

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 ARTICLES OF INCORPORATION AND BYLAWS OF THE SAN ANTONIO HOUSING TRUST FINANCE CORPORATION (SAHTFC) IMPLEMENTING CERTAIN CHANGES TO THE GOVERNANCE STRUCTURE AND OPERATIONS OF THE SAHTFC

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WHEREAS, on August 21, 1997 by Ordinance 86465, the City of San Antonio created the San Antonio Housing Trust Finance Corporation (“SAHTFC”) pursuant to the Texas Housing Finance Corporations Act, as amended, for the purpose of providing a means of financing the costs of affordable housing projects located within the San Antonio city limits and approved the SAHTFC’s Articles of Incorporation and Bylaws; and

WHEREAS, upon creating the SAHTFC, the City authorized the members of the San Antonio City Council (the “City Council”), consisting of eleven (11) members, to serve as the SAHTFC’s Board of Directors; and

WHEREAS, on February 23, 2006 by Resolution 2006R-02-23-0245, the City Council approved an amendment to the Articles of Incorporation of the SAHTFC to reduce the number of board members from 11 to five (5); 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 SAHTFC, to provide strategic recommendations for enhancing the efficiency, public engagement and transparency 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/Foundation Boards and three senior members of the San Antonio Housing Trust Public Facility Corporation (“SAHTPFC”) and SAHTFC, 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 SAHTFC 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 of the City (the “Council Directors”), six (6) nonvoting, advisory directors (the “Community Advisors”) and one (1) nonvoting, advisory director nominated by the City Manager of the City (the “City Advisor”), together with the Community Advisors and Council Directors, 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 Advisors shall not be considered as “directors” for purposes of determining a quorum or a majority vote of the Directors pursuant to Chapter 394.021 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 394.021 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 ordinance or 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 SAHTFC 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 SAHTFC, the Board of Directors have also amended the Bylaws of the Corporation consistent with the proposed amendments to the Articles of Incorporation; and

WHEREAS, pursuant to Section 394.016(b) of the Texas Local Government Code and the SAHTFC Bylaws, it is necessary for the City to authorize and approve the amendments to the Articles of Incorporation and Bylaws of the SAHTFC and approve the form of the amendments; and

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

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF SAN ANTONIO:

SECTION 1. Resolution No. _____ adopted by the Board of Directors of the SAHTFC and the amendments to the San Antonio Housing Trust Finance Corporation's ("SAHTFC") Articles of Incorporation and Bylaws incorporated therein are in all things approved. Resolution No. _____ is attached hereto as **Attachment I**. The Amended Articles of Incorporation is attached hereto as **Attachment II**. The Amended Bylaws are attached hereto as **Attachment III**.

SECTION 2. The form of the amendments to the SAHTFC's Articles of Incorporation and Bylaws are hereby approved.

SECTION 3. The Amendments to the SAHTFC's Articles of Incorporation and Bylaws approved by this Resolution shall take effect upon the issuance of the Certificate of Amendment by the Secretary of State. The Amendments to the SAHTFC's Bylaws shall take effect upon the later of

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the effective date of this Resolution or the effective date of the resolution adopted by the Board of Directors of the SAHTFC approving the amended Bylaws.

PASSED AND APPROVED on this 10th 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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ATTACHMENT I
Certificate of Resolution

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ATTACHMENT II
Amended Articles of Incorporation

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ATTACHMENT III
Amended Bylaws

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