

**SAN ANTONIO HOUSING TRUST
FINANCE CORPORATION**

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NOTICE

**THE BOARD OF DIRECTORS
OF THE
SAN ANTONIO HOUSING TRUST
FINANCE CORPORATION**

WILL HOLD A MEETING ON
WEDNESDAY, DECEMBER 13, 2017 AT 10:00 A.M. AT
MUNICIPAL PLAZA, "C" ROOM
SAN ANTONIO, TEXAS 78205

AGENDA

1. Consideration and appropriate action regarding administrative matters:
 - (A) APPROVAL OF THE OCTOBER 11, 2017 MINUTES
2. Citizens to be heard.*
3. Consideration and appropriate action regarding multifamily housing programs.
 - (A) ALSBURY PARK APARTMENTS
 1. RESOLUTION CONCERNING THE APPLICATION OF THE VDC SA ALSBURY, LP AND ALSBURY PARK APARTMENTS, LTD. RELATING TO THE PROPOSED FINANCING OF \$30,000,000 OF THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE ALSBURY PARK APARTMENTS AND OTHER MATTERS IN CONNECTION THEREWITH
4. Consideration and appropriate action regarding a grant to the City of San Antonio to support the Mayor's Housing Policy Task Force.
5. Consideration and appropriate action regarding grants to the City of San Antonio to support its programs benefitting single family housing.

ACCESSIBILITY STATEMENT

CITY HALL, 100 Military Plaza, is wheelchair accessible. Accessible entry ramp on west side of building. Accessible visitor parking on north side of building. Auxiliary aids and services, including Deaf interpreters, must be requested forty-eight [48] hours prior to the meeting. For assistance, call 711 (Texas Relay Service for the Deaf).

* Citizens signed up at the beginning of the meeting will be allowed to speak for up for three minutes. Citizens may elect to speak at the time an agenda item is considered.

Agenda Item 1(A)

San Antonio Housing Trust Finance Corporation Board Meeting

**MINUTES
Wednesday, October 11, 2017
10:00 A.M.
4th Floor Conference Room
San Antonio, TX 78205**

Meeting called to order at 10:00 A.M.

Board Members Present: Councilman Roberto Treviño, Councilwoman Shirley Gonzales, Councilwoman Rebecca Viagran, Councilman William “Cruz” Shaw

Others Present: John Kenny- Executive Director, San Antonio Housing Trust Foundation; JD Hernandez – Asset Manager, San Antonio Housing Trust Foundation; Jim Plummer –Counsel, Fulbright & Jaworski; Matt Harris – VP, Provident; David Holland – VP, Provident; Taylor Boyd – Partner, Provident; Barbara Burford – Manager, COSA NHSD; Timothy Cone – VP, NRP Group; Jason Arechiga – VP, NRP Group; Brencia Berry – COS, D2; Javier Rocha – GC, Casey Development; Bill Kaufman – Kaufman & Killer; Pete Hanis – RE Admin, City CCDO; Jay Podjenski – COS; D1

1. Consideration and appropriate action regarding administrative matters:
 - (a) APPROVAL OF THE AUGUST 16, 2017 MINUTES
Councilman Shaw motioned and Councilwoman Gonzales seconded the motion to approve the August 16, 2017 minutes. Being no objections, motion passed 4 – 0 with Chair voting.
2. Citizens to be heard¹
None
3. Consideration and appropriate action regarding multifamily housing programs.
 - (a) RIVER VIEW AT BROOKS APARTMENTS
 - (i) RESOLUTION CONCERNING THE APPLICATION OF THE NRP GROUP AND RIVER VIEW AT BROOKS APARTMENTS, LTD. RELATING TO THE PROPOSED FINANCING OF \$25,000,000 OF THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE RIVER VIEW AT BROOKS APARTMENTS AND OTHER MATTERS IN CONNECTION THEREWITH

Mr. Plummer brought this project to the board explaining that this is just a preliminary inducement to be able to apply for Volume Cap Bonds. This is non-binding and a typical Tax Credit Project.

Mr. Jason Arechiga, VP of NRP Group, explained the project in more details.

Councilwoman Viagran motioned and Councilman Shaw seconded the motion to approve the preliminary inducement and the resolution concerning the application of the NRP Group and

¹ Citizens signed up at the beginning of the meeting will be allowed to speak for up for three minutes. Citizens may elect to speak at the time an agenda item is considered.

River View at Brooks Apartments LTD. relating to the proposed financing of \$25,000,000.

4. Consideration and appropriate action regarding grants to the City of San Antonio to support its programs benefitting single family housing.

Mrs. Vera Soto reported that there are 46 applicants, of whom 27 qualified for the Under 1 Roof program. Construction will begin on Thursday.

No Action Required.

Adjournment: 10:14 A.M.

Staff Presentation: John Kenny, Jim Plummer

Staff Recommendation: Approve Minutes

Action Requested: Motion to approve the Minutes

Motion: _____

Second: _____

Action Taken:

¹ Citizens signed up at the beginning of the meeting will be allowed to speak for up for three minutes. Citizens may elect to speak at the time an agenda item is considered.

Agenda Item 3(A)

SUMMARY: BRIEFING, DISCUSSION AND APPROVAL OF RESOLUTION

Alsbury Park Apartments

This is a proposed tax credit project containing 240-units to be located at the intersection of south east corner of IH 10 and Houston Street in Councilman Shaw's district. All units will be rented to individuals whose income is at or below 60% of median family income.

Versa Development LLC will be the Developer and a limited liability company created by the San Antonio Housing Trust Public Facility Corporation will control the general partner of the Owner. The Project is expected to cost approximately \$40,000,000 and it is expected that \$30,000,000 of tax exempt bonds will be issued.

The action requested today is to authorize VDC SA ALSBURY, LP, Versa Development LLC and Bond Counsel to take preliminary actions, like filing with the state. None of these actions will be binding on you or the City. You are not committing to participate in the Project. We will come back to you for actual approval of the Project and authority to issue the bonds.

Staff Presentation: John Kenny, Jim Plummer

Staff Recommendation: Approval

Action Requested: Motion to approve the attached Resolution

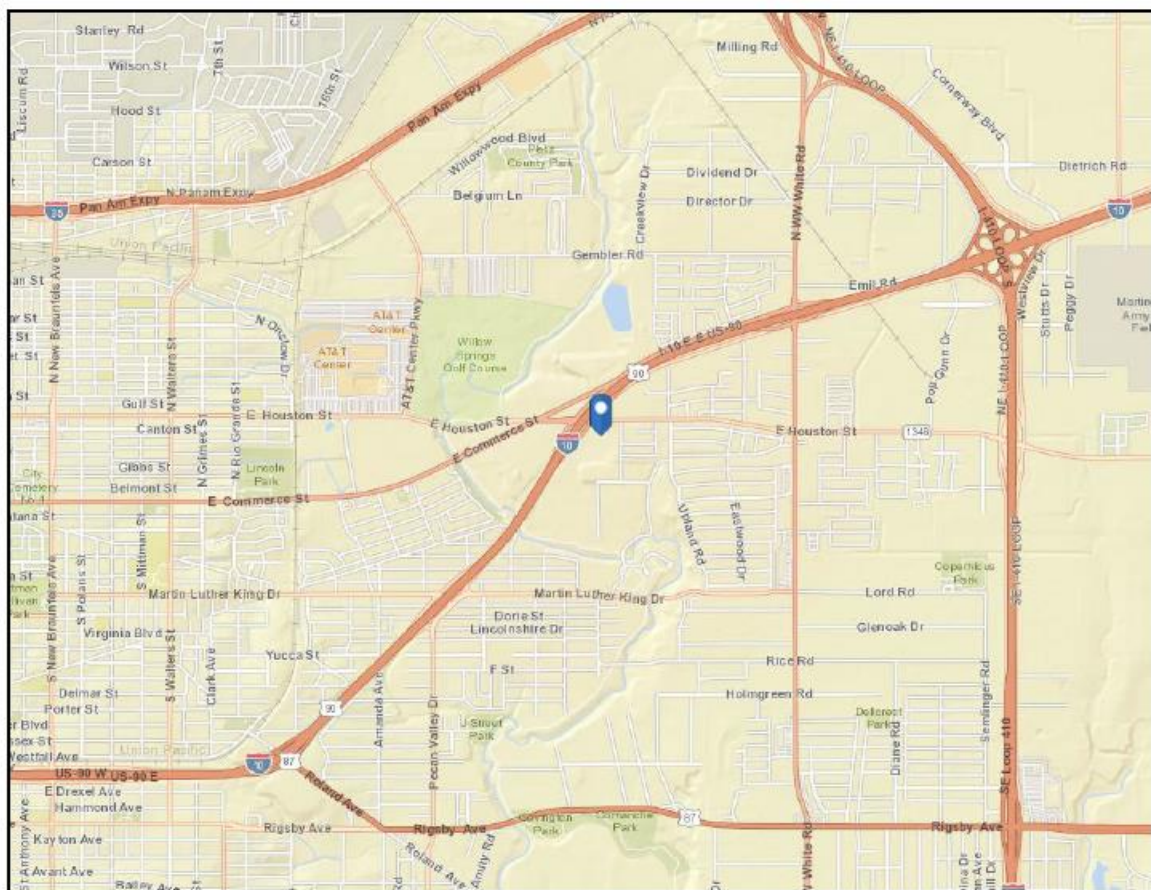
Motion: _____

Second: _____

Attachment: Resolution

Action Taken:

LOCATION MAP



Alsbury Park Apartments

CERTIFICATE FOR RESOLUTION

The undersigned officer of the San Antonio Housing Trust Finance Corporation (the “Issuer”) hereby certifies as follows:

In accordance with the bylaws of the Issuer, the Board of Directors of the Issuer (the “Board”) held a meeting on December 13, 2017 (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 CONCERNING THE APPLICATION OF VDC SA ALSBURY, LP AND ALSBURY PARK APARTMENTS, LTD. RELATING TO THE PROPOSED FINANCING OF \$30,000,000 OF THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE ALSBURY PARK APARTMENTS 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.

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 AND SEALED December 13, 2017.

John Kenny, Executive Director
and Assistant Secretary



RESOLUTION CONCERNING THE APPLICATION OF VDC SA ALSBURY, LP AND ALSBURY PARK APARTMENTS, LTD. RELATING TO THE PROPOSED FINANCING OF \$30,000,000 OF THE COSTS OF THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF THE ALSBURY PARK APARTMENTS AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, the City Council of the City of San Antonio, Texas (the “City”), has, pursuant to the Texas Housing Finance Corporations Act, Chapter 394, Texas Local Government Code, as amended (the “Act”), approved and created the San Antonio Housing Trust Finance Corporation, a nonstock, nonprofit housing finance corporation (the “Issuer”);

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

WHEREAS, VDC SA Alsbury, LP, a Texas limited partnership (the “User”), has filed an Application for financing (the “Application”), requesting that (i) the Issuer finance the acquisition, construction, and equipping of a proposed 240-unit multifamily housing facility to be located at approximately the south east corner of IH 10 and Houston Street and to be known as Alsbury Park Apartments (the “Project”); and (ii) the Issuer file and/or refile a 2017 and/or 2018 Allocation Application (defined hereafter) and/or any carryforward applications to the Texas Bond Review Board as described herein;

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

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

WHEREAS, this Resolution shall constitute the Issuer’s commitment, subject to the terms hereof, to issue Bonds, or other obligations, pursuant to the Act in an amount prescribed by the User now contemplated not to exceed \$30,000,000 and to expend the proceeds thereof to pay Development Costs including costs of acquisition, construction, equipping, and improvement of the Project, funding a debt service or other reserve fund for the Project, and paying expenses and costs in connection with the issuance of the Bonds, including costs of obtaining credit enhancement, if any;

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

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

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

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

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

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

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

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

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

WHEREAS, the User has requested that the San Antonio Housing Trust Public Facility Corporation acquire a membership interest in the general partner of the User;

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

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

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE SAN ANTONIO HOUSING TRUST FINANCE CORPORATION THAT:

Subject to the terms hereof, the Issuer agrees that it will

subject to the negotiation of mutually acceptable agreements, issue the Bonds, in an amount not to exceed \$30,000,000;

cooperate with the User with respect to the issuance of the Bonds, and, if arrangements therefor satisfactory to the User and the Issuer can be made, take such action and authorize the execution of such documents and take such further action as may be necessary or advisable for the authorization, execution, and delivery of any contracts or agreements deemed necessary and desirable by the User or the Issuer in connection with the issuance of the Bonds (collectively, the "Contracts"), providing among other things for payment of the principal of, interest on, redemption premiums on, and paying agents' and trustee's fees and charges, if any, on the Bonds; payment of fees, charges, and expenses of the Issuer and the City (including legal and financial advisory expenses); acquisition, construction, equipping, and improvement of the Project; and use, operation, and maintenance of the Project (and the execution of any necessary guaranty agreements), all as shall be authorized, required, or permitted by law and as shall be satisfactory to the Issuer, the City, and the User;

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

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

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

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

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

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

no Bonds will be issued without the approval of the City Council.

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

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

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

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

The Issuer hereby adopts this Resolution in order to satisfy the requirements of the Allocation Act pertaining to the issuance of the Bonds and authorizes any officer or designee of the Issuer to prepare and file and/or refile a 2017 and/or 2018 Allocation Application and/or any

carryforward applications, together with all required attachments (including obtaining the Issuer's Certificate of Good Standing from the Comptroller of Public Accounts for the State of Texas) in the form required by the Texas Bond Review Board.

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

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

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

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

Based upon representations from the User, the Issuer reasonably expects to reimburse the Expenditures with proceeds of the Bonds in a principal amount that will not exceed \$30,000,000. This Resolution shall constitute a declaration of official intent under the Treasury Regulation Section 1.150-2.

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

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.

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.

If any provision of this Resolution or the application thereof to any person or circumstance shall be held to be invalid, the remainder of this Resolution and the application of such provision to other persons and circumstances shall nevertheless be valid, and the Board hereby declares that this Resolution would have been enacted without such invalid provision.

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

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

* * *

Agenda Item 4

SUMMARY: BRIEFING, DISCUSSION AND APPROVAL OF RESOLUTION

Mayor's Housing Policy Task Force

City Staff has requested a \$200,000 grant to be made to the City so that it may fund some of the expenditures needed by the Mayor's Housing Task Force. The \$200,000 will be used in three main areas (Task Force Meetings; Community Workshops; Consultant Services) as shown within the following table.

Item	Budget
<i>Task Force Meetings:</i>	
Audio/Visual Support (up to 5 meetings)	\$10,000
Meeting Support Services & Supplies	5,000
Public Awareness Announcements & Web Site	21,000
<i>Community Workshops:</i>	
Community Space Rental (for 3 meetings)	10,000
Audio/Visual Support	5,500
Supplies & Refreshments	5,000
Public Awareness Announcements	5,000
<i>Consultant Services:</i>	
Enterprise Community Partners Contract	106,500
Consultant Travel & Contingency	22,000
Printing & Binding	10,000
<i>TOTAL:</i>	<u>\$200,000</u>

City Staff Presentation: Peter Zaroni

City Staff Recommendation: **Approval**

Action Requested: **Motion to approve grant**

Motion: _____

Second: _____