



 **OPPORTUNITY**[™]
HOME SAN ANTONIO

REGULAR BOARD MEETING
MARCH 6, 2025

BOARD OF COMMISSIONERS

Gabriel Lopez Chair	Gilbert Casillas Vice Chair	Barbara Ankamah Burford Commissioner	Dalia Contreras Commissioner	Estrellita Garcia-Diaz Commissioner	Janet Garcia Commissioner	Leilah Powell Commissioner
------------------------	--------------------------------	---	---------------------------------	--	------------------------------	-------------------------------

ACTING PRESIDENT & CEO

Michael Reyes

REGULAR BOARD MEETING

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

At least four Commissioners will be physically present at this location, and up to three other Commissioners 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 Commissioners or its Committee may hold a closed meeting pursuant to Texas Government Code § 551.071-076 for consultation concerning attorney-client matters, real estate, litigation, personnel, and security matters. The Board or Committee reserves the right to enter into closed meeting at any time during the course of the meeting.

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 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 translator will be available to citizens needing translation.

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, Regular Board meeting minutes
 - Approval of the February 19, 2025, Finance Committee meeting minutes
 - Approval of the February 19, 2025, Operations and Real Estate Committee meeting minutes

CONSENT ITEMS

4. Consideration and approval regarding Resolution 6714, certifying that Opportunity Home's Investment Policy and investment strategies have been reviewed in accordance with the requirements set forth in Section 2256.005 (E) of the Texas Public Funds Investment Act (Aaron Sladek, Director of Finance and Accounting)

BOARD OF COMMISSIONERS

Gabriel Lopez Chair	Gilbert Casillas Vice Chair	Barbara Ankamah Burford Commissioner	Dalia Contreras Commissioner	Estrellita Garcia-Diaz Commissioner	Janet Garcia Commissioner	Leilah Powell Commissioner
------------------------	--------------------------------	---	---------------------------------	--	------------------------------	-------------------------------

ACTING PRESIDENT & CEO

Michael Reyes

5. Consideration and approval regarding Resolution 6718, authorizing the award of a contract for financial and compliance audit services for Opportunity Home and its affiliated entities to Garza/Gonzalez & Associates, LLC (ESBE, HABE, MBE, SBE) for a two-year cumulative amount not to exceed \$371,599, and for an annual cumulative amount not to exceed \$188,591 for year three, \$190,477 for year four, and \$192,382 for year five; for a period of two years with the option to renew up to three additional one-year terms (Aaron Sladek, Director of Finance and Accounting)
6. Consideration and approval regarding Resolution 6719, authorizing the sale of the Rosemont at Highland Park Project; inducing a public-private partnership with LXMI Capital, LLC to own such Project; and other matters in connection therewith (Miranda Castro, Chief Asset Management Officer)
7. Consideration and approval regarding Resolution 6720, authorizing the sale of the Costa Valencia Project; inducing a public-private partnership with LXMI Capital, LLC to own such Project; and other matters in connection therewith (Miranda Castro, Chief Asset Management Officer)

INDIVIDUAL ITEMS

8. Consideration and approval regarding Resolution 6715, authorizing the Converse Ranch II Apartments Project Refinancing, including the expenditure of Moving to Work funds in an amount not to exceed \$4,100,000; authorizing San Antonio Housing Facility Corporation to approve Resolution 25FAC-02-01 authorizing certain actions necessary to effect such refinancing; further authorizing the execution of all documentation necessary to carry out the transactions; and other matters in connection therewith (Miranda Castro, Chief Asset Management Officer)
9. Consideration and approval regarding Resolution 6717, authorizing the Elan Gardens Apartments Project acquisition and refinancing, including authorizing the expenditure of Moving to Work funds in an amount of approximately \$4,000,000; authorizing San Antonio Housing Finance Corporation to approve resolution 25FIN-02-01 authorizing actions required to effect the refinancing; authorizing San Antonio Housing Facility Corporation to approve 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. and to provide for the borrowing of funds from Frost Bank for a loan in an amount not to exceed \$11,500,000, and all other actions necessary to effect the project refinancing; and authorizing Las Varas Public Facility Corporation to approve resolution 25LVPFC-02-01 authorizing the transfer of the general partner interest and all actions necessary to effect the 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)

BOARD OF COMMISSIONERS

Gabriel Lopez Chair	Gilbert Casillas Vice Chair	Barbara Ankamah Burford Commissioner	Dalia Contreras Commissioner	Estrellita Garcia-Diaz Commissioner	Janet Garcia Commissioner	Leilah Powell Commissioner
------------------------	--------------------------------	---	---------------------------------	--	------------------------------	-------------------------------

ACTING PRESIDENT & CEO

Michael Reyes

10. Consideration and approval regarding Resolution 6723, authorizing the San Antonio Housing Facility Corporation to approve resolution 25FAC-03-01, authorizing the sale of a vacant lot located at 731 Runnels Avenue, San Antonio, Texas 78208, and other matters in connection therewith (Miranda Castro, Chief Asset Management Officer)
11. Consideration and approval regarding Resolution 6716, adopting the updated Affordable Housing Preservation and Expansion Policy (“Policy”) to guide the selective redevelopment, acquisition, and new development activities of Opportunity Home San Antonio (Timothy E. Alcott, Executive Vice President, Development and General Counsel)

DISCUSSION ITEMS

12. Discussion regarding unpaid receivables in Affordable Housing Communities (Miranda Castro, Chief Asset Management Officer)
13. Discussion regarding Partnership Evaluation tool (Miranda Castro, Chief Asset Management Officer)
14. President’s Report
 - Housing Outlook
 - HUD update
 - Grand Openings
 - Upcoming Events

CLOSED SESSION

15. Closed Session

Personnel/Consultation with Attorney

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

 - Discussion and consultation with attorney regarding CEO assessment and goals, CEO search, CEO job description, and related matters
16. Adjournment

BOARD OF COMMISSIONERS

Gabriel Lopez Chair	Gilbert Casillas Vice Chair	Barbara Ankamah Burford Commissioner	Dalia Contreras Commissioner	Estrellita Garcia-Diaz Commissioner	Janet Garcia Commissioner	Leilah Powell Commissioner
------------------------	--------------------------------	---	---------------------------------	--	------------------------------	-------------------------------

ACTING PRESIDENT & CEO

Michael Reyes

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 the 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 OPPORTUNITY HOME SAN ANTONIO REGULAR BOARD MEETING

Meeting Called to Order

I. Call to Order

Chair Lopez called the Regular Board Meeting of Opportunity Home San Antonio to order at 1:03 PM CST on February 5, 2025. The meeting was held at the Opportunity Home San Antonio Central Office at 818 S. Flores St., San Antonio, TX 78204.

Board Members 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 President and CEO; Timothy Alcott, Executive Vice President of Development and General Counsel; George Ayala, Director of Procurement; Hector Martinez, Director of Construction Services and Sustainability; Victoria Febus, Director of Beacon Communities; Ruth Bautista, Director of Public Housing; and Jo Ana Alvarado, Chief Information Officer.

Interpreter, Universe Technical Translation, Inc.

Board Members 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 (0) citizens signed up to speak, no (0) citizens spoke, and no citizens ceded their time.

Public Hearing

III. Public Hearing

Public Hearing regarding Resolution 6708, approving the La Ventana Apartments transaction, including authorizing the San Antonio Housing Facility Corporation to approve Resolution 25FAC-01-04, authorizing its participation in the La Ventana Apartments Transaction; and other matters in connection therewith (Timothy Alcott, Executive Vice President of Development and General Counsel)



Citizens wishing to speak on Resolution 6708 were given three minutes to do so. No (0) citizens signed up to speak, no (0) citizens spoke, and no citizens ceded their time.

Minutes

IV. Minutes

Commissioner Powell moved to approve the December 4, 2024, Regular Board meeting minutes, January 15, 2025, Special Board meeting minutes, and the January 22, 2025, Special Board meeting minutes. Commissioner Ankamah Burford seconded the motion. The motion carried with six (6) in favor and none against by a voice vote.

Consent Items

V. Resolution 6598

Consideration and approval regarding Resolution 6598, authorizing the award of a contract for office supplies, related products, and services to Office Depot, Inc. through Omnia Partners, Public Sector; for an annual cumulative amount not to exceed \$2,000,000; for a period of one year with the option to renew up to four additional one-year terms (George Ayala, Director of Procurement)

VI. Resolution 6701

Consideration and approval regarding Resolution 6701, authorizing the award of contracts for the purchase of maintenance, repair and operations (MRO) supplies and services to HD Supply Facilities Maintenance, Ltd., a Florida Limited partnership, for an annual cumulative amount not to exceed \$3,000,000 and Home Depot U.S.A., a Delaware corporation, for an annual cumulative amount not to exceed \$3,000,000 through Omnia Partners, Public Sector; for a period of one year with the option to renew for up to four additional one-year terms (George Ayala, Director of Procurement)

VII. Resolution 6703

Consideration and approval regarding Resolution 6703, authorizing the award of a contract for fleet services and fuel to the City of San Antonio (COSA) through an interlocal agreement for an annual cumulative amount not to exceed \$500,000; for a period of one year with the option to renew up to four additional one-year terms (George Ayala, Director of Procurement)

VIII. Resolution 6704

Consideration and approval regarding Resolution 6704, authorizing the award of contracts for elevator services: repair, maintenance, inspection/testing, parts, and modernization to Otis Elevator Company through Omnia Partners, Public Sector and elevators, escalators, and moving walks with related equipment, services, and supplies to Schindler Elevator Corporation and TK Elevator through Sourcewell, a



Nationwide Purchasing Cooperative, for an annual cumulative amount not to exceed \$5,000,000; for a period of one year with the option to renew up to four additional one-year terms (George Ayala, Director of Procurement; Hector Martinez, Director of Construction Services and Sustainability; Victoria Febus, Director of Beacon Communities; Ruth Bautista, Director of Public Housing)

IX. Resolution 6706

Consideration and approval regarding Resolution 6706, reconfirming the use of cooperative purchasing program contracts, where Opportunity Home is a participating member, and General Services Administration (GSA) Federal Supply Schedules for the acquisition of computer hardware, software, and related services by Opportunity Home and its Affiliated Entities; for a period of one year with the option to renew up to four additional one-year terms (George Ayala, Director of Procurement; Jo Ana Alvarado, Chief Information Officer)

Main Motion Regarding Items 5-9

Moved by Vice Chair Casillas. Seconded by Commissioner Ankamah Burford. The motion was carried with six (6) in favor and none against by a voice vote.

Discussion Items

X. Office of Management and Budget (OMB) memos

Update regarding Office of Management and Budget (OMB) memos

XI. U.S. Immigration and Customs Enforcement (ICE) activity

Update and discussion regarding U.S. Immigration and Customs Enforcement (ICE) activity

XII. President's Report

Action Regarding Recess

With no objections, the Board recessed the Regular Board meeting at 1:21 PM CST and entered into the Las Varas Public Facility Corporation and San Antonio Housing Facility Corporation meetings.

The Board returned from recess at 1:26 PM CST.

Action Regarding Closed Session

Attorney Doug Poneck read the Board into Closed Session.

Chair Lopez recessed the Regular Board meeting and entered into Closed Session at 1:45 PM CST.

Closed Session



XIII. Closed Session

Personnel/Consultation with Attorney

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

- Update and discussion with attorney regarding the President and CEO and Executive Leadership Team compensation study results
- Discussion and consultation with attorney regarding CEO assessment and goals, CEO search, CEO job description, and related matters

Action Regarding Closed Session

The Board returned from Closed Session, and Chair Lopez called the meeting to order at 3:12 PM CST.

XIV. Adjournment

Main Motion Regarding Adjournment

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

The meeting adjourned at 3:12 PM CST.

ATTEST:

Gabriel Lopez
Chair, Board of Commissioners

Date

Michael Reyes
Acting President and CEO

Date



MINUTES OF OPPORTUNITY HOME SAN ANTONIO FINANCE COMMITTEE MEETING

Meeting Called to Order

I. Call to Order

Committee Chair Contreras called the Finance Committee meeting of Opportunity Home San Antonio to order at 1:01 PM CST on February 19, 2025. The meeting was held at Pecan Hill Apartments at 1600 W. Lawndale, San Antonio, TX 78209.

Board Members 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 President and CEO; Aaron Sladek, Director of Finance and Accounting; and Allison Schlegel, Director of Internal Audit.

Interpreter, Universe Technical Translation, Inc.

Board Members 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. Two (2) citizens signed up to speak, two (2) citizens spoke, and no citizens ceded their time.

Individual Items

III. Resolution 6714

Consideration and appropriate action regarding Resolution 6714, certifying that Opportunity Home's Investment Policy and investment strategies have been reviewed in accordance with the requirements set forth in Section 2256.005 (E) of the Texas Public Funds Investment Act (Aaron Sladek, Director of Finance and Accounting)

Main Motion Regarding Resolution 6714

Moved by Commissioner Powell. Seconded by Chair Lopez. The motion was carried with six (6) in favor and none against by a voice vote.



IV. Resolution 6718

Consideration and appropriate action regarding Resolution 6718, authorizing the award of a contract for financial and compliance audit services for Opportunity Home and its affiliated entities to Garza/Gonzalez & Associates, LLC (ESBE, HABE, MBE, SBE) for a two-year cumulative amount not to exceed \$371,599, and for an annual cumulative amount not to exceed \$188,591 for year three, \$190,477 for year four, and \$192,382 for year five; for a period of two years with the option to renew up to three additional one-year terms (Aaron Sladek, Director of Finance and Accounting)

Main Motion Regarding Resolution 6718

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

Discussion Items

V. Quarterly Financial Report

Update and discussion regarding the Quarterly Financial Report (Aaron Sladek, Director of Finance and Accounting)

VI. Quarterly Internal Audit Report

Update and discussion regarding the Quarterly Internal Audit Report (Allison Schlegel, Director of Internal Audit)

VII. Adjournment

With no objections, the meeting adjourned at 1:40 PM CST.

ATTEST:

Gabriel Lopez
Chair, Board of Commissioners

Date

Michael Reyes
Acting President and CEO

Date



MINUTES OF OPPORTUNITY HOME SAN ANTONIO OPERATIONS AND REAL ESTATE COMMITTEE MEETING

Meeting Called to Order

I. Call to Order

Committee Chair Casillas called the Operations and Real Estate Committee meeting of Opportunity Home San Antonio to order at 1:40 PM CST on February 19, 2025. The meeting was held at Pecan Hill Apartments at 1600 W. Lawndale, San Antonio, TX 78209.

Board Members 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 President and CEO;

Interpreter, Universe Technical Translation, Inc.

Board Members 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. Two (2) citizens signed up to speak, one (1) citizen spoke, and no citizens ceded their time.

Individual Items

III. Resolution 6715

Consideration and appropriate action Regarding Resolution 6715, authorizing the Converse Ranch II Apartments Project Refinancing, including the expenditure of Moving to Work funds in an amount not to exceed \$3,000,000; authorizing San Antonio Housing Facility Corporation to approve Resolution 25FAC-02-01 authorizing a loan from Frost Bank in an amount of approximately \$2,000,000; the execution of all documentation necessary to carry out the transactions; and other matters in connection therewith (Miranda Castro, Chief Asset Management Officer)



Main Motion Regarding Resolution 6715

Moved by Chair Lopez. Seconded by Commissioner Powell. The motion was carried with six (6) in favor and none against by a voice vote.

IV. Resolution 6717

Consideration and appropriate action regarding Resolution 6717, authorizing the Elan Gardens Apartments Project acquisition and refinancing, including authorizing the expenditure of Moving to Work funds in an amount of approximately \$2,000,000; authorizing San Antonio Housing Finance Corporation to approve resolution 25FIN-02-01 authorizing actions required to effect the refinancing; authorizing San Antonio Housing Facility Corporation to approve 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. and to provide for the borrowing of funds from Frost Bank for a loan in an amount not to exceed \$13,000,000, and all other actions necessary to effect the project refinancing; and authorizing Las Varas Public Facility Corporation to approve resolution 25LVPFC-02-01 authorizing the transfer of the general partner interest and all actions necessary to effect the 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)

Main Motion Regarding Resolution 6717

Moved by Chair Lopez. Seconded by Commissioner Ankamah Burford. The motion was carried with six (6) in favor and none against by a voice vote.

V. Resolution 6719

Consideration and appropriate action regarding Resolution 6719, authorizing the sale of the Rosemont at Highland Park Project; inducing a public-private partnership with LXMI Capital, LLC to own such Project; and other matters in connection therewith (Miranda Castro, Chief Asset Management Officer)

VI. Resolution 6720

Consideration and appropriate action regarding Resolution 6720, authorizing the sale of the Costa Valencia Project; inducing a public-private partnership with LXMI Capital, LLC to own such Project; and other matters in connection therewith (Miranda Castro, Chief Asset Management Officer)

Main Motion Regarding Resolutions 6719 and 6720

Moved by Chair Lopez. Seconded by Commissioner Contreras. The motion was carried with six (6) in favor and none against by a voice vote.

Discussion Item

VII. Legislative Update and Priorities



Update and discussion regarding Opportunity Home legislative update and priorities (Teresa Menendez Myers, Chief of Staff)

Action Regarding Closed Session

Attorney Doug Poneck read the Board into Closed Session.

Chair Lopez recessed the Operations and Real Estate Committee meeting and entered into Closed Session at 2:23 PM CST.

Closed Session

VIII. Closed Session

Personnel/Consultation with Attorney

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

- Update and discussion with attorney regarding the President and CEO and Executive Leadership Team compensation study results
- Discussion and consultation with attorney regarding CEO assessment and goals, CEO search, CEO job description, and related matters

Reports

- Operations Report
- Procurement Activity Report

Resource

- Developments Overview Table

IX. Adjournment

With no objections, the meeting adjourned at 4:00 PM CST.

ATTEST:

Gabriel Lopez
 Chair, Board of Commissioners

Date

Michael Reyes
 Acting President and CEO

Date

**BOARD OF COMMISSIONERS
Regular Board Meeting**

RESOLUTION 6714, CERTIFYING THAT OPPORTUNITY HOME'S INVESTMENT POLICY AND INVESTMENT STRATEGIES HAVE BEEN REVIEWED IN ACCORDANCE WITH THE REQUIREMENTS SET FORTH IN SECTION 2256.005 (E) OF THE TEXAS PUBLIC FUNDS INVESTMENT ACT

DocuSigned by:
Michael Reyes

Michael Reyes
Acting President and CEO

DocuSigned by:
Aaron Sladek

Aaron Sladek
Director of Finance and Accounting

REQUESTED ACTION:

Consideration and approval regarding Resolution 6714, certifying that Opportunity Home's Investment Policy and investment strategies have been reviewed in accordance with the requirements set forth in Section 2256.005 (E) of the Texas Public Funds Investment Act.

SUMMARY:

Section 2256.005 (E) of the Texas Public Funds Investment Act requires that the governing body of each covered entity review its Investment Policy and investment strategies not less than annually and adopt a written instrument by rule, order, ordinance, or resolution stating such.

The Investment Policy denotes the allowed investment activities, which must conform to all federal, state, and local statutes governing the investment of public and non-public funds. The policy contains relevant information to guide responsible personnel regarding authorized investment activities.

There are no proposed changes to the Investment Policy at this time.

STRATEGIC OUTCOME:

Supports all strategic outcomes.

ATTACHMENTS:

- Resolution 6714
- 2025 Investment Policy

**CERTIFICATE FOR RESOLUTION
RESOLUTION 6714**

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

1. In accordance with Chapter 551, Texas Government Code, as amended (the “Open Meetings Act”), and the bylaws of Opportunity Home San Antonio, the Board of Commissioners of Opportunity Home San Antonio (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 6714, CERTIFYING THAT OPPORTUNITY HOME’S
INVESTMENT POLICY AND INVESTMENT STRATEGIES HAVE BEEN
REVIEWED IN ACCORDANCE WITH THE REQUIREMENTS SET FORTH IN
SECTION 2256.005 (E) OF THE TEXAS PUBLIC FUNDS INVESTMENT ACT**

(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 Open Meetings Act and the Bylaws of Opportunity Home San Antonio.

SIGNED AND SEALED this 6th day of March 2025.



Michael Reyes
Acting President and CEO

**Opportunity Home San Antonio
Resolution 6714**

RESOLUTION 6714, CERTIFYING THAT OPPORTUNITY HOME'S INVESTMENT POLICY AND INVESTMENT STRATEGIES HAVE BEEN REVIEWED IN ACCORDANCE WITH THE REQUIREMENTS SET FORTH IN SECTION 2256.005 (E) OF THE TEXAS PUBLIC FUNDS INVESTMENT ACT

WHEREAS, the State of Texas has passed legislation requiring written Investment Policies for all public agencies; and

WHEREAS, the State requires the governing body of an investing entity to review its Investment Policy and investment strategies not less than annually and adopt a resolution stating such; and

WHEREAS, staff of Opportunity Home has previously prepared the Investment Policy to meet the requirements of the State of Texas Law; and

WHEREAS, there are no proposed changes to the Investment Policy at this time.

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of Opportunity Home San Antonio hereby:

- 1) Approves Resolution 6714, certifying that Opportunity Home's Investment Policy and investment strategies have been reviewed in accordance with the requirements set forth in Section 2256.005 (E) of the Texas Public Funds Investment Act.
- 2) Authorizes the Acting President and CEO or designee to execute all necessary documents and extensions.

Passed and approved this 6th day of March 2025.

Gabriel Lopez
Chair, Board of Commissioners

Attested and approved as to form:

Michael Reyes
Acting President and CEO

INVESTMENT POLICY

March 6, 2025

1.0 POLICY:

It is the policy of the Housing Authority of the City of San Antonio, Texas (known as “Opportunity Home”) to invest all funds in a manner that will provide the highest investment return with the maximum security while ensuring sufficient liquidity to meet the daily cash flow demands of Opportunity Home. Investment activities must conform to all federal, state and local statutes governing the investment of public and non-public funds.

2.0 SCOPE:

This investment policy applies to all financial assets of Opportunity Home and related entities. These funds are accounted for in Opportunity Home’s annual audit reports and include:

- 2.1 Operating Funds and Reserves for Public Housing, Section 8, and all programs
- 2.2 Development Reserves, Bond Proceeds, and Escrow Accounts
- 2.3 Any newly acquired or special funds
- 2.4 Non-Profit and Partnership Funds

3.0 OBJECTIVE:

As required by the Act, the investment of funds shall be governed by the following investment objectives, in order of preference:

- 3.1 Preservation and safety of principal: Investment decisions of Opportunity Home shall be undertaken in a manner that seeks to ensure the preservation and safety of capital in the overall portfolio. To obtain this goal, adequate diversification is required to ensure that potential losses on individual investments do not exceed the income generated from the remainder of the portfolio. There shall be a requirement for settlement of all transactions, except investment pool funds and mutual funds, on a delivery versus payment basis.
- 3.2 Liquidity: The investment portfolio will remain sufficiently liquid to enable Opportunity Home to meet all operating requirements that might be reasonably anticipated. Investments in securities with an active secondary market are preferred investments.

- 3.3 Yield and Return on Investment: Opportunity Home's investment portfolio shall be designed with the objective of attaining a rate of return throughout budgetary and economic cycles, commensurate with Opportunity Home's investment risk constraints and cash flow characteristics of the portfolio.
- 3.4 Legal Limitations: Direct-specific investment parameters for the investment of public funds in Texas are found in the Public Funds Investment Act, Chapter 2256, Texas Government Code, and the U. S. Department of Housing and Urban Development Public and Indian Housing Notice 95-27 issued May 11, 1995.
- 3.5 Administrative Cost: In choosing an investment, Opportunity Home shall consider the administrative work involved, particularly with regard to investments of short duration.

4.0 PRUDENCE:

The standard of prudence to be used in the investment function shall be the "prudent person" standard and shall be applied in the context of managing the overall portfolio. Prudence shall be measured by considering the investment of all funds or funds under the entity's control over which the officer had responsibility rather than a consideration as to the prudence of a single investment.

This standard states: "Investments shall be made with judgment and care, under circumstances then prevailing, which persons of prudence, discretion and intelligence exercise in the management of their own affairs, not for speculation, but for investment, considering the probable safety of their capital as well as the expected income to be derived." The investment officer and those delegated with investment authority under this policy, when acting in accordance with the written procedures and this policy in accord with the Prudent Person Rule, shall be relieved of personal responsibility and liability in the management of the portfolio, provided that deviations from expectations for a specific security's credit risk or market price change or portfolio shifts are reported in a timely manner and that appropriate action is taken to control adverse market effects.

5.0 DELEGATION OF AUTHORITY:

The Board of Commissioners of Opportunity Home retains the ultimate responsibility as fiduciaries over the assets of the organization. The Board hereby delegates to the CEO and the CEO's designated staff the day-to-day responsibility of managing Opportunity Home's investment activities. The CEO will report the investment activities to the Board of Commissioners on at least a quarterly basis as required by the Public Funds Investment Act.

The CEO, with assistance from the CEO's designated staff, will establish a system of procedures and controls to regulate the investment activities. No officer or designee may engage in an investment transaction except as provided under the terms of this policy and the procedures established and approved by the President and CEO. The CEO designates

the Chief Financial Officer as responsible for considering the quality and capability of staff, investment advisors, and consultants involved in investment management and procedures. The Chief Financial Officer will also oversee all investment activities and ensure that appropriate internal controls are in place and being followed.

The CEO also designates the Chief Financial Officer as the Investment Officer of Opportunity Home, who is responsible for the day-to-day operating decisions related to investment decisions and activities. In addition, the Investment Officer shall be responsible for all transactions undertaken and, together with the CEO, shall establish a system of procedures and controls to regulate the activities of subordinate officials and staff. The CEO and Chief Financial Officer shall be authorized to make investment decisions and place investment orders. All participants in the investment process shall act responsibly as custodians of the public trust.

6.0 ETHICS AND CONFLICTS OF INTEREST:

Officers, employees, board members, and investment officials involved in the investment process shall refrain from personal business activity that could conflict or could reasonably be perceived as a conflict with the proper execution of the investment program or which could impair their ability to make impartial investment decisions. Officers, employees, board members, and investment officials shall disclose to the President and CEO, in writing, any material financial interests in financial institutions that conduct business with Opportunity Home. Officers, employees, board members, and investment officials shall further disclose any large personal financial investment positions that could be related to the investment activities of Opportunity Home, particularly with regard to the time of purchases and sale of investments. All Federal, State of Texas, and Opportunity Home Ethics Policies shall be strictly followed.

7.0 AUTHORIZED FINANCIAL DEALERS AND INSTITUTIONS:

The Investment Officer shall maintain a list of all financial institutions authorized to provide investment services for Opportunity Home.

- 7.1 All financial institutions and broker/dealers who desire to become qualified bidders for investment transactions must supply the Investment Officer with annual financial statements and certification in writing that the financial institution or the broker/dealer has read and will follow all Federal and State of Texas laws and regulations regarding investments made by Opportunity Home.
- 7.2 An annual review of the financial statements will be completed by the Investment Officer.
- 7.3 A current audited financial statement is required to be on file for each financial institution and broker/dealer with which Opportunity Home transacts business.

7.4 The board or designated investment committee of Opportunity Home shall, at least annually, review, revise, and adopt a list of qualified brokers that are authorized to engage in investment transactions with Opportunity Home.

8.0 AUTHORIZED AND SUITABLE INVESTMENTS:

8.1 HUD Funds: Opportunity Home is required to invest HUD-sourced funds in investments approved by the U.S. Department of Housing and Urban Development. These investments must be fully collateralized. ATTACHMENT A is applicable to HUD funds and contains a listing and description of approved investments.

8.2 Non-HUD Funds: Funds in excess of HUD funds, unrestricted funds, reserves, partnership funds, bond proceeds, foundation funds, and other funds are not subject to ATTACHMENT A; however, these funds shall be invested in accordance with the Public Funds Investment Act.

9.0 COLLATERALIZATION:

Full collateralization is required for all of Opportunity Home's investments. In order to protect Opportunity Home's assets, collateralization of one hundred percent (100%) is required at all times. All collateral shall conform to those investment instruments listed in ATTACHMENT A of the Public Funds Investment Act.

Collateral will always be held by an independent third party with whom the financial institution or broker/dealer has a current custodial agreement. A clearly marked evidence of ownership or safekeeping receipt must be available to Opportunity Home.

Collateral substitution may be allowed when the substituted collateral is on the approved list of investments listed in ATTACHMENT A or the Public Funds Investment Act.

10.0 DIVERSIFICATION:

Opportunity Home will diversify its investments by security type and institution. With the exception of U.S. Treasury securities and authorized investment pools, no more than 50% of Opportunity Home's total investment portfolio will be invested in a single security type or in securities issued by a single financial institution or broker/dealer.

11.0 MAXIMUM MATURITIES:

11.1 Operating Funds: To the extent possible, Opportunity Home will attempt to match its investments with anticipated cash flow requirements. Unless matched to a specific cash flow, Opportunity Home will not directly invest in securities maturing more than three years (3) from the date of purchase. This maximum maturity policy applies to all operating funds.

11.2 Non-operating or excess funds: Funds in excess of operating needs, unrestricted funds, foundation funds, bond proceeds, reserves, escrow funds, and other funds not required for operations may be held in securities without regard to the three year (3) limitation referenced in Section 11.1. The Investment Officer shall assure that sufficient liquidity exists at all times to meeting operating commitments.

12.0 INTERNAL CONTROL:

The Investment Officer shall establish an annual process of independent review as part of the annual audit. This review will provide internal control by assuring compliance with policies and procedures.

13.0 PERFORMANCE STANDARDS AND REPORTING:

As required by Section 2256 of the Public Funds Act, at least quarterly, the Investment Officer or designee will prepare an investment report for Opportunity Home's Board of Commissioners. The report shall contain the name of the financial institution or broker/dealer holding the investment, the investment position, the cost of the investment, the fair market value, the purchase date, the maturity date, and any interest accrued. Investment performance will be measured by standards set by the U.S. Department of Housing and Urban Development.

14.0 INVESTMENT POLICY ADOPTION:

Opportunity Home's investment policy shall be adopted by resolution of the Board of Commissioners. The policy shall be reviewed on a periodic basis and revised by the Investment Officer as necessary. It is the intent of Opportunity Home that if any changes in federal or State of Texas laws affect this policy, the new law or change becomes effective as stated, and this policy automatically conforms to existing law.

15.0 EXEMPTION:

Any investment currently held that does not meet the guidelines of this policy shall be exempted from the requirements contained herein. At maturity or liquidation, such funds shall be reinvested only as provided by this policy.

ATTACHMENT A

INVESTMENT INSTRUMENTS APPROVED BY HUD

1. DIRECT OBLIGATION OF THE FEDERAL GOVERNMENT BACKED BY THE FULL FAITH AND CREDIT OF THE UNITED STATES

- a. U.S. Treasury Bills

- b. U. S. Treasury Notes and Bonds
 - (1) U.S. Treasury Notes

 - (2) U.S. Treasury Bonds

2. OBLIGATIONS OF FEDERAL GOVERNMENT AGENCIES

- a. Federal Financing Bank (FFB)

- b. Government National Mortgage Association (GNMA). Mortgage-Backed Securities (GNMA I and GNMA II)

- c. GNMA Participation Certifies

- d. Maritime Administration Merchant Marine Bonds, Notes, and Obligations

- e. Small Business Administration (SBA). Small Business Investment Corporation (SBIC) Debentures

- f. Tennessee Valley Authority (TVA) Power Bonds and Notes

3. SECURITIES OF GOVERNMENT-SPONSORED AGENCIES

- a. Farm Credit Consolidated System-Wide Discount Notes
- b. Federal Farm Credit Banks Consolidated System-Wide Bonds
- c. Federal Home Loan Banks Consolidated Obligations

These securities are the secured joint and several obligations of the Federal Home Loan Banks comprised of:

- (1) Bonds
 - (2) Notes
 - (3) Discount Notes
- d. FHLMC Mortgage Participation Certificates (PC) (Guaranteed)
 - e. FHLMC Collateralized Mortgage Obligations (CMOs)
 - f. Federal National Mortgage Association (FNMA) Debentures
 - g. FNMA Notes
 - h. FNMA Short-Term Discount Notes
 - i. FNMA Capital Debentures
 - j. Student Loan Marketing Associations (SLMA) Obligations

SLMA issues obligations comprises of guaranteed student loans as follows:

- (1) Floating Rate and Master Notes

(2) The Series E and F Floating Rate Notes

(3) Zero Coupon Notes

4. DEMAND AND SAVINGS DEPOSITS

5. MONEY-MARKET DEPOSIT ACCOUNT

6. MUNICIPAL DEPOSITORY FUND

7. SUPER NOW ACCOUNTS

8. CERTIFICATES OF DEPOSIT

- a. Certificates of Deposit are permitted at depository institutions that are insured by an agency of the Federal Government. Caution must be exercised for certificates exceeding the \$250,000 insurance limit or when the term is longer than 30-90 days. The new FDIC limit of \$250,000 is in effect through December 2013. Although the certificates' rate of return may be attractive for larger amounts and longer terms, U. S. treasury Securities offer superior safety and liquidity for the same amounts and terms. Certificates shall be in the HA's name. In addition, a General Depository Agreement must be executed by each financial institution that issues a Certificate of Deposit.
- b. Certificate amounts above \$250,000 are permitted, provided that the excess is 100 percent collateralized by clearly identified (not pooled) U.S. Government securities. Possession of the collateral securities and a continuously perfected security interest may be the only sure protection against loss in case of bank failure.
- c. Brokered deposits should be avoided because it is impossible to get \$100,000 federal insurance on a number of deposits placed by brokers.

9. REPURCHASE AGREEMENTS

Repurchase (repos) agreements for a term not to exceed 30 days may be entered into with a Federally insured depository institution to purchase and sale of securities identified under subparagraphs b, c, and d. A repurchase agreement is an agreement negotiated with a bank, usually for a short period (1 to 7 days), wherein securities approved for investment are purchased from that bank at a stated price, with the bank agreeing to

repurchase them on a specified date for a specified amount. The minimum may vary, although it is usually \$100,000. There are three main types: (1) fixed term, where both parties are bound to the negotiated time period; (2) demand, where the agreement stays in effect until terminated by either party; and (3) day-to-day, where daily renewal is by mutual consent and 24-hour notice is required for termination. The HA should review existing and future reports for compliance with the following certifications. Prior approval by HUD is not necessary; however, the repos seller depository or its agency must provide a written certification to HUD, the Assistant Secretary for Public and Indian Housing (Office of Finance and Budget), the Area Office, and the HA.

- a. that the depository's repo program complies with applicable Federal and State statutes and regulations and that the program does not involve sales or loans of Federal securities by securities dealers that are not regulated or that report to the Federal Reserve Board;
- b. that the depository owns the underlying Federal securities (approved for repurchase under HUD guidelines) when the repo interest is sold and that the value of the securities is equal to or greater than the amount the HA pays for the repo;
- c. that the HA has possession of the securities (or the HA will take possession of the securities on behalf of the HA) as a bailee (evidenced by a safekeeping receipt and a written bailment for hire contract) from the time the repo interest is sold to the HA and will be (or is expected to be) maintained for the full term of the repo;
- d. that the repo agreement and any related documents identify specific Federal securities related to the specific repo purchased by the HA;
- e. that the repo interest does not represent any interest in a pool or fund of Federal securities for which registration under the Investment Company Act of 1940 may be required;
- f. that the HA will have a continuous perfected security interest in the underlying Federal securities under State or Federal law for the full term of the repo (disclosing the method by which perfection has or will be accomplished, i.e., by possession, filing, registration of book-entry securities) and/or Federal preemption of State law by Federal regulation;
- g. that the depository or a reporting dealer selling the repo has not received any adverse financial report from a credit reporting agency, State or Federal regulatory agency; and
- h. that the depository will not substitute other securities as collateral except to increase the value of the repo security to match the repo's purchase price.

10. SWEEP ACCOUNTS

11. SEPARATE TRADING OF REGISTERED INTEREST AND PRINCIPAL OF SECURITIES (STRIPS)

12. MUTUAL FUNDS

A Mutual Fund (Fund) is an investment company that makes investments on behalf of individuals and institutions. The Fund pools the money of the investors and buys various securities that are consistent with the Fund's objective.

- a. Mutual Fund Criteria: The Fund shall be organized as a no-load, open-end, diversified management company, and its shares shall be registered under the Securities Act of 1933. The Fund shall be under the control of the Securities Exchange Act of 1934, the Investment Adviser Act of 1940, and the Investment Company Act of 1940. The investment objective of the Fund shall be to obtain as much income as possible consistent with the preservation, conservation, and stability of capital. The mutual fund objective cannot be changed without the prior approval of fund shareholders.
- b. The securities purchased by the Fund shall be on the HUD-approved list of investment securities. The fund will not engage in options or financial futures. The HA shall limit the amount of funds invested in the Fund to no more than 20 percent of the HA's available investment funds. The Fund shall disclose clearly the basis of earnings and how they are distributed. The HA shall obtain a statement of potential default and risk. The HA's invested funds shall be accessible to the HA daily. It shall be demonstrated that any limitations on withdrawals will not impair the HA's day-to-day cash management needs.
- c. The management fee shall be fixed at a reasonable amount. The Fund shall disclose the relationships of the investment advisor, manager, trustee, custodian and transfer agent. The Fund shall clearly state all services (such as wire transfers and check writing privileges) and charges.
- d. Investment in the Fund shall be authorized by a Board Resolution. A certified copy of the resolution shall accompany the initial application for the Fund.

13. EFFECT OF LOSS OF REQUIRED RATING

An investment that requires a minimum rating under this section does not qualify as an authorized investment during the period the investment does not have the minimum rating. Management has the authority to waive the minimum portfolio credit quality if the quality decline is due to a downgrade or default of U.S. Government securities. Opportunity Home shall take all prudent measures that are consistent with its investment policy to liquidate an investment that does not have the minimum rating.

**BOARD OF COMMISSIONERS
Regular Board Meeting**

RESOLUTION 6718, AUTHORIZING THE AWARD OF A CONTRACT FOR FINANCIAL AND COMPLIANCE AUDIT SERVICES FOR OPPORTUNITY HOME AND ITS AFFILIATED ENTITIES TO GARZA/GONZALEZ & ASSOCIATES, LLC (ESBE, HABE, MBE, SBE) FOR A TWO-YEAR CUMULATIVE AMOUNT NOT TO EXCEED \$371,599, AND FOR AN ANNUAL CUMULATIVE AMOUNT NOT TO EXCEED \$188,591 FOR YEAR THREE, \$190,477 FOR YEAR FOUR, AND \$192,382 FOR YEAR FIVE; FOR A PERIOD OF TWO YEARS WITH THE OPTION TO RENEW UP TO THREE ADDITIONAL ONE-YEAR TERMS

DocuSigned by:
Michael Reyes
33A0F1EEDAA1479...
Michael Reyes
Acting President and CEO

DocuSigned by:
Aaron Sladek
B49E7CEFD9490...
Aaron Sladek
Director of Finance and Accounting

REQUESTED ACTION:

Consideration and approval regarding Resolution 6718, authorizing the award of a contract for Financial and Compliance Audit Services for Opportunity Home and its Affiliated Entities to Garza/Gonzalez & Associates, LLC (ESBE, HABE, MBE, SBE) for a two-year cumulative amount not to exceed \$371,599, and for an annual cumulative amount not to exceed \$188,591 for year three, \$190,477 for year four, and \$192,382 for year five; for a period of two years with the option to renew up to three additional one-year terms.

SUMMARY:

Opportunity Home requires the services of a consultant to perform financial and compliance audits of Opportunity Home and all of its affiliates, which meets all requirements outlined in 2 CFR Part 200 (Uniform Guidance), any successor issuance, or any HUD requirements that are in effect as of the date of the audit on-site fieldwork. Opportunity Home is an MTW Agency and is subject to additional reporting requirements.

This audit contract will be valid for two audit periods. The first audit period will be from July 1, 2024, to June 30, 2025. The second audit period will be from July 1, 2025, to June 30, 2026. Subsequent audits will be assigned at the sole discretion of Opportunity Home, and the contract may be extended for three additional one-year extensions. The Consultant will be required to conduct interim work before year-end to ensure timely completion of the audit reports. The following schedule indicates tentative due dates, which are subject to review and mutual agreement:

Entity	Date Due	Final Date
Converse Ranch, LLC	September 1	September 15
SP II Limited Partnership ("Science Park")	September 1	September 15
O'Connor Road Limited Partnership	September 1	September 15

OPPORTUNITY HOME SAN ANTONIO

March 6, 2025

Refugio Street Limited Partnership	September 1	September 15
Springhill/Courtland Heights Public Facility Corporation	October 1	October 15
San Antonio Housing Facility Corporation	October 1	October 15
Opportunity Home and other related entities	November 30	December 15

On December 2, 2024, Opportunity Home issued a “Request For Proposals” (RFP) #2412-5550 for Financial and Compliance Audit Services that closed on January 3, 2025. The RFP was published on Opportunity Home’s E-Procurement Website, the Hart Beat, and directly solicited 69 firms. Six proposals were received in response to this solicitation: Aprio, LLP; Berman Hopkins Wright & LaHam dba Berman Hopkins CPAs & Associates, LLP; Cherry Bekaert, LLP; CliftonLarsonAllen, LLP (CLA); Garza/Gonzalez & Associates, LLC (ESBE, HABE, MBE, SBE); and Plante & Moran, PLLC. All proposals were evaluated based on the experience and capacity of the consultant, quality and methodology, price proposal, and SWMBE utilization. Based on the above, staff are recommending the award of a contract to Garza/Gonzalez & Associates, LLC. They are the highest-rated and lowest-cost proposer.

COMPANY PROFILE:

Garza/Gonzalez & Associates, LLC was founded in 1976 and is headquartered in San Antonio, Texas. This firm has been certified as an ESBE, HABE, MBE, and SBE by the South Central Texas Regional Certification Agency. They are a Certified Public Accounting partnership licensed for public accountancy. Their service areas include accounting, auditing, internal auditing, accounting systems design, and diversified consulting services with nonprofit and governmental entities. They perform audits for various clients, such as school districts, cities, counties, water systems, housing authorities, tax credit partnerships, special purpose governments, and non-profit corporations. Their audits are performed in accordance with Government Auditing Standards (yellow book), OMB Circular A-133 audits, and/or the State of Texas Single Audit Circular. They have worked with Housing Authorities, including the Austin Housing Authority, the Housing Authority of Bexar County, and the Housing Authority of Laredo. Their client list includes, but is not limited to, Bexar County, Bexar Metropolitan Water District, City of Del Rio, City of Fort Stockton, City of San Antonio, City of Uvalde, Center for Health Care Services, Eagle Pass Water Works, Edwards Aquifer Authority, San Antonio Water System, Texas Department of Housing and Community Affairs, Texas Lottery Commission, Port San Antonio, and University Health System Financial Assistance Programs.

PRIOR AWARDS:

Garza/Gonzalez & Associates, LLC has performed as a subcontractor for the current firm under contract with Opportunity Home to provide financial compliance and audit services for the organization.

CONTRACT OVERSIGHT:

Aaron Sladek, Director of Finance and Accounting

STRATEGIC OUTCOMES:

OPPORTUNITY HOME SAN ANTONIO

March 6, 2025

Supports all strategic outcomes.

ATTACHMENTS:

Resolution 6718

Scoring Matrix

Slides

**Opportunity Home San Antonio
Resolution 6718**

RESOLUTION 6718, AUTHORIZING THE AWARD OF A CONTRACT FOR FINANCIAL AND COMPLIANCE AUDIT SERVICES FOR OPPORTUNITY HOME AND ITS AFFILIATED ENTITIES TO GARZA/GONZALEZ & ASSOCIATES, LLC (ESBE, HABE, MBE, SBE) FOR A TWO-YEAR CUMULATIVE AMOUNT NOT TO EXCEED \$371,599, AND FOR AN ANNUAL CUMULATIVE AMOUNT NOT TO EXCEED \$188,591 FOR YEAR THREE, \$190,477 FOR YEAR FOUR, AND \$192,382 FOR YEAR FIVE; FOR A PERIOD OF TWO YEARS WITH THE OPTION TO RENEW UP TO THREE ADDITIONAL ONE-YEAR TERMS

WHEREAS, Opportunity Home requires the services of a consultant to perform financial and compliance audits of Opportunity Home and all of its affiliates, which meets all requirements set forth in 2 CFR Part 200 (Uniform Guidance), or any successor issuance, or any HUD requirements, which are in effect as of the date of the audit on-site fieldwork; and

WHEREAS, on December 2, 2024, Opportunity Home issued a “Request For Proposals” (RFP) #2412-5550 for Financial and Compliance Audit Services that closed on January 3, 2025; and

WHEREAS, six responses were received to the solicitation; and

WHEREAS, staff are recommending the award of a contract to Garza/Gonzalez & Associates, LLC. They are the highest-rated and lowest-cost proposer.

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of Opportunity Home San Antonio hereby:

- 1) Approves Resolution 6718, authorizing the award of a contract for Financial and Compliance Audit Services for Opportunity Home and its Affiliated Entities to Garza/Gonzalez & Associates, LLC (ESBE, HABE, MBE, SBE) for a two-year cumulative amount not to exceed \$371,599, and for an annual cumulative amount not to exceed \$188,591 for year three, \$190,477 for year four, and \$192,382 for year five; for a period of two years with the option to renew up to three additional one-year terms.
- 2) Authorizes the Acting President and CEO or designee to execute all necessary documents and extensions.

Passed and approved this 6th day of March 2025.

Gabriel Lopez
Chair, Board of Commissioners

Attested and approved as to form:

Michael Reyes
Acting President and CEO



Scoring Summary

Active Submissions

	Total	Experience and Capacity of Consultant:	Quality and Methodology:	Price Proposal	SWMBE utilization
Supplier	/ 100 pts	/ 45 pts	/ 30 pts	/ 20 pts	/ 5 pts
Garza/Gonzalez & Associates, LLC	96 pts	45 pts	30 pts	20 pts	1 pts
Berman Hopkins CPAs & Associates, LLP	88.99 pts	42 pts	28 pts	17.99 pts	1 pts
CLA (CliftonLarsonAllen LLP)	88.61 pts	42 pts	28 pts	17.61 pts	1 pts
Plante Moran	66 pts	33 pts	16 pts	16 pts	1 pts
Aprio, LLP	62.8 pts	30 pts	16 pts	16.8 pts	0 pts
Cherry Bekaert LLP	52.61 pts	21 pts	16 pts	14.61 pts	1 pts

Financial Compliance and Audit Services

Procurement Process

Procurement Process

Solicitation Process

On December 2, 2024, Opportunity Home issued a “Request For Proposals” (RFP) #2412-5550 for Financial and Compliance Audit Services that closed on January 3, 2025.

RFP was published on multiple websites

Directly solicited to **69** firms

Six proposals were received

Evaluation criteria included:

- Experience and Capacity of Consultant
- Quality and Methodology
- Price Proposal
- SWMBE Utilization

Staff are recommending a contract award to Garza/Gonzalez & Associates, LLC

Procurement Process

Financial Impact

The current award recommendation for financial compliance and audit services for Opportunity Home and its Affiliated entities is not expected to exceed a two-year cumulative amount of **\$371,599**, and an annual cumulative amount not to exceed **\$188,591** for year three, **\$190,477** for year four, and **\$192,382** for year five; for a period of two years with the option to renew up to three additional one-year terms.

Award includes:

Financial compliance and audit services for Opportunity Home and its Affiliated Entities

Questions?

**BOARD OF COMMISSIONERS
Regular Board Meeting**

RESOLUTION 6719, 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
99A0F1EEDAA1479...
Michael Reyes
Acting President and CEO

DocuSigned by:
Miranda Castro
63268C3343164AB...
Miranda Castro
Chief Asset Management Officer

REQUESTED ACTION:

Consideration and approval regarding Resolution 6719, authorizing the sale of the Rosemont at Highland Park Project; inducing a public-private partnership with LXMI Capital, LLC to own such Project; 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 upfront rent in the amount of the purchase price of the Project. SAHFC will, simultaneously with

OPPORTUNITY HOME SAN ANTONIO**March 6, 2025**

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 6719

Resolution 25FAC-02-03

Slides

**Opportunity Home San Antonio
Resolution 6719**

RESOLUTION 6719, AUTHORIZING THE SAN ANTONIO HOUSING FACILITY CORPORATION TO APPROVE A RESOLUTION AUTHORIZING THE SALE OF THE ROSEMONT AT HIGHLAND PARK PROJECT AND THE INDUCEMENT OF A PUBLIC-PRIVATE PARTNERSHIP TO OWN SUCH PROJECT; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, on August 5, 2005, 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, San Antonio, Texas (the “Project”) for Rosemont at Highland Park, Ltd., a Texas limited partnership (the “Borrower”); and

WHEREAS, on August 5, 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, SAHFC will pass nonbinding resolutions to induce the PFC Partnership, authorizing the preliminary actions needed to finance the Project and negotiation of the terms of such financing, which will be brought back to the Board for final consideration; and

WHEREAS, the Board of Commissioners of Opportunity Home San Antonio (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 sell the Project as described above and enter into the PFC Partnership so that the Project may continue to operate 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 Opportunity Home San Antonio.

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of Opportunity Home San Antonio that:

- 1) The Sale is hereby authorized and approved.
- 2) Resolution 25FAC-02-03 of SAHFC inducing the PFC Partnership transaction and authorizing the negotiation and execution of a term sheet for the financing therefore is approved.
- 3) The President and CEO, and each officer of Opportunity Home San Antonio (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 Loan 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.
- 4) 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.
- 5) 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.
- 6) 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.
- 7) The recitals of this Resolution are hereby found to be true and are incorporated herein for all purposes.
- 8) This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.
- 9) This Resolution shall be in force and effect from and after its passage.

Passed and approved this 6th day of March 2025.

Gabriel Lopez
Chair, Board of Commissioners

Attested and approved as to form:

Michael Reyes
Acting President and CEO

**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

**BOARD OF COMMISSIONERS
Regular Board Meeting**

**RESOLUTION 6720, AUTHORIZING THE SALE OF THE COSTA VALENCIA PROJECT;
INDUCING A PUBLIC-PRIVATE PARTNERSHIP WITH LXMI CAPITAL, LLC TO OWN SUCH
PROJECT; AND OTHER MATTERS IN CONNECTION THEREWITH**

DocuSigned by:
Michael Reyes
33A0F1EEDAA1479...
Michael Reyes
Acting President and CEO

DocuSigned by:
Miranda Castro
6526C33#3104AB...
Miranda Castro
Chief Asset Management Officer

REQUESTED ACTION:

Consideration and approval regarding Resolution 6720, authorizing the sale of the Costa Valencia Project; inducing a public-private partnership with LXMI Capital, LLC to own such Project; 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 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

OPPORTUNITY HOME SAN ANTONIO

March 6, 2025

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 6720

Resolution 25FAC-02-04

Slides

**Opportunity Home San Antonio
Resolution 6720**

RESOLUTION 6720, AUTHORIZING THE SAN ANTONIO HOUSING FACILITY CORPORATION TO APPROVE A RESOLUTION AUTHORIZING THE SALE OF THE COSTA VALENCIA PROJECT AND THE INDUCEMENT OF A PUBLIC-PRIVATE PARTNERSHIP TO OWN SUCH PROJECT; 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, SAHFC will pass nonbinding resolutions to induce the PFC Partnership, authorizing the preliminary actions needed to finance the Project and negotiation of the terms of such financing, which will be brought back to the Board for final consideration; and

WHEREAS, the Board of Commissioners of Opportunity Home San Antonio (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 sell the Project as described above and enter into the PFC Partnership so that the Project may continue to operate 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 Opportunity Home San Antonio.

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of Opportunity Home San Antonio that:

- 1) The Sale is hereby authorized and approved.

- 2) Resolution 25FAC-02-04 of SAHFC inducing the PFC Partnership transaction and authorizing the negotiation and execution of a term sheet for the financing therefore is approved.
- 3) The President and CEO, and each officer of Opportunity Home San Antonio (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 Loan 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.
- 4) 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.
- 5) 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.
- 6) 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.
- 7) The recitals of this Resolution are hereby found to be true and are incorporated herein for all purposes.
- 8) This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.
- 9) This Resolution shall be in force and effect from and after its passage.

Passed and approved this 6th day of March 2025.

Gabriel Lopez
Chair, Board of Commissioners

Attested and approved as to form:

Michael Reyes
Acting President and CEO

**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
1303 Rigsby Ave

Rosemont at Highland Park



Purchase Price

\$12,852,000

Closing Fee

\$250,000 paid at closing

Annual Asset Management Fee

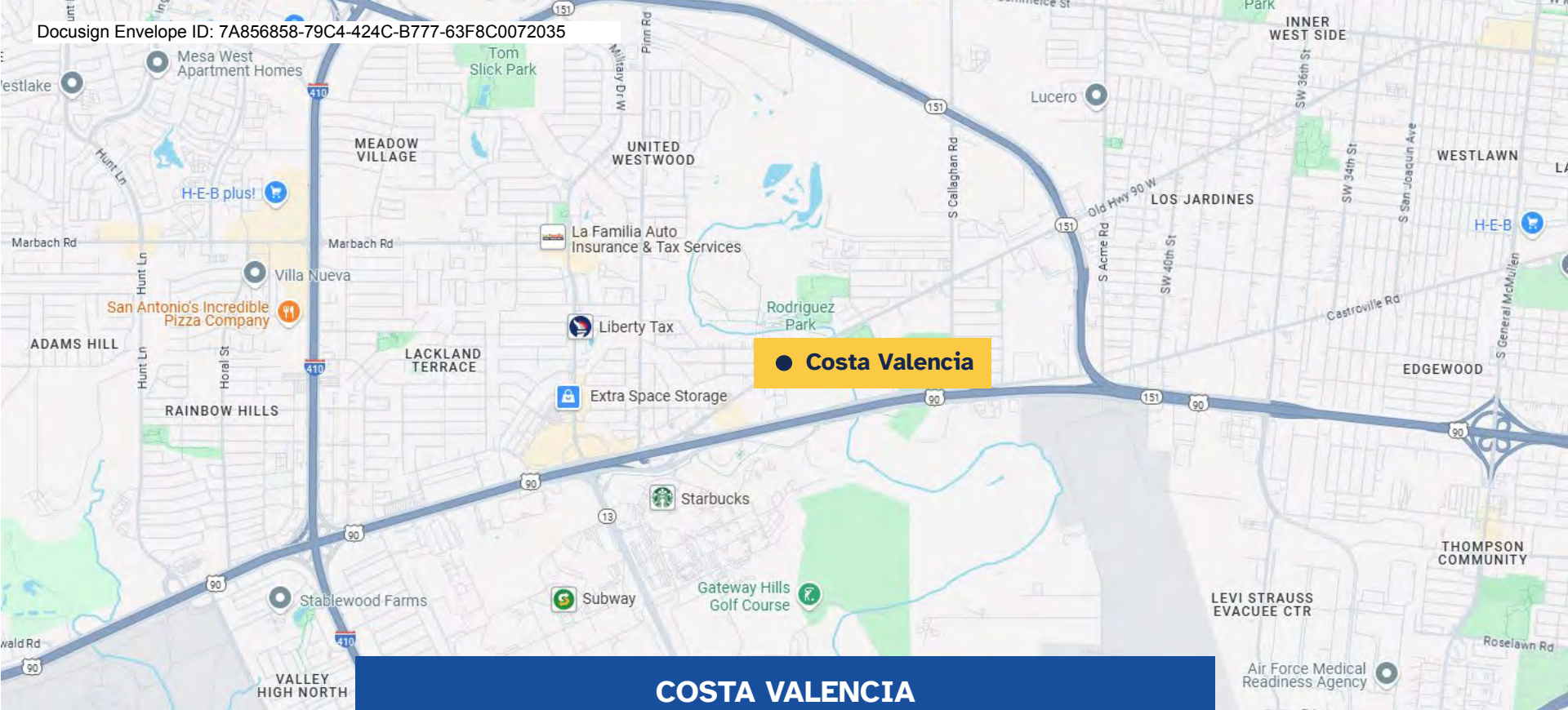
\$50,000

Property Tax Savings

25%

Disposition Fee

5% of net sales proceeds



● **Costa Valencia**

COSTA VALENCIA
6303 Old Hwy 90 W, 78227

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

Questions?

**BOARD OF COMMISSIONERS
Regular Board Meeting**

RESOLUTION 6715, AUTHORIZING THE CONVERSE RANCH II APARTMENTS PROJECT REFINANCING, INCLUDING THE EXPENDITURE OF MOVING TO WORK FUNDS IN AN AMOUNT NOT TO EXCEED \$4,100,000; AUTHORIZING SAN ANTONIO HOUSING FACILITY CORPORATION TO APPROVE RESOLUTION 25FAC-02-01 AUTHORIZING CERTAIN ACTIONS NECESSARY TO EFFECT SUCH REFINANCING; FURTHER AUTHORIZING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTIONS; AND OTHER MATTERS IN CONNECTION THEREWITH

DocuSigned by:
Michael Reyes

Michael Reyes
Acting President and CEO

DocuSigned by:
Miranda Castro

Miranda Castro
Chief Asset Management Officer

REQUESTED ACTION:

Consideration and approval regarding Resolution 6715, authorizing the Converse Ranch II Apartments Project Refinancing, including the expenditure of Moving to Work funds in an amount not to exceed \$4,100,000; authorizing San Antonio Housing Facility Corporation to approve Resolution 25FAC-02-01 authorizing certain actions necessary to effect such refinancing; further authorizing 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 6715

Resolution 25FAC-02-01

Slides

**CERTIFICATE FOR RESOLUTION
RESOLUTION 6715**

The undersigned officer of San Antonio Housing Authority a/k/a Opportunity Home San Antonio of the City of San Antonio, Texas (the "Authority"), hereby certifies as follows:

1. In accordance with the bylaws of the Authority, the Board of Commissioners of the Authority (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 6715, AUTHORIZING THE CONVERSE RANCH II APARTMENTS PROJECT REFINANCING, INCLUDING THE EXPENDITURE OF MOVING TO WORK FUNDS IN AN AMOUNT NOT TO EXCEED \$4,100,000; AUTHORIZING SAN ANTONIO HOUSING FACILITY CORPORATION TO APPROVE RESOLUTION 25FAC-02-01 AUTHORIZING CERTAIN ACTIONS NECESSARY TO EFFECT SUCH REFINANCING; FURTHER AUTHORIZING 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 Bylaws of the Authority.

SIGNED and SEALED this 6th day of March 2025.



Michael Reyes
Acting President and CEO

**Opportunity Home San Antonio
Resolution 6715**

RESOLUTION 6715, AUTHORIZING THE CONVERSE RANCH II APARTMENTS PROJECT REFINANCING, INCLUDING THE EXPENDITURE OF MOVING TO WORK FUNDS IN AN AMOUNT NOT TO EXCEED \$4,100,000; AUTHORIZING SAN ANTONIO HOUSING FACILITY CORPORATION TO APPROVE RESOLUTION 25FAC-02-01 AUTHORIZING CERTAIN ACTIONS NECESSARY TO EFFECT SUCH REFINANCING; FURTHER AUTHORIZING 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, this Board of Commissioners of the Authority (this “Board”) and the Board of Directors of SAHFC, 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 original aggregate principal 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 an 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 (the “MTW Funds”); 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 that the Board of Commissioners of Opportunity Home San Antonio hereby:

- 1) Approves Resolution 6715, authorizing the Refinancing, including the expenditure of Moving to Work funds in an amount not to exceed \$4,100,000; authorizing San Antonio Housing Facility Corporation to approve Resolution 25FAC-02-01 authorizing certain actions necessary to effect such refinancing; further authorizing the execution of all documentation necessary to carry out the transactions; and other matters in connection therewith.
- 2) Authorizes and directs the Acting President and CEO and each officer of the Authority (each an "Executing Officer"), or any of them 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 or the expenditure of MTW Funds 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 this 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

Chair, Board of Commissioners

Attested and approved as to form:

Michael Reyes

Acting President and CEO

**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

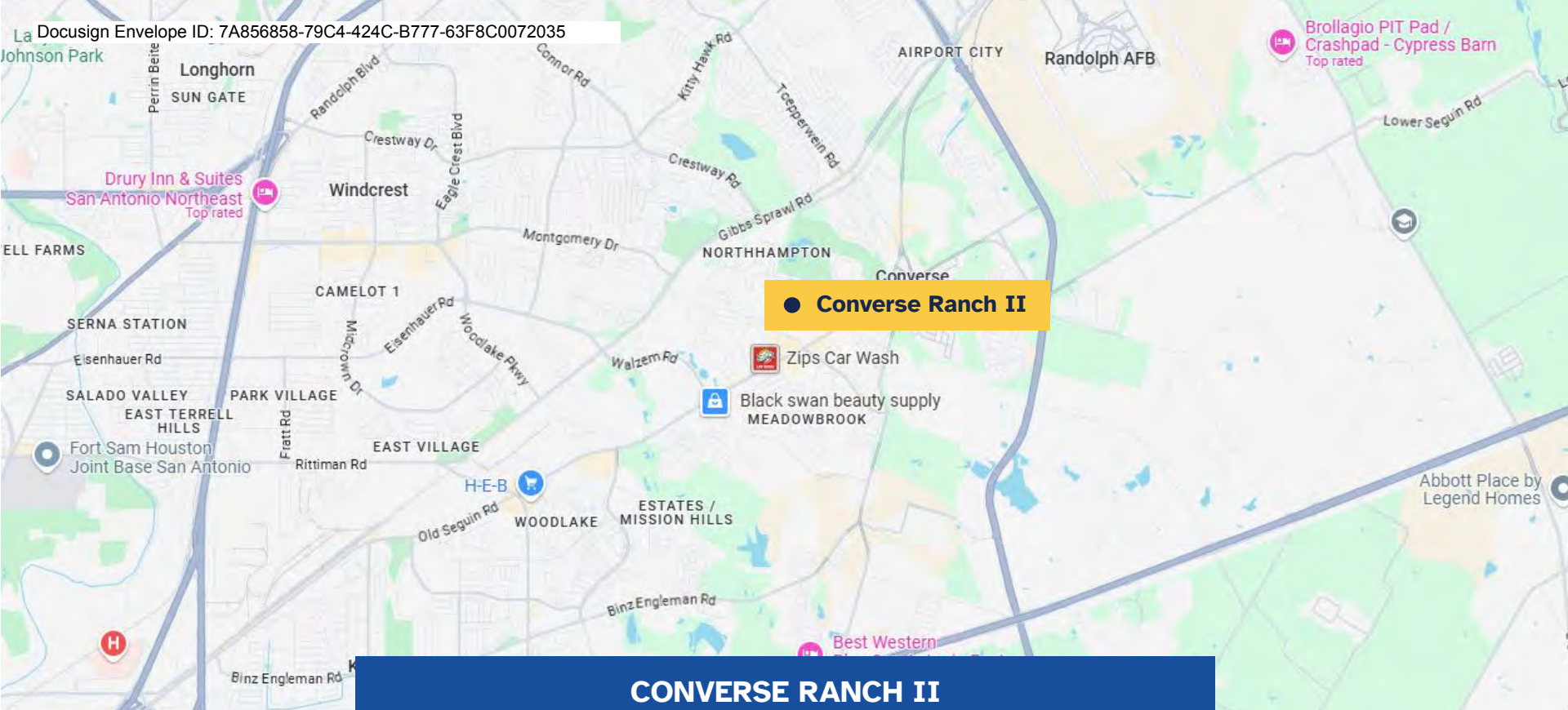


Board Authorization Requested:

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?

**BOARD OF COMMISSIONERS
Regular Board Meeting**

RESOLUTION 6717, AUTHORIZING THE ELAN GARDENS APARTMENTS PROJECT ACQUISITION AND REFINANCING, INCLUDING AUTHORIZING THE EXPENDITURE OF MOVING TO WORK FUNDS IN AN AMOUNT OF APPROXIMATELY \$4,000,000; AUTHORIZING SAN ANTONIO HOUSING FINANCE CORPORATION TO APPROVE RESOLUTION 25FIN-02-01 AUTHORIZING ACTIONS REQUIRED TO EFFECT THE REFINANCING; AUTHORIZING SAN ANTONIO HOUSING FACILITY CORPORATION TO APPROVE 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. AND TO PROVIDE FOR THE BORROWING OF FUNDS FROM FROST BANK FOR A LOAN IN AN AMOUNT NOT TO EXCEED \$11,500,000, AND ALL OTHER ACTIONS NECESSARY TO EFFECT THE PROJECT REFINANCING; AND AUTHORIZING LAS VARAS PUBLIC FACILITY CORPORATION TO APPROVE RESOLUTION 25LVPFC-02-01 AUTHORIZING THE TRANSFER OF THE GENERAL PARTNER INTEREST AND ALL ACTIONS NECESSARY TO EFFECT THE PROJECT REFINANCING; THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTIONS; AND OTHER MATTERS IN CONNECTION THEREWITH

DocuSigned by:
Michael Reyes

Michael Reyes
Acting President and CEO

DocuSigned by:
Miranda Castro

Miranda Castro
Chief Asset Management Officer

REQUESTED ACTION:

Consideration and approval regarding Resolution 6717, authorizing the Elan Gardens Apartments Project acquisition and refinancing, including authorizing the expenditure of Moving to Work funds in an amount of approximately \$4,000,000; authorizing San Antonio Housing Finance Corporation to approve resolution 25FIN-02-01 authorizing actions required to effect the refinancing; authorizing San Antonio Housing Facility Corporation to approve 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. and to provide for the borrowing of funds from Frost Bank for a loan in an amount not to exceed \$11,500,000, and all other actions necessary to effect the project refinancing; and authorizing Las Varas Public Facility Corporation to approve resolution 25LVPFC-02-01 authorizing the transfer of the general partner interest and all actions necessary to effect the project refinancing; the execution of all documentation necessary to carry out the 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

OPPORTUNITY HOME SAN ANTONIO

March 6, 2025

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 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 6717

Resolution 25FIN-02-01

Resolution 25LVPFC-02-01

Resolution 25FAC-02-02

Slides

**CERTIFICATE FOR RESOLUTION
RESOLUTION 6717**

The undersigned officer, San Antonio Housing Authority a/k/a Opportunity Home San Antonio of the City of San Antonio, Texas (the "Authority"), hereby certifies as follows:

1. In accordance with the bylaws of the Authority, the Board of Commissioners of the Authority (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 6717, AUTHORIZING THE ELAN GARDENS APARTMENTS PROJECT ACQUISITION AND REFINANCING, INCLUDING AUTHORIZING THE EXPENDITURE OF MOVING TO WORK FUNDS IN AN AMOUNT OF APPROXIMATELY \$4,000,000; AUTHORIZING SAN ANTONIO HOUSING FINANCE CORPORATION TO APPROVE RESOLUTION 25FIN-02-01 AUTHORIZING ACTIONS REQUIRED TO EFFECT THE REFINANCING; AUTHORIZING SAN ANTONIO HOUSING FACILITY CORPORATION TO APPROVE 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. AND TO PROVIDE FOR THE BORROWING OF FUNDS FROM FROST BANK FOR A LOAN IN AN AMOUNT NOT TO EXCEED \$11,500,000, AND ALL OTHER ACTIONS NECESSARY TO EFFECT THE PROJECT REFINANCING; AND AUTHORIZING LAS VARAS PUBLIC FACILITY CORPORATION TO APPROVE RESOLUTION 25LVPC-02-01 AUTHORIZING THE TRANSFER OF THE GENERAL PARTNER INTEREST AND ALL ACTIONS NECESSARY TO EFFECT THE 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 Bylaws of the Authority.

SIGNED and SEALED this 6th day of March 2025.



Michael Reyes
Acting President and CEO

**Opportunity Home San Antonio
Resolution 6717**

RESOLUTION 6717, AUTHORIZING THE ELAN GARDENS APARTMENTS PROJECT ACQUISITION AND REFINANCING, INCLUDING AUTHORIZING THE EXPENDITURE OF MOVING TO WORK FUNDS IN AN AMOUNT OF APPROXIMATELY \$4,000,000; AUTHORIZING SAN ANTONIO HOUSING FINANCE CORPORATION TO APPROVE RESOLUTION 25FIN-02-01 AUTHORIZING ACTIONS REQUIRED TO EFFECT THE REFINANCING; AUTHORIZING SAN ANTONIO HOUSING FACILITY CORPORATION TO APPROVE 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. AND TO PROVIDE FOR THE BORROWING OF FUNDS FROM FROST BANK FOR A LOAN IN AN AMOUNT NOT TO EXCEED \$11,500,000, AND ALL OTHER ACTIONS NECESSARY TO EFFECT THE PROJECT REFINANCING; AND AUTHORIZING LAS VARAS PUBLIC FACILITY CORPORATION TO APPROVE RESOLUTION 25LVPFC-02-01 AUTHORIZING THE TRANSFER OF THE GENERAL PARTNER INTEREST AND ALL ACTIONS NECESSARY TO EFFECT THE 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”) and the Las Varas Public Facility Corporation (“LVPFC”) 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 the 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 (the “MTW Funds”); 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 Commissioners (the “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, the 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 that the Board of Commissioners of Opportunity Home San Antonio hereby:

- 1) Authorizes the Transfer, the Partnership Dissolution, and all actions required in connection with the making of the Loan, the execution and delivery of the Loan Documents, and the Refinancing.
- 2) Authorizes and directs the Acting President and CEO, and each officer of the Authority (each an “Executing Officer”), or any of them, 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 creation of the Component Entity, the Transfer, the Partnership Dissolution, the making of the Loan, the execution and delivery of the Loan Documents, the expenditure of MTW Funds, or 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 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

Chair, Board of Commissioners

Attested and approved as to form:

Michael Reyes

Acting President and CEO

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

The undersigned officer of the San Antonio Housing Finance 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 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 25FIN-02-01, AUTHORIZING THE ACQUISITION AND
REFINANCING OF THE ELAN GARDENS APARTMENTS PROJECT; THE
EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT SUCH
TRANSACTION; 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 6th day of March 2025.

Michael Reyes
Acting Secretary/Treasurer

**San Antonio Housing Finance Corporation
Resolution 25FIN-02-01**

RESOLUTION 25FIN-02-01, AUTHORIZING THE ACQUISITION AND REFINANCING OF THE ELAN GARDENS APARTMENTS PROJECT; THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT SUCH TRANSACTION; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, the San Antonio Housing Finance Corporation (the “Issuer”) has developed a program of issuing bonds and loaning their proceeds to defray, in whole or in part, all reasonable or necessary costs incidental to the acquisition, renovation, construction, and improvement of land, improvements, and related property intended to be occupied by persons of low or moderate income, and to refund such bonds; and

WHEREAS, the Issuer issued its Multifamily Housing Revenue Bonds (Enclave Gardens Apartments Project), Series 2007 (the “2007 Bonds”) in the original aggregate principal amount of \$13,250,000 in order to finance the cost of acquiring, constructing, and equipping the Elan Gardens (formerly Enclave Gardens) Apartments Project; and

WHEREAS, the 2007 Bonds were issued pursuant to a Trust Indenture dated as of December 1, 2007 (the “2007 Indenture”), by and between the Issuer and Wells Fargo Bank, National Association, as the trustee (the “Trustee”); and

WHEREAS, the proceeds of the 2007 Bonds were loaned to Enclave Gardens, Ltd., a Texas limited partnership (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 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, the Partnership has the option to prepay and defease the 2007 Bonds subject to the terms and conditions set forth in the 2007 Bond Documents (the “Defeasance”); and

WHEREAS, the Partnership has determined to effect the Defeasance by requesting that the Issuer establish an escrow account with the Trustee (the “Escrow Account”) into which the Partnership shall deposit cash and/or government obligations which will provide funds sufficient to pay the principal, premium, if any, and interest on the 2007 Bonds on January 30, 2026, which is the first optional redemption date of the 2007 Bonds; and

WHEREAS, in connection with the Defeasance, the Issuer will be required to terminate and release the 2007 Bond Documents in accordance with their terms; and

WHEREAS, this Board of Directors has reviewed the foregoing and determined that the action herein authorized is in furtherance of the corporate purposes of the Issuer, and the above-described instruments are advisable.

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

- 1) Authorizes the Defeasance and the creation of the Escrow Account.
- 2) Authorizes and directs the Acting Secretary/Treasurer and each officer of the Issuer (each an "Executing Officer"), or any of them, to negotiate, execute, and deliver (or to accept, as the case may be), any documents and other instruments, including, but not limited to, terminations and releases of the 2007 Bond Documents, instruments required by the Trustee to effect the Defeasance, and all other documents or instruments necessary or desirable in connection with the Defeasance or to give effect to the actions authorized hereby and 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 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.

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

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

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

1. In accordance with the bylaws of LVPFC, the Board of Directors of LVPFC (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 25LVPFC-02-01, AUTHORIZING THE EXERCISE OF ENCLAVE GARDEN, LTD.’S OPTION TO PREPAY AND DEFEASE THE SAN ANTONIO HOUSING FINANCE CORPORATION MULTIFAMILY HOUSING REVENUE BONDS (ENCLAVE GARDENS APARTMENTS PROJECT), SERIES 2007; THE TRANSFER OF THE GENERAL PARTNER INTEREST IN SUCH PARTNERSHIP TO A NEWLY FORMED COMPONENT ENTITY OF SAN ANTONIO HOUSING FACILITY CORPORATION; ACTION NECESSARY TO MERGE, CONVERT, AND/OR DISSOLVE SUCH PARTNERSHIP; THE EXECUTION OF CERTAIN INSTRUMENTS REQUIRED IN CONNECTION WITH A LOAN IN AN AMOUNT NOT TO EXCEED \$11,500,000 FROM FROST BANK, AS LENDER, TO SAN ANTONIO HOUSING FACILITY CORPORATION, OR A COMPONENT ENTITY THEREOF, THE PROCEEDS OF WHICH WILL BE USED TO EFFECT THE REFINANCING PROJECT; 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 LVPFC.

SIGNED this 6th day of March 2025.

Michael Reyes
Acting Secretary/Treasurer

**Las Varas Public Facility Corporation
Resolution 25LVPFC-02-01**

RESOLUTION 25LVPFC-02-01, AUTHORIZING THE EXERCISE OF ENCLAVE GARDEN, LTD.'S OPTION TO PREPAY AND DEFEASE THE SAN ANTONIO HOUSING FINANCE CORPORATION MULTIFAMILY HOUSING REVENUE BONDS (ENCLAVE GARDENS APARTMENTS PROJECT), SERIES 2007; THE TRANSFER OF THE GENERAL PARTNER INTEREST IN SUCH PARTNERSHIP TO A NEWLY FORMED COMPONENT ENTITY OF SAN ANTONIO HOUSING FACILITY CORPORATION; ACTION NECESSARY TO MERGE, CONVERT, AND/OR DISSOLVE SUCH PARTNERSHIP; THE EXECUTION OF CERTAIN INSTRUMENTS REQUIRED IN CONNECTION WITH A LOAN IN AN AMOUNT NOT TO EXCEED \$11,500,000 FROM FROST BANK, AS LENDER, TO SAN ANTONIO HOUSING FACILITY CORPORATION, OR A COMPONENT ENTITY THEREOF, THE PROCEEDS OF WHICH WILL BE USED TO EFFECT THE REFINANCING PROJECT; 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 (the “Ground Lease Amendment”); 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 (the “MTW Funds”); 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, the Board of Directors of LVPFC (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 Las Varas Public Facility Corporation hereby:

- 1) Authorizes the Transfer, the Partnership Dissolution, the Ground Lease Amendment, and all actions required in connection with the making of the Loan, the expenditure of the MTW Funds, and the Refinancing.
- 2) Authorizes and directs the Acting Secretary/Treasurer and each officer of LVPFC (each an “Executing Officer”), or any of them, to negotiate, execute, and deliver (or to accept, as the case may be), any documents and other instruments, including, but not limited to, a deed of trust or other mortgage instrument with respect to the Land necessary to secure the Loan, an assignment and assumption to effect the GP Interest Transfer, the Ground Lease Amendment, or 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 this Board shall be conclusively evidenced by the execution and delivery of such documents.
- 3) Authorizes 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.
- 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.
- 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

**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

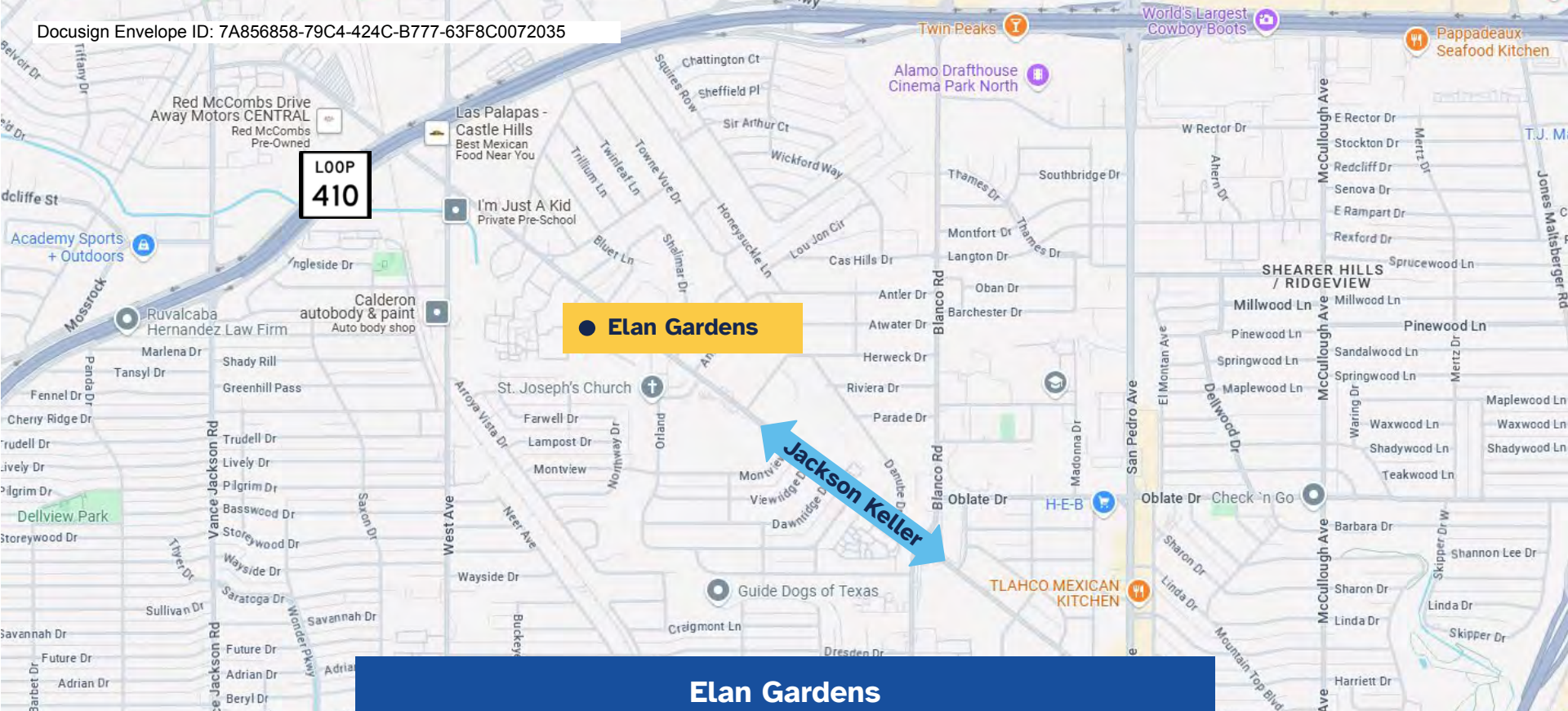
Acting Secretary/Treasurer

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:

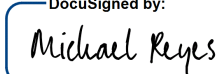
1. Acquire the ILP interest by formation of a single member LLC.
2. Expend MTW Funds not to exceed **\$4,000,000** to pay for associated loan and closing costs.
3. Refinance the current debt with Frost Bank in an amount not to exceed **\$11,500,000**.

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

Questions?

**BOARD OF COMMISSIONERS
Regular Board Meeting**

RESOLUTION 6723, AUTHORIZING THE SAN ANTONIO HOUSING FACILITY CORPORATION TO APPROVE RESOLUTION 25FAC-03-01, AUTHORIZING THE SALE OF A VACANT LOT LOCATED AT 731 RUNNELS AVENUE, SAN ANTONIO, TEXAS 78208, AND OTHER MATTERS IN CONNECTION THEREWITH

DocuSigned by:


Michael Reyes
Acting President and CEO

DocuSigned by:


Miranda Castro
Chief Asset Management Officer

REQUESTED ACTION:

Consideration and approval regarding Resolution 6723, authorizing the San Antonio Housing Facility Corporation to approve resolution 25FAC-03-01, authorizing the sale of a vacant lot located at 731 Runnels Avenue, San Antonio, Texas 78208, and other matters in connection therewith.

SUMMARY:

On March 27, 2024, the Board of Commissioners approved Resolution 6513 authorizing 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.

STRATEGIC OUTCOMES:

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

ATTACHMENTS:

- Resolution 6723
- Resolution 25FAC-03-01
- Slides

**CERTIFICATE FOR RESOLUTION
RESOLUTION 6723**

The undersigned officer of Opportunity Home San Antonio of the City of San Antonio, Texas, a/k/a San Antonio Housing Authority (“Opportunity Home San Antonio”), hereby certifies as follows:

1. In accordance with Chapter 551 of the Texas Government Code and the bylaws of Opportunity Home San Antonio, the Board of Commissioners of Opportunity Home San Antonio (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 6723, AUTHORIZING THE SAN ANTONIO HOUSING FACILITY CORPORATION TO APPROVE RESOLUTION 25FAC-03-01, AUTHORIZING THE SALE OF A VACANT LOT LOCATED AT 731 RUNNELS AVENUE, SAN ANTONIO, TEXAS 78208, 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 Open Meetings Act and the Bylaws of Opportunity Home San Antonio.

SIGNED and SEALED this 6th day of March 2025.



Michael Reyes
Acting President and CEO

**Opportunity Home San Antonio
Resolution 6723**

RESOLUTION 6723, AUTHORIZING THE SAN ANTONIO HOUSING FACILITY CORPORATION TO APPROVE RESOLUTION 25FAC-03-01, AUTHORIZING THE SALE OF A VACANT LOT LOCATED AT 731 RUNNELS AVENUE, SAN ANTONIO, TEXAS 78208, AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, Opportunity Home San Antonio a/k/a San Antonio Housing Authority (“Opportunity Home San Antonio”) 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 (the “Board”) 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, Opportunity Home San Antonio 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, the Board has determined that it is in the public interest and to the benefit of the citizens and residents of San Antonio for Opportunity Home San Antonio to authorize (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; and

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

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of Opportunity Home San Antonio hereby:

- 1) Approves the Sale of the Lot at the Purchase Price.
- 2) Authorizes and directs the Acting President and CEO, Assistant Secretary/Treasurer, and each officer of Opportunity Home San Antonio (each an “Executing Officer”), or any of them, 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 any Executing Officer and this Board shall be conclusively evidenced by the execution and delivery of such documents.

- 3) Authorizes 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) 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 of this Resolution are hereby found to be true and are incorporated herein for all purposes.
- 7) 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.
- 8) 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

Chair, Board of Commissioners

Attested and approved as to form:

Michael Reyes

Acting President and CEO

**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

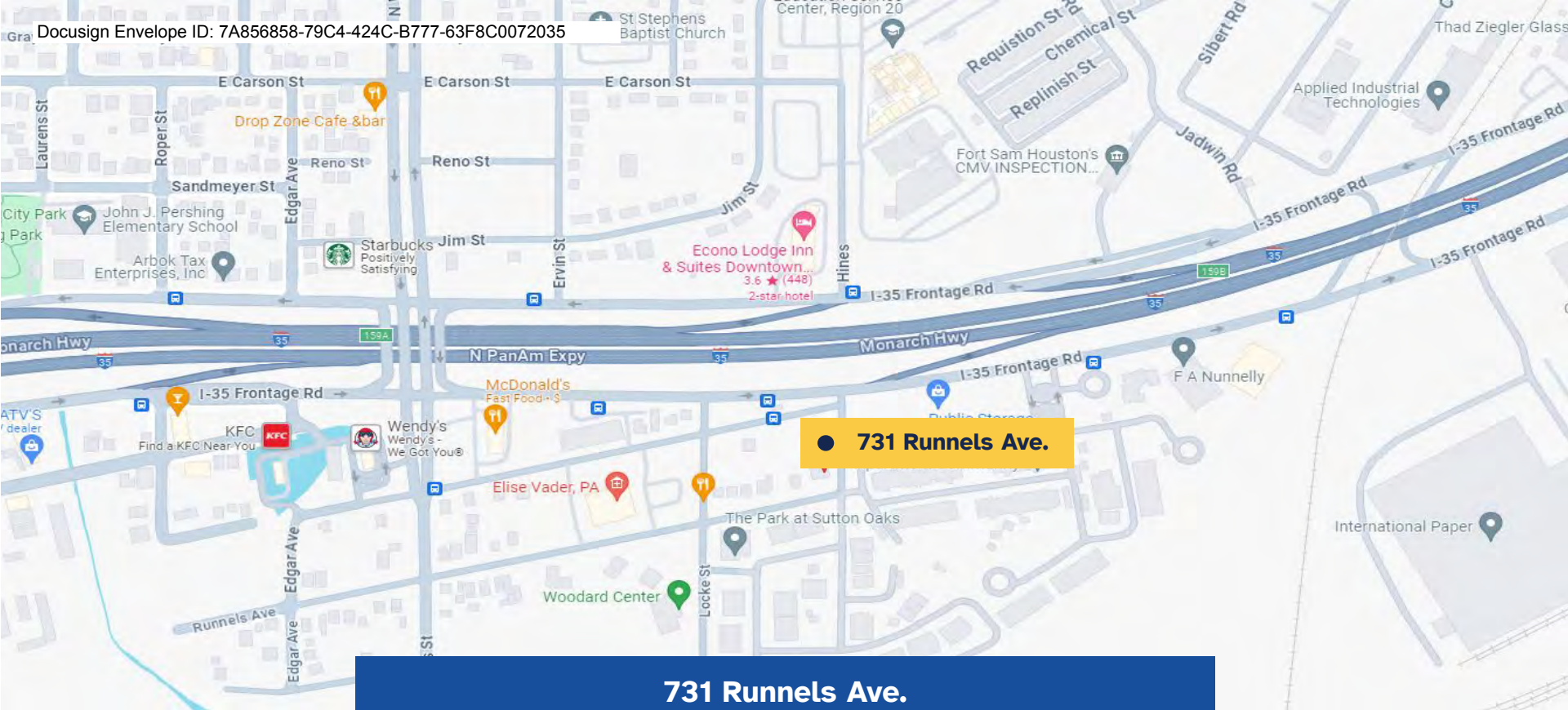
Sale of 731 Runnels Ave.

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?

**BOARD OF COMMISSIONERS
Regular Board Meeting**

RESOLUTION 6716, ADOPTING THE AFFORDABLE HOUSING PRESERVATION AND EXPANSION POLICY TO GUIDE THE SELECTIVE REDEVELOPMENT, ACQUISITION, AND NEW DEVELOPMENT ACTIVITIES OF OPPORTUNITY HOME SAN ANTONIO

DocuSigned by:
Michael Reyes
33A0F1EEDAA1479
Michael Reyes
Acting President and CEO

DocuSigned by:
Tim Alcott
4D1BA70BBE804B5...
Timothy E. Alcott
Executive Vice President of Development and General Counsel

REQUESTED ACTION:

Consideration and approval regarding Resolution 6716, adopting the updated Affordable Housing Preservation and Expansion Policy (“Policy”) to guide the selective redevelopment, acquisition, and new development activities of Opportunity Home San Antonio.

SUMMARY:

The Affordable Housing Preservation and Expansion Policy will accomplish two key objectives:

1. Provide a guide for the work undertaken in development and redevelopment regarding partnerships, standards for development and construction, and the implementation of a community development approach; and
2. Provide a framework for all partners, including non-profit and private sector organizations, to understand the outcomes expected by Opportunity Home San Antonio in all of its projects.

There is a critical need for more affordable housing units in San Antonio, and the need continues to grow. One-third of San Antonio residents spend more than 30% of their income on housing, which is over the recommended maximum amount a family should spend on housing expenses. The City of San Antonio created a Strategic Housing Implementation Plan (SHIP) to address this issue by recommending an increase in the production, rehabilitation, and preservation of affordable housing.

Our policy should assist the SHIP in addressing affordable housing issues in San Antonio. It provides a framework whereby Opportunity Home San Antonio can bring new developments to the Board of Commissioners aligned with the policy. For example, we aim to create more units for those at 0-30% of the Area Median Income (AMI). This currently works with most of the transactions brought to the Board, with all of the 9% and most of the 4% tax credit and bond transactions setting aside 10% of the units at 0-30% AMI. With the 9% transactions, the Texas Department of Housing and Community Affairs also determines the income mix, location, and many other factors. It is important that Opportunity Home San Antonio align its policies with its funders to meet the organization’s mission to provide quality affordable housing.

Opportunity Home San Antonio has worked with financial providers to produce more deeply

OPPORTUNITY HOME SAN ANTONIO**March 6, 2025**

affordable units by being creative. For example, it also considered and approved developments with more than 10% of the units at 30% AMI. At the February 2025 Board meeting, the Board approved several 9% tax credit applications that had 10% or more of the units at 30% AMI, such as the Legacy at Lackland Apartments, Vista at Sunrise Apartments, Vista at Sky Harbor Apartments, Marbach Lofts, and Tezel Road Apartments. Because of the Public Housing subsidy, Opportunity Home has to contribute financially to 9% tax credit transactions. With our 4% tax credit and bond deals, nearly all of these transactions have 10% of the units at 30% AMI by using income averaging without a capital outlay of the agency. Finally, in another transaction at the February 2025 Board meeting, 50% of the units were at 80% AMI in the La Ventana Apartments. The goal of this project was to create more affordable housing and create revenue for the agency to develop more affordable units at other locations and have funds to preserve existing affordable housing in Opportunity Home San Antonio's portfolio. Mechanisms and flexibility to develop mission-oriented and capital-generating developments must exist because they go hand-in-hand.

The policy includes requirements for evaluating the fiscal impacts of proposed projects and for the establishment of administrative guidelines for underwriting criteria on all new and refinanced projects. In addition, the policy may require the funds for capital to be invested strategically to extend the remaining useful life of properties and to add value to the neighborhood and community at large.

This Policy is not made in a vacuum and should be read in conjunction with Opportunity Home San Antonio's strategic plan. Among other matters, the Strategic Plan discusses goals for the number of units to be constructed, acquired, and preserved at various incomes over the next five years.

STRATEGIC OUTCOMES:

Residents have a sufficient supply of affordable housing options.

Residents experience a high standard of housing assistance that improves continuously.

The community's economy and health benefits are sustained and improved for future generations.

ATTACHMENTS:

Resolution 6716

Affordable Housing Preservation and Expansion Policy 2025 - Redlined Version

**Opportunity Home San Antonio
Resolution 6716**

RESOLUTION 6716, ADOPTING THE AFFORDABLE HOUSING PRESERVATION AND EXPANSION POLICY TO GUIDE THE SELECTIVE REDEVELOPMENT, ACQUISITION, AND NEW DEVELOPMENT ACTIVITIES OF OPPORTUNITY HOME SAN ANTONIO

WHEREAS, Opportunity Home San Antonio recognizes the significant unmet need for quality housing affordable to lower-income individuals and families in San Antonio; and

WHEREAS, Opportunity Home San Antonio will work actively to preserve and expand quality affordable housing to fill this need by pursuing rehabilitation, acquisition, new construction, or asset repositioning projects that address unmet community need; and

WHEREAS, Opportunity Home San Antonio will assist residents in making socio-economic progress so their families can transition from government support and ultimately sustain themselves; and

WHEREAS, Opportunity Home San Antonio will catalyze economic development through the creation of financially, socially, and environmentally inclusive communities that are healthy and sustainable; and

WHEREAS, Opportunity Home San Antonio will transparently plan and collaborate with residents and other key public, private, and non-profit stakeholders at the local, state, and federal level; and

WHEREAS, Opportunity Home San Antonio will add high-quality, sustainable, and affordable housing in mixed-income communities throughout San Antonio.

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of Opportunity Home San Antonio hereby:

- 1) Approves Resolution 6716, adopting the Affordable Housing Preservation and Expansion Policy to guide the selective redevelopment, acquisition, and new development activities of Opportunity Home San Antonio.
- 2) Approves Resolution 6716, adopting the Affordable Housing Preservation and Expansion Policy with the expectation that the policy will be met through the execution of two-year work plans.

Passed and approved this 6th day of March 2025.

Gabriel Lopez
Chair, Board of Commissioners

Attested and approved as to form:

Michael Reyes
Acting President and CEO

Real Estate Policy: Affordable Housing Preservation and Expansion

Effective Date: **March 6, 2025**

I. Statement of Purpose

Intent

The intent of this Affordable Housing Preservation and Expansion Policy is to further Opportunity Home San Antonio's (Agency) mission to provide quality affordable housing that is well integrated into the fabric of neighborhoods and serves as a foundation to improve lives and advance resident independence. This policy guides Agency decisions regarding the preservation of existing affordable housing stock and the expansion of affordable housing supply in the San Antonio area. Such decisions include, but are not limited to, location, quantity, distribution, quality, timing, financing, and design. This policy impacts all **Agency's SAHA** programs and portfolios.

Assumptions and Rationale

In addition to serving as a foundation for improved resident life outcomes, affordable housing preservation and expansion is also a catalyst for economic development and community vibrancy.

The Agency SAHA recognizes the significant unmet need for quality housing affordable to lower income individuals and families in San Antonio. **The Agency SAHA** is primarily focused on addressing this unmet need that is not being adequately addressed by the private market and where therefore a government subsidy is needed.

Relationship of this Policy to Agency Strategic Plan and Theory of Change

This Affordable Housing Preservation and Expansion Policy provides general guidance regarding Agency priorities related to housing preservation and expansion. The Agency's strategic plan sets out specific desired outcomes related to housing preservation and expansion at five-year and one-year time scales. The Agency's theory of change is a reference document that captures the Agency's perspectives on the causal relationship between the work done by the Agency and the impact of that work on specific populations: residents, staff, and the community at large.

All three documents inform each other and are periodically synchronized. The Strategic Plan outcome metrics and targets are selected to track progress toward priority outcomes, which in turn should reflect the content of this policy.

The question of sufficient supply of affordable housing is foundational to nearly every other outcome identified in the theory of change, but the following outcome statements relate directly to this policy:

Neighborhood

Both of the statements above are also part of the Agency's current strategic plan, Opportunity Home San Antonio 2025, and include definitions for five-year targets.

The theory of change also includes various outcome statements related to neighborhood quality, including: "3.3 San Antonio area residents live in neighborhoods that are safe communities where people know and respect each other", "3.4 San Antonio area residents live in neighborhoods that meet their social needs", and "3.2 San Antonio area residents are actively engaged and feel included." These statements are reflected in this policy's Guiding Principles, and in specific Opportunity Home San Antonio 2025 strategies related to target neighborhoods.

Guiding Principles

- Work actively to preserve and expand quality affordable housing ~~to fill this need~~
- Pursue rehabilitation, acquisition, new construction, or asset repositioning projects that address unmet community need
- Design communities and buildings to improve ~~residents' clients'~~ quality of life, help residents feel safe and healthy, and support their needs for stability, community, accomplishment, individual growth, and leadership
- Help catalyze economic development through the creation of financially, socially, and environmentally inclusive communities that are healthy and sustainable
- Transparently plan and collaborate with residents and other key public, private, and non-profit stakeholders at the local, state and federal level

Place-based and Mobility Strategies

The Agency ~~SAHA~~ employs two groups of strategies simultaneously to ensure low-income residents have access to affordable housing units: place-based strategies, and mobility strategies.

Generally, place-based strategies seek to improve the quality of life of low-income households in neighborhoods where they currently live, by pursuing coordinated revitalization activities. The prime example of this approach is the Choice Neighborhood Initiative. Elements include:

- Cross-sector collaboration (education, law-enforcement, workforce development, economic development, etc.)
- Targeted socioeconomic support for existing residents to support their ability to stay in neighborhood

- Emphasis on neighborhood-scale revitalization, with plans developed in coordination with stakeholders
- Development of communities with a wide range of incomes in order to promote diversity and attract improved neighborhood services and amenities
- Preservation of existing affordable housing stock in revitalization areas, to guard against future displacement
- To protect against displacement, **the AgencySAHA** has the **goal of preserving** ~~goal of preserving~~ rent affordability by limiting rent increases to the standards of the applicable affordable program rent limits or the greater of 5% per year ~~of not unilaterally raising rents by more than 5% per year~~ for properties in the **affordable housing communities portfolio**. ~~Beacon Portfolio~~

Mobility strategies facilitate the movement of low-income households to neighborhoods with recognized pathways to opportunity and/or demonstrated positive impact on life outcomes. The Housing Choice Voucher program (Section 8) was created by HUD as a mobility program. Elements of mobility strategies include:

- Adjusting the value of voucher subsidy to better match neighborhood market conditions (SAFMR)
- Construction of affordable housing units in areas with low existing supply and/or low existing affordability
- Preservation of existing affordable housing stock in areas with otherwise low affordability
- Acquisition of housing ~~projects~~ or land to increase affordability options in more expensive areas
- Provision of assistance to residents to move into neighborhoods with recognized pathways to opportunity and/or demonstrated positive impact on life outcomes

II. Affordable Housing Preservation and Expansion Criteria

All **the AgencySAHA** affordable housing preservation and expansion activities must be consistent with the guiding principles, targeted outcomes, and strategies articulated in the 'Statement of Purpose' section of this policy document. In addition, such activities must comply with key criteria described below by topic:

Community Need

- **The AgencySAHA** will lead (by building or acquiring) or support projects (for capital generation) which fulfill a community need for affordable housing
- Community need must be determined and documented based on market analysis (internal or external), which includes **the AgencySAHA's** waiting lists information

Project Location Selection

Recognizing that the location of an affordable housing preservation or expansion

project can be a major driver of the long term success of the project and the socio economic opportunities and challenges available to residents, the AgencySAHA will:

- For Place-based projects
 - Pursue acquisition and/or partnership opportunities synergistic with coordinated community initiatives
 - Coordinate development projects with transportation and other infrastructure improvement projects, education, workforce development and employment initiatives, and other community-specific neighborhood-scale efforts
 - Pursue Transit Oriented Developments to ensure that our residents have the ability to reduce transportation costs
- For Mobility-based projects
 - Prioritize locations with relatively low numbers and rates of existing affordable housing units
 - Prioritize locations with recognized pathways to opportunity and/or demonstrated positive impact on life outcomes
 - Focus on a project's accessibility to education, job training, employment opportunities, and location amenities (e.g., recreation, health, retail, spiritual)
 - Link development projects to existing transportation and employment opportunities
- Other considerations
 - Pursue development projects that will score well under the Qualified Allocation Plan to receive tax credit financing
 - Determine if the real estate project supports the AgencySAHA's goals of providing more affordable housing
 - Determine whether the development either directly or indirectly expands or preserves the supply of affordable housing
 - Incorporate appropriate City of San Antonio Housing goals
 - Ensure that all new developments will accept Section 8 vouchers so that our residents will have more choices on where they would like to live

III. Project Principles

The following principles apply to all development projects that the AgencySAHA undertakes.

Housing Development and Redevelopment

The AgencySAHA is committed to redeveloping existing housing projects as well as developing new projects consistent with the following goals:

- ● We will develop mixed income communities that encourage socioeconomic

integration.

- ~~Communities will be developed with consideration of the City of San Antonio's housing and preservation goals.~~
- ~~The Agency SAHA will develop communities that are financially viable and self-sustaining.~~
- ~~Using income averaging as a tool, the Agency SAHA will aspire to provide deeply affordable units serving 50% AMI and below AMI.~~
- ~~The Agency SAHA will aspire to replace all removed Public Housing units with a unit or Housing Choice Voucher affordable at an equivalent level. Replacement units may be located at other sites.~~
- ~~The Agency We will aspire to focus on creating family and elderly/disabled units and supportive housing for special needs populations.~~

Development of housing projects at higher area median incomes.

Excess Cash from Real Estate Activities

- ~~The Agency SAHA recognizes that the development and operation of affordable housing below 50% AMI is financially difficult to develop. To be able to construct and maintain units for those in the most in need, the Agency SAHA may strategically develop higher income housing to generate revenue through expanded real estate activities. These funds is revenue will be used for the purpose of developing more affordable housing serving families that are 50% and below AMI, preserving existing affordable housing, and providing supportive services and reserves.~~

The Agency acknowledges the financial challenges associated with developing and operating affordable housing. To ensure the construction and maintenance of units for those most in need, the Agency may strategically develop higher-income housing to generate revenue. ~~These funds~~ This revenue will be allocated to the development of additional affordable housing for families earning 50% and below AMI, the preservation of existing affordable housing, and the provision of supportive services.

- ~~Excess cash Revenue generated from real estate redevelopment activities will first be used to pay for the operating overhead costs of the Real Estate Development Services group, including maintaining two years of reserves based on budgeted operating expenses. with two years of reserves. department The remaining remaining fundser will be considered Excess Cash Revenue and will be used to focus on the following areas and in the following percentages:~~

Creation of New Affordable Units

- Develop new housing units serving households at or below 50% of the Area Median Income (AMI).

Funding Budgetary Gaps and Affordable Housing

- Provide funds to cover budgetary gaps in the development and operation of affordable units.
- Acquire land for the development of deeply affordable housing.
- Acquire partnership interests in affordable housing developments.

Preservation and Upgrading of Existing Public Housing Units

- Redevelop existing public housing projects.
- Allocate funds for Capital Fund Projects.
- Implement technological upgrades, including Wi-Fi services and security equipment.

Acquisition of Existing Properties

- Purchase partnership interests in tax credit partnership properties to preserve affordable housing.
- Acquire existing developments to further our affordable housing mission.

Supportive Services for Residents

- Job placement and educational advancement programs.
- Financial literacy programs.
- Food and nutrition services.
- ~~Risk mitigation for resident evictions.~~

Emergency Rental Assistance Program

- Risk mitigation to keep residents housed due to personal or financial hardships

Financial Reserves

- Allocate funds to reserves to ensure adequate capitalization.

~~1.~~

~~Creating new units that serve no more than 50% and below AMI. (30% of the Excess Revenue) ¶¶~~

~~2. Providing Having funds for budgetary gaps with the costs of developing and operating affordable units. ¶¶~~

~~b. Acquiring land to develop further deeply affordable housing. ¶¶~~

~~3. Preserving and upgrading existing public housing units. (30% of the Excess Revenue) ¶¶~~

~~a. Redeveloping existing public housing projects ¶¶~~

~~b. Funds for Capital Fund Projects ¶¶~~

~~cb. Technological upgrades such as Wifi services and security equipment ¶¶~~

~~4. Acquiring ownership of existing properties ¶¶~~

~~a. Purchasing the partnership interests in our tax credit partnership properties to further preserve affordable housing. ¶¶~~

~~b. Purchasing existing developments to further our affordable housing mission. ¶¶~~

~~5 3. Supportive Services for our residents (30% of the Excess Revenue) a. Job Placement and educational advancement ¶¶~~

~~b. Financial Literacy ¶¶~~

~~c. Food and Nutrition ¶¶~~

~~d. Risk mitigation for resident evictions will be funded with 25% of the funds in this category. ¶¶~~

~~64. Reserves (10% of the Excess Revenue) ¶¶~~

~~a. Funds will be allocated to reserves to ensure we are adequately capitalized.~~

Building Design, Standards, and Compliance

The AgencySAHA is a property manager, owner, and/or developer with a long-term community focused mission. Understanding that government building codes, and developer or sub-contractor building and construction standards may be lacking or inadequate given this long term property management and maintenance perspective:

- The AgencySAHA shall review the construction and materials standards to achieve long term and cost efficient management, and maintenance of our communities
- All development and redevelopment projects must build to the AgencySAHA's construction and materials standards and aspire to reach "Build San Antonio Green" standards
- Development design must incorporate sustainable concepts and practices
- All the AgencySAHA owned developments will adopt a smoke-free policy

Invest to preserve and extend the useful life of properties

Given the wide gap between community need and actual affordable housing supply, the AgencySAHA will focus on investing prudently to both preserve and extend the useful life of its properties. As a result,

- Property improvements should ensure housing quality, livability standards, and enhance marketability
- The AgencySAHA will be proactive in comprehensive rehabilitation planning and implementation (e.g., total building vs. system by system approach)

Long Term Financial and Planning Considerations

The AgencySAHA will be proactive in developing and implementing a realistic long term financial plan for each project so that San Antonio's affordable housing stock is maximized.

- All new development, redevelopment, refinancing, acquisition, and liquidation projects and pro-forma must include an analysis and/or plan for maintenance, replacement, compliance, and funding
 - All projects must include a realistic long term financial projection including the construction period, lease out period, and post-compliance period. Rent and lease out/vacancy assumptions must incorporate an analysis of competing current and planned projects in the neighborhood
 - The AgencySAHA will develop its own underwriting criteria and standard management and operating agreements
 - All projects must meet the AgencySAHA's general underwriting criteria and standard agreements
- The AgencySAHA will value the economic contribution of its tax exempt status and negotiate project economics commensurate with this value contribution
- The AgencySAHA will not allow other housing authorities to do business in Bexar County to ensure the proceeds of these transactions benefit the local community. We also recognize the importance of creating and maintaining deal terms that are most beneficial to the AgencySAHA and not be undercut by other agencies. However, if the AgencySAHA is unable to be the development partner, the Board may consider the request.
- Assets which are not performing well or land without significant development potential will be considered for liquidation
- Revenues generated from these activities will be reinvested into preserving or expanding affordable housing

Integrated Approach to Socioeconomic Development

In order to support resident and community socioeconomic development, we will:

- Focus on developing properties located in or near recognized pathways to

- opportunity and/or demonstrated positive impact on life outcomes
- Maximize Section 3 resident employment opportunities, both short term and long term
- Increase business activities with small, minority owned, local, and women owned businesses
- Utilize the AgencySAHA's 'Moving to Work' designation to expand housing options and create economic opportunities so residents can achieve economic self sufficiency
- Partner with residents as well as public, non-profit, and for-profit organizations to provide educational resources, job training, and supportive services to help families become economically stable
- Work together with economic development organizations to realize emerging economic development opportunities by creating mixed use and mixed income communities

Planning with Residents and Community Stakeholders

Residents and community members may be offered the opportunity to contribute meaningfully in advance of the design of any planned projects and their input shall be incorporated.

Community engagement works best where it is an ongoing cumulative process enabling relationships and trust to build and strengthen over time. Engagement events should be planned and designed with this in mind and aim to contribute to the overall aims of the engagement process. This would include meetings with the residents, neighborhood associations, local groups, and elected representatives. Community or voluntary groups may want to participate at a range of levels – from providing advice as to the needs of the community, designing a development that reflects the community, and from undertaking some aspects of the engagement to delivering projects to meet some of the outcomes.

IV. Implementation and Monitoring

This policy shall be followed for each eligible affordable housing preservation and expansion initiative or transaction the AgencySAHA undertakes.

Policy compliance is the primary responsibility of the DSNR team, but is also the responsibility of the following the AgencySAHA teams: Asset Management, Section 8, Public Housing Property Management, Finance and Accounting, Affordable HousingBeacon—Communities and Community Development Initiatives. A policy exception must be requested by staff and granted by the BOC in all relevant cases.

V. Definitions:

- BOC – Opportunity Home San Antonio’s Board of Commissioners
- DSNR – Development Services and Neighborhood Revitalization team
- HQS – HUD Housing Choice Voucher (HCV) program regulations set forth basic housing quality standards (HQS) which all units must meet before assistance can be paid on behalf of a family and at least annually throughout the term of the assisted tenancy. HQS defines "standard housing" and establishes the minimum criteria for the health and safety of program participants.
- Place Based Initiatives - Place-based policies leverage investments by focusing resources in targeted places and drawing on the compounding effect of well-coordinated action. Effective place-based policies can influence how rural and metropolitan areas develop, how well they function as places to live, work, operate a business, preserve heritage, and more
- REAC - Real Estate Assessment Center
- Section 3 – A means by which HUD fosters local economic development, neighborhood economic improvement, and individual self-sufficiency. Section 3 is the legal basis for providing jobs for residents and awarding contracts to businesses in areas receiving certain types of HUD financial assistance. Under Section 3 of the HUD Act of 1968, wherever HUD financial assistance is expended for housing or community development, to the greatest extent feasible, economic opportunities will be given to Section 3 residents and businesses in that area.
- TDHCA - Texas Department of Housing and Community Affairs



EXHIBIT - H
Partnership Compliance Period Exit and Recommendation

	EXAMPLE	
	Partnership Property	
Recommended Plan of Action for the Asset	Acquire Asset	
ROFR Period	01/01/24 to 12/31/24	
Data as of (DATE)	12/31/23	
HUD Approval Required	No	
HUD Multi-Family Approval Required	No	
Number of Units	252	
Number of Units Vacant	20	
Vacancy Percentage	7.94%	
Vendor Aged Payables Total	\$20,000	
Vendor Aged Payables Over 60 Days	\$10,000	
Vendor Aged Payables Over 90 Days	\$5,000	
Tenant Aged Receivables Total	\$26,000	
Tenant Aged Receivables Over 60 Days	\$17,000	
Tenant Aged Receivables Over 90 Days	\$3,000	
Average Annual Revenue	\$4,032,000.00	
Economic Occupancy	88.00%	
Per Unit Revenue and Expense Ratio	\$6,455.39	
Average Annual Operating Expense	\$1,500,000.00	
Debt Service Balance	\$11,000,000	
2024 Operating Budget DSCR	1.65	
Actual YTD DSCR	1.55	
2024 Operating Budget NOI	\$1,646,125	
Actual YTD NOI	\$1,684,079	
12-Month Trailing	\$1,684,079	
3rd Party Management Company	NRP	
Partnership Entities	NRP-SLP / Hunt - LP	
Funding Layers	9% Tax Credit	
AMI's	252 at 60% AMI	
Last Allocating Agency Inspection Score	Not Applicable	
Last Internal Inspection Score	99.12	
Broker Opinion of Value (BOV)	\$21,000,000	
BOV Link	(Insert Link Here)	
Deferred Maintenance	(Enter)	
Physical Needs Assessment (PNA) Link	(Insert Link Here)	
Beacon Review of Asset	(Insert Date of Site Walk)	

PROPERTY NAME	ROFR PERIOD	Recommended Plan of Action for Asset

ROFF PERIOD	Recommended Plan of Action for the Asset	DATA AS OF DATE	HID APPROVAL REQUIRED	HID MULTI-FAMILY APPROVAL REQUIRED	# OF UNITS VACANT	VENDOR AGED RECEIVABLES VACANCY %	VENDOR AGED PAYABLES OVER 60 DAYS	VENDOR AGED PAYABLES OVER 90 DAYS	TENANT AGED RECEIVABLES TOTAL	TENANT AGED RECEIVABLES OVER 60 DAYS	TENANT AGED RECEIVABLES OVER 90 DAYS	ECONOMIC OCCUPANCY	PER UNIT REPAIR AND EXPENSE RATIO	OPERATING EXPENSE RATIO	DEBT SERVICE BALANCE	2024 Operating Budget Lock	Actual YTD 2024	2024 Operating Budget Variance	Actual YTD 2024	12 MONTH TRAIL BAL	3RD PARTY MANAGEMENT COMPANY	PARTNERSHIP ENTITIES	PURCHASING LAYERS	AMT'S	Land Accounting Agency Disposition Score	Land Internal Disposition Score	BOV	BOV LINE	DEFERRED MAINTENANCE	PIA LMX	BEACON REVIEW OF ASSET
123 Main St	01/01/2024 to 12/31/2024 Sell the property prior to bonds defeasing on May 1, 2024.	12/31/23	No		252	42.80%	\$ 369,599.65	\$ 105,832.89	\$ 25,999.89	\$ 447,693.61					\$ 12,596,449.89	1.23	6.72	\$ (74,333.98)	\$ 1,669,651.58		Franklin	Franklin MLP Hurd - LP	4% & Bond	10% AMI		on 8/21/23 Score 31.9	\$14 mil \$27k per unit			Did not complete	