHA, 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 4. It is understood by SAHA and the Partnership and Developer have represented to SAHA, that in consideration of SAHA's adoption of this Resolution, and subject to the terms and conditions hereof, that the Partnership and Developer have agreed that:

(a) the Partnership and Developer will (1) pay all Project costs that are not or cannot be paid or reimbursed from the proceeds of any debt and (2) indemnify and hold harmless SAHA and the Housing Authority against all losses, costs, damages, expenses and liabilities of whatsoever nature (including but not limited to reasonable attorneys' fees, litigation and courts costs, amounts paid in settlement, and amounts paid to discharge judgments) directly or indirectly resulting from, arising out of or related to the Project, or the design, construction, equipping, installation, operation, use, occupancy, maintenance or ownership of the Project (other than claims arising from the gross negligence or willful misconduct of SAHA or the Housing Authority).

Section 5. This Resolution shall be deemed to constitute the acceptance of the Partnership's and Developer's proposal that it be further induced to proceed with providing the Project. **Provided that neither the Partnership nor the Developer nor any other party is entitled to rely on this Resolution as a commitment to enter into the proposed transaction, and SAHA reserves the right not to enter into the proposed transaction either with or without cause and with or without notice, and in such event SAHA shall not be subject to any liability or damages of any nature. Neither the Partnership nor the Developer nor anyone claiming by, through or under the Partnership or the Developer, nor any investment banking firm or potential purchaser shall have any claim against SAHA whatsoever as a result of any decision by SAHA not to enter into the proposed transaction.**

Section 6. 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 documents approved hereby or otherwise to give effect to the actions authorized hereby and the intent hereof.

Section 7. The officers of this Board hereby approve the selection of Coats Rose, P.C. as counsel to the General Partner and SAHA for this transaction.

Section 8. If any section, paragraph, clause, or provisions 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.

Section 9. The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Board.

Section 10. 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 11. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 12. This Resolution shall be in force and effect from and after its passage.

Passed and approved the 6th day of August 2020.

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

Attested and approved as to form:

David Nisivoccia
President and CEO

CERTIFICATE FOR RESOLUTION 20LVPFC-08-10

The undersigned officer of the Las Varas Public Facility Corporation (Issuer) hereby certifies as follows:

1. In accordance with the bylaws of the Issuer, the Board of Directors of the Issuer (Board) held a meeting on August 6, 2020 (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 20LVPFC-08-10, CONCERNING THE APPLICATION OF BUCKHORN LOFTS, LP RELATING TO THE PROPOSED FINANCING OF UP TO \$38,000,000.00 OF THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE BUCKHORN LOFTS, TO BE LOCATED AT APPROXIMATELY 10805 N LOOP 1604, SAN ANTONIO, TEXAS; AND OTHER MATTERS IN CONNECTION THEREWITH

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 day 6th of August 2020.

David Nisivoccia
Secretary/Treasurer

**Las Varas Public Facility Corporation
Resolution 20LVPC-08-10**

RESOLUTION 20LVPC-08-10, CONCERNING THE APPLICATION OF BUCKHORN LOFTS, LP RELATING TO THE PROPOSED FINANCING OF UP TO \$38,000,000.00 OF THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE BUCKHORN LOFTS, TO BE LOCATED AT APPROXIMATELY 10805 N LOOP 1604, SAN ANTONIO, TEXAS; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, the Housing Authority of the City of San Antonio, Texas (Housing Authority), has, pursuant to the Texas Public Facility Corporations Act, Chapter 303, Texas Local Government Code, as amended (Act), approved and created the Las Varas Public Facility Corporation, a nonstock, nonprofit public facility corporation (Issuer); and

WHEREAS, the Issuer, on behalf of the Housing Authority, is empowered to finance the costs of residential ownership and development that will provide decent, safe, and sanitary housing at affordable prices for residents of the City by the issuance of housing revenue bonds; and

WHEREAS, Buckhorn Lofts, LP, a Texas limited partnership (or such other similarly named partnership as designated by the sole member of the User's general partner, as the User), will file an Application (Application), requesting that (i) the Issuer finance the acquisition, construction, and equipping of a proposed 324-unit multifamily housing facility to be located on the tract shown on the attached map and known as the Buckhorn Lofts (Project); and (ii) the Issuer file a 2020 and/or 2021 Allocation Application (defined hereafter) and/or any carryforward applications associated with such Allocation Applications to the Texas Bond Review Board as described herein; and

WHEREAS, the User has advised the Issuer that a contributing factor that would further induce the User to proceed with providing for the acquisition, construction, equipping, and improvement of the Project would be a commitment and agreement by the Board of Directors (Board) of the Issuer to issue housing revenue bonds pursuant to the Act (Bonds) to finance and pay any Development Costs, as defined in the Act, for the Project; and

WHEREAS, in view of rising construction costs and the necessity of compliance with administrative regulations, it is considered essential that acquisition, construction, equipping, and improvement of the Project be completed at the earliest practicable date after satisfactory preliminary assurances from the Issuer that the proceeds of the sale of the Bonds, or other obligations, of the Issuer in an amount necessary to pay the Development Costs of the Project, will be made available to finance the Project; and

WHEREAS, this Resolution shall constitute the Issuer's commitment, subject to the terms hereof, to issue Bonds, or other obligations, pursuant to the Act in an amount prescribed by the User now contemplated not to exceed \$38,000,000.00 and to expend the proceeds thereof to pay Development Costs including costs of acquisition, construction, equipping, and improvement of the Project, funding a debt service or other reserve fund for the Project, and paying expenses and costs in connection with the issuance of the Bonds, including costs of obtaining credit enhancement, if any; and

WHEREAS, the Bonds are "private activity bonds" as that term is defined in Subchapter A, Section 1372.001 of Chapter 1372, Texas Government Code, as amended, including the rules

promulgated pursuant thereto in 34 Texas Administrative Code, Sections 190.1 through 190.8 (together, the Allocation Act), and various provisions of the Internal Revenue Code of 1986, as amended (Code); and

WHEREAS, the Code requires that the applicable elected official of the City approve the issuance of the Bonds after a public hearing for which reasonable public notice shall have been given; and

WHEREAS, the Issuer is authorized by the provisions of the Act to issue the Bonds; and

WHEREAS, in order to issue the Bonds in the manner contemplated, the Issuer must seek an allocation of the State of Texas volume cap pertaining to private activity bonds in order to satisfy the provisions of the Code; and

WHEREAS, in order to satisfy, in part, the provisions of the Allocation Act, the Issuer must submit an "Application for Allocation of Private Activity Bonds" or a "Application for Carryforward for Private Activity Bonds" (Allocation Application) to the Texas Bond Review Board and adopt this Resolution authorizing the filing or refiling of the Allocation Application; and

WHEREAS, the Allocation Application and the Allocation Act require that the Issuer certify that the Bonds are not being issued for the same stated purpose for which the Issuer has received sufficient carryforward during a prior year or for which there exists unexpended proceeds from a prior issue or issues of bonds issued by the Issuer; and

WHEREAS, the User intends to make capital expenditures in connection with the acquisition, construction, equipping, and improvement of the Project (Expenditures) and expects to reimburse the Expenditures with proceeds of the Bonds; and

WHEREAS, in order to allocate under Treasury Regulation §1.150-2 (Regulation) proceeds of the Bonds to the Expenditures, the Issuer must declare its reasonable expectation to reimburse the Expenditures; and

WHEREAS, the User has requested authorization to make all filings necessary to obtain and maintain debt financing and tax credits on the Project; and

WHEREAS, the Board has determined that it is in the public interest and to the benefit of the citizens and residents of San Antonio for the various entities to enter into the transactions described above so that the User may construct the Project.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of Las Varas Public Facility Corporation hereby:

Section 1. Subject to the terms hereof, the Issuer agrees that it will

(a) subject to the negotiation of mutually acceptable agreements, issue the Bonds, in an amount not to exceed \$38,000,000.00; and

(b) cooperate with the User with respect to the issuance of the Bonds, and, if arrangements therefore satisfactory to the User and the Issuer can be made, take such action and authorize the execution of such documents and take such further action as may be necessary or advisable for the authorization, execution, and delivery of any contracts or agreements deemed necessary and desirable by the User or the Issuer in connection with the

issuance of the Bonds (collectively, the Contracts), providing among other things for payment of the principal of, interest on, redemption premiums on, and paying agents' and trustee's fees and charges, if any, on the Bonds; payment of fees, charges, and expenses of the Issuer and the Housing Authority (including legal and financial advisory expenses); acquisition, construction, equipping, and improvement of the Project; and use, operation, and maintenance of the Project (and the execution of any necessary guaranty agreements), all as shall be authorized, required, or permitted by law and as shall be satisfactory to the Issuer, the Housing Authority, and the User; and

(c) if the proceeds from the sale of the Bonds are insufficient to complete the acquisition, construction, equipping, and improvement of the Project, take such actions and execute such documents as may be necessary to permit the issuance from time to time in the future of additional bonds on terms which shall be set forth therein, whether on a parity with other series of bonds or otherwise, for the purpose of paying the costs of completing the acquisition, construction, equipping, and improvement of the Project, as requested by the User and within then applicable limitations; and

(d) take or cause to be taken such other actions as may be required to implement the aforesaid undertakings or as it may deem appropriate in pursuance thereof.

The Bonds shall specifically provide that neither the State of Texas (State), the Housing Authority, nor any political issuer, subdivision, or agency of the State shall be obligated to pay the same or the interest thereon and that neither the faith and credit nor the taxing power of the State, the Housing Authority, or any political issuer, subdivision, or agency thereof is pledged to the payment of the principal of, premium, if any, or interest on the Bonds.

Section 2. It is understood by the Issuer, and the User has represented to the Issuer, that in consideration of the Issuer's adoption of this Resolution and by filing the Application, and subject to the terms and conditions hereof, the User has agreed that

(a) prior to or contemporaneously with the sale of the Bonds in one or more series or issues from time to time as the Issuer and the User shall hereafter agree to in writing, the User will enter into the Contracts with the Issuer under the terms of which the User will obligate itself, on a nonrecourse basis, to pay to the Issuer (or to a trustee, as the case may be) sums sufficient in the aggregate to pay the principal of, interest on, redemption premiums on, paying agents' and trustee's fees and charges, if any, on the Bonds, as and when the same become due and payable, with such Contracts to contain the provisions described in Section 1 hereof and such other provisions as may be required or permitted by law and to be mutually acceptable to the Issuer and the User; and

(b) the User will (1) pay all Project costs which are not or cannot be paid or reimbursed from the proceeds of the Bonds and (2) at all times from and after the issuance of the Bonds, indemnify and hold harmless the Issuer and the Housing Authority against all losses, costs, damages, expenses, and liabilities of whatsoever nature (including but not limited to reasonable attorneys' fees, litigation and court costs, amounts paid in settlement, and amounts paid to discharge judgments) directly or indirectly resulting from, arising out of or related to the issuance, offering, sale, or delivery of the Bonds, or the design, construction, equipping, installation, operation, use, occupancy, maintenance, or ownership of the Project (other than claims arising from the gross negligence or willful misconduct of the Issuer or the Housing Authority) and prior

to or contemporaneously with the sale of the Bonds will agree to provide indemnification on terms satisfactory to the Issuer; and

(c) no Bonds will be issued without the approval of the Housing Authority.

Section 3. The User is hereby authorized to make all filings necessary to obtain and maintain tax credits on the Project.

Section 4. Except as expressly extended by the Issuer, it is understood by the Issuer and the User that all commitments of the Issuer with respect to the Project and the Bonds are subject to the condition that the Bonds shall have been issued no later than two years from the date of this Resolution.

Section 5. It is recognized and agreed by the Issuer that the User may exercise its rights and perform its obligations with respect to the financing of the Project either through (i) itself in its own name; (ii) any "related person" as defined in section 144(a)(3) of the Code; (iii) any legal successor thereto; (iv) an entity in which any of the above is a general partner or sole member; or (v) or any entity approved by the Issuer, provided that suitable guaranties necessary or convenient for the marketability of the Bonds shall be furnished, if required by the Issuer, and all references herein to the User shall be deemed to include the User acting directly through itself or any such approved entities.

Section 6. This Resolution shall be deemed to constitute the acceptance of the User's proposal that it be further induced to proceed with providing the Project. The Allocation Application and this Resolution shall constitute an agreement between the Issuer and the User effective on the date that this Resolution is adopted. This Resolution is affirmative official action taken by the Issuer towards the issuance of the Bonds in order to comply with the requirements of the Code. **Neither the User nor any other party is entitled to rely on this Resolution as a commitment to issue bonds or loan funds, and the Issuer reserves the right not to issue the Bonds either with or without cause and with or without notice, and in such event the Issuer shall not be subject to any liability or damages of any nature. Neither the User nor any one claiming by, through or under the User, nor any investment banking firm or potential purchaser of the Bonds shall have any claim against the Issuer whatsoever as a result of any decision by the Issuer not to issue the Bonds.**

Section 7. The Issuer hereby adopts this Resolution in order to satisfy the requirements of the Allocation Act pertaining to the issuance of the Bonds and authorizes any officer or designee of the Issuer to prepare and file a 2020 and/or 2021 Allocation Application and/or any carryforward applications associated with such Allocation Application, together with all required attachments (including obtaining the Issuer's Certificate of Good Standing from the Comptroller of Public Accounts for the State of Texas) in the form required by the Texas Bond Review Board.

Section 8. The Issuer respectfully requests that the Allocation Application be accepted and approved by the Texas Bond Review Board.

Section 9. Any officer of the Issuer (or his designee) is hereby authorized to execute the Allocation Application, to pay (or cause the User to pay) the Application Fee of \$5,000.00 for each Allocation Application (submitted to the Issuer by the User) to the Texas Bond Review Board and to submit any additional information or to make any necessary corrections or revisions

requested by the Texas Bond Review Board in order to satisfy the requirements of the Allocation Act in connection with the Allocation Application.

Section 10. The Board certifies that the Bonds are not being issued for the same stated purpose for which the Issuer has received sufficient carryforward during a prior year or for which there exists unexpended proceeds from a prior issue or issues of bonds issued by the Issuer.

Section 11. In connection with the issuance of the Bonds, the Board hereby authorizes its bond counsel to arrange for the publication of a notice of public hearing in the City of San Antonio, Texas regarding the Bonds for the purpose of complying with section 147(f) of the Code. The form of notice of such hearing and the date, place, and manner of its publication shall be acceptable to the Corporation's bond counsel. The hearing shall be held by the Corporation's bond counsel.

Section 12. Based upon representations from the User, the Issuer reasonably expects to reimburse the Expenditures with proceeds of the Bonds in a principal amount that will not exceed \$38,000,000.00. This Resolution shall constitute a declaration of official intent under the Treasury Regulation Section 1.150-2.

Section 13. The Board authorizes the President, Vice President, Secretary, Treasurer or any Assistant Secretary of the Board to execute any documents or certificates necessary to seek the approval of the Bonds by the Texas Attorney General.

Section 14. The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Board.

Section 15. 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 16. 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 hereby declares that this Resolution would have been enacted without such invalid provision.

Section 17. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 18. This Resolution shall be in force and effect from and after its passage.

Passed and approved the 6th day of August 2020.

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

Attested and approved as to form:

David Nisivoccia
Secretary/Treasurer

CERTIFICATE FOR RESOLUTION 20FAC-08-10

The undersigned officer of the San Antonio Housing Facility Corporation, a Texas nonprofit corporation created pursuant to the laws of the State of Texas (SAHFC) hereby certifies as follows:

1. In accordance with its bylaws, the Board of Directors of SAHFC (Board) held a meeting on August 6, 2020 (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 20FAC-08-10, INDUCING THE BUCKHORN LOFTS TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO OBTAIN THE FINANCING FOR SUCH TRANSACTION; AND AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; AND OTHER MATTERS IN CONNECTION THEREWITH

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 Bylaws of SAHFC.

SIGNED AND SEALED this 6th day of August 2020.



David Nisivoccia
Secretary/Treasurer

**San Antonio Housing Facility Corporation
Resolution 20FAC-08-10**

RESOLUTION 20FAC-08-10, INDUCING THE BUCKHORN LOFTS TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO OBTAIN THE FINANCING FOR SUCH TRANSACTION; AND AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, Buckhorn Lofts, LP, a Texas limited partnership (or such other similar name as the General Partner designates, as the Partnership, and SAHA Buckhorn Lofts GP, LLC, a Texas limited liability company and its general partner (General Partner), will be formed to acquire and construct an approximately 324-unit multifamily housing facility (Housing Facility) to be approximately located at 10805 N Loop 1604, San Antonio, Texas (Land, together with the Housing Facility, the Project); and

WHEREAS, at the request of the Partnership, San Antonio Housing Facility Corporation (SAHFC), a Texas non-profit public facility corporation created pursuant to the Texas Public Facility Corporations Act, Chapter 303, Texas Local Government Code, by the Housing Authority of the City of San Antonio, Texas (Housing Authority) has agreed to (i) serve as the sole member of the General Partner of the Partnership in connection with the financing of the Project, (ii) acquire the Land and lease it to the Partnership pursuant to a Ground Lease (Ground Lease), and (iii) will serve as the general contractor for the Project (General Contractor); and

WHEREAS, the Partnership has requested that the Las Varas Public Facility Corporation (Issuer) issue its Multifamily Housing Revenue Bonds (Buckhorn Lofts) Series 2020 or 2021 (Bonds) to finance the Project (Bond Financing); and

WHEREAS, the Issuer will issue the Bonds in an amount not to exceed \$38,000,000.00 and loan such proceeds to the Partnership; and

WHEREAS, in connection with the Bond Financing, the Partnership, the General Partner, and/or SAHFC will be required to enter into certain agreements, including but not limited to a Loan Agreement, a Trust Indenture, a Note, a Regulatory Agreement and Declaration of Restrictive Covenants, a Leasehold Deed of Trust, Assignment of Rents, Security Agreement, and Fixture Filing together with Ground Lessor Subordination and Joinder, a Servicing Agreement, and a Ground Lease (collectively, the Note Documents); and

WHEREAS, the Partnership, will apply for low income housing tax credits (LIHTCs) from the Texas Department of Housing and Community Affairs (TDHCA); and

WHEREAS, in connection with the application for LIHTCs, it is anticipated that the Partnership, General Partner and/or SAHFC will be required to execute, complete and deliver various applications, agreements, documents, certificates and instruments to TDHCA (TDHCA Documents); and

WHEREAS, the Partnership will contribute equity to the construction of the Project, which will be contributed by a limited partner to be determined at a later date (Equity Financing); and

WHEREAS, in connection with the Equity Financing, the Partnership, the General Partner, and/or SAHFC will be required to enter into certain agreements, including but not limited to an Amended and Restated Agreement of Limited Partnership, a Development Agreement, and closing certificates (collectively, the Equity Documents); and

WHEREAS, in order to provide additional funding for the Project, the Partnership may enter into one or more subordinate loans (Subordinate Loans); and

WHEREAS, in connection with the Subordinate Loans, the Partnership, the General Partner, and/or SAHFC will be required to enter into certain agreements, including but not limited to loan agreements, leasehold deeds of trust, declaration of restrictive covenant of affordability or land use restriction agreements, assignments, notes, and subordination agreements (collectively, the Subordinate Loan Documents); and

WHEREAS, the members of the Board of Directors of SAHFC (collectively, the Board) and their respective offices are as follows:

<u>Name of Director/Officer</u>	<u>Position</u>
Dr. Ana “Cha” Guzman	Chair
Jessica Weaver	Vice Chair
Jo-Anne Kaplan	Director
Olga Kaufman	Director
Ruth Rodriguez	Director
Charles Clack	Director
David Nisivoccia	Secretary/Treasurer
Timothy E. Alcott	Assistant Secretary/Treasurer
Ed Hinojosa	Assistant Secretary/Treasurer
Muriel Rhoder	Assistant Secretary/Treasurer
Brandee Perez	Assistant Secretary/Treasurer

WHEREAS, the Board has determined that it is in the public interest and to the benefit of the citizens and residents of San Antonio for the various entities to enter into the transactions described above so that the Partnership may construct the Project; and

WHEREAS, this Board has reviewed the foregoing and determined that the action herein authorized is in furtherance of the public purposes of SAHFC.

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

Section 1. The Project, the various structures of financing contemplated for the Project, including but not limited to the Bond Financing, the LIHTCs, the Equity Financing and the Subordinate Loans are hereby authorized to be applied for and negotiated.

Section 2. The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary, or any of them, are hereby authorized to execute any and all applications and term sheets required for the financing and construction of the Project, including, but not limited to, the TDHCA Documents and all other documents relating to obtaining the Bond Financing, LIHTCs, Equity Financing, and the Subordinate Loans to which the Partnership, the General Partner, and/or SAHFC is a party.

Section 3. The President, any Vice President, the Secretary, the Treasurer, and any Assistant Secretary, or any of them, and, if required by the form of the document, the Secretary and any Assistant Secretary, or any of them, of SAHFC are authorized and directed to modify, execute and deliver any of the documents to be signed by or consented to by the Partnership, General Partner, SAHFC, and any and all certificates and other instruments necessary to carry out the intent thereof and hereof, including, without limitation, the TDHCA Documents and all filings or other actions required by the TDHCA in connection with the LIHTCs. The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary, 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 SAHFC, 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 4. It is understood by SAHFC and the Partnership and Developer have represented to SAHFC, that in consideration of SAHFC's adoption of this Resolution, and subject to the terms and conditions hereof, that the Partnership and Developer have agreed that

(a) the Partnership and Developer will (1) pay all Project costs that are not or cannot be paid or reimbursed from the proceeds of any debt and (2) indemnify and hold harmless SAHFC and the Housing Authority against all losses, costs, damages, expenses and liabilities of whatsoever nature (including but not limited to reasonable attorneys' fees, litigation and courts costs, amounts paid in settlement, and amounts paid to discharge judgments) directly or indirectly resulting from, arising out of or related to the Project, or the design, construction, equipping, installation, operation, use, occupancy, maintenance or ownership of the Project (other than claims arising from the gross negligence or willful misconduct of SAHFC or the Housing Authority).

Section 5. This Resolution shall be deemed to constitute the acceptance of the Partnership's and Developer's proposal that it be further induced to proceed with providing the Project. **Provided that neither the Partnership nor the Developer nor any other party is entitled to rely on this Resolution as a commitment to enter into the proposed transaction, and SAHFC reserves the right not to enter into the proposed transaction either with or without cause and with or without notice, and in such event SAHFC shall not be subject to any liability or damages of any nature. Neither the Partnership nor the Developer nor anyone claiming by, through or under the Partnership or the Developer, nor any investment banking firm or potential purchaser shall have any claim against SAHFC whatsoever as a result of any decision by SAHFC not to enter into the proposed transaction.**

Section 6. 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 documents approved hereby or otherwise to give effect to the actions authorized hereby and the intent hereof.

Section 7. The officers of this Board hereby approve the selection of Coats Rose, P.C. as counsel to the General Partner and SAHFC for this transaction.

Section 8. If any section, paragraph, clause, or provisions 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.

Section 9. The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Board.

Section 10. 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 11. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 12. This Resolution shall be in force and effect from and after its passage.

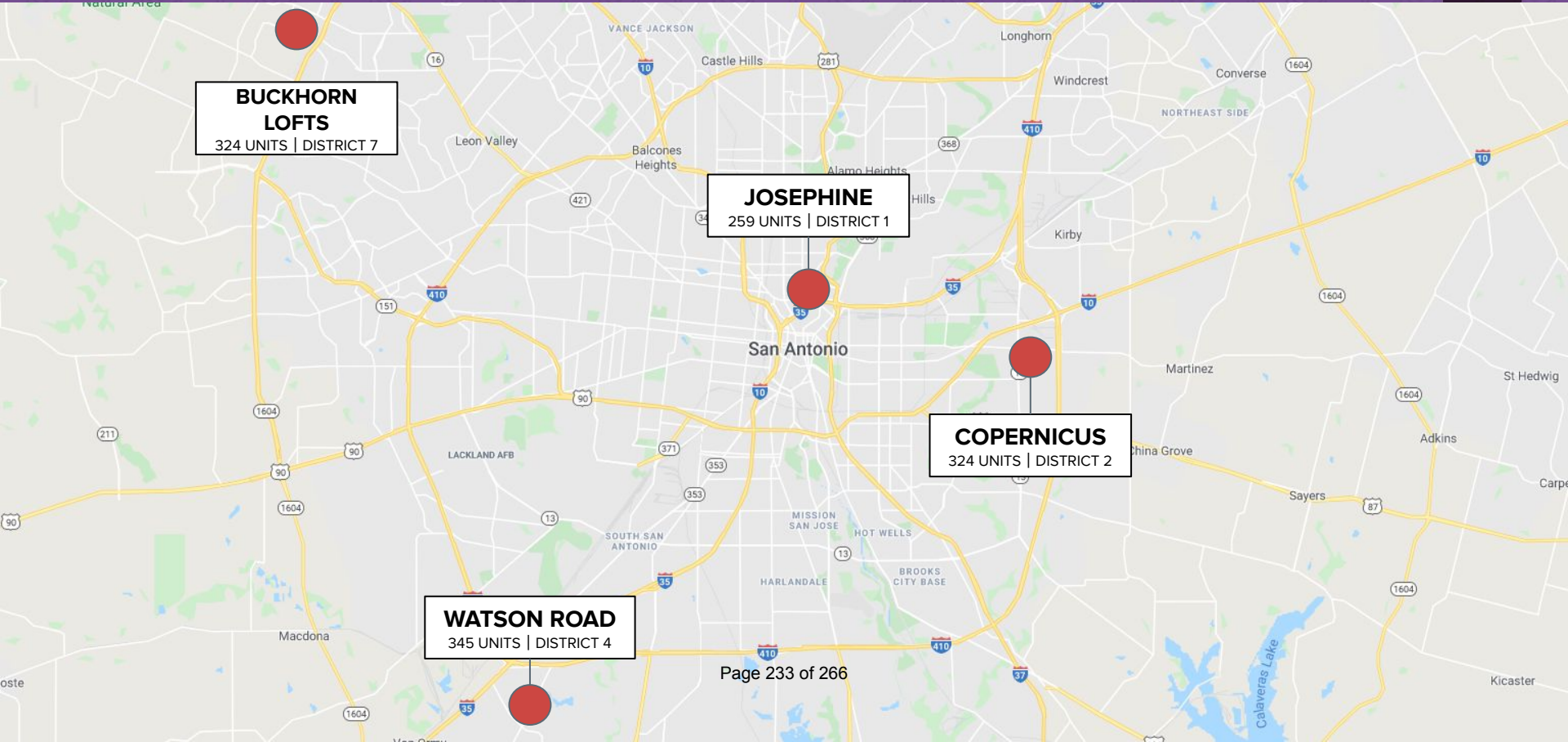
Passed and approved the 6th day of August, 2020.

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

Attested and approved as to form:

David Nisivocchia
Secretary/Treasurer

BOND DEALS

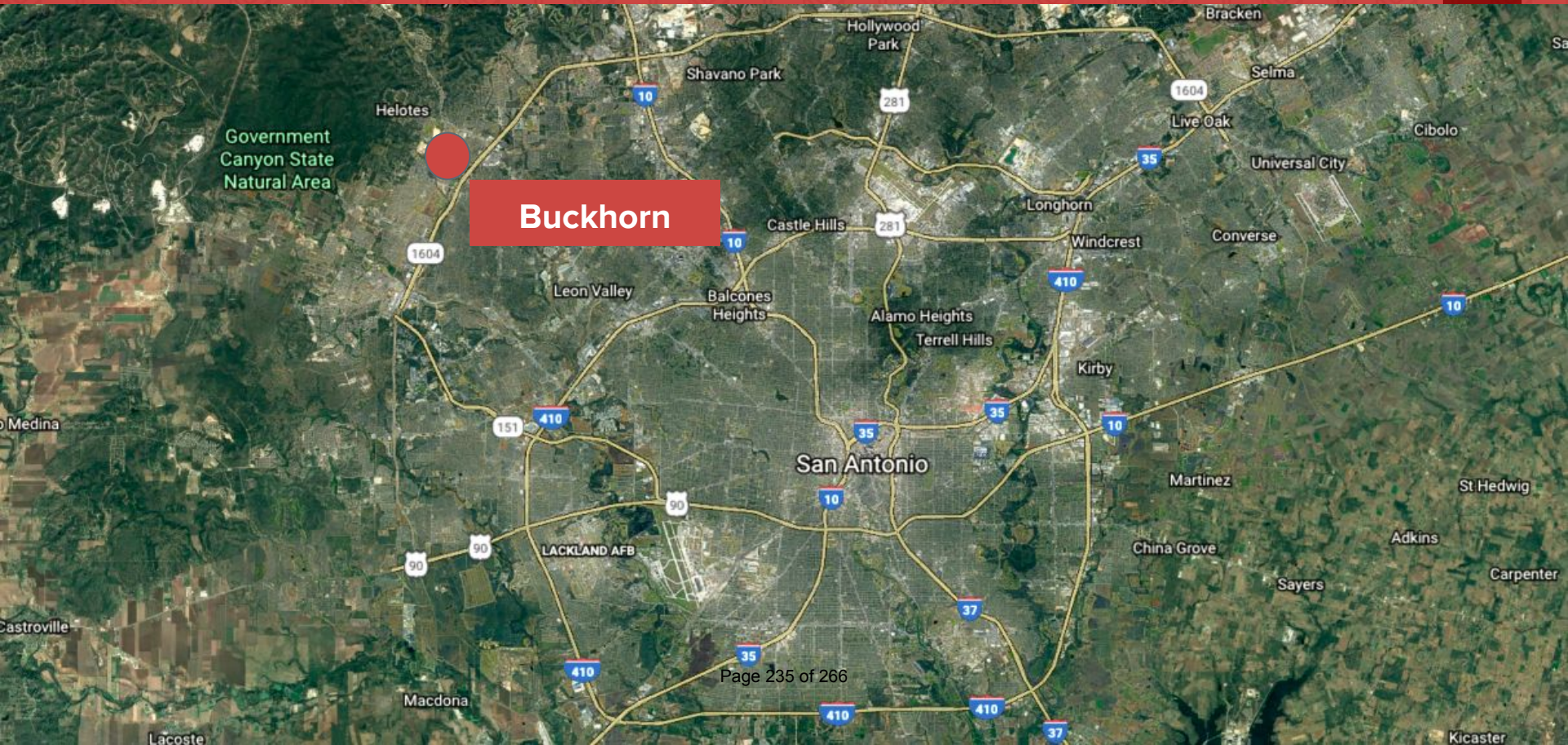




Buckhorn

Timothy Alcott, Chief Legal and Real Estate Officer
Lorraine Robles, Director of Development Services and
Neighborhood Revitalization

MAP



SITE



UNIT AND INCOME DISTRIBUTION

4

UNIT DISTRIBUTION			INCOME DISTRIBUTION		
# Beds	# Units	% Total	Income	# Units	% Total
Eff	-	0%	30%	-	0%
1	10	3%	40%	32	10%
2	135	42%	60%	260	80%
3	144	44%	70%	32	10%
4	35	11%	MR	-	0%
TOTAL	324	100%	TOTAL	324	100%

QUESTIONS?

SAN ANTONIO HOUSING AUTHORITY

August 6, 2020

BOARD OF COMMISSIONERS

RESOLUTION 6065, ADOPTING THE SAN ANTONIO HOUSING AUTHORITY INTERNAL AUDIT PLAN FOR FISCAL YEAR 2020-2021

DocuSigned by:
Muriel Rhoder

David Nisivoecia
President and CEO

DocuSigned by:
Muriel Rhoder

Muriel Rhoder
Chief Administrative Officer

DocuSigned by:
Aiyana Longoria

Aiyana Longoria
Director of Internal Audit

REQUESTED ACTION:

Consideration and appropriate action regarding Resolution 6065, adopting the San Antonio Housing Authority Internal Audit Plan for Fiscal Year 2020-2021.

FINANCIAL IMPACT:

None.

SUMMARY:

The 2020-2021 Internal Audit Plan is a risk-based plan developed to determine that the priorities of the Internal Audit department are consistent with The Institute of Internal Auditors, Inc. (IIA) Definition of Internal Auditing, Code of Ethics, and International Standards for the Professional Practice of Internal Auditing (Standards), as well as, the San Antonio Housing Authority’s (Housing Authority’s) strategic goals. The IIA Standard 2020, “Communication and Approval” requires the chief audit executive (CAE), i.e., the Director of Internal Audit, to communicate the internal audit activity’s plans and resource requirements to senior management and the Board for review and approval. The Housing Authority’s Internal Audit Plan is defined in the Housing Authority’s Internal Audit Charter and included as part of the comprehensive internal audit program established pursuant to the Housing Authority’s Internal Audit Policy. Internal Audit activities also align with the Housing Authority’s strategic goal to transform core operations to be a high performing and financially strong organization. Final approval of the Internal Audit Plan for 2020-2021, resides with the Board of Commissioners.

The IIA Standard 2010, “Planning,” requires the internal audit plan to be based on a documented risk assessment, undertaken at least annually, with input from senior management and the Board. The Housing Authority’s CAE issued risk assessment surveys to the members of the Board of Commissioners, the Board’s attorney, and to each member of senior management and multiple operational personnel. The results of these surveys were tabulated to identify the significant risk areas, which were then included as proposed audits for the 2020-2021 Internal Audit Plan.

STRATEGIC GOAL:

Transform core operations to be a high performing and financial strong organization.

SAN ANTONIO HOUSING AUTHORITY

August 6, 2020

ATTACHMENTS:

Resolution 6065

Slide presentation: Internal Audit Plan - 2020-2021

**San Antonio Housing Authority
Resolution 6065**

RESOLUTION 6065, ADOPTING THE SAN ANTONIO HOUSING AUTHORITY INTERNAL AUDIT PLAN FOR FISCAL YEAR 2020-2021

WHEREAS, internal auditing is an independent, objective assurance and consulting activity designed to add value and improve San Antonio Housing Authority (Housing Authority) operations; and

WHEREAS, internal auditing helps the Housing Authority accomplish its mission by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control, and governance processes; and

WHEREAS, internal audit activities align with the Housing Authority's strategic goal to transform core operations to be a high performing and financially strong organization; and

WHEREAS, the 2020-2021 internal audit plan is a risk-based plan developed to establish the priorities of the internal audit activity, consistent with The Institute of Internal Auditors, Inc. (IIA) Definition of Internal Auditing, Code of Ethics, and International Standards for the Professional Practice of Internal Auditing (Standards), as well as the Housing Authority's strategic goals; and

WHEREAS, IIA Standard 2020, entitled "Communication and Approval," requires the Chief Audit Executive, i.e., the Director of Internal Audit, to communicate the internal audit activity's plans and resource requirements to senior management and the Board for review and approval.

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of SAHA hereby:

- 1) Approves Resolution 6065, adopting the San Antonio Housing Authority Internal Audit Plan for Fiscal Year 2020-2021, as attached to this Resolution.

Passed and approved on the 3rd day of September 2020.

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

Attested and approved as to form:

David Nisivoccia
President and CEO



Internal Audit Plan 2020-2021

Presentation to Board of Commissioners
August 6, 2020

Objective and Background

Objective

- Review and adoption of the proposed 2020-2021 Internal Audit Plan by the Board, to set the priorities of the internal audit function for the fiscal year.

Background

- The Internal Audit Department adheres to The Institute of Internal Auditors, Inc. (IIA) Definition of Internal Auditing, Code of Ethics, and the following *International Standards for the Professional Practice of Internal Auditing* (Standards), as documented in the approved SAHA Internal Audit Policy and Internal Audit Charter.
- The IIA Standard 2010, “Planning,” Section A1, requires the following: “The internal audit activity’s plan of engagements must be based on a documented risk assessment, undertaken at least annually. The input of senior management and the board must be considered in this process.”
- The IIA Standard 2020, “Communication and Approval,” requires the following: “The chief audit executive must communicate the internal audit activity’s plans and resource requirements, including significant interim changes, to senior management and the board for review and approval. The chief audit executive must also communicate the impact of resource limitations.”

Process for Developing the 2020-2021

Internal Audit Plan

Risk Assessment Survey conducted

- Key variables assessed:
 - Staff time used in the process
 - Public disclosure implications
 - Alignment with strategic objectives
 - Increased Senior Management/Commissioner interest over prior year
 - Recent changes in personnel/procedures
 - Internal and external compliance requirements

Other considerations

- Oversight provided by other entities, including:
 - Independent Financial and Compliance Audit
 - Regulatory Audits and Reviews
 - Other Third-Party Reviews
- Time since last audit

Internal Audit Plan, cont'd.

Risk Assessment conducted

- Google Form and Interviews
- Risk Assessment Methodology was the same as that used for the 2019-2020 Audit Plan
- Risk Assessment Survey responses were received from the Board of Commissioners, SAHA Executive Leadership, and SAHA Staff
 - 94% response rate
- Feedback to format was positive, and future risk assessments will build upon feedback received
- A summary of the Risk Assessment results and proposed audits were discussed with the President and CEO and Executive Leadership

Risk Assessment Survey Results

Board of Commissioners' Survey Results - Topics of Highest Interest

- Beacon Communities
 - Performing maintenance of properties

- Community Development Initiatives
 - Elderly and Disabled Case Management Services and administration of food and other programs
 - Self Sufficiency Programs (FSS, Jobs-Plus, ROSS) grant program operations and administration of financial incentives

- Development Services and Neighborhood Revitalization
 - Construction of new developments managed by third-parties

- Public Housing
 - Oversight of third party managed properties

- Safety and Security
 - Attend community Resident Council meetings and training, to address resident safety concerns and support on-site problem solving
 - Security Risk assessments

Risk Assessment Survey Results, cont'd.

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Business Process	Board of Commissioners	Executive Leadership	Senior Leadership Team	Other Staff
Assisted Housing Programs (AHP) - Program exits process.		X	X	X
Community Development Initiatives (CDI) - Elderly and disabled case management services and administration of food and other programs; Self-Sufficiency grant programs operations and administration of financial incentives; and MTW program operations initiatives.	X	X	X	X
Construction Services and Sustainability - Planning, development and design of repair, retrofit or modernization projects; and Administration, management and oversight of capital improvement repair, retrofit or modernization construction contracts.	X	X	X	X
Development Services and Neighborhood Revitalization - Construction of new developments managed by third parties; capital planning for new developments; and purchase of capital property for use by SAHA.	X	X	X	X
Procurement - Planning procurement related items for Board of Commissioners approval, and general services maintaining commercial property/non-residential facilities - operating systems, equipment and related structures.	X	X	X	
Public Housing and Beacon Communities - Eligibility and admissions, oversight of third party management properties, performing maintenance of properties, program exits process, and third party maintenance of properties.	X	X	X	X
Safety and Security - Attend community Resident Council meetings and training to address resident safety concerns and support on-site problem solving; synchronize deployment of Law Enforcement and Private Security (LEAPS) with crime stats from SAPD Fusion Center and serve as Fusion Center Liaison Officer (FLO); and Security Risk assessments.	X	X	X	

Proposed Internal Audit Plan for FY 2020-2021

7

1st Qtr. (July - Sep)	2nd Qtr. (Oct. - Dec.)	3rd Qtr. (Jan. - March)	4th Qtr. (April - June)
Internal Audits			
<ul style="list-style-type: none"> Process for Construction of New Developments 	<ul style="list-style-type: none"> Process for Construction of New Developments 	<ul style="list-style-type: none"> Security Risk Assessment Process for Public Housing Communities 	<ul style="list-style-type: none"> Maintenance of Public Housing Properties
<ul style="list-style-type: none"> Waitlist and Tenant Selection Process for Public Housing at Third Party Managed Communities 	<ul style="list-style-type: none"> Vendor Quality and Dispute Resolution Process 	<ul style="list-style-type: none"> Elderly Disabled Services Program Administration 	<ul style="list-style-type: none"> Family Self-Sufficiency Processing and Program Completion

Compliance Reviews

<ul style="list-style-type: none"> Assisted Housing Program 	<ul style="list-style-type: none"> Assisted Housing Program 	<ul style="list-style-type: none"> Assisted Housing Program 	<ul style="list-style-type: none"> Assisted Housing Program
<ul style="list-style-type: none"> Beacon Communities/ Mixed Income 	<ul style="list-style-type: none"> Beacon Communities/ Mixed Income 	<ul style="list-style-type: none"> Beacon Communities/ Mixed Income 	<ul style="list-style-type: none"> Beacon Communities/ Mixed Income
<ul style="list-style-type: none"> Public Housing 	<ul style="list-style-type: none"> Public Housing 	<ul style="list-style-type: none"> Public Housing 	<ul style="list-style-type: none"> Public Housing
<ul style="list-style-type: none"> TP/DPUY Funds 	<ul style="list-style-type: none"> TP/DPUY Funds 	<ul style="list-style-type: none"> TP/DPUY Funds 	<ul style="list-style-type: none"> TP/DPUY Funds

Internal Audit also participates in various committees throughout the organization providing opinions on internal controls, and may conduct requested audits as needed.


QUESTIONS?

SAN ANTONIO HOUSING AUTHORITY

August 6, 2020

MEMORANDUM

To: Board of Commissioners

From: David Nisivoccia, President and CEO 

Presented by: Steven Morando, Director of Procurement and General Services 

RE: Procurement Activity Report

Through the second calendar quarter ending June 30, 2020, the San Antonio Housing Authority's Procurement Department issued 18 formal and 6 informal solicitations, receiving a total of 138 responses. This resulted in an average of 5.83 responses per formal solicitation and 5.67 responses per informal solicitations, for an overall average response rate of 5.75 per solicitation. New contracts awarded through second calendar quarter ending June 30, 2020, were \$18,718,859.27, to include \$6,375,000.00 in blanket awards; and contract renewals in the amount of \$3,944,957.78, which resulted in a grand total awarded of \$22,663,817.05. Of this total, \$15,428,122.68 or 68.1 percent, was awarded to Small, Women-Owned and Minority Business Enterprises (SWMBE), and \$9,624,936.32 or 42.4 percent, was awarded to Section 3 business concerns.

Through the second calendar quarter ending on June 30, 2020, SAHA contractors reported 122 new hires; and of that number, 64 of the new hires qualified as Section 3 individuals, which represented 52.4% percent of all new hires. The Section 3 new hires were composed of thirty-six (36) males and twenty-eight (28) female individuals. The weighted average wage rate for these Section 3 individuals is \$14.29 per hour and the breakdown by category is as follows:

5	new Section 3 hires earned from \$10.00 to < \$11.00 per hour
6	new Section 3 hires earned from \$11.00 to < \$12.00 per hour
8	new Section 3 hires earned from \$12.00 to < \$13.00 per hour
10	new Section 3 hires earned from \$13.00 to < \$15.00 per hour
22	new Section 3 hires earned from \$15.00 to < \$17.00 per hour
8	new Section 3 hires earned from \$18.00 to < \$20.00 per hour
5	new Section 3 hires earned greater than \$20.00 per hour

Through the second calendar quarter ending June 30, 2020, SAHA has hired 2 of its Section 3 temporary employees into full time positions within the agency.

Current Solicitations: There are currently one Invitation for Bids (IFB), three Requests For Proposals (RFP), and one Quick Quote (QQ) being advertised. The Invitation For Bids is for Chimney, Vent and Duct Cleaning Services Agency Wide. The Requests For Proposals are for Energy Audit and Utility Allowance Study, Tenant Screening Services Agency Wide, and Tax Credit Consulting Services. The Quick Quote is for Exterior Sign for Section 8 Entrance.

Closed/Pending Solicitations: There are four solicitations that have closed and are currently being evaluated. The solicitations are for Apartment Marketing Services for Beacon Communities, Elevator Inspection Services, Welding Services, and Backflow Inspection, Maintenance, Repair, and Installation.

SAN ANTONIO HOUSING AUTHORITY

August 6, 2020

Solicitations in Development: Procurement is currently working on a number of solicitations for advertisement. These include Mowing and Grounds Maintenance Services for Various Beacon Communities Properties, Housekeeping Services for Beacon Communities, Pest Control Services for Beacon Communities, Housekeeping Services, Pest Control Services for Beacon Communities, Public Relations Consulting Services, Sunshine Plaza Apartments Renovations, Closed Loop Water Treatment Systems Services, Replacement of Roof at L.C. Rutledge, Gas Infrastructure and Boiler Replacement - Madonna, Disaster Restoration of Operation Services, Risk Management Software, WIFI Project, Pest Control Services for Public Housing and Administrative Properties, Ceiling Grid Replacement for First Floor Central Office, Third Party Fleet Maintenance Services, Electrical Repair and Replacement, Carpet Cleaning Services, Vending Concessions for SAHA Properties, Appliance Repair Services, On-Call Real Estate Appraisal Services, Collection Services, Bulk Pickup Services Agency Wide, and Cell Tower Lease Consultant.

PROPOSED ACTION:

None at this time.

FINANCIAL IMPACT:

Amounts paid according to award provisions.

STRATEGIC OBJECTIVE:

Transform core operations to be a high performing and financially strong organization.

ATTACHMENT:

Procurement Activity Report

Procurement Activity Report as of July 20, 2020

Solicitations Currently being Advertised				
SAHA Department	Type	Solicitation Name	Bidders Conference	Closes
Construction Services	RFP	Energy Audit and Utility Allowance Study	N/A	7/30/20
Procurement and General Services	QQ	Exterior Sign for Section 8 Entrance	N/A	7/30/20
Agency Wide	RFP	Tenant Screening Services Agency Wide	N/A	8/4/20
Agency Wide	IFB	Chimney, Vent and Duct Cleaning Services Agency Wide	N/A	8/12/20
DSNR	RFP	Tax Credit Consulting Services	N/A	8/25/20
SAHA Department	Type	Solicitation Name	Date Closed	Status
Agency Wide	RFP	Security Services Agency Wide	4/24/2020	Board Meeting August 6, 2020
DSNR	RFQ	Bond and Mixed Finance Counsel	5/28/2020	
Construction Services	IFB	Construction Management/Commissioning Agent - EPC II	7/2/2020	
DSNR	IFB	Demolition of Homes in Palm Lake and Sunflower Subdivisions	7/8/2020	
Construction Services	IFB	Purchase and Installation of Cabinets at Victoria Plaza Apartments	7/13/2020	Operations Committee Meeting August 20, 2020
Finance and Accounting	RFP	Consulting and Guidance on HUD and Other Affordable Housing Programs	4/14/2020	
Public Housing	RFP	Work Order Request and Answering Services for Public Housing	6/15/2020	
Construction Services	IFB	Boiler and Chiller Maintenance and Repair	6/16/2020	
Beacon Communities	RFP	La Providencia Apartments Exterior Rehabilitation and Site Improvements	6/19/2020	
Agency Wide	SS	Income and Employment Verification Services	N/A	
Solicitations Under Evaluation				
Beacon Communities	RFP	Apartment Marketing Services for Beacon Communities	9/30/2019	Negotiations Due Diligence Procurement Evaluation
Construction Services	QQ	Elevator Inspections Services	2/11/2020	
Agency Wide	IFB	Welding Services	5/29/2020	
Construction Services	IFB	Backflow Inspection, Maintenance, Repair and Installation	6/26/2020	
Future Solicitations				
Beacon Communities	Mowing and Grounds Maintenance Services for Various Beacon Communities Properties		July 2020	
	Housekeeping Services for Beacon Communities		August 2020	
	Pest Control Services for Beacon Communities		August 2020	
Communications and Public Affairs	Public Relations Consulting Services		July 2020	
Construction Services	Sunshine Plaza Apartments Renovations		August 2020	
	Closed Loop Water Treatment Systems Services		August 2020	
	Replacement of Roof at L.C. Rutlege		Coop Garland	
	Gas Infrastructure and Boiler Replacement - Madonna		September 2020	
Finance and Accounting	Disaster Restoration of Operation Services		Cooperative Purchasing Program	
	Risk Management Software		August 2020	
Innovative Technology	WiFi Project		Cooperative Purchasing Program (DIR)	
Public Housing	Pest Control Services for Public Housing and Administrative Properties		August 2020	
Procurement & General Services	Ceiling Grid Replacement for First Floor Central Office		July 2020	
	Third Party Fleet Maintenance Services		Cooperative Purchasing Program	
Agency Wide	Electrical Repair and Replacement		August 2020	
	Carpet Cleaning Services		July 2020	
	Vending Concessions for SAHA Properties		August 2020	
	Appliance Repair Services		August 2020	
	On-Call Real Estate Appraisal Services		August 2020	
	Collection Services		August 2020	
	Bulk Pickup Services Agency Wide		August 2020	
Cell Tower Lease Consultant		August 2020		

Informal Awards Up to \$50,000				
SAHA Department	Solicitation Name	Vendor	Amount	Date
General Services	Demolition of Metal Building at Tampico Warehouse	Commercor	\$2,800.00	5/7/2020
Public Housing	Bedliner installation for two maintenance vehicles at Alazan	Knapheide Truck Equipment	\$3,571.30	5/12/2020
Beacon Communities	Stair replacement for Building 9 at La Providencia	EA Contractor	\$2,995.00	5/12/2020
Executive	30 Hour Management Training	Dr. Mark Teachout and Dr. Teresa Harrison	\$16,000.00	5/13/2020
CDI	5th Annual Scholarship Par-Tee Golf Tournament scheduled for 9/11/2020	SilverHorn Golf Club	\$9,400.00	6/9/2020
Beacon Communities	Siding repair of Building 2 at Dietrich Road Apartments	A&S Landscaping	\$2,689.00	6/11/2020
Beacon Communities	Flooring replacement in the community room at Castle Point	R&J Muniz Remodeling	\$2,995.00	6/11/2020
Public Housing	Repair of water damage to sheetrock and floors at Cassiano	MDC Painting	\$2,985.00	6/12/2020
General Services	Comprehensive clean up at Tampico Warehouse	A&S Landscaping	\$3,695.00	6/22/2020
General Services	Fogging Cleaning with D7 Disinfectant at 1900 Montana	JaniKing	\$600.00	7/2/2020
Public Affairs	Photography Services	Clem Spalding Productions	\$6,450.00	7/2/2020
Innovative Technology	Sanitization of SAHA desktop computers	Goodill Industries San Antonio	\$3,000.00	7/2/2020
Public Affairs	Media monitoring services	Meltwater Services	\$7,000.00	7/6/2020
Beacon Communities	Dietrich Apartments: Balcony Repairs	Structural Concrete Systems	\$16,536.60	7/8/2020
Innovative Technology	Additional SAHA desktop computers to be refurbished and sanitized	Goodwill Industries San Antonio	\$2,731.68	7/17/2020
General Services	Painting Central Office Restrooms	TME Construction	\$24,000.00	7/18/2020
Cooperative Purchasing - Computer Hardware, Software, and Related Services				
Innovative Technologies	Renewal of G Suite Enterprise Licenses	SADA Systems, Inc.	\$94,500.00	6/5/2020
Human Resources	Neo Gov Subscription Renewal	SHI Government Solutions	\$37,698.00	7/17/2020



SAHA | SAN ANTONIO
HOUSING AUTHORITY
Opportunity Lives Here

Procurement Report

Business Enterprise Designations

April to June 2020

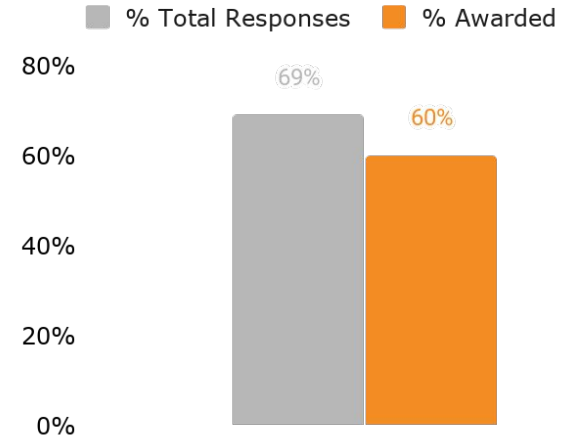
OVERVIEW

- 7 solicitations* (April-June)
 - 6 formal
 - 1 informal
- 29 total responses**
 - 69% have a designation
- 10 responses were awarded contracts***
 - 60% have a designation

*Solicitations that were also awarded during the reporting period

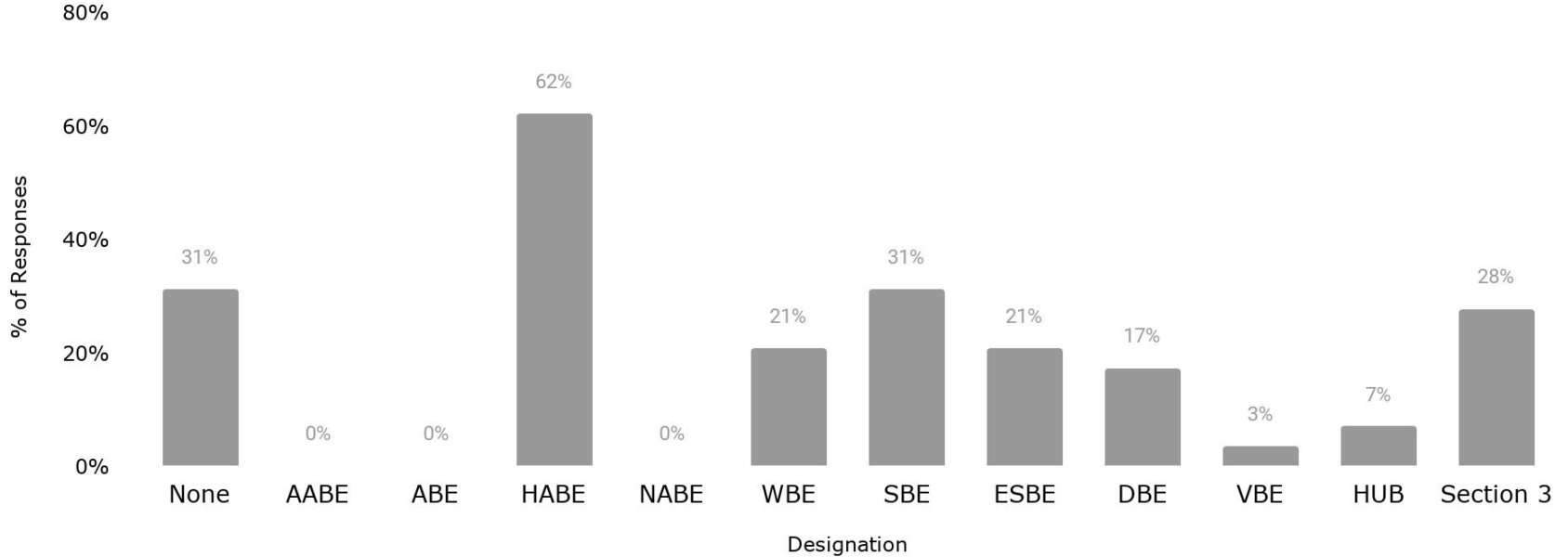
**1 vendor responded to two different solicitations, each response is counted separately

***2 solicitations resulted in more than 1 vendor award per solicitation



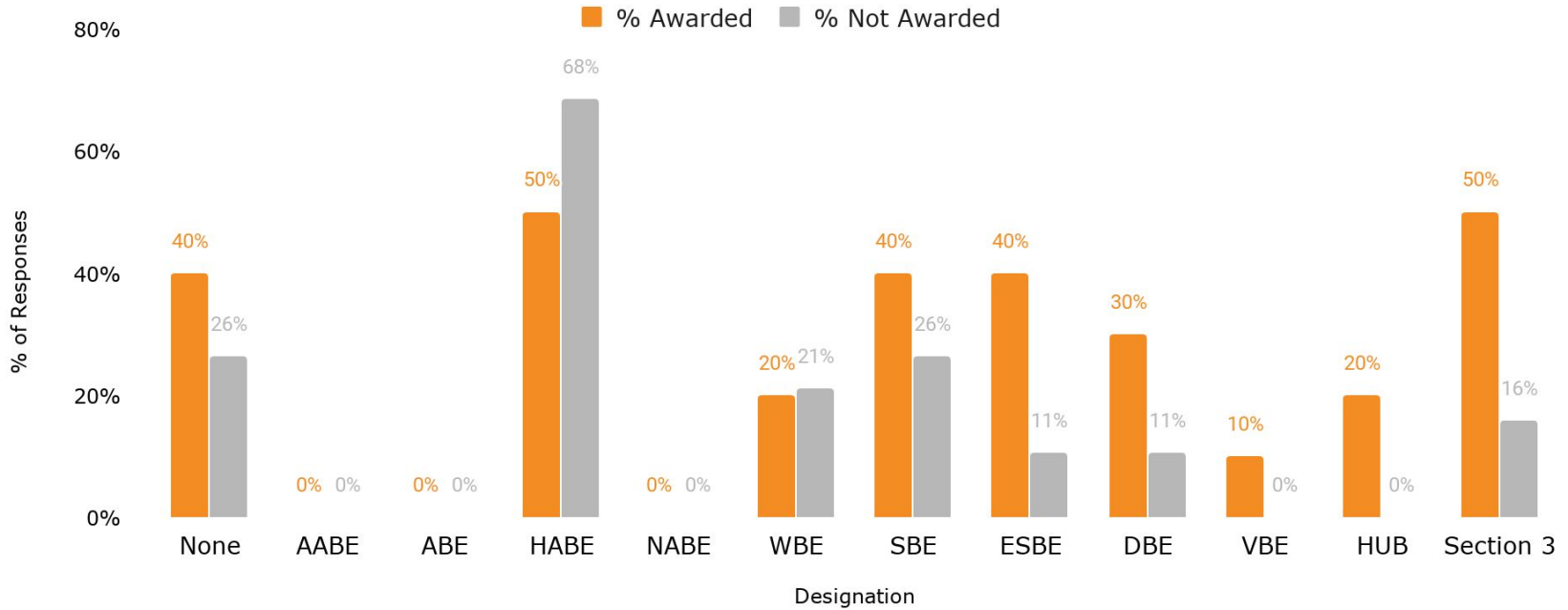
With a Designation

RESPONSES BY DESIGNATION



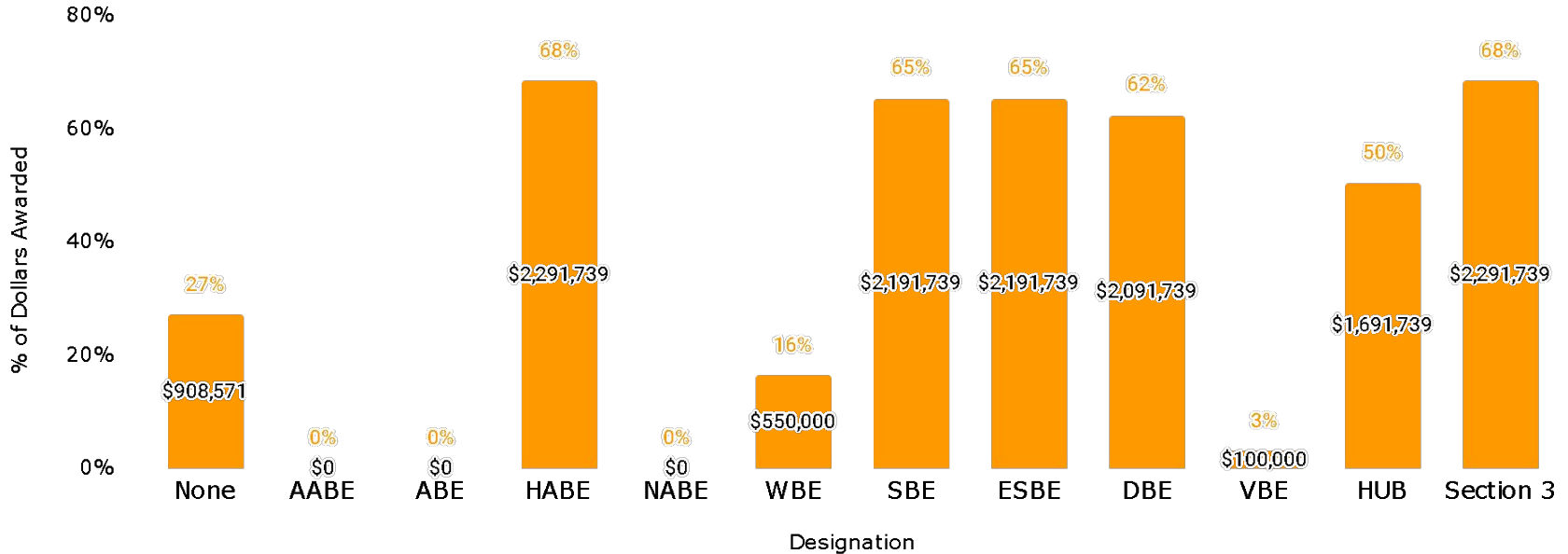
*Percentages do not total to 100% because responders can have multiple designations.

RESPONSE OUTCOMES BY DESIGNATION



*Percentages do not total to 100% because responders can have multiple designations

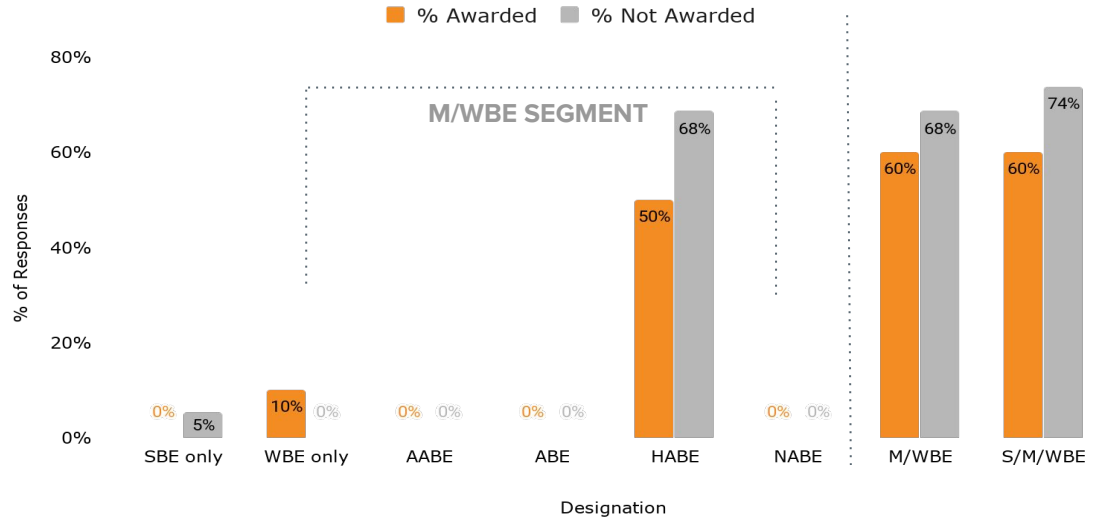
AWARDED AMOUNT BY DESIGNATION



*Percentages do not total to 100% because responders can have multiple designations

RESPONSE OUTCOMES BY S/M/WBE

60% of responses awarded a contract were Small, Woman and/or Minority (S/M/WBE)



*Percentages do not total to 100% because responders can have multiple designations

DESIGNATIONS

Designation	Acronym
African American Business Enterprise	AABE
Asian American Business Enterprise	ABE
Native American Business Enterprise	NABE
Hispanic American Business Enterprise	HABE
Woman Business Enterprise	WBE
Veteran Business Enterprise	VBE
Small Business Enterprise	SBE
Emerging Small Business Enterprise	ESBE
Disadvantaged Business Enterprise	DBE
Historically Underutilized Business	HUB
Section 3	Section 3

For more information: <https://www.sanantonio.gov/SBO/Media-Resource-Center/Acronyms>

QUESTIONS?

PRESIDENT'S REPORT August 6, 2020

Boeing Children's Mask Donation

To serve families with the San Antonio Housing Authority (SAHA), Boeing donated 200 children's masks to equip families with protective wear during the pandemic. The children will receive the masks with school supplies during back-to-school distributions.

Tampico Lofts Demolition Event

The San Antonio Housing Authority (SAHA) was joined by Mission DG, former U.S. Secretary of Housing and Urban Development, Henry Cisneros, and community partners the morning of July 22 to celebrate new beginnings for 200 Tampico St.

In August 2022, the address will no longer be the site of a vacant warehouse, but the home of a new affordable housing multi-family development for the near Westside. Through a partnership with developer Mission DG, Tampico Lofts will provide 136 units, 107 which will be rented to families at 60 percent AMI or below.

SAHA has owned the land since 1994, when it was purchased to house maintenance vehicles. In 2017, SAHA re-strategized to redevelop the site and transform it into an affordable housing development.





Culebra Crossing Groundbreaking

The San Antonio Housing Authority (SAHA) and LYND property developer hosted a groundbreaking on July 29 to celebrate a new affordable, multi-family development coming to the intersection of Loop 1604 and Culebra Road area.

Elected officials and community partners were invited to visit the site and take personal groundbreaking photos and celebrate the forthcoming 327-unit community, of which 164 units will be rented to families at 80 percent AMI.

The total development will be composed of one-, two- and three-bedroom units ranging in size from 530 square feet to 1,348 square feet.

The project will include amenities of a swimming pool with a sunning ledge and cabanas, dog park, courtyards, clubhouse, fitness center and gated entrance.



Majestic Ranch Virtual Groundbreaking

The San Antonio Housing Authority (SAHA) and the Hogan Properties Company, Inc. celebrated Majestic Ranch with a virtual groundbreaking ceremony on July 31.

SAHA was awarded 4 percent housing tax credit from the Texas Department of Housing & Community Affairs to build the development. On Feb. 7, 2019, the SAHA Board of Commissioners approved Hogan Properties Company, Inc., doing business as Homespring Realty Partners, to develop the Majestic Ranch Apartments.

The project is expected to cost approximately \$46 million and all of the units will be leased to families earning at or below 60 percent of the area median income. Rents are adjusted annually to reflect 30 percent of 60 percent of the area median income. The rent and income restrictions will remain in place for the next 30 years.

Air Conditioning Initiative One-Year Anniversary

This summer, the San Antonio Housing Authority (SAHA) celebrates one year all public housing residents have air conditioning within their units.

Education Celebration Month Campaign

The San Antonio Housing Authority (SAHA) is gearing up residents for back to school with a Education Celebration Month campaign to celebrate residents pursuing education and equipping youth with supplies. SAHA is kicking off the celebrations awarding Education Investment Foundation (EIF) scholarships and a free laptop to students attending college followed by distribution of school supplies and desktops. Make donations to EIF all month long to support scholarships, ConnectHome and school supplies for youth. Visit saha.org/aimtoachieve for a calendar of events and more information.



Family Self-Sufficiency Participant Publishes Children's Book

Family Self-Sufficiency (FSS) participant and author, Johana Hernandez, published her first book, "I am a Gift and I Have Many Gifts," on June 11, 2020, which is now available for purchase on Amazon.

In her book, Johana motivates and empowers the audience to explore the gifts they carry, to value themselves and not to compare themselves to others, because even though we are all different, we are all beautiful.

Hernandez, a current resident at Refugio Place, joined the FSS program in 2014, and within that time, has received a Bachelor's in Education from Texas A&M University — San Antonio. Hernandez is also a certified trauma-informed yoga instructor and specializes in working with the elderly, but her first love is working with children and hopes to open her own wellness studio in the future.

