



SAN ANTONIO HOUSING FACILITY
CORPORATION MEETING
MARCH 6, 2025

BOARD OF DIRECTORS

Gabriel Lopez President	Gilbert Casillas Vice President	Barbara Ankamah Burford Director	Dalia Contreras Director	Estrellita Garcia-Diaz Director	Janet Garcia Director	Leilah Powell Director
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ACTING SECRETARY/TREASURER

Michael Reyes

SAN ANTONIO HOUSING FACILITY CORPORATION MEETING

1:00 p.m. | Thursday | March 6, 2025

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 February 5, 2025, San Antonio Housing Facility Corporation meeting minutes

CONSENT ITEMS

4. Consideration and approval regarding Resolution 25FAC-02-01, authorizing certain actions necessary to effect the Converse Ranch II Apartments Project refinancing; the execution of all documentation necessary to carry out the transactions; and other matters in connection therewith (Miranda Castro, Chief Asset Management Officer)
5. Consideration and approval regarding Resolution 25FAC-02-02, authorizing the formation of a single member limited liability company to acquire all ownership interests of and take all actions to merge, convert, and/or dissolve Enclave Gardens, Ltd.; the borrowing of funds from Frost Bank for a loan in an amount not to exceed \$11,500,000, the proceeds of which will be used to refinance the San Antonio

BOARD OF DIRECTORS

Gabriel Lopez President	Gilbert Casillas Vice President	Barbara Ankamah Burford Director	Dalia Contreras Director	Estrellita Garcia-Diaz Director	Janet Garcia Director	Leilah Powell Director
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ACTING SECRETARY/TREASURER

Michael Reyes

Housing Finance Corporation multifamily housing revenue bonds (Enclave Gardens Apartments Project), Series 2007, and to pay related costs; further authorizing the execution of all documentation necessary to carry out such transactions; and other matters in connection therewith (Miranda Castro, Chief Asset Management Officer)

6. Consideration and approval regarding Resolution 25FAC-02-03, authorizing the sale of the Rosemont at Highland Park Project; inducing a public-private partnership with LXMI Capital, LLC to own such project; authorizing the negotiation and execution of a term sheet; and other matters in connection therewith (Miranda Castro, Chief Asset Management Officer)
7. Consideration and approval regarding Resolution 25FAC-02-04, authorizing the sale of the Costa Valencia Project; inducing a public-private partnership with LXMI Capital, LLC to own such project; authorizing the negotiation and execution of a term sheet; and other matters in connection therewith (Miranda Castro, Chief Asset Management Officer)
8. Consideration and approval regarding Resolution 25FAC-03-01, authorizing (i) the sale of a vacant lot located at 731 Runnels Avenue, San Antonio, Texas 78208, at a purchase price of \$39,000; (ii) the expenditure of unrestricted funds (including, but not limited to, a portion of the proceeds of the sale) and all other actions necessary to effect the sale; and (iii) other matters in connection therewith (Miranda Castro, Chief Asset Management Officer)
9. Adjournment

Posted on 2/28/2025 5:00 PM

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

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

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



MINUTES OF SAN ANTONIO HOUSING FACILITY CORPORATION MEETING

I. Call to Order:

President Lopez called the San Antonio Housing Facility Corporation Meeting to order at 1:22 PM CST on February 5, 2025. The meeting was held at the Opportunity Home Central Office at 818 S. Flores St., San Antonio, TX 78204.

Directors Present:

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

Adviser Present:

Doug Poneck, General Counsel.

Guests Present:

Michael Reyes, Acting Secretary/Treasurer; Lorraine Robles, Chief Real Estate and Development Officer; Timothy Alcott, Executive Vice President of Development and General Counsel; and Miranda Castro, Chief Asset Management Officer.

Directors Absent:

Janet Garcia.

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 December 4, 2024, San Antonio Housing Facility Corporation meeting minutes

Main Motion Regarding Minutes

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

Consent Items

IV. Resolution 25FAC-01-01

Consideration and approval regarding Resolution 25FAC-01-01, inducing the Legacy at



Lackland Apartments transaction, including the execution of all documentation necessary to obtain the financing for such transaction; and authorizing all filings and agreements with the Texas Department of Housing and Community Affairs in connection with applications for low-income housing tax credits; and other matters in connection therewith (Lorraine Robles, Chief Real Estate and Development Officer)

V. Resolution 25FAC-01-02

Consideration and approval regarding Resolution 25FAC-01-02, inducing the Vista at Sunrise Apartments transaction, including the execution of all documentation necessary to obtain the financing for such transaction; and authorizing all filings and agreements with the Texas Department of Housing and Community Affairs in connection with applications for low-income housing tax credits; and other matters in connection therewith (Lorraine Robles, Chief Real Estate and Development Officer)

VI. Resolution 25FAC-01-03

Consideration and approval regarding Resolution 25FAC-01-03, inducing the Vista at Sky Harbor Apartments transaction, including the execution of all documentation necessary to obtain the financing for such transaction; and authorizing all filings and agreements with the Texas Department of Housing and Community Affairs in connection with applications for low-income housing tax credits; and other matters in connection therewith (Lorraine Robles, Chief Real Estate and Development Officer)

VII. Resolution 25FAC-01-07

Consideration and approval regarding Resolution 25FAC-01-07, inducing the 6802 Marbach Lofts transaction, including the execution of all documentation necessary to obtain the financing for such transaction; and authorizing all filings and agreements with the Texas Department of Housing and Community Affairs in connection with applications for low-income housing tax credits; and other matters in connection therewith (Lorraine Robles, Chief Real Estate and Development Officer)

VIII. Resolution 25FAC-01-08

Consideration and approval regarding Resolution 25FAC-01-08, inducing the Tezel Road Apartments transaction, including the execution of all documentation necessary to obtain the financing for such transaction; and authorizing all filings and agreements with the Texas Department of Housing and Community Affairs in connection with applications for low-income housing tax credits; and other matters in connection therewith (Lorraine Robles, Chief Real Estate and Development Officer)

IX. Resolution 25FAC-01-04

Consideration and approval regarding Resolution 25FAC-01-04, approving the La Ventana Apartments transaction, including the execution of all documentation necessary to carry out the transaction; authorizing the purchase of the land for the transaction, and the lease of such land for the transaction; and authorizing the San Antonio Housing



Facility Corporation to serve as the general contractor; and other matters in connection therewith (Timothy Alcott, Executive Vice President of Development and General Counsel)

X. Resolution 25FAC-01-05

Consideration and approval regarding Resolution 25FAC-01-05, authorizing the formation of a single-member limited liability company to acquire all ownership interests of and take all actions to merge, convert, and/or dissolve ARDC Military, Ltd.; the borrowing of funds from San Antonio Housing Finance Corporation and Frost Bank for a loan in an amount not to exceed \$14,500,000, the proceeds of which will be used to refinance the San Antonio Housing Finance Corporation multifamily housing revenue bonds (Artisan at Military Apartments Project), Series 2006, and to pay related costs; further authorizing the execution of all documentation necessary to carry out such transactions; and other matters in connection therewith (Miranda Castro, Chief Asset Management Officer)

XI. Resolution 25FAC-01-06

Consideration and approval regarding Resolution 25FAC-01-06, authorizing San Antonio Housing Facility Corporation to make a subordinate operating deficit loan for the Park at Sutton Oaks Apartments Project; and other matters in connection therewith (Miranda Castro, Chief Asset Management Officer)

Main Motion Regarding Items IV-XI

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

XII. Adjournment

Main Motion Regarding Adjournment

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

The meeting adjourned at 1:24 PM CST.

ATTEST:

Gabriel Lopez
President, Board of Directors

Date

Michael Reyes
Acting Secretary/Treasurer

Date

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

RESOLUTION 25FAC-02-01, AUTHORIZING CERTAIN ACTIONS NECESSARY TO EFFECT THE CONVERSE RANCH II APARTMENTS PROJECT REFINANCING; THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTIONS; AND OTHER MATTERS IN CONNECTION THEREWITH

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Michael Reyes
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Michael Reyes
Acting Secretary/Treasurer

DocuSigned by:
Miranda Castro
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Miranda Castro
Chief Asset Management Officer

REQUESTED ACTION:

Consideration and approval regarding Resolution 25FAC-02-01 authorizing certain actions necessary to effect the Converse Ranch II Apartments Project refinancing; the execution of all documentation necessary to carry out the transactions; and other matters in connection therewith.

SUMMARY:

The Converse Ranch II Apartments Project (the "Project") is a 104-unit multifamily asset located at 8355 Crestway Drive, Converse, Texas. The Project is owned by Converse Ranch II, LLC, a Texas limited liability company (the "Company"), whose sole member is the San Antonio Housing Facility Corporation ("SAHFC").

On September 4, 2024, the Board of Commissioners of Opportunity Home San Antonio and the Board of Directors of SAHFC authorized Resolutions 6557 and 24FAC-08-20 providing for the refinance of the SAHFC Multifamily Housing Revenue Bonds, Series 2014 (the "2014 Bonds") using proceeds of a tax-exempt loan in an amount of approximately \$4,250,000, to be secured by mortgage liens on the Project and on an additional asset, Legacy at Crown Meadows Apartments Project (the "Additional Collateral"). The maturity date of the 2014 Bonds was November 1, 2024 (the "2014 Bonds Maturity Date"). Due to external factors, including HUD scrutiny regarding the Additional Collateral, the Company and SAHFC were unable to effect the refinancing of the 2014 Bonds in the manner contemplated by Resolutions 6557 and 24FAC-08-20 before the 2014 Bonds Maturity Date. To avoid incurring penalties with respect to the 2014 Bonds, Opportunity Home San Antonio made a bridge loan to SAHFC using unencumbered funds of the Authority of \$3,952,656, as evidenced by a promissory note made by SAHFC to the Authority (the "Bridge Note"). SAHFC used the proceeds of the Bridge Note to pay the 2014 Bonds in full on the 2014 Bonds Maturity Date.

The Company and SAHFC seek to repay and refinance the Bridge Note, discharge the documents providing for the issuance and security of the 2014 Bonds, and pay costs related thereto using the proceeds of a disbursement of Moving to Work funds in an amount not to exceed \$4,100,000 by the Authority.

STRATEGIC OUTCOMES:

Residents have a sufficient supply of affordable housing options.
Residents live in quality affordable housing.

ATTACHMENTS:

Resolution 25FAC-02-01

Slides

**CERTIFICATE FOR RESOLUTION
RESOLUTION 25FAC-02-01**

The undersigned officer of the San Antonio Housing Facility Corporation (“SAHFC”) hereby certifies as follows:

1. In accordance with the bylaws of SAHFC, the Board of Directors of SAHFC (the “Board”) held a meeting on March 6, 2025 (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 25FAC-02-01, AUTHORIZING CERTAIN ACTIONS NECESSARY TO EFFECT THE CONVERSE RANCH II APARTMENTS PROJECT REFINANCING; THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTIONS; 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 SAHFC.

SIGNED and SEALED this 6th day of March 2025.



Michael Reyes
Acting Secretary/Treasurer

**San Antonio Housing Facility Corporation
Resolution 25FAC-02-01**

RESOLUTION 25FAC-02-01, AUTHORIZING CERTAIN ACTIONS NECESSARY TO EFFECT THE CONVERSE RANCH II APARTMENTS PROJECT REFINANCING; THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTIONS; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, the Texas Public Facility Corporation Act, Chapter 303, Texas Local Government Code, as amended (the “Act”), provides that certain non-profit corporations created by housing authorities shall constitute public facility corporations, which are public corporations, constituted authorities, and instrumentalities authorized of the applicable housing authority; and

WHEREAS, the Housing Authority of the City of San Antonio, Texas, a/k/a Opportunity Home San Antonio (the “Authority”) approved and created the San Antonio Housing Facility Corporation (“SAHFC”) pursuant to and in accordance with the provisions of the Act; and

WHEREAS, SAHFC is the sole member of Converse Ranch II, LLC, a Texas limited liability company (the “Company”), which is fee owner of the land and improvements comprising the Converse Ranch II Apartments Project (the “Project”); and

WHEREAS, the Project was financed, in part, using the proceeds of a loan made by Frost Bank to the Company and SAHFC in the aggregate principal amount of \$6,000,000, as evidenced by a promissory note made by the Company and SAHFC to Frost Bank, dated as of June 11, 2009 (the “2009 Note”); and

WHEREAS, the 2009 Note was refinanced using the proceeds of the San Antonio Housing Facility Corporation Multifamily Housing Mortgage Revenue Bonds (Converse Ranch II Apartments Project), Series 2014 (the “2014 Bonds”), issued in the original aggregate principal amount of \$5,600,000, pursuant to a Trust Indenture dated as of October 1, 2014 (the “2014 Indenture”), by and between San Antonio Housing Facility Corporation, as issuer, and The Bank of New York Mellon Trust Company, N.A., as trustee (the “Trustee”); and

WHEREAS, the proceeds of the 2014 Bonds were loaned to the Company pursuant to a Loan Agreement dated as of October 1, 2014 (the “2014 Loan Agreement”), by and among SAHFC and the Company, as the borrower, and the Trustee; and

WHEREAS, the 2014 Bonds were secured by the following encumbrances upon the Project: (i) a Deed of Trust, Security Agreement – Financing Statement, dated as of October 1, 2014, (ii) an Assignment of Security Documents, dated as of October 1, 2014, and (iii) an Assignment of Leases and Rents, dated as of October 1, 2014 (collectively, the “Primary Security Documents”);

and

WHEREAS, the 2014 Bonds were further secured by the following encumbrances upon the Burning Tree and Encanta Villas Apartments Projects: (i) a Deed of Trust, Security Agreement – Financing Statement, dated as of October 1, 2014, and (ii) an Assignment of Leases and Rents, dated as of October 1, 2014 (together, the “Additional Security Documents,” and with the 2014 Indenture, the 2014 Loan Agreement, and the Primary Security Documents, the “2014 Bond Documents”); and

WHEREAS, pursuant to Resolutions 6557 and 24FAC-08-20, the Board of Commissioners of the Authority and this Board of Directors of SAHFC (this “Board”), respectively, previously authorized the Company and SAHFC to enter into a Loan Agreement with Frost Bank for a tax-exempt loan in an amount of approximately \$4,250,000, to be evidenced by a promissory note in the amount of approximately \$4,250,000, and secured by mortgage liens on the Project and on the Legacy at Crown Meadows Apartments Project, to refinance the 2014 Bonds; and

WHEREAS, the maturity date of the 2014 Bonds was November 1, 2024 (the “2014 Bonds Maturity Date”); and

WHEREAS, due to external factors, the Company and SAHFC were unable to effect the refinancing of the 2014 Bonds in the manner contemplated by Resolutions 6557 and 24FAC-08-20 prior to the 2014 Bonds Maturity Date; and

WHEREAS, to avoid incurring penalties under the 2014 Bond Documents, and pursuant to Section 392.066, Texas Local Government Code, the Authority made a bridge loan to SAHFC using unencumbered funds of the Authority in the amount of \$3,952,656, as evidenced by a promissory note made by SAHFC to the Authority, dated as of November 1, 2024 (the “Bridge Note”); and

WHEREAS, SAHFC used the proceeds of the Bridge Note to pay the 2014 Bonds in full at maturity on November 1, 2024; and

WHEREAS, the Company and SAHFC seek to repay and refinance the Bridge Note, discharge the 2014 Bond Documents, and pay costs related thereto (collectively, the “Refinancing”); and

WHEREAS, the Refinancing will be effected using the proceeds of a disbursement by the Authority of Moving to Work funds in an amount not to exceed \$4,100,000; and

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

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

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

- 1) Approves the Refinancing and any other and all actions required in connection therewith.
- 2) Authorizes and directs the Acting Secretary/Treasurer, and each officer of SAHFC (each an "Executing Officer"), or any of them, are hereby authorized and directed to negotiate, execute, and deliver (or to accept, as the case may be), any documents and other instruments necessary or desirable in connection with the Refinancing in order to give effect to the actions authorized hereby and carry out the intent hereof, and approval of the terms of any of the documents by the Executing Officer and this Board shall be conclusively evidenced by the execution and delivery of such documents.
- 3) Authorizes and directs the officers of this Board, or any of them, 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.
- 4) Authorizes, ratifies, confirms, and approves all acts heretofore taken by the officers of this Board in connection with the matters authorized by this Resolution.
- 5) Resolves that 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.
- 6) Resolves that 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.
- 7) Resolves that 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.
- 8) Resolves that this Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America and that this Resolution shall

be in full force and effect from and after its passage.

Passed and approved this 6th day of March 2025.

Gabriel Lopez

President, Board of Directors

Attested and approved as to form:

Michael Reyes

Acting Secretary/Treasurer

Converse Ranch II

Bridge Loan Payoff

—

Miranda Castro

Chief Asset Management Officer

Transaction History

The Board approved the refinance of the debt on September 4, 2024.

Due to external factors such as lengthy HUD approval and scrutiny regarding collateral, the decision was made to pay off the loan with agency funds not to exceed **\$4,100,000** as a “Bridge Loan”. To aid in property operations and increase cash flow, it has been determined that the best course of action is to pay off the bridge loan with MTW dollars. This action will result in the potential of **63 LNT** units.

CONVERSE RANCH II

104-unit multifamily asset



Board Authorization Requested:

1. Pay off the existing bridge note of **\$3,952,656** owed to the agency.



CONVERSE RANCH COMPLEX
CONVERSE RANCH II-Buildings in Red
8355 Crestway Drive, Converse Texas



CONVERSE RANCH II
8355 Crestway Drive, Converse, Texas

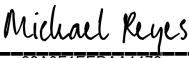
Questions?

SAN ANTONIO HOUSING FACILITY CORPORATION

March 6, 2025

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

RESOLUTION 25FAC-02-02, AUTHORIZING THE FORMATION OF A SINGLE MEMBER LIMITED LIABILITY COMPANY TO ACQUIRE ALL OWNERSHIP INTERESTS OF AND TAKE ALL ACTIONS TO MERGE, CONVERT, AND/OR DISSOLVE ENCLAVE GARDENS, LTD.; THE BORROWING OF FUNDS FROM FROST BANK FOR A LOAN IN AN AMOUNT NOT TO EXCEED \$11,500,000, THE PROCEEDS OF WHICH WILL BE USED TO REFINANCE THE SAN ANTONIO HOUSING FINANCE CORPORATION MULTIFAMILY HOUSING REVENUE BONDS (ENCLAVE GARDENS APARTMENTS PROJECT), SERIES 2007, AND TO PAY RELATED COSTS; FURTHER AUTHORIZING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT SUCH TRANSACTIONS; AND OTHER MATTERS IN CONNECTION THEREWITH

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Michael Reyes
Acting Secretary/Treasurer

DocuSigned by:

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Miranda Castro
Chief Asset Management Officer

REQUESTED ACTION:

Consideration and approval regarding Resolution 25FAC-02-02, authorizing the formation of a single member limited liability company to acquire all ownership interests of and take all actions to merge, convert, and/or dissolve Enclave Gardens, Ltd.; the borrowing of funds from Frost Bank for a loan in an amount not to exceed \$11,500,000, the proceeds of which will be used to refinance the San Antonio Housing Finance Corporation multifamily housing revenue bonds (Enclave Gardens Apartments Project), Series 2007, and to pay related costs; further authorizing the execution of all documentation necessary to carry out such transactions; and other matters in connection therewith.

SUMMARY:

The Project is located at 1602 Jackson Keller Road, San Antonio, Texas, consisting of 228 units, all of which are low-income housing tax credit units serving individuals and families earning at or below 60% AMI. The federal compliance period ended in 2023.

The Project is owned by the Partnership, which is currently comprised of the General Partner, ORC Tax Credit Fund 28, LLC, as the investor limited partner (“ILP”), and SCDC, LLC, as the special limited partner (“SLP”). SAHFC, through the Component Entity, desires to purchase and assume the ILP and the SLP interests in the Partnership and to assume the interest of the General Partner in the Partnership (collectively, the “Transfer”). Following the Transfer, the Component Entity expects to merge, convert, and/or dissolve the Partnership.

The Project was financed, in part, with the proceeds of the 2007 Bonds. The 2007 Bonds were issued pursuant to an Indenture of Trust (the “Indenture”) by and between the Issuer and Wells Fargo Bank, National Association, as trustee, and are currently outstanding in the aggregate principal amount of \$10,520,756. The 2007 Bonds may be defeased at any time specified by the Partnership as the borrower, subject to completion of certain conditions required under the

SAN ANTONIO HOUSING FACILITY CORPORATION

March 6, 2025

Indenture.

The Component Entity, as borrower (the “Borrower”), and SAHFC, as guarantor (the “Guarantor”), seek to effect the Transfer, prepay, and defease the 2007 Bonds before maturity, and pay costs related thereto using the combined proceeds of (i) a loan from Frost Bank, as lender (the “Lender”) in an amount not to exceed \$11,500,000 (the “Loan”), and (ii) a disbursement by Opportunity Home of Moving to Work funds in an amount of approximately \$4,000,000. In connection with the making of the Loan, the Borrower, the Guarantor, and/or the Authority will be required to enter into certain agreements, including, but not limited to, a loan agreement, a promissory note, a first lien deed of trust on the Project, an assignment of leases and rents, and a guaranty agreement.

STRATEGIC OUTCOMES:

Residents have a sufficient supply of affordable housing options.
Residents live in quality affordable housing.

ATTACHMENTS:

Resolution 25FAC-02-02
Slides

**CERTIFICATE FOR RESOLUTION
RESOLUTION 25FAC-02-02**

The undersigned officer of the San Antonio Housing Facilities Corporation (“SAHFC”) hereby certifies as follows:

1. In accordance with the bylaws of SAHFC, the Board of Directors of SAHFC (the “Board”) held a meeting on March 6, 2025 (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 25FAC-02-02, AUTHORIZING THE FORMATION OF A SINGLE MEMBER LIMITED LIABILITY COMPANY TO ACQUIRE ALL OWNERSHIP INTERESTS OF AND TAKE ALL ACTIONS TO MERGE, CONVERT, AND/OR DISSOLVE ENCLAVE GARDENS, LTD.; THE BORROWING OF FUNDS FROM FROST BANK FOR A LOAN IN AN AMOUNT NOT TO EXCEED \$11,500,000, THE PROCEEDS OF WHICH WILL BE USED TO REFINANCE THE SAN ANTONIO HOUSING FINANCE CORPORATION MULTIFAMILY HOUSING REVENUE BONDS (ENCLAVE GARDENS APARTMENTS PROJECT), SERIES 2007, AND TO PAY RELATED COSTS; FURTHER AUTHORIZING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT SUCH TRANSACTIONS; 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 SAHFC.

SIGNED and SEALED this 6th day of March 2025.



Michael Reyes
Acting Secretary/Treasurer

**San Antonio Housing Facility Corporation
Resolution 25FAC-02-02**

RESOLUTION 25FAC-02-02, AUTHORIZING THE FORMATION OF A SINGLE MEMBER LIMITED LIABILITY COMPANY TO ACQUIRE ALL OWNERSHIP INTERESTS OF AND TAKE ALL ACTIONS TO MERGE, CONVERT, AND/OR DISSOLVE ENCLAVE GARDENS, LTD.; THE BORROWING OF FUNDS FROM FROST BANK FOR A LOAN IN AN AMOUNT NOT TO EXCEED \$11,500,000, THE PROCEEDS OF WHICH WILL BE USED TO REFINANCE THE SAN ANTONIO HOUSING FINANCE CORPORATION MULTIFAMILY HOUSING REVENUE BONDS (ENCLAVE GARDENS APARTMENTS PROJECT), SERIES 2007, AND TO PAY RELATED COSTS; FURTHER AUTHORIZING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT SUCH TRANSACTIONS; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, the Texas Public Facility Corporation Act, Chapter 303, Texas Local Government Code, as amended (the "Act"), provides that certain non-profit corporations created by housing authorities shall constitute public facility corporations, which are public corporations, constituted authorities, and instrumentalities authorized of the applicable housing authority; and

WHEREAS, the Housing Authority of the City of San Antonio, Texas, a/k/a Opportunity Home San Antonio (the "Authority") approved and created Las Varas Public Facility Corporation ("LVPFC") and San Antonio Housing Facility Corporation ("SAHFC") pursuant to and in accordance with the provisions of the Act; and

WHEREAS, LVPFC is the sole member of Enclave Living GP, LLC, a Texas limited liability company, the general partner (the "General Partner") of Enclave Gardens, Ltd., a Texas limited partnership (the "Partnership"), which is leasehold owner of the land and fee owner of the improvements comprising the Elan Gardens (formerly Enclave Gardens) Apartments Project (the "Project"); and

WHEREAS, LVPFC is fee owner of the land on which the Project is located (the "Land") and ground lessor under a Ground Lease by and between LVPFC, as the landlord, and the Partnership, as the tenant, dated as of December 5, 2007 (the "Ground Lease"); and

WHEREAS, the Partnership is comprised of the General Partner, ORC Tax Credit Fund 28, LLC, as investor limited partner ("ILP"), and SCDC, LLC, as the special limited partner ("SLP" and with the ILP, the "Limited Partners"); and

WHEREAS, the Limited Partners seek to sell, and SAHFC, through a newly formed component entity of which it shall serve as sole member (the "Component Entity"), seeks to purchase and assume the respective interests of the Limited Partners of the Partnership at an agreed upon aggregate purchase price of approximately \$3,000,000 (collectively, the "Limited Partner Interest Transfer"); and

WHEREAS, in order to create administrative efficiencies, (i) the General Partner seeks to transfer its interest in the Partnership to the Component Entity (the "GP Interest Transfer" and with the Limited Partner Interest Transfer, the "Transfer"), and (ii) SAHFC seeks to create the Component

Entity, effect the Transfer, and merge, convert, and/or dissolve the Partnership (the “Partnership Dissolution”); and

WHEREAS, in connection with the Transfer, LVPFC, the Partnership, and/or the Component Entity may be required to amend or provide for an assignment of the Ground Lease; and

WHEREAS, the Project was financed, in part, with the proceeds of the San Antonio Housing Finance Corporation Multifamily Housing Revenue Bonds (Enclave Gardens Apartments Project), Series 2007 (the “2007 Bonds”), issued in the original aggregate principal amount of \$13,250,000, pursuant to a Trust Indenture dated as of December 1, 2007 (the “2007 Indenture”), by and between San Antonio Housing Finance Corporation, as issuer (the “Issuer”), and Wells Fargo Bank, National Association, as trustee (the “Trustee”); and

WHEREAS, the proceeds of the 2007 Bonds were loaned to the Partnership pursuant to a Loan Agreement dated as of December 1, 2007 (the “2007 Loan Agreement”), by and between the Issuer and the Partnership, as borrower, subject to the terms of a Regulatory Agreement and Declaration of Restrictive Covenants dated as of December 1, 2007 (the “2007 Regulatory Agreement”), by and among the Partnership, the Issuer, and the Trustee; and

WHEREAS, the 2007 Bonds are currently outstanding in the aggregate principal amount of approximately \$10,520,756 and are secured by a Fee and Leasehold Multifamily Deed of Trust, Assignment of Rents, Security Agreement, and Fixture Filing dated as of December 1, 2007 (the “2007 Deed of Trust”) and an Assignment of Deed of Trust and Loan Documents dated as of December 1, 2007 (“2007 Assignment of Deed of Trust and Loan Documents,” and with the 2007 Indenture, the 2007 Loan Agreement, the 2007 Deed of Trust, and the 2007 Regulatory Agreement, the “2007 Bond Documents”); and

WHEREAS, pursuant to the 2007 Bond Documents, the Partnership has the option to prepay and defease the 2007 Bonds prior to maturity, and the General Partner wishes to exercise such option on behalf of the Partnership; and

WHEREAS, the Component Entity, as the borrower (the “Borrower”), and SAHFC, as guarantor (the “Guarantor”), seek to effect the Transfer, prepay, and defease the 2007 Bonds prior to maturity, and pay costs related thereto (the “Refinancing”); and

WHEREAS, the Refinancing will be effected using the proceeds of (i) a loan made by Frost Bank, as lender (the “Lender”) to the Borrower in an amount not to exceed \$11,500,000 (the “Loan”), and (ii) a disbursement by the Authority of Moving to Work funds in an amount of approximately \$4,000,000; and

WHEREAS, in connection with the making of the Loan, the Borrower, the Guarantor, and/or the Authority will be required to enter into certain agreements, including, but not limited to, a loan agreement, a promissory note, a first lien deed of trust on the Project, an assignment of leases and rents, and a guaranty agreement (collectively, the “Loan Documents”); and

WHEREAS, this Board of Directors of SAHFC (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.

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

- 1) Authorizes the creation of the Component Entity and all actions of SAHFC and the Component Entity required to effect the Transfer, the Partnership Dissolution, the making of the Loan, the execution and delivery of the Loan Documents, and the Refinancing.
- 2) Authorizes the Acting Secretary/Treasurer and each officer of SAHFC (each an “Executing Officer”), or any of them, are hereby authorized and directed to negotiate, execute, and deliver (or to accept, as the case may be), any documents and other instruments, including, but not limited to, the Loan Documents, one or more assignment and assumption agreements required to effect the Transfer, or any other such instruments necessary or desirable to give effect to the actions authorized hereby and carry out the intent hereof, and approval of the terms of any of the documents by the Executing Officer and the Board shall be conclusively evidenced by the execution and delivery of such documents.
- 3) Authorizes the officers of the Board, or any of them, 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.
- 4) Authorizes, ratifies, confirms, and approves all acts heretofore taken by the officers of the Board in connection with the matters authorized by this Resolution.
- 5) Resolves that 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.
- 6) Resolves that 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.
- 7) Resolves that 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.
- 8) Resolves that this Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

9) Resolves that this Resolution shall be in force and effect from and after its passage.

Passed and approved this 6th day of March 2025.

Gabriel Lopez

President, Board of Directors

Attested and approved as to form:

Michael Reyes

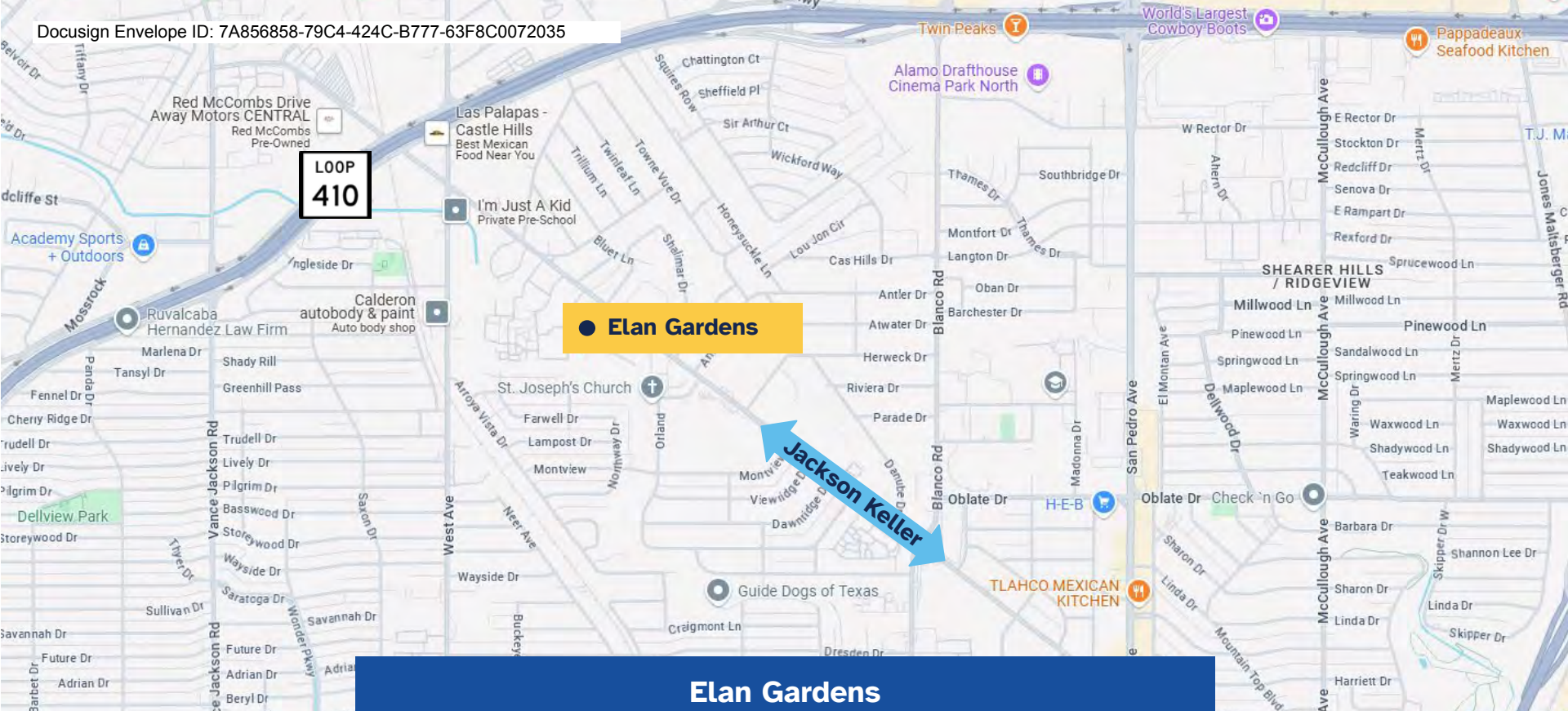
Acting Secretary/Treasurer

Elan Gardens

Acquisition ILP, Request MTW Funds, Refinance, Bond Redemption

—

Miranda Castro
Chief Asset Management Officer



● Elan Gardens

Jackson Keller

Elan Gardens
1636 Jackson Keller Rd

Elan Gardens



Board Authorization Requested:

1. Acquire the ILP interest by formation of a single member LLC.
2. Expend MTW Funds not to exceed **\$4,000,000** to pay for associated loan and closing costs.
3. Refinance the current debt with Frost Bank in an amount not to exceed **\$11,500,000**.

This action will result in the potential for **147 LNT** units.

Questions?

SAN ANTONIO HOUSING FACILITY CORPORATION

March 6, 2025

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

RESOLUTION 25FAC-02-03, AUTHORIZING THE SALE OF THE ROSEMONT AT HIGHLAND PARK PROJECT; INDUCING A PUBLIC-PRIVATE PARTNERSHIP WITH LXMI CAPITAL, LLC TO OWN SUCH PROJECT; AUTHORIZING THE NEGOTIATION AND EXECUTION OF A TERM SHEET; AND OTHER MATTERS IN CONNECTION THEREWITH

DocuSigned by:
Michael Reyes

Michael Reyes
Acting Secretary/Treasurer

DocuSigned by:
Miranda Castro

Miranda Castro
Chief Asset Management Officer

REQUESTED ACTION:

Consideration and approval regarding Resolution 25FAC-02-03, authorizing the sale of the Rosemont at Highland Park Project; inducing a public-private partnership with LXMI Capital, LLC to own such project; authorizing the negotiation and execution of a term sheet; and other matters in connection therewith.

SUMMARY:

The Rosemont at Highland Park Project received final approval from San Antonio Housing Finance Corporation as Issuer and San Antonio Housing Facility Corporation as sole member of the general partner of the owner of the Project on December 7, 2005. The Project was constructed and consists of 252 family units, all of which are low-income housing tax credit units serving families who are at or below 60% AMI. The project is located at 1303 Rigsby Avenue.

Staff has evaluated the future economic viability of the Project and has determined that a sale is the best option for the continued operation of the Project. In connection with the sale, LXMI Capital, LLC, the purchaser, has proposed continuing a partnership with San Antonio Housing Facility Corporation, which will enable the preservation of affordability on the Project and the payment of fees to SAHFC.

LXMI Capital or an affiliate thereof will (i) be the developer-operator for the Project, (ii) provide all financing and financial guarantees for the Project, and (iii) hire a third party acceptable to SAHFC to market, lease, and manage the Project. Neither Opportunity Home nor SAHFC will have any financial obligations with respect to the Project except to obtain the property tax exemption.

After the sale, LXMI Capital will convey the Project back to SAHFC by making a payment of

SAN ANTONIO HOUSING FACILITY CORPORATION

March 6, 2025

upfront rent in the amount of the purchase price of the Project. SAHFC will, simultaneously with the closing of its acquisition of the real estate, enter into a 75-year lease to the financing partnership that is jointly owned by an LXMI Capital affiliate. The affordability restrictions will remain in place for at least 40 years, after which the developer can terminate the transaction, pay taxes, and pay an exit fee equal to the net present value of the reversionary interest. If the lease is not terminated early, 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 40% of the total units are restricted for rental by residents earning less than 80% of area median income (“AMI”) and 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; however, this Project remains subject to the TDHCA tax credit LURA for several more years, requiring that 100% of the units are restricted for residents earning less than 60% of AMI.

STRATEGIC OUTCOMES:

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

ATTACHMENTS:

Resolution 25FAC-02-03
Slides

**CERTIFICATE FOR RESOLUTION
RESOLUTION 25FAC-02-03**

The undersigned officer of the San Antonio Housing Facility Corporation (the "SAHFC") hereby certifies as follows:

1. In accordance with the bylaws of SAHFC, the Board of Directors of SAHFC (the "Board") held a meeting on March 6, 2025 (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 25FAC-02-03, AUTHORIZING THE SALE OF THE ROSEMONT
AT HIGHLAND PARK PROJECT; INDUCING A PUBLIC-PRIVATE
PARTNERSHIP WITH LXMI CAPITAL, LLC TO OWN SUCH PROJECT;
AUTHORIZING THE NEGOTIATION AND EXECUTION OF A TERM SHEET;
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 SAHFC.

SIGNED and SEALED this 6th day of March 2025.



Michael Reyes
Acting Secretary/Treasurer

**San Antonio Housing Facility Corporation
Resolution 25FAC-02-03**

RESOLUTION 25FAC-02-03, AUTHORIZING THE SALE OF THE ROSEMONT AT HIGHLAND PARK PROJECT; INDUCING A PUBLIC-PRIVATE PARTNERSHIP WITH LXMI CAPITAL, LLC TO OWN SUCH PROJECT; AUTHORIZING THE NEGOTIATION AND EXECUTION OF A TERM SHEET; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, on March 6, 2025, the San Antonio Housing Finance Corporation, a Texas nonprofit housing finance corporation (“SAHFC”), issued its Multifamily Housing Revenue Bonds (Rosemont at Highland Park Apartments Project) Series 2005 to finance the acquisition, construction and equipping of a 252-unit multifamily apartment facility known as the Rosemont at Highland Park Apartments located at 1303 Rigsby Avenue, San Antonio, Texas (the “Project”) for Rosemont at Highland Park, Ltd., a Texas limited partnership (the “Borrower”); and

WHEREAS, on March 6, 2025, the San Antonio Housing Facility Corporation, a Texas nonprofit public facility corporation (“SAHFC”), authorized participation in the Project as the sole member of the general partner of the Borrower and the purchase and ground lease of the land for the Project; and

WHEREAS, the Borrower and SAHFC have been presented with an offer to sell the Project in fee simple (the “Sale”) to LXMI Capital, LLC (the “Developer”); and

WHEREAS, the Developer has requested that SAHFC enter into a public-private partnership through a lease structure to finance the acquisition, operation, and preservation of affordability of the Project (the “PFC Partnership”); and

WHEREAS, this Resolution shall constitute SAHFC’s preliminary, non-binding commitment, subject to the terms hereof, to proceed with the PFC Partnership; and

WHEREAS, SAHFC and the Developer or an affiliate or affiliates thereof will define their mutual relationship in a Term Sheet (the “Term Sheet”); and

WHEREAS, the Developer has requested authorization to make all filings necessary to obtain and maintain equity and debt financing for the Project; and

WHEREAS, the Board of Directors of SAHFC (the “Board”) has determined that it is in the public interest and to the benefit of the citizens and residents of San Antonio for SAHFC to authorize the Sale and induce the PFC Partnership (on a non-binding basis) so that the Project may be preserved as an affordable housing project; and

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

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

- 1) The Sale is hereby authorized and approved.
- 2) Subject to the terms hereof, SAHFC agrees that it will:
 - a) cooperate with the Developer with respect to the PFC Partnership, and, if arrangements therefor satisfactory to the Developer and SAHFC 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 Developer or SAHFC in connection with the PFC Partnership (collectively, the "Contracts"), providing among other things for financing, acquisition, preservation, equipping, and improvement of the Project in connection with the PFC Partnership; and use, operation, and maintenance of the Project in connection with the PFC Partnership, all as shall be authorized, required, or permitted by law and as shall be satisfactory to SAHFC and the Developer; and
 - b) 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.
- 3) Neither the State of Texas (the "State"), the City of San Antonio, the Authority, nor any political subdivision or agency of the State shall be obligated to pay any debt or other obligation of the Developer, the Project, or the PFC Partnership and that neither the faith and credit nor the taxing power of the State, the City, the Authority, or any political subdivision or agency thereof is pledged to any obligation relating to the Project or the PFC Partnership.
- 4) It is understood by SAHFC, and the Developer has represented to SAHFC, that in consideration of SAHFC's adoption of this Resolution, and subject to the terms and conditions hereof, the Developer has agreed that the Developer will (1) pay all Project costs which are not or cannot be paid or reimbursed from the proceeds of any debt and (2) indemnify and hold harmless SAHFC and the 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 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 Authority).

- 5) This Resolution shall be deemed to constitute the acceptance of the Developer's proposal that it be further induced to proceed with providing the Project in connection with the PFC Partnership. Neither 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 Developer nor anyone claiming by, through, or under 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.
- 6) The President, Secretary/Treasurer, Assistant Secretary/Treasurer, and each officer of SAHFC (each an "Executing Officer"), or any of them, are authorized and directed to negotiate, execute and deliver (or to accept, as the case may be) any documents and other instruments upon the conditions therein described or necessary or desirable in connection with the Sale or otherwise to give effect to the actions authorized hereby and the intent hereof, and approval of the terms of any of the documents by Executing Officer and this Board shall be conclusively evidenced by the execution and delivery of such documents.
- 7) The Board authorizes the negotiation and execution by any Executing Officer of a Term Sheet on substantially the terms presented to the Board.
- 8) 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.
- 9) All acts heretofore taken by the officers of this Board in connection with the matters authorized by this Resolution are hereby ratified, confirmed, and approved by the Board.
- 10) If any section, paragraph, clause, or provision of this Resolution shall be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution.
- 11) The recitals of this Resolution are hereby found to be true and are incorporated herein for all purposes.

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

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

Passed and approved this 6th day of March 2025.

Gabriel Lopez

President, Board of Directors

Attested and approved as to form:

Michael Reyes

Acting Secretary/Treasurer

SAN ANTONIO HOUSING FACILITY CORPORATION

March 6, 2025

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

RESOLUTION 25FAC-02-04, AUTHORIZING THE SALE OF THE COSTA VALENCIA PROJECT; INDUCING A PUBLIC-PRIVATE PARTNERSHIP WITH LXMI CAPITAL, LLC TO OWN SUCH PROJECT; AUTHORIZING THE NEGOTIATION AND EXECUTION OF A TERM SHEET; AND OTHER MATTERS IN CONNECTION THEREWITH

DocuSigned by:
Michael Reyes
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Michael Reyes
Acting Secretary/Treasurer

DocuSigned by:
Miranda Castro
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Miranda Castro
Chief Asset Management Officer

REQUESTED ACTION:

Consideration and approval regarding Resolution 25FAC-02-04, authorizing the sale of the Costa Valencia Project; inducing a public-private partnership with LXMI Capital, LLC to own such project; authorizing the negotiation and execution of a term sheet; and other matters in connection therewith.

SUMMARY:

The Costa Mirada Project received final approval from San Antonio Housing Finance Corporation as Issuer and San Antonio Housing Facility Corporation as sole member of the general partner of the owner of the Project on December 7, 2005. The Project was constructed and consists of 230 family units, all of which are low-income housing tax credit units serving families who are at or below 60% AMI. The project is located at 6303 Old Highway 90 West.

Staff has evaluated the future economic viability of the Project and has determined that a sale is the best option for the continued operation of the Project. In connection with the sale, LXMI Capital, LLC, the purchaser, has proposed continuing a partnership with San Antonio Housing Facility Corporation, which will enable the preservation of affordability on the Project and the payment of fees to SAHFC.

LXMI Capital or an affiliate thereof will (i) be the developer-operator for the Project, (ii) provide all financing and financial guarantees for the Project, and (iii) hire a third party acceptable to SAHFC to market, lease, and manage the Project. Neither Opportunity Home nor SAHFC will have any financial obligations with respect to the Project except to obtain the property tax exemption.

After the sale, LXMI Capital will convey the Project back to SAHFC by making a payment of

SAN ANTONIO HOUSING FACILITY CORPORATION

March 6, 2025

upfront rent in the amount of the purchase price of the Project. SAHFC will, simultaneously with the closing of its acquisition of the real estate, enter into a 75-year lease to the financing partnership that is jointly owned by an LXMI Capital affiliate. The affordability restrictions will remain in place for at least 40 years, after which the developer can terminate the transaction, pay taxes, and pay you an exit fee equal to the net present value of the reversionary interest. If the lease is not terminated early, 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 40% of the total units are restricted for rental by residents earning less than 80% of area median income (“AMI”) and 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; however, this Project remains subject to the TDHCA tax credit LURA for several more years, requiring that 100% of the units are restricted for residents earning less than 60% of AMI.

STRATEGIC OUTCOMES:

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

ATTACHMENTS:

Resolution 25FAC-02-04
Slides

**CERTIFICATE FOR RESOLUTION
RESOLUTION 25FAC-02-04**

The undersigned officer of the San Antonio Housing Facility Corporation (the “SAHFC”) hereby certifies as follows:

1. In accordance with the bylaws of SAHFC, the Board of Directors of SAHFC (the “Board”) held a meeting on March 6, 2025 (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 25FAC-02-04, AUTHORIZING THE SALE OF THE COSTA VALENCIA PROJECT; INDUCING A PUBLIC-PRIVATE PARTNERSHIP WITH LXMI CAPITAL, LLC TO OWN SUCH PROJECT; AUTHORIZING THE NEGOTIATION AND EXECUTION OF A TERM SHEET; 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 SAHFC.

SIGNED and SEALED this 6th day of March 2025.



Michael Reyes
Acting Secretary/Treasurer

**San Antonio Housing Facility Corporation
Resolution 25FAC-02-04**

RESOLUTION 25FAC-02-04, AUTHORIZING THE SALE OF THE COSTA VALENCIA PROJECT; INDUCING A PUBLIC-PRIVATE PARTNERSHIP WITH LXMI CAPITAL, LLC TO OWN SUCH PROJECT; AUTHORIZING THE NEGOTIATION AND EXECUTION OF A TERM SHEET; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, on December 7, 2005, the San Antonio Housing Finance Corporation, a Texas nonprofit housing finance corporation (“SAHFC”), authorized the issuance of its Multifamily Housing Revenue Bonds (Costa Valencia Apartments Project) Series 2005 to finance the acquisition, construction and equipping of a 230-unit multifamily apartment facility known as the Costa Valencia Apartments located at 6303 Old Highway 90 West, San Antonio, Texas (the “Project”) for Costa Valencia, Ltd., a Texas limited partnership (the “Borrower”); and

WHEREAS, on December 7, 2005, the San Antonio Housing Facility Corporation, a Texas nonprofit public facility corporation (“SAHFC”), entered into the Project as the sole member of the general partner of the Borrower and the owner and ground lessor of the land for the Project; and

WHEREAS, the Borrower and SAHFC have been presented with an offer to sell the Project in fee simple (the “Sale”) to LXMI Capital, LLC (the “Developer”); and

WHEREAS, the Developer has requested that SAHFC enter into a public-private partnership through a lease structure to finance the acquisition, operation, and preservation of affordability of the Project (the “PFC Partnership”); and

WHEREAS, this Resolution shall constitute SAHFC’s preliminary, non-binding commitment, subject to the terms hereof, to proceed with the PFC Partnership; and

WHEREAS, SAHFC and the Developer or an affiliate or affiliates thereof will define their mutual relationship in a Term Sheet (the “Term Sheet”); and

WHEREAS, the Developer has requested authorization to make all filings necessary to obtain and maintain equity and debt financing for the Project; and

WHEREAS, the Board of Directors of SAHFC (the “Board”) has determined that it is in the public interest and to the benefit of the citizens and residents of San Antonio for SAHFC to authorize the Sale and induce the PFC Partnership (on a non-binding basis) so that the Project may be preserved as an affordable housing project; and

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

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

- 1) The Sale is hereby authorized and approved.
- 2) Subject to the terms hereof, SAHFC agrees that it will:
 - a) cooperate with the Developer with respect to the PFC Partnership, and, if arrangements therefor satisfactory to the Developer and SAHFC 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 Developer or SAHFC in connection with the PFC Partnership (collectively, the "Contracts"), providing among other things for financing, acquisition, preservation, equipping, and improvement of the Project in connection with the PFC Partnership; and use, operation, and maintenance of the Project in connection with the PFC Partnership, all as shall be authorized, required, or permitted by law and as shall be satisfactory to SAHFC and the Developer; and
 - b) 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.
- 3) Neither the State of Texas (the "State"), the City of San Antonio, the Authority, nor any political subdivision or agency of the State shall be obligated to pay any debt or other obligation of the Developer, the Project, or the PFC Partnership and that neither the faith and credit nor the taxing power of the State, the City, the Authority, or any political subdivision or agency thereof is pledged to any obligation relating to the Project or the PFC Partnership.
- 4) It is understood by SAHFC, and the Developer has represented to SAHFC, that in consideration of SAHFC's adoption of this Resolution, and subject to the terms and conditions hereof, the Developer has agreed that the Developer will (1) pay all Project costs which are not or cannot be paid or reimbursed from the proceeds of any debt and (2) indemnify and hold harmless SAHFC and the 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 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 Authority).

- 5) This Resolution shall be deemed to constitute the acceptance of the Developer's proposal that it be further induced to proceed with providing the Project in connection with the PFC Partnership. Neither 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 Developer nor anyone claiming by, through, or under 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.
- 6) The President, Secretary/Treasurer, Assistant Secretary/Treasurer, and each officer of SAHFC (each an "Executing Officer"), or any of them, are authorized and directed to negotiate, execute and deliver (or to accept, as the case may be) any documents and other instruments upon the conditions therein described or necessary or desirable in connection with the Sale or otherwise to give effect to the actions authorized hereby and the intent hereof, and approval of the terms of any of the documents by Executing Officer and this Board shall be conclusively evidenced by the execution and delivery of such documents.
- 7) The Board authorizes the negotiation and execution by any Executing Officer of a Term Sheet on substantially the terms presented to the Board.
- 8) 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.
- 9) All acts heretofore taken by the officers of this Board in connection with the matters authorized by this Resolution are hereby ratified, confirmed, and approved by the Board.
- 10) If any section, paragraph, clause, or provision of this Resolution shall be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution.
- 11) The recitals of this Resolution are hereby found to be true and are incorporated herein for all purposes.

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

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

Passed and approved this 6th day of March 2025.

Gabriel Lopez

President, Board of Directors

Attested and approved as to form:

Michael Reyes

Acting Secretary/Treasurer

Costa Valencia and Rosemont At Highland Park

Sale and PFC Inducement

—

Miranda Castro

Chief Asset Management Officer



History and Background

Costa Valencia and **Rosemont at Highland Park** were acquired by the agency in 2021 and 2022 respectively. At the time of the acquisition, the current property evaluation tools were not in place to evaluate the feasibility of the assets aligning with the acquisition criteria. Retrospectively, under the current evaluation criteria, the assets would have been recommended for disposition and not acquisition. The properties are experiencing significant financial distress and occupancy issues, resulting in the agency having to fund operating costs. The current LURA and affordability will remain in place for the next 40 years and tenants will not be permanently displaced.

Offers were solicited with the assistance of CBRE; after negotiation and consideration, LXMI Capital, LLC was selected to purchase both properties under a PFC transaction with San Antonio Housing Facility Corporation. LXMI will act as the developer/partner taking on all financial liability, guarantees, and property management responsibilities. SAHFC will remain in the partnership, hold a 75-year ground lease and provide the tax exemption.

Overview

The properties will be sold fee simple for a total sale price of of **\$24,582,000**.

The current debt on the properties is approximately \$21,000,000. This transaction will net approximately **\$3,500,000 in profit** to the agency. All other offers under different terms and transaction types resulted in agency funding needed at closing.

The current staff at the properties will be reassigned to other properties within the Affordable Housing Communities (aka Beacon Communities) portfolio to fill vacancies that are being filled with temporary employees; there will be no lay-offs associated with these transactions.

Rosemont at Highland Park



Purchase Price

\$12,852,000

Closing Fee

\$250,000 paid at closing

Annual Asset Management Fee

\$50,000

Property Tax Savings

25%

Disposition Fee

5% of net sales proceeds

Costa Valencia



Purchase Price

\$11,730,000

Closing Fee

\$250,000 paid at closing

Annual Asset Management Fee

\$50,000

Property Tax Savings

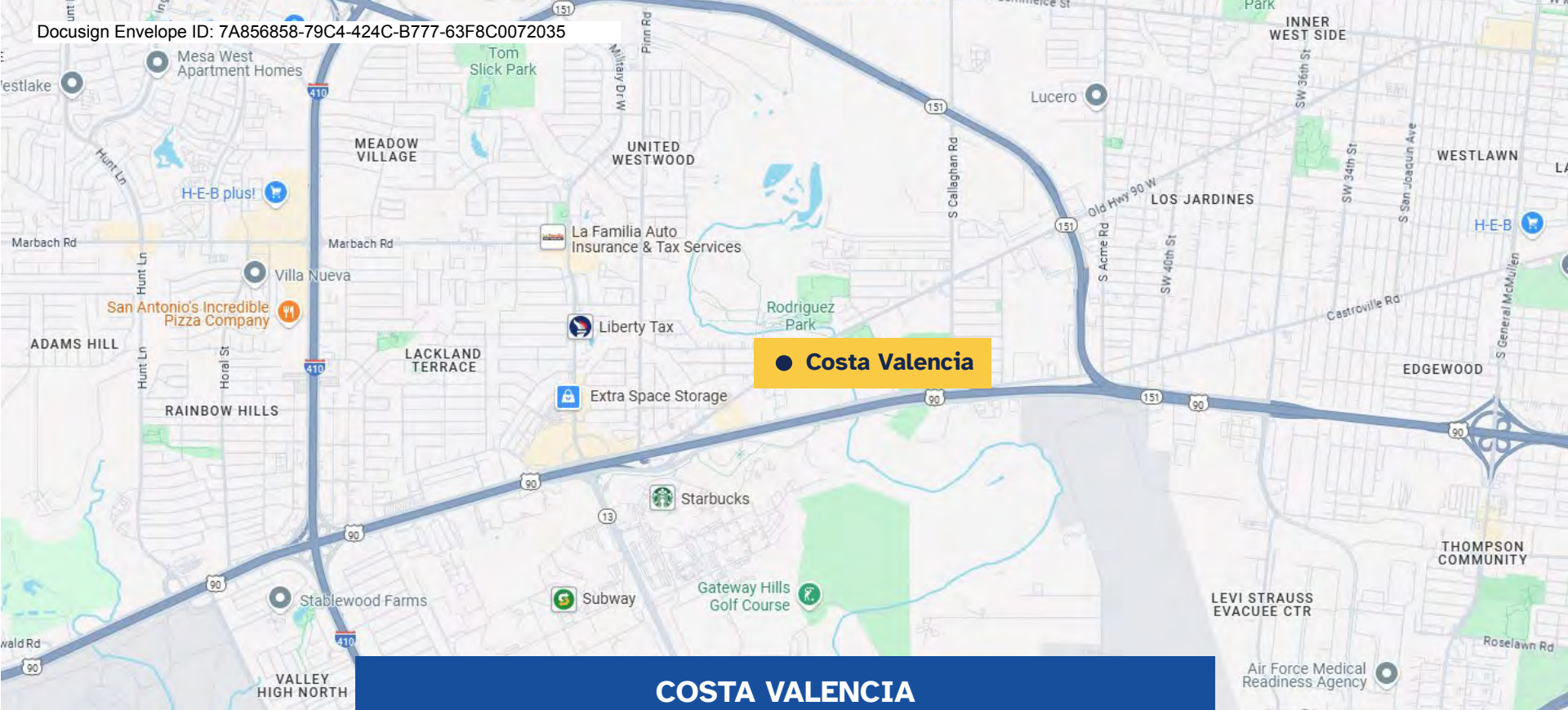
25%

Disposition Fee

5% of net sales proceeds



ROSEMONT AT HIGHLAND PARK
1303 Rigsby Ave



● **Costa Valencia**

COSTA VALENCIA
6303 Old Hwy 90 W, 78227

Questions?

SAN ANTONIO HOUSING FACILITY CORPORATION

March 6, 2025

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

RESOLUTION 25FAC-03-01, AUTHORIZING (I) THE SALE OF A VACANT LOT LOCATED AT 731 RUNNELS AVENUE, SAN ANTONIO, TEXAS 78208, AT A PURCHASE PRICE OF \$39,000; (II) THE EXPENDITURE OF UNRESTRICTED FUNDS (INCLUDING, BUT NOT LIMITED TO, A PORTION OF THE PROCEEDS OF THE SALE) AND ALL OTHER ACTIONS NECESSARY TO EFFECT THE SALE; AND (III) OTHER MATTERS IN CONNECTION THEREWITH

DocuSigned by:
Michael Reyes
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Michael Reyes
Acting Treasurer/Secretary

DocuSigned by:
Miranda Castro
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Miranda Castro
Chief Asset Management Officer

REQUESTED ACTION:

Consideration and approval regarding Resolution 25FAC-03-01, authorizing (i) the sale of a vacant lot located at 731 Runnels Avenue, San Antonio, Texas 78208, at a purchase price of \$39,000; (ii) the expenditure of unrestricted funds (including, but not limited to, a portion of the proceeds of the sale) and all other actions necessary to effect the sale; and (iii) other matters in connection therewith.

SUMMARY:

On March 27, 2024, the Board of Commissioners approved Resolution 6513 authorizing the sale of the sale of a vacant lot (the "Sale") located at 731 Runnels Avenue, San Antonio, Texas 78208 (the "Lot"). The San Antonio Housing Facility Corporation ("SAHFC") owns the lot. SAHFC has since received an offer from an individual buyer to purchase the Lot at \$39,000. This resolution is intended to authorize SAHFC to approve the Sale of the Lot at the Purchase Price.

The Lot is unimproved and vacant. Staff have determined that there is no feasible option to develop affordable housing on the Lot. Furthermore, unstaffed and unoccupied properties expose Opportunity Home San Antonio to potential premises liability and other claims. No debt is outstanding on the Lot; accordingly, the proceeds of the Sale of the Lot (less costs required to close) will be reinvested into the respective Opportunity Home San Antonio fund from which the original purchase proceeds were drawn. Because the Lot is undeveloped, selling the Lot would not adversely impact residents.

CONTRACT OVERSIGHT:

Miranda Castro, Chief Asset Management Officer

STRATEGIC OUTCOMES:

Residents have a sufficient supply of affordable housing options.
Residents live in quality affordable housing.

ATTACHMENTS:

Resolution 25FAC-03-01
Slides

**San Antonio Housing Facility Corporation
Resolution 25FAC-03-01**

RESOLUTION 25FAC-03-01, AUTHORIZING (I) THE SALE OF A VACANT LOT LOCATED AT 731 RUNNELS AVENUE, SAN ANTONIO, TEXAS 78208, AT A PURCHASE PRICE OF \$39,000; (II) THE EXPENDITURE OF UNRESTRICTED FUNDS (INCLUDING, BUT NOT LIMITED TO, A PORTION OF THE PROCEEDS OF THE SALE) AND ALL OTHER ACTIONS NECESSARY TO EFFECT THE SALE; AND (III) OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, San Antonio Housing Facility Corporation (“SAHFC”) is the legal owner of an unimproved and vacant lot located at 731 Runnels Avenue, San Antonio, Texas 78208 (the “Lot”); and

WHEREAS, on March 27, 2024, the Board of Commissioners of Opportunity Home San Antonio approved Resolution 6513 authorizing the sale of the Lot (the “Sale”), the expenditure of unrestricted funds (including, but not limited to, a portion of the proceeds of the Sale) and other actions necessary to effect the Sale, and other matters in connection therewith; and

WHEREAS, SAHFC has received an offer from an individual buyer to purchase the Lot at a sale price of \$39,000 (the “Purchase Price”), with a proposed closing date of March 12, 2025; and

WHEREAS, there is no debt outstanding on the Lot; and

WHEREAS, this Board of Directors of SAHFC (the “Board”) has determined that it is in the public interest and to the benefit of the citizens and residents of San Antonio for SAHFC to approve (i) the Sale of the Lot at the Purchase Price; (ii) the expenditure of unrestricted funds (including proceeds of the Sale) and other actions required to effect the Sale and conveyance of the Lot; and (iii) other matters in connection therewith.

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

- 1) Authorizes the Sale of the Lot at the Purchase Price and the expenditure of unrestricted funds necessary to effect the Sale.
- 2) Authorizes the Acting Secretary/Treasurer and each officer of SAHFC (each an “Executing Officer”), or any of them, are hereby authorized and directed to negotiate, execute, and deliver (or to accept, as the case may be), any documents and other instruments, including, but not limited to, a purchase and sale agreement and a deed, or any other such instruments necessary or desirable to give effect to the actions authorized hereby and carry out the intent hereof, and approval of the terms of any of the documents by the Executing Officer and the Board shall be conclusively evidenced by the execution and delivery of such documents.
- 3) Authorizes the officers of the Board, or any of them, 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.

- 4) Authorizes, ratifies, confirms, and approves all acts heretofore taken by the officers of the Board in connection with the matters authorized by this Resolution.
- 5) Resolves that 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.
- 6) Resolves that 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.
- 7) Resolves that 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.
- 8) Resolves that this Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.
- 9) Resolves that this Resolution shall be in force and effect from and after its passage.

Passed and approved this 6th day of March 2025.

Gabriel Lopez
President, Board of Directors

Attested and approved as to form:

Michael Reyes
Acting Secretary/Treasurer

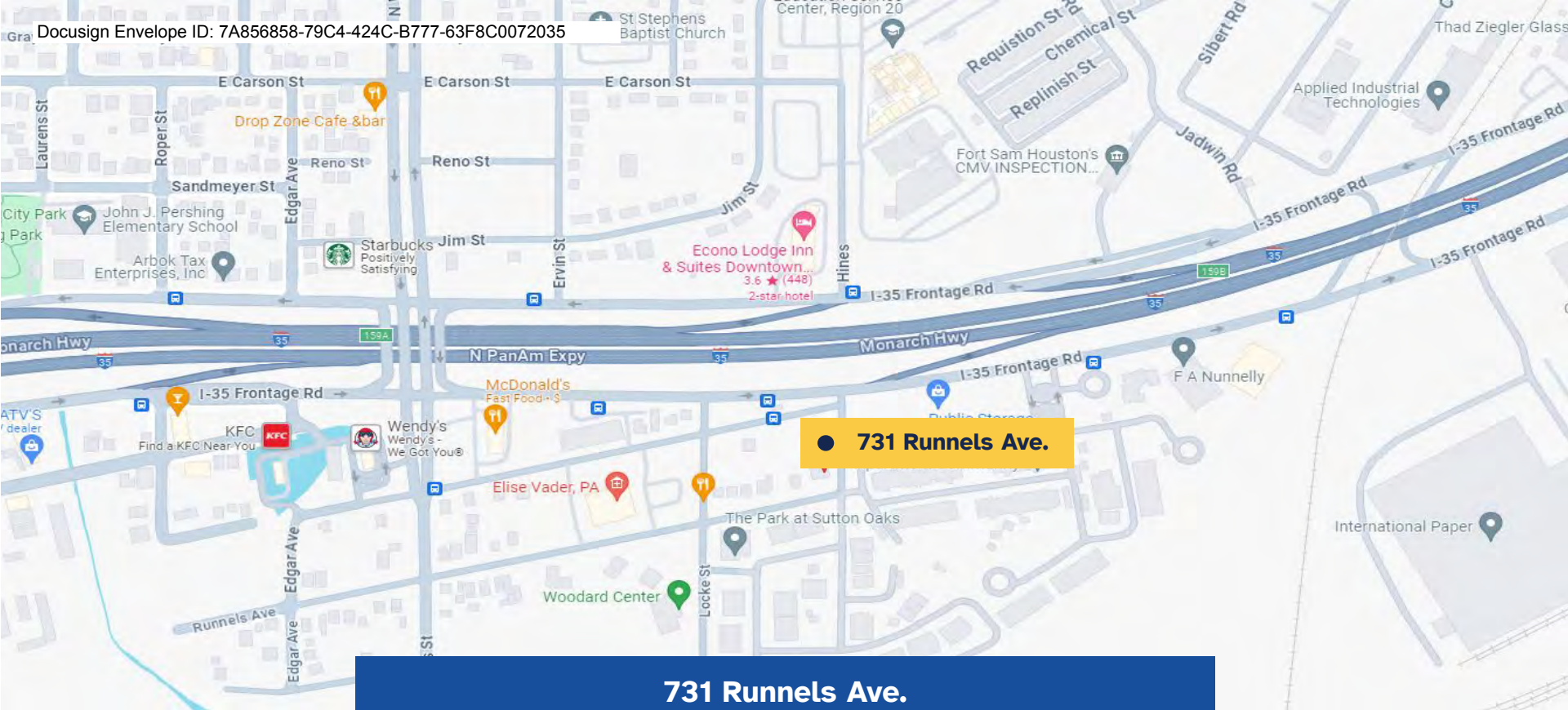
Sale of 731 Runnels Ave.

Final Approval

—

Miranda Castro

Chief Asset Management Officer



731 Runnels Ave.
Vacant Lot

731 Runnels Ave.



The Board approved Resolution 6513 on **March 27, 2024**, authorizing the sale of four vacant lots that were identified as property that will not be used for future development.

The lot on 731 Runnels was acquired for the **Wheatley Choice Neighborhood Implementation Grant (CNI)** masterplan in 2014 for the purpose of redevelopment of the neighborhood. It was not used in the overall redevelopment.

731 Runnels Ave.

The property was listed in April 2024 for **\$59,000** with a price reduction to **\$39,000** in August 2024. The current offer is in line with the current market.

The offer is all cash, the intended buyer intends to develop a single family home on the property.



Questions?