



LAS VARAS PUBLIC FACILITY CORPORATION MEETING SEPTEMBER 4, 2024 Docusign Envelope ID: CF8010C4-1E2D-41FB-AD34-BD6DD90F76F8





JOIN MEETING 818 S. Flores St. San Antonio, TX 78204

#### BOARD OF DIRECTORS

Gabriel	Lopez
Ch	air

Gilbert Casillas Vice Chair

Barbara Ankamah Burford **Dalia Contreras** Director

Estrellita Garcia-Diaz Director

Janet Garcia Director

Leilah Powell Director

**ACTING PRESIDENT & CEO** Michael Reyes

### LAS VARAS PUBLIC FACILITY CORPORATION MEETING 1:00 p.m. | Wednesday | September 4, 2024

Director

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

#### **MEETING CALLED TO ORDER**

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

#### **CITIZENS TO BE HEARD**

2. Citizens to Be Heard at approximately 1:00 p.m. (may be heard after this time). Citizens wishing to speak on any issues, including ones not related to items posted on the agenda, should personally request to be placed on the Citizens to be Heard roster or register online prior to 12:45 p.m. Citizens will be given up to three minutes to speak. Each citizen will be permitted to speak only once. A Spanish/English interpreter will be available to citizens.

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

#### **MINUTES**

- 3. Minutes
  - Approval of the June 12, 2024, Las Varas Public Facility Corporation meeting minutes •

#### CONSENT ITEMS

- 4. Consideration and approval regarding Resolution 24LVPFC-08-20, concerning the application of Louis Poppoon Development and Consulting, Ltd. or an affiliate thereof relating to the proposed financing of not to exceed \$50,000,000 of the costs of the acquisition, construction, and equipping of the Bristol at the Preserve Apartments Phase I Project, to be located near the southwest corner of Palo Alto Road and Watson Road, San Antonio, Texas; and other matters in connection therewith (Susan Ramos-Sossaman, Interim Director of Development Services and Neighborhood Revitalization)
- 5. Consideration and approval regarding Resolution 24LVPFC-08-21, concerning the application of Louis Poppoon Development and Consulting, Ltd. or an affiliate thereof relating to the proposed financing of

not to exceed \$50,000,000 of the costs of the acquisition, construction, and equipping of the Bristol at the Preserve Apartments Phase II Project, to be located near the southwest corner of Palo Alto Road and Cinnamon Springs, San Antonio, Texas; and other matters in connection therewith (Susan Ramos-Sossaman, Interim Director of Development Services and Neighborhood Revitalization)

6. Adjournment

Posted on 8/28/2024 05:00 PM

\*Note: Whenever the Texas Open Meetings Act (Section 551.001 et seq. of the Texas Government Code) provides for a closed meeting in matters concerning legal advice, real estate, contracts, personnel matters, or security issues, the Board may find a closed meeting to be necessary. For convenience of the citizens interested in an item preceded by an asterisk, notice is given that a closed meeting is contemplated. However, the Board reserves the right to go into a closed meeting on any other item, whether it has an asterisk, when the Board determines there is a need and a closed meeting is permitted. "Pursuant to § 30.06, Penal Code, (trespass by holder license holder with a concealed handgun), a person licensed under Subchapter H, Chapter 411, Government Code (handgun licensing law), may not attend this meeting with a concealed handgun." "Pursuant to § 30.07, Penal Code, (trespass by holder license holder with an openly carried handgun), a person licensed under Subchapter H, Chapter 411, Government Code (handgun licensing law), may not attend this meeting with a handgun that is carried openly."





#### MINUTES OF LAS VARAS PUBLIC FACILITY CORPORATION MEETING

#### I. Call to Order:

Chair Lopez called the Las Varas Public Facility Corporation Meeting to order at 2:57 PM CDT on June 12, 2024. The meeting was held at the Opportunity Home Central Office located at 818 S. Flores St., San Antonio, TX 78204.

#### **Directors Present:**

Chair Gabriel Lopez, Vice Chair Gilbert Casillas, Dalia Contreras, Janet Garcia, Estrellita Garcia-Diaz, and Leilah Powell.

#### Adviser Present:

Doug Poneck, General Counsel.

#### **Guests Present:**

President and CEO Ed Hinojosa, Jr.; Miranda Castro, Director of Asset Management; and Susan Ramos-Sossaman, Interim Director of Development Services and Neighborhood Revitalization.

Interpreter, BCC Languages LLC.

#### **Directors Absent:**

None.

#### Quorum:

A quorum was established with six (6) voting members present.

#### **Citizens to be Heard**

#### II. Citizens to be Heard

Citizens wishing to speak on any issues, including those unrelated to items posted on the agenda, were given three minutes to do so. No citizens signed up to speak or spoke, and no citizens ceded their time.

#### Minutes

#### III. Minutes

Approval of the March 27, 2024, Las Varas Public Facility Corporation meeting minutes.

#### Main Motion Regarding Item III

Moved by Vice Chair Casillas. Seconded by Director Garcia-Diaz. The motion carried with six (6) in favor and none against by a voice vote.





#### **Consent Items**

#### IV. Resolution 24LVPFC-05-15

Consideration and approval regarding Resolution 24LVPFC-05-15, authorizing the Las Varas Public Facility Corporation tax-exempt multifamily housing revenue notes (Union Park Apartments), Series 2024 (the "Notes") in an amount not to exceed \$22,000,000; and other matters in connection therewith (Miranda Castro, Director of Asset Management)

#### V. Resolution 24LVPFC-05-16

Consideration and approval regarding Resolution 24LVPFC-05-16, authorizing the Las Varas Public Facility Corporation tax-exempt multifamily housing revenue notes (Union Pines Apartments), Series 2024 (the "Notes") in an amount not to exceed \$30,000,000; and other matters in connection therewith (Miranda Castro, Director of Asset Management)

#### VI. Resolution 24LVPFC-05-17

Consideration and approval regarding Resolution 24LVPFC-05-17, concerning the application of Kittle Property Group or an affiliate thereof relating to the proposed financing of up to \$40,000,000 of the costs of the acquisition, construction, and equipping of the Riverbreeze Apartments Project, to be located at approximately the intersection of SW Loop 410 and Palo Alto Road, San Antonio, Texas; and other matters in connection therewith (Susan Ramos-Sossaman, Interim Director of Development Services and Neighborhood Revitalization)

#### Main Motion Regarding Items IV-VI

Moved by Vice Chair Casillas. Seconded by Director Contreras. The motion carried with six (6) in favor and none against by a voice vote.

#### VII. Adjournment

#### **Main Motion Regarding Adjournment**

With no objections, the Board adjourned the meeting at 2:58 PM CDT.

#### ATTEST:

**Gabriel Lopez** Chair, Board of Directors Date

Michael Reyes Acting Secretary/Treasurer

Date

#### LAS VARAS PUBLIC FACILITY CORPORATION

#### BOARD OF DIRECTORS Las Varas Public Facility Corporation Meeting

RESOLUTION 24LVPFC-08-20, CONCERNING THE APPLICATION OF LOUIS POPPOON DEVELOPMENT AND CONSULTING, LTD. OR AN AFFILIATE THEREOF RELATING TO THE PROPOSED FINANCING OF NOT TO EXCEED \$50,000,000 OF THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE BRISTOL AT THE PRESERVE APARTMENTS PHASE I PROJECT, TO BE LOCATED NEAR THE SOUTHWEST CORNER OF PALO ALTO ROAD AND WATSON ROAD, SAN ANTONIO, TEXAS; AND OTHER MATTERS IN CONNECTION THEREWITH

DocuSigned by:	DocuSigned by:
Michael Reyes	Susan Ramos-Sossaman
Michael Reyes	Susan Ramos-Sossaman
Acting Secretary/Treasurer	Interim Director of Development Services
	and Neighborhood Revitalization

#### **REQUESTED ACTION:**

Consideration and approval regarding Resolution 24LVPFC-08-20, concerning the application of Louis Poppoon Development and Consulting, Ltd. or an affiliate thereof relating to the proposed financing of not to exceed \$50,000,000 of the costs of the acquisition, construction, and equipping of the Bristol at the Preserve Apartments Phase I Project, to be located near the southwest corner of Palo Alto Road and Watson Road, San Antonio, Texas; and other matters in connection therewith.

#### SUMMARY:

Opportunity Home is seeking authority to file applications relating to Phase I of the proposed Bristol at the Preserve Apartments 4% tax credit project. All 4% tax credit projects must be financed in part with tax-exempt bonds. 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 be applying for volume cap, which may not be awarded until later this year if any volume cap is available. We need to submit our applications as soon as we can.

Additionally, the proposed project site is located in a Qualified Census Tract ("QCT"), which will allow the developer to obtain a 30% boost in tax credits, provided that the project is induced by the end of the year when the site's QCT status expires. Without the tax credit boost, the project will not be feasible. Accordingly, we are asking the Board to authorize these actions so that we may get in line, but **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 an application for volume cap, and begin to put the financing together and negotiate the specific terms of the deal, which we will bring back to you for approval.

The Bristol at the Preserve Apartments project is a two-phase project proposed by Louis Poppoon Development and Consulting, Ltd, which will be located near the southwest corner of Palo Alto Road and Watson Road, San Antonio, Texas 78073. Phase I is projected to contain 348 units, of which approximately 15% (or 52 units) will be reserved for tenants earning 30% or less of median income, approximately 50% (or 174 units) will be reserved for tenants earning 60% or less of median income, and approximately 35% (or 122 units) will be reserved for tenants earning 70% or less of median income.

The total project cost for Phase I is estimated at approximately \$88.5 million. Las Varas Public Facility Corporation will be the proposed issuer of the bonds.

The attached Resolution authorizes the inducement for the above project and certain actions described above.

#### STRATEGIC OUTCOMES:

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

#### ATTACHMENTS:

Resolution 24LVPFC-08-20 Slides

#### CERTIFICATE FOR RESOLUTION RESOLUTION 24LVPFC-08-20

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

1. In accordance with the bylaws of the Issuer, the Board of Directors of the Issuer (the "Board") held a meeting on September 4, 2024 (the "Meeting") of the duly constituted officers and members of the Board, at which a duly constituted quorum was present. Whereupon, among other business transacted at the Meeting, a written

RESOLUTION 24LVPFC-08-20, CONCERNING THE APPLICATION OF LOUIS POPPOON DEVELOPMENT AND CONSULTING, LTD. OR AN AFFILIATE THEREOF RELATING TO THE PROPOSED FINANCING OF NOT TO EXCEED \$50,000,000 OF THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE BRISTOL AT THE PRESERVE APARTMENTS PHASE I PROJECT, TO BE LOCATED NEAR THE SOUTHWEST CORNER OF PALO ALTO ROAD AND WATSON ROAD, SAN ANTONIO, TEXAS; AND OTHER MATTERS IN CONNECTION THEREWITH

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

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

#### SIGNED this 4th day of September 2024.

Michael Reyes Acting Secretary/Treasurer

#### Las Varas Public Facility Corporation Resolution 24LVPFC-08-20

RESOLUTION 24LVPFC-08-20, CONCERNING THE APPLICATION OF LOUIS POPPOON DEVELOPMENT AND CONSULTING, LTD. OR AN AFFILIATE THEREOF RELATING TO THE PROPOSED FINANCING OF NOT TO EXCEED \$50,000,000 OF THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE BRISTOL AT THE PRESERVE APARTMENTS PHASE I PROJECT, TO BE LOCATED NEAR THE SOUTHWEST CORNER OF PALO ALTO ROAD AND WATSON ROAD, SAN ANTONIO, TEXAS; AND OTHER MATTERS IN CONNECTION THEREWITH

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

**WHEREAS,** the Issuer, on behalf of Opportunity Home San Antonio, 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 of San Antonio (the "City") by the issuance of housing revenue bonds; and

**WHEREAS,** Louis Poppoon Development and Consulting, Ltd., or an affiliate thereof (the "User"), has filed an Application (the "Application") requesting that (i) the Issuer finance the acquisition, construction, and equipping of a 348-unit multifamily housing facility located on Watson Road near the southwest corner of the intersection with Palo Alto Road (the "Project"); and (ii) the Issuer file 2024 and/or 2025 Allocation Application (defined hereafter) and/or any carryforward applications associated with such Allocation Application 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 of the Issuer (the "Board") to issue housing revenue bonds pursuant to the Act (the "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 the 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 at an amount 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; 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 (the "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 an "Application for Carryforward for Private Activity Bonds" (the "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 (the "Expenditures") and expects to reimburse the Expenditures with proceeds of the Bonds; and

**WHEREAS,** in order to allocate under Treasury Regulation Section 1.150-2 (the "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 the 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 \$50,000,000;

(b) cooperate with the User with respect to the issuance of the Bonds, and, if arrangements therefor satisfactory to the User and the Issuer can be made, take such action, 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 Opportunity Home San Antonio (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, Opportunity Home San Antonio, 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 future issuance of additional bonds from time to time 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 the 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 (the "State"), Opportunity Home San Antonio, 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, Opportunity Home San Antonio, 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 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 Opportunity Home San Antonio 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 Opportunity Home San Antonio) 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 Opportunity Home San Antonio.

**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 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.

**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 2024 and/or 2025 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 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 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 hearings and the date, place, and manner of their publication shall be acceptable to the Issuer's bond counsel. The hearing shall be held by the Issuer'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 not to exceed \$50,000,000. This Resolution shall constitute a declaration of official intent under Treasury Regulation Section 1.150-2.

**Section 13.** The Board authorizes the Acting President, Vice President, Acting 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 this 4th day of September 2024.

**Gabriel Lopez** Chair, Board of Directors

Attested and approved as to form:

Michael Reyes Acting Secretary/Treasurer

#### LAS VARAS PUBLIC FACILITY CORPORATION

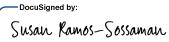
#### BOARD OF DIRECTORS Las Varas Public Facility Corporation Meeting

RESOLUTION 24LVPFC-08-21, CONCERNING THE APPLICATION OF LOUIS POPPOON DEVELOPMENT AND CONSULTING, LTD. OR AN AFFILIATE THEREOF RELATING TO THE PROPOSED FINANCING OF NOT TO EXCEED \$50,000,000 OF THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE BRISTOL AT THE PRESERVE APARTMENTS PHASE II PROJECT, TO BE LOCATED NEAR THE NORTHWEST CORNER OF PALO ALTO ROAD AND CINNAMON SPRINGS, SAN ANTONIO, TEXAS; AND OTHER

MATTERS IN CONNECTION THEREWITH

Michael Keyes

Michael Reyes Acting Secretary/Treasurer



## Susan Ramos-Sossaman

Interim Director of Development Services and Neighborhood Revitalization

#### **REQUESTED ACTION:**

Consideration and approval regarding Resolution 24LVPFC-08-21, concerning the application of Louis Poppoon Development and Consulting, Ltd. or an affiliate thereof relating to the proposed financing of not to exceed \$50,000,000 of the costs of the acquisition, construction, and equipping of the Bristol at the Preserve Apartments Phase II Project, to be located near the southwest corner of Palo Alto Road and Cinnamon Springs, San Antonio, Texas; and other matters in connection therewith.

#### SUMMARY:

Opportunity Home is seeking authority to file applications relating to Phase II of the proposed Bristol at the Preserve Apartments 4% tax credit project. All 4% tax credit projects must be financed in part with tax-exempt bonds. 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 be applying for volume cap, which may not be awarded until later this year, if any volume cap is available. We need to submit our applications as soon as we can.

Additionally, the proposed project site is located in a Qualified Census Tract ("QCT"), which will allow the developer to obtain a 30% boost in tax credits, provided that the project is induced by the end of the year when the site's QCT status expires. Without the tax credit boost, the project will not be feasible. Accordingly, we are asking you to authorize these actions so that we may get in line, but **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 an application for volume cap, and begin to put the financing together and negotiate the specific terms of the deal, which we will bring back to you for approval.

The Bristol at the Preserve Apartments project is a two-phase project proposed by Louis Poppoon Development and Consulting, Ltd, which will be located near the southwest corner of Palo Alto Road and Watson Road, San Antonio, Texas 78073. Phase II is projected to contain 384 units, of which approximately 15% (or 57 units) will be reserved for tenants earning 30% or less of median income, approximately 50% (or 192 units) will be reserved for tenants earning 60% or less of median income, and approximately 35% (or 135 units) will be reserved for tenants earning 70% or less of median income.

The total project cost for Phase II is approximately \$97.6 million. Las Varas Public Facility Corporation will be the proposed issuer of the bonds.

The attached Resolution authorizes the inducement for the above project and certain actions described above.

#### **STRATEGIC OUTCOMES:**

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

#### ATTACHMENTS:

Resolution 24LVPFC-08-21 Slides

#### CERTIFICATE FOR RESOLUTION RESOLUTION 24LVPFC-08-21

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

1. In accordance with the bylaws of the Issuer, the Board of Directors of the Issuer (the "Board") held a meeting on September 4, 2024, (the "Meeting") of the duly constituted officers and members of the Board, at which a duly constituted quorum was present. Whereupon, among other business transacted at the Meeting, a written

RESOLUTION 24LVPFC-08-21, CONCERNING THE APPLICATION OF LOUIS POPPOON DEVELOPMENT AND CONSULTING, LTD. OR AN AFFILIATE THEREOF RELATING TO THE PROPOSED FINANCING OF NOT TO EXCEED \$50,000,000 OF THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE BRISTOL AT THE PRESERVE APARTMENTS PHASE II PROJECT, TO BE LOCATED NEAR THE NORTHWEST CORNER OF PALO ALTO ROAD AND CINNAMON SPRINGS, SAN ANTONIO, TEXAS; AND OTHER MATTERS IN CONNECTION THEREWITH

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

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

#### SIGNED this 4th day of September 2024.

Michael Reyes Acting Secretary/Treasurer

#### Las Varas Public Facility Corporation Resolution 24LVPFC-08-21

RESOLUTION 24LVPFC-08-21, CONCERNING THE APPLICATION OF LOUIS POPPOON DEVELOPMENT AND CONSULTING, LTD. OR AN AFFILIATE THEREOF RELATING TO THE PROPOSED FINANCING OF NOT TO EXCEED \$50,000,000 OF THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE BRISTOL AT THE PRESERVE APARTMENTS PHASE II PROJECT, TO BE LOCATED NEAR THE NORTHWEST CORNER OF PALO ALTO ROAD AND CINNAMON SPRINGS, SAN ANTONIO, TEXAS; AND OTHER MATTERS IN CONNECTION THEREWITH

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

**WHEREAS,** the Issuer, on behalf of Opportunity Home San Antonio, 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 of San Antonio (the "City") by the issuance of housing revenue bonds; and

**WHEREAS,** Louis Poppoon Development and Consulting, Ltd., or an affiliate thereof (the "User"), has filed an Application (the "Application") requesting that (i) the Issuer finance the acquisition, construction, and equipping of a 384-unit multifamily housing facility located on Cinnamon Springs near the northwest corner of the intersection with Palo Alto Road (the "Project"); and (ii) the Issuer file 2024 and/or 2025 Allocation Application (defined hereafter) and/or any carryforward applications associated with such Allocation Application 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 of the Issuer (the "Board") to issue housing revenue bonds pursuant to the Act (the "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 the 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 at an amount 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; 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 (the "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 an "Application for Carryforward for Private Activity Bonds" (the "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 (the "Expenditures") and expects to reimburse the Expenditures with proceeds of the Bonds; and

**WHEREAS,** in order to allocate under Treasury Regulation Section 1.150-2 (the "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 the 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 \$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, 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 Opportunity Home San Antonio (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, Opportunity Home San Antonio, 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 future issuance of additional bonds from time to time 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 the 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 (the "State"), Opportunity Home San Antonio, 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, Opportunity Home San Antonio, 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 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 Opportunity Home San Antonio 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 Opportunity Home San Antonio) 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 Opportunity Home San Antonio.

**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 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.

**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 2024 and/or 2025 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 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 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 hearings and the date, place, and manner of their publication shall be acceptable to the Issuer's bond counsel. The hearing shall be held by the Issuer'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 not to exceed \$50,000,000. This Resolution shall constitute a declaration of official intent under 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 this 4th day of September 2024.

Attested and approved as to form:

**Gabriel Lopez** Chair, Board of Directors

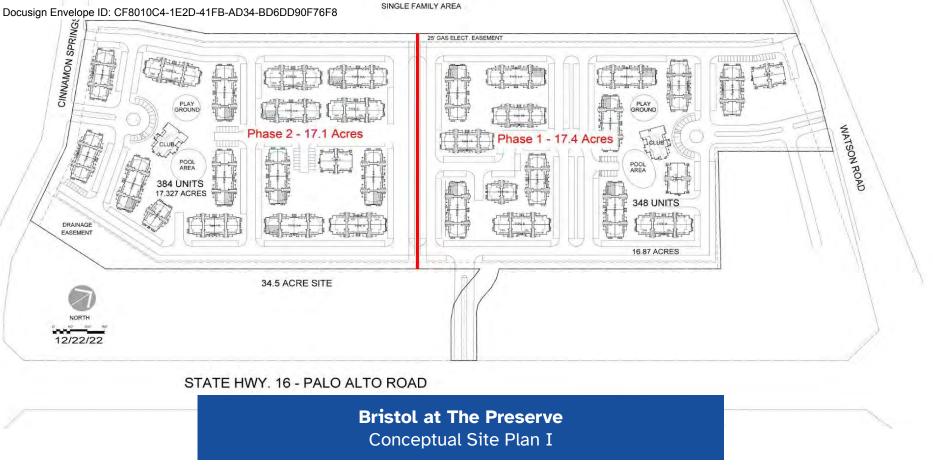
Michael Reyes Acting Secretary/Treasurer

# Bristol at The Preserve Phase I and II













# Bristol at The Preserve Phase I

City Council District 4

Southwest Independent School District

348 Units
15% (52 Units) ≤ 30% AMI
60% (174 Units) ≤ 50% AMI
35 % (122 Units) ≤ 70% AMI

4% Tax Credits

Page 28 of 34 \$88,600,000



# Bristol at The Preserve Phase II

City Council District 4

Southwest Independent School District

384 Units
15% (57 Units) ≤ 30% AMI
60% (192 Units) ≤ 50% AMI
35 % (135 Units) ≤ 70% AMI

4% Tax Credits

Page 29 of 34 \$97,600,000

## Design



Design will be similar to the national award winning **Majestic Ranch design**.

Majestic Ranch won the **National Award** of Excellence for Community Revitalization from the National Association of Housing and Redevelopment Officials.



## **Development Cost Estimates** Phase I

Hard Costs	\$43,337,395
Impact Fees	\$1,261,823
Developer Fee	\$8,956,320
Per Unit cost	\$225,010
Rentable per Square Foot cost	\$275.62
Acquisition Costs	\$4,750,000
Soft Cost, Financing and Other Fees	\$19,998,004
Total Development Cost	\$88,600,000



## **Development Cost Estimates** Phase II

Hard Costs	\$49,062,940
Impact Fees	\$1,500,000
Developer Fee	\$9,500,000
Per Unit cost	\$254,444
Rentable per Square Foot cost	\$140
Soft Cost, Financing and Other Fees	\$37,537,060
Total Development Cost	\$97,600,000



# **Louis Poppoon**

### Development & Consulting, LTD.

## Stephen J. Poppoon

Founder and President

### Julie B. Poppoon

Housing Consultant

### Andrew J. Poppoon

Housing Consultant

- LPDC is a development and consulting firm that focuses on serving the San Antonio community by utilizing The Affordable Tax Credit Program to offer affordable housing options.
- LPDC has designed an award-willing Mediterranean Style construction. Our team of architects, engineers, construction supervisors, and consultants.



# **Questions?**

