

**THIS IS A DRAFT AND WILL BE REPLACED BY THE FINAL, SIGNED ORDINANCE OR RESOLUTION ADOPTED BY THE CITY COUNCIL.**

**RESOLUTION**

**APPROVING AMENDED AND RESTATED CERTIFICATE OF FORMATION AND BYLAWS OF THE SAN ANTONIO HOUSING TRUST PUBLIC FACILITY CORPORATION (SAHTPFC) AND IMPLEMENTING CERTAIN CHANGES TO THE GOVERNANCE STRUCTURE AND OPERATIONS OF THE SAHTPFC**

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**WHEREAS**, on December 10, 2009 by Ordinance 2009-12-10-0038R, the City of San Antonio created the San Antonio Housing Trust Public Facility Corporation (“SAHTPFC”) pursuant to Chapter 303 of the Texas Local Government Code, as amended, (the “Act”) for the purpose of providing for the financing, acquisition, and construction of public facilities under the Act and approved the Corporation’s Certificate of Formation and Bylaws; and

**WHEREAS**, upon creating the SAHTPFC, the City authorized five city council members to serve as the SAHTPFC’s Board of Directors; and

**WHEREAS**, in January 2019, City Council engaged National Association for Latino Community Asset Builders (“NALCAB”) to undertake an assessment of the San Antonio Housing Trust (“SAHT”) and its affiliated entities, one of which is the SAHTPFC, to provide strategic recommendations for enhancing the efficiency, public engagement and transparency of all of the entities; and

**WHEREAS**, one of the primary recommendations NALCAB made was to restructure the governing bodies of each entity, including the SAHTPFC, to allow for more community participation in the policy development and transactions of all entities; and

**WHEREAS**, a Joint Transition Committee (“JTC”), consisting of three senior members of the SAHT and SAHT Foundation boards and three senior members of the SAHTPFC and SAHTFC boards, was created to make key recommendations on the governance realignment framework; and

**WHEREAS**, the JTC recommended that the number and type of membership should be consistent across all four Housing Trust entities; and

**WHEREAS**, the current Board of Directors of the SAHTPFC has approved the following changes to the membership and structure of the Board of Directors by Resolution \_\_\_\_\_ passed on \_\_\_\_\_:

The number of Directors shall be twelve (12), consisting of five (5) directors with full voting power, each of whom during his or her term as Director is a current member of the City Council (the "Council Directors"), six (6) nonvoting, advisory members (the "Community Advisors") and one (1) nonvoting, advisory member nominated by the City Manager of the City (the "City Advisor", together with the Community Advisors and Council Advisors, collectively, the "Directors"), each of whom is a resident of the City.

Council Directors shall be the only Directors that may vote on any matter before the Board of Directors; provided, however, that if any Community Advisor is elected to the officer position of President, Vice President, Secretary or Treasurer (collectively, "Officer Positions", each an "Officer Position"), such Community Advisor shall have the right to vote on any matters before the Board of Directors for so long as that Community Advisor holds such Officer Position. Community Advisors and the City Advisor may attend meetings, participate in deliberation and any executive session pursuant to Texas Government Code Chapter 551, but shall not, except as otherwise provided for herein, vote on any matter before the Board of Directors or otherwise make any decisions or take any actions that bind the Corporation in any manner. Notwithstanding anything to the contrary herein, unless a Community Advisor has been elected to an Officer Position, (i) no Community Advisor shall serve as a Director in any manner other than a purely advisory role and (ii) Community Advisor shall not be considered as "directors" for purposes of determining a quorum or a majority vote of the Directors pursuant to Chapter 303.040 of the Act. Under no circumstances will the City Advisor vote, serve as a Director in any manner other than a purely advisory role, or be considered as a "director" for purposes of determining a quorum or majority vote of the Directors pursuant to Chapter 303.040 of the Act or this Certificate.

Council Directors shall be nominated by the Mayor of the City, Community Advisors shall be nominated by the Governance and Policy Committee established pursuant to the Bylaws of the Corporation, and the City Advisor shall be nominated by the City Manager of the City. All Directors and Advisors shall be confirmed and appointed by ordinance of the City Council of the City. Three (3) of the Community Advisors shall have prior experience in housing advocacy, non-profit fundraising, policy making, community engagement, or reside in a low to moderate income housing unit. Three (3) of the Community Advisors shall have experience in real estate, financial underwriting, property development, housing finance, capital markets, lending, construction, property management, or other relevant housing industry experience. The Directors shall serve without compensation except that they may be reimbursed for their actual expenses incurred in the performance of their duties hereunder.

The Board of Directors shall be and is divided into two (2) classes designated: Class I and Class II, which shall be chosen by the drawing of straws by the Directors. Class I shall consist of two (2) Council Directors and three (3) Community Advisors and Class II shall consist of three (3) Council Directors, three (3) Community Advisors and one (1) City Advisor. In case of any increase or decrease, from time to time, in the number of directors, the number of directors in each class shall be apportioned as nearly equal as possible. Each Director shall serve for a term of four (4) years; provided, that each director initially appointed to Class I shall serve for an initial term of two (2) years and each director initially appointed to Class II shall serve for an initial term of four (4) years; provided further, that if a Council Director is no longer a member of the City Council of the

City, such individual shall be deemed to have resigned from the Board of Directors of the Corporation. Furthermore, any member of the Board of Directors of the Corporation may be removed from office at any time, with or without cause, by written resolution of the City Council of the City; provided, that in no event shall the number of Council Directors be less than three (3); and

**WHEREAS**, the City has determined that the recommendation to restructure the composition of the Board of Directors of the SAHTPFC to better balance the collective skills, interests, and authorities of the Board and thus promote unified policy development, perspective in decision making, and enhancement of transparency is wise, expedient, and necessary; and

**WHEREAS**, to implement the changes to the governance structure and operations of the SAHTPFC, the Board of Directors have also amended the Bylaws of the Corporation consistent with the proposed amendments to the Certificate of Formation; and

**WHEREAS**, pursuant to Section 303.024 of the Texas Local Government Code and the SAHTPFC Bylaws, it is necessary for the City to authorize and approve the amendments to the Certificate of Formation and Bylaws of the SAHTPFC and approve the form of the amendments; and

**WHEREAS**, it is the desire of the City to authorize and approve the amendments to the SAHTPFC's Certificate of Formation and Bylaws and to approve the form of the amendments as proposed by the Board of Directors of the SAHTPFC. **NOW THEREFORE:**

**BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF SAN ANTONIO:**

**SECTION 1.** Resolution No. \_\_\_\_\_ adopted by the Board of Directors of the San Antonio Housing Trust Public Facility Corporation ("SAHTPFC") and the amendments to the SAHTPFC's Certificate of Formation and Bylaws incorporated therein are in all things approved. Resolution No. \_\_\_\_\_ is attached hereto as **Attachment I**. The Amended Certificate of Formation is attached hereto as **Attachment II**. The Amended Bylaws are attached hereto as **Attachment III**.

**SECTION 2.** The form of the amendments to the SAHTPFC's Certificate of Formation and Bylaws are hereby approved.

**SECTION 3.** The Amendments to the SAHTPFC's Certificate of Formation and the appointment of Council Directors made in this Ordinance shall take effect upon the issuance of the Certificate of Amendment by the Secretary of State. The Amendments to the SAHTPFC's Bylaws shall take effect upon the later of the effective date of this Resolution or the effective date of the resolution adopted by the Board of Directors of the SAHTPFC approving the amended Bylaws.

JYW  
06/10/2021  
Item No.

**PASSED AND APPROVED** on this 10<sup>th</sup> day of June, 2021.

**M A Y O R**  
Ron Nirenberg

**ATTEST:**

**APPROVED AS TO FORM:**

\_\_\_\_\_  
Tina J. Flores, City Clerk

\_\_\_\_\_  
Andrew Segovia, City Attorney

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JYW  
06/10/2021  
Item No.

**ATTACHMENT I**  
Certificate of Resolution

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JYW  
06/10/2021  
Item No.

**ATTACHMENT II**  
Amended Articles of Incorporation

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06/10/2021  
Item No.

**ATTACHMENT III**  
Amended Bylaws

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