



SAHA REGULAR BOARD MEETING

**NOV. 7
2019**



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BOARD OF COMMISSIONERS

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Commissioner

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Commissioner

PRESIDENT & CEO

David Nisivoccia

SAN ANTONIO HOUSING AUTHORITY

***REGULAR BOARD MEETING**

818 S. Flores St., San Antonio, TX 78204

1:00 p.m., Thursday, November 7, 2019

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.
2. Pledge of Allegiance/Moment of Silence

PUBLIC COMMENT

3. Public Comment - Citizens are provided three minutes each to speak to any agenda items.

MINUTES

4. Minutes
 - Approval of the October 3, 2019, Regular Board Meeting minutes
 - Approval of the October 17, 2019, Special Board Meeting minutes (Operations and Choice Neighborhood Committee)

COMMITTEE MEETING UPDATES

5. Update and discussion regarding the October 17, 2019, Resident Services Committee Meeting (Charles Clack, Committee Chair)
6. Update and discussion regarding the October 17, 2019, Operations and Choice Neighborhood Committee Meeting (Morris A. Stribling, DPM, Chair, Board of Commissioners)

CONSENT ITEMS

7. Consideration and approval regarding Resolution 5972, authorizing the entering into a partnership with Post Investment Group (Post) to acquire Arroyo Seco Apartments located in San Antonio, TX, and authorizing the President and CEO, and his designated staff to: negotiate the terms of the acquisition agreement; submit applications for financing; create any legal entities; execute contracts for conveyance of land; retain legal counsel; and any and all actions required to consummate the transaction (Ed Hinojosa, Chief Financial Officer; Thomas Roth, Director of Asset Management)

8. Consideration and approval regarding Resolution 5973, authorizing the award of a contract to Carahsoft Technology Corporation for DocuSign Electronic Signature Software, Software Products, Software Services, Software as a Service (SaaS), and Enterprise Resource Planning (ERP) Software Modules Products and Services through the Department of Information Resources (DIR) for an annual cumulative amount not to exceed \$112,990.00 for year one, \$120,900.00 for year two, \$129,363.00 for year three, \$138,418.00 for year four, and \$148,107.00 for year five; for a period of one year with the option to renew up to four additional one year terms (Steven Morando, Director of Procurement and General Services; Jo Ana Alvarado, Director of Innovative Technology)
9. Consideration and approval regarding Resolution 5974, authorizing the award of a contract for Castle Point Rehabilitation and Site Improvements to All Pro General Construction, Inc. (DBE, ESBE, HABE, MBE, SBE, Section 3 Business) for an amount not to exceed \$5,357,188.00 (Steven Morando, Director of Procurement and General Services; Hector Martinez, Director of Construction Services and Sustainability)
10. Consideration and approval regarding Resolution 5976, authorizing the selection of The NRP Group LLC (NRP), dba NRP Lone Star Development LLC, NRP Holdings LLC, NRP Management LLC, and NRP Contractors II LLC as development partner for Alazan Apache Courts and authorizing the President and CEO, and his designated staff to: further clarify and enhance the developer's proposal; negotiate a development agreement; submit applications for financing; create any legal entities; execute contracts for conveyance of land; retain legal counsel; and ensure performance of all other matters in connection therewith (Steven Morando, Director of Procurement and General Services; Timothy E. Alcott, Real Estate and Legal Services Officer; Lorraine Robles, Director of Development Services and Neighborhood Revitalization)
11. Consideration and approval regarding Resolution 5977, authorizing the Majestic Ranch Apartments transaction, including the execution of all documentation necessary to carry out the transaction; and authorizing all filings and agreements with Texas Department of Housing and Community Affairs in connection with applications for low income housing tax credits; and authorizing the purchase of the land for the transaction and the lease of such land for the transaction; and authorizing the acquisition of the membership interest in SAHT Majestic Living GP, LLC; and authorizing the financing for such transaction; and authorizing a bridge loan from San Antonio Housing Authority in an amount up to \$2,000,000.00 in Moving to Work Funds (or other available funds) to the Partnership; and authorizing San Antonio Housing Facility Corporation to serve as a joint venturer in the general contractor; and other matters in connection therewith (Timothy E. Alcott, Real Estate and Legal Services Officer; Lorraine Robles, Director of Development Services and Neighborhood Revitalization)

INDIVIDUAL ITEMS FOR CONSIDERATION

12. Election of Officers for the Board of Commissioners
13. Update and discussion regarding Security Services (Domingo Ibarra, Director of Security)
14. Update and discussion regarding the Procurement Activity Report (Steven Morando, Director of Procurement and General Services)
15. President's Report
 - SAHA's Holiday Closures
 - Halloween Stroll at SAHA
 - Habitat for Humanity - SAHA Volunteers Help Build Home
 - White Cane Awareness Day
 - SAHA Garners National Recognition

- Mayor Visits Gardens at San Juan Square
- SAHA Recognized as Green Affordable Housing Honoree for Blueridge Homes
- National Night Out
- Compensation Study Results

16. **Citizens to be Heard at approximately 2:00 p.m.** (may be heard after this time) Citizens wishing to speak on issues not related to items posted on the agenda should personally request to be placed on the Citizens to be Heard roster prior to 1:45 p.m. Citizens will be given three minutes to speak. Only one appearance per speaker will be permitted at any regular Board Meeting. If present, a speaker may cede time to another speaker, but no speaker may have the floor for more than 9 minutes. Groups of citizens from the same organization are asked to share nine minutes to address the Board on certain items. Organizations must be represented by an Officer or a Board member, and follow the same speaking rules as individuals.

17. *Closed Session:

Consultation with Attorney

Deliberate and obtain legal advice regarding legal issues pursuant to Texas Government Code Sec. 551.071 (1)(B)(settlement offer).

- Discussion of proposed settlement of Cause 1:17-CV-01796-MBH, ***San Antonio Housing Authority v. United States***, in the United States Court of Federal Claims, Washington DC.

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).

- President and CEO Performance Evaluation Process

18. Adjournment

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

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

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

**MINUTES
SAN ANTONIO HOUSING AUTHORITY
BOARD OF COMMISSIONERS
REGULAR BOARD MEETING
October 3, 2019**

SCHEDULED: 12:30 p.m. at 818 S. Flores St., San Antonio, TX, 78204

COMMISSIONERS PRESENT:

Morris A. Stribling, DPM, Chair
Jessica Weaver, Vice Chair
Charles Clack, Commissioner
Jo-Anne Kaplan, Commissioner
Sofia A. Lopez, Commissioner
Marie R. McClure, Commissioner

COMMISSIONERS ABSENT:

None

COUNSEL: Doug Poneck, Escamilla &
Poneck, LLP

TRANSLATOR: BCC Communications

STAFF:

David Nisivoccia, President and CEO
Ed Hinojosa, Chief Financial Officer
Muriel Rhoder, Chief Administrative Officer
Timothy E. Alcott, Real Estate and Legal Services
Officer
Jo Ana Alvarado, Director of Innovative
Technology
Kristi Baird, Director of Beacon Communities
Diana Kollodziej Fiedler, Director of Finance and
Accounting
Domingo Ibarra, Director of Security
Aiyana Longoria, Director of Internal Audit

Adrian Lopez, Director of Community Development
Initiatives
Hector Martinez, Director of Construction Services and
Sustainability
Richard Milk, Director of Policy and Planning
Michael Reyes, Director of Communications and Public
Affairs
Steven Morando, Director of Procurement and
General Services
Janie Rodriguez, Director of Human Resources
Thomas Roth, Director of Asset Management

Item 1: Meeting called to order

Chair Morris A. Stribling, DPM called the meeting to order at 12:50 p.m.

Item 2: Pledge of Allegiance/Moment of Silence

Recitation of pledge and moment of silence

PUBLIC COMMENT

Item 3: Public Comment - Citizens are provided three minutes each to speak to any agenda items. There were no citizens who spoke to the agenda.

MINUTES

Item 4: Minutes

- Approval of the September 5, 2019, Regular Board Meeting minutes

Motion: Commissioner Clack moved to approve the September 5, 2019, Regular Board Meeting minutes. Commissioner Kaplan seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Morris A. Stribling, DPM, Chair	X			
Jessica Weaver, Vice Chair	X			
Charles Clack, Commissioner	X			
Jo-Anne Kaplan, Commissioner	X			
Sofia A. Lopez, Commissioner	X			
Marie R. McClure, Commissioner	X			

COMMITTEE MEETING UPDATES

Item 5: Update and discussion regarding the September 19, 2019, Resident Services Committee Meeting

Commissioner Clack provided highlights of the Resident Services Committee meeting held September 19, 2019, at the Park at Sutton Oaks Apartments. The following items were discussed:

Update and discussion regarding the Family Self-Sufficiency (FSS), Jobs Plus and Resident Opportunities and Self-Sufficiency (ROSS) programs

Mr. Adrian Lopez, Director of Community Development Initiatives, provided a summary of the FSS, Jobs Plus and ROSS programs he currently oversees. The report included a summary of the program highlights for each program.

Mr. Lopez also provided responses to various questions the Board of Commissioners asked regarding the Community Development Initiatives Report.

Update and discussion regarding the Elderly and Disabled Resident Survey

Mr. Lopez reported that a survey for staff, residents and partners was completed in an effort to ensure that the Elderly and Disabled Services (EDS) program is structured to provide services that meet the comprehensive needs of residents. Mr. Lopez provided a brief summary of the preliminary conclusion along with the following initial recommendations: focus on health and wellness, provide volunteer fairs and make connections for residents and continue to expand on digital literacy and training for the elderly and disabled residents.

Update and discussion regarding the Fair Avenue Apartments Sprinkler Project

Ms. Brandee Perez, Director of Federal Housing Programs, reported that in preparation for the upcoming Fair Avenue sprinkler project (a requirement mandated by the City of San Antonio for high rise buildings), EDS staff were tasked to complete assessments for current Fair Avenue residents. Mr. Lopez then provided the initial results of the survey and the following concerns and issues have been identified: residents have indicated that they may have difficulty being away from their apartments for long periods of time, due to anxiety and other social issues; residents have indicated that they take medications and usually take a nap during the day; and some

residents are bed bound and may have difficulty mobilizing. SAHA will continue to work with staff and partnerships to address resident concerns and issues.

INDIVIDUAL ITEMS FOR CONSIDERATION

- Item 6: Consideration and approval regarding Resolution 5971, authorizing the President and CEO to approve and proceed with a self-funded, third-party provider of SAHA employee medical and dental plans plus fully insured vision, short-term disability, long-term disability, life insurance benefit plans and an electronic benefits enrollment platform for calendar year 2020, at a total cost not to exceed \$5,215,705.00**

Ms. Muriel Rhoder, Chief Administrative Officer, reported that every year employee benefit packages are brought to the Board for approval. For year 2020, there no significant dollar increases, but the plan includes additional services that will be provided to SAHA employee.

Ms. Janie Rodriguez, Director of Human Resources, reported that there are currently 405 employees in the plans; 302 are enrolled in the low PPO plan and 103 are enrolled in the high PPO plan. McGriff, Seibels & Williams of Texas, Inc., benefits consultants, and SAHA review benefits and funding of the plan annually. There will be no increase to employee contributions or SAHA's funding level. There will also be no increase to deductibles nor copays.

Ms. Rodriguez then reported the changes for calendar year 2020. SAHA will implement programs to control costs in the area of prescriptions. Presently, SAHA participates in the Blue Cross Blue Shield (BCBS) Basic Drug Formulary. A move to a Balanced Formulary and the addition of Step Therapy and Prior Authorization will present a total savings of \$142,216.00. When allowed to do so, staff will grandfather current employees in various programs to minimize impact. However, twenty-five employees, representing approximately 6% of our total population may find themselves requiring additional steps in obtaining their current prescriptions. SAHA will also implement Livongo, a program of enhanced care for those individuals with diabetes. The projected cost of \$41,950.00 covers approximately fifty employees. Similarly, an incremental fee of \$650.00 for the year will further support cessation efforts for employees that wish to stop using nicotine products. The net effect of these programs is a savings of \$99,616.00. The total proposed cost for SAHA's fully insured programs of vision, employer paid life/accidental death and dismemberment (ad&d), short-term and long-term disability and the Employee Assistance Plan is \$260,804.00. The agency will maintain Avesis as the carrier for vision coverage. However, for Employer Paid Life and Accidental Death & Dismemberment (1X Base Salary), plus Short Term Disability and Long Term Disability, the agency proposes to move forward with a new provider, Dearborn National Life Insurance Company, which is affiliated with Blue Cross Blue Shield. The plan also includes a transfer from Prudential to Dearborn National Life Insurance Company. In addition to the Voluntary products, the Agency requests the opportunity to offer MetLife at no cost to the organization. MetLife benefits include access to a network of attorneys to assist with identity theft, estate planning and elder care issues.

Over the past two years, SAHA has utilized an electronic benefits enrollment system (SmartBen) and an electronic system (Accord), for issuing required forms under the Affordable Care Act. The two programs have a combined cost of \$32,074.00. These costs are reflected in the approved 2019 - 2020 budget and represent a total decrease of 11.18% from the 2019 budget projections. Ms. Rodriguez commented that SAHA remains highly competitive and favorable in comparison to other employers with an average employer contribution of 85% compared to the 15% employee contribution. The same holds true for deductible amounts, out of pocket maximums, and copayments, as compared to other similar employer packages.

Motion: Commissioner Kaplan moved to approve Resolution 5971. Commissioner Clack seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Morris A. Stribling, DPM, Chair	X			
Jessica Weaver, Vice Chair	X			
Charles Clack, Commissioner	X			
Jo-Anne Kaplan, Commissioner	X			
Sofia A. Lopez, Commissioner	X			
Marie R. McClure, Commissioner	X			

Item 7: **Consideration and approval regarding Resolution 5967, authorizing the award of a contract for insurance broker of record for commercial property casualty and other SAHA insurance related services to McGriff, Seibels & Williams, Inc. for an annual cumulative amount not to exceed \$24,000.00 for year one, \$25,000.00 for year two, \$26,000.00 for year three, \$27,000.00 for year four, and \$28,000.00 for year five; for a period of one year with the option to renew up to four additional one-year terms**

Mr. Steven Morando, Director of Procurement and General Services, reported that the current contract for insurance broker will be expiring in the near future and the consulting type of contract is now up for renewal.

Ms. Diana Kollodziej Fiedler, Director of Finance and Accounting, reported that SAHA requires a Broker of Record (BOR) to ensure compliance with the U. S. Department of Housing and Urban Development (HUD) and lender insurance requirements. In addition, the BOR assists SAHA in its annual insurance renewal or placement process to protect its assets – real property, human capital, program participants/visitors and operational processes.

The current BOR is McGriff, Seibels, and Williams (MSW). SAHA's primary insurer for property developments is HAI Group. SAHA has an historic and vested interest in HAI Group who is an insurer for PHAs only nationwide. HAI Group remains the most competitive insurer for PHAs. SAHA receives annual dividend disbursements from HAI Group, averaging \$100,000.00 a year. These dividends are paid to all member owners based on the annual performance of the insurance company, global catastrophic losses, and loss prevention measures executed by staff.

Mr. Morando then reported that SAHA issued a Request For Proposals #1906-953-52-4937 for Insurance Broker of Record for Commercial, Property, Casualty, and other SAHA insurance Related Services that closed on August 12, 2019. A total of four proposals were received in response to this solicitation and staff is recommending contract award to McGriff Seibels & Williams, Inc. because they are the highest rated responsive and responsible proposer.

Motion: Commissioner Clack moved to approve Resolution 5967. Vice Chair Weaver seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Morris A. Stribling, DPM, Chair	X			
Jessica Weaver, Vice Chair	X			
Charles Clack, Commissioner	X			

Jo-Anne Kaplan, Commissioner	X			
Sofia A. Lopez, Commissioner	X			
Marie R. McClure, Commissioner	X			

Item 8: Consideration and approval regarding Resolution 5966, authorizing the award of a contract for Technical Accounting and GASB Consulting Services to CliftonLarsonAllen, LLP for an annual cumulative amount not to exceed \$100,000.00 for year one, and \$50,000.00 each year for year two through year five; for a period of one year with the option to renew up to four additional one-year terms

Ms. Fiedler reported that SAHA requires the services of a consultant to provide advice and technical assistance on complex accounting and financial reporting matters. Additionally, the consultant will be required to conduct a review of new GASB or other applicable accounting pronouncements to include providing recommendations for implementation, as well as, guidance with Uniform Guidance. SAHA does not possess the in-house resources necessary to keep pace with the plethora of emerging accounting rules and compliance requirements. A consultant, which SAHA can utilize on an as-needed basis, is a viable option due to limited resources, reduced staffing, and ongoing funding issues. The most imminent accounting issue is GASB 87, Leases, which will require a comprehensive review of all of SAHA's leases and assistance with implementing the standard. Ms. Fiedler also answered questions from the Board regarding GASB.

Motion: Commissioner Clack moved to approve Resolution 5966. Vice Chair Weaver seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Morris A. Stribling, DPM, Chair	X			
Jessica Weaver, Vice Chair	X			
Charles Clack, Commissioner	X			
Jo-Anne Kaplan, Commissioner	X			
Sofia A. Lopez, Commissioner	X			
Marie R. McClure, Commissioner	X			

Item 9: Consideration and approval regarding Resolution 5968, authorizing the award of a contract for removal and replacement of bathtubs, shower pans, and associated repairs at various SAHA properties to Harper Painting and Construction, Inc. for an annual cumulative amount not to exceed \$170,000.00 for year one, \$180,000.00 for year two, \$210,000.00 for year three, \$235,000.00 for year four, and \$235,000.00 for year five; for a period of one year with the option to renew up to four additional one-year terms

Ms. Kristi Baird, Director of Beacon Communities, reported that SAHA requires the services of a contractor to remove and replace bathtubs and shower pans and provide associated repairs on an as needed basis at various SAHA properties, to include Beacon Communities.

Mr. Morando reported that this item was rebid due to communication and billing issues with the previous vendor and was also rebid to clarify the scope of the work. The current award recommendation for the replacement of bathtubs and shower pans is Harper Painting and Construction, Inc. and is not expected to exceed an annual cumulative amount of \$170,000.00 for year one, \$180,000.00 for year two, \$210,000.00 for year three, \$235,000.00 for year four and \$235,000.00 for year five and will be funded by the operating budget and/or operating reserves.

Motion: Commissioner Kaplan moved to approve Resolution 5968. Commissioner Clack seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Morris A. Stribling, DPM, Chair	X			
Jessica Weaver, Vice Chair	X			
Charles Clack, Commissioner	X			
Jo-Anne Kaplan, Commissioner	X			
Sofia A. Lopez, Commissioner	X			
Marie R. McClure, Commissioner	X			

Item 10: Consideration and approval regarding Resolution 5969, authorizing the award of a contract for natural gas operator qualification training to Gasti, Inc. (HABE) for an amount not to exceed \$70,000.00 for a two year period; for a period of one year with the option to renew one additional one-year term

Mr. Morando reported that the Texas Railroad Commission (RRCT) requires natural gas operator qualification training once every three years to ensure staff are able to recognize, respond, and react to abnormal natural gas systems operating conditions. The RRCT performs a physical audit annually and are required to request task course qualifications of all SAHA personnel that could potentially perform a natural gas system abnormal operation task (CFR 49.192 Subpart N, and Subpart 192.803). SAHA requires a vendor to provide this training to SAHA Managers, Maintenance Supervisors, and Maintenance Technicians. The training shall include all necessary components to operate natural gas distribution lines (both master metered and non-master metered) efficiently, safely and effectively. The current award recommendation for the Natural Gas Operator Qualification training is not expected to exceed an amount of \$70,000.00 and will be funded through the operating budgets and/or available reserves.

Motion: Commissioner McClure moved to approve Resolution 5969. Commissioner Kaplan seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Morris A. Stribling, DPM, Chair	X			
Jessica Weaver, Vice Chair	X			
Charles Clack, Commissioner	X			
Jo-Anne Kaplan, Commissioner	X			
Sofia A. Lopez, Commissioner	X			
Marie R. McClure, Commissioner	X			

Item 11: Consideration and approval regarding Resolution 5970, authorizing the award of a contract for Cassiano burn units rehabilitation to Geofill Material Technologies, LLC (SBE, Section 3 Business) for an amount not to exceed \$1,143,437.00

Hector Martinez, Director of Construction Services and Sustainability, reported that Cassiano Homes is a Public Housing family community built in 1953, and is located on the west side of San Antonio. This community is comprised of 499 units to include 24 one-bedroom, 172 two-bedroom, 192 three-bedroom, 85 four-bedroom, and 26 five-bedroom units. SAHA requires the services of a qualified general contractor to rebuild eight units (3023 Laredo, 1501 San

Carlos, 1523 San Carlos, 1818 Krockner, 942 Merida, 103 San Liro, 2404 Tampico, and 2410 Chihuahua) at this community that have sustained substantial fire and water damage. The current award recommendation for the Cassiano burn units rehabilitation is not expected to exceed an amount of \$1,143,437.00, to include a base bid in the amount of \$917,778.00, plus unit priced items in the amount of \$76,515.00 and a 15% contingency in the amount of \$149,144.00 that will only be used if necessary. This project will be funded by Capital Fund Program Grant Funds, insurance proceeds, and/or available reserves. Mr. Martinez and Mr. Morando were also able to provide responses to all questions asked by the Commissioners regarding the offline units.

Motion: Commissioner Clack moved to approve Resolution 5970. Vice Chair Weaver seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Morris A. Stribling, DPM, Chair	X			
Jessica Weaver, Vice Chair	X			
Charles Clack, Commissioner	X			
Jo-Anne Kaplan, Commissioner	X			
Sofia A. Lopez, Commissioner	X			
Marie R. McClure, Commissioner	X			

Item 12: **Consideration and approval regarding Resolution 5965, authorizing the award of a contract for development services construction project management staff augmentation to WTP America, LLC for an annual cumulative amount not to exceed \$250,000.00; for a period of one year with the option to renew up to one additional one-year term**

Mr. Timothy E. Alcott, Real Estate and Legal Services Officer, reported that SAHA requires the services of a firm to provide qualified individuals for staff augmentation needed by the Development Services and Neighborhood Revitalization Department. This Department needs assistance in the development and management of various construction projects to include, but not limited to: financial analysis, property management, program operations, regulatory compliance, multi-family, single family, commercial, and mixed use projects on an as needed basis. The current award recommendation for development services construction project management staff augmentation is not expected to exceed an annual cumulative amount of \$250,000.00 and will be funded through the operating budget and/or available reserves. Mr. Alcott was also able to answer questions from the Board regarding the scope of work for the proposed vendor. One of the main concerns regarding the services of the development services construction project management was the responsibility of liability in the event a major development mistake should happen to occur. Mr. Alcott responded that SAHA would include and address liability concerns in the vendor contract.

Motion: Commissioner Clack moved to approve Resolution 5965. Commissioner Kaplan seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Morris A. Stribling, DPM, Chair	X			
Jessica Weaver, Vice Chair	X			
Charles Clack, Commissioner	X			

Jo-Anne Kaplan, Commissioner	X			
Sofia A. Lopez, Commissioner	X			
Marie R. McClure, Commissioner	X			

After the approval of Resolution 5965, the time was 2:00 p.m. and Chair Stribling, DPM, moved directly to Item 17, Citizens to be Heard.

Item 17: Citizens to be Heard

There were no Citizens to be Heard. The meeting was then reconvened back to Item 13.

Item 13: Consideration and approval regarding Resolution 5964, authorizing the conveyance of Phillis Wheatley Park, located at 723 Arthur Street, San Antonio, Texas 78202, to the City of San Antonio to own, maintain, and operate as part of the Wheatley Choice Neighborhood Implementation Grant Initiative

Mr. Alcott reported that in December of 2012, the San Antonio Housing Authority (SAHA) was awarded a Choice Neighborhood Implementation Grant, in the amount of \$29.7 million dollars, which involves strategies for People, Housing, and Neighborhood. As part of the housing component, residents and community stakeholders asked for a park that the community could use for gatherings and a safe place for children to play. As a result, SAHA reserved a one acre parcel for a linear park that was planned, designed and named by the residents and community. SAHA worked in partnership with the City of San Antonio, DHR Architects, and Straight Line Management to build the Phillis Wheatley park. SAHA also worked with artist Reginald Adams, to incorporate art installations that memorialize the poet Phillis Wheatley and the actor Ira Aldridge. The U.S. Department of Housing and Urban Development (HUD) approved the use of \$709,142.00 in Choice Neighborhood "Housing" funds for the construction of the Phillis Wheatley Park. HUD also approved \$200,000.00 in Choice Neighborhood "Critical Community Improvements" funds for art installations within the park. SAHA will convey the park land and improvements at no cost in exchange for ownership, maintenance, and operation of the park in perpetuity by the City of San Antonio.

Motion: Vice Chair Weaver moved to approve Resolution 5964. Commissioner Clack seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Morris A. Stribling, DPM, Chair	X			
Jessica Weaver, Vice Chair	X			
Charles Clack, Commissioner	X			
Jo-Anne Kaplan, Commissioner	X			
Sofia A. Lopez, Commissioner	X			
Marie R. McClure, Commissioner	X			

Item 14: Consideration and approval regarding Resolution 5963, authorizing the conveyance of two vacant residential lots located at 1533 Hays St. and 1535 Hays St., San Antonio, TX 78202, from the San Antonio Homeownership Opportunities Corporation to the San Antonio Housing Authority to be used for construction of affordable homes under the Wheatley Choice Neighborhood Infill Strategy; and the execution of any and all documents necessary to consummate such transaction

San Antonio Housing Authority Resolution 5963 corresponds with San Antonio Homeownership Opportunities Corporation Resolution 19SAHOC-09-19. Mr. Alcott reported that the two lots,

1533 Hays St. and 1535 Hays St., which are currently owned by the San Antonio Homeownership Opportunities Corporation, are to be included in the fifteen vacant lots being transferred at no cost to a developer who will finance, construct and sell affordable single-family homes to homebuyers who earn up to 120% of the AMI. Conveyance of the two lots to SAHA will facilitate their inclusion in the Infill Strategy program. The U.S. Department of Housing and Urban Development has approved both the strategy and the use of conveyance of the lots as an incentive to the developer. The developer is fully responsible for all costs associated with the financing, construction and sale of the homes.

Motion: Commissioner Clack moved to approve Resolution 5963. Commissioner Kaplan seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Morris A. Stribling, DPM, Chair	X			
Jessica Weaver, Vice Chair	X			
Charles Clack, Commissioner	X			
Jo-Anne Kaplan, Commissioner	X			
Sofia A. Lopez, Commissioner	X			
Marie R. McClure, Commissioner	X			

After approval of Resolution 5963, Chair Stribling, DPM, recessed at 2:21 p.m. for the San Antonio Homeownership Opportunities Corporation Board Meeting. The Regular Board Meeting was then reconvened at 2:24 p.m.

Item 15: Update and discussion regarding the Procurement Activity Report

Mr. Morando, Director of Procurement and General Services, began his report with pest control services. In 2017, SAHA received approval to award contracts to Pest Management, Inc. and Pied Piper Pest Control to provide pest control services for Public Housing. At the time approval was received, it was requested that staff report the contractors' performance to the Board prior to exercising each year's renewal option. The blanket award allows the user department to assign specific properties to each of the two contractors with reassignment at the department's discretion. Pest Management, Inc. currently services forty properties and Pied Piper Pest Control services fourteen properties. Contract Performance Evaluations were sent out to property management to rate the performance of these vendors, during the contract's first year renewal option. Pied Piper Pest Control received an overall rating of 72.4, which is within the acceptable category. Pest Management received an overall rating of 61.4, which is within the unacceptable category. After review of the ratings and discussions regarding the performance of these contractors, the Director of Federal Housing Programs has recommended that SAHA renew both contracts with a corrective action plan to improve the performance of both vendors, during the upcoming year. Ms. Stephanie Rodriguez, Assistant Director of Federal Housing Programs, and Ms. Kristi Baird, Director of Beacon Communities, were also available to answer specific questions from the Board regarding educating the residents of their responsibility regarding housekeeping and preparations for pest control visits. Vice Chair Weaver requested a quarterly review instead of a yearly review of the pest control vendor performance.

Mr. Morando also summarized the current solicitations. There are currently three Requests For Proposals (RFP) and one Invitation For Bids (IFB) being advertised. The Requests For Proposals are for Castle Point Rehabilitation and Site Improvements, Apartment Marketing Services for Beacon Communities and Pre-Construction and General Contracting Services for SAHA EPC II.

The Invitation For Bids is for Submeter Repair and Upgrade for Legacy at Crown Meadows. Additionally, price proposals are being obtained from two roofing companies that are contractors on co-operative purchasing contracts. This co-operative purchase is for Roof Replacements at Parkview Apartments.

Item 16: President's Report

- Hispanic Heritage Month
- SAHA Launches United Way Campaign
- Phillis Wheatley Park Grand Opening
- SAHA Welcomes 2019 Fall Leadership Class
- 2019 EIF Golf Tournament
- Nico's Dream and White Cane Event

Chair Stribling, DPM, recessed for Closed Session at 3:20 p.m.

Item 18: *Closed Session:

Consultation with Attorney

Deliberate and obtain legal advice regarding legal issues pursuant to Texas Government Code Sec. 551.071 (consultation with attorney).

- Litigation Update Discussion regarding removal of landlord from program

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).

- President and CEO Performance Evaluation Process

Item 19: Adjournment

The Board of Commissioners did not return from Closed Session.

ATTEST:

Morris A. Stribling, DPM
Chair

Date

David Nisivoccia
President and CEO

Date

**MINUTES
SAN ANTONIO HOUSING AUTHORITY
BOARD OF COMMISSIONERS
OPERATIONS AND CHOICE NEIGHBORHOOD COMMITTEE OR
SPECIAL BOARD MEETING
October 17, 2019**

SCHEDULED: 2:00 p.m. at 4060 Medical Dr., San Antonio, TX, 78229

COMMISSIONERS PRESENT:

Morris A. Stribling, DPM, Chair
Jessica Weaver, Vice Chair
Sofia A. Lopez, Commissioner
Jo-Anne Kaplan, Commissioner
Marie R. McClure, Commissioner

COMMISSIONER ABSENT:

Charles Clack, Commissioner

COUNSEL: Doug Poneck, Escamilla &
Poneck, LLP

TRANSLATOR: BCC Communications

STAFF:

David Nisivoccia, President and CEO
Muriel Rhoder, Chief Administrative Officer
Ed Hinojosa, Chief Financial Officer
Jo Ana Alvarado, Director of Innovative
Technology
Kristi Baird, Director of Beacon Communities
Domingo Ibarra, Director of Security
Diana Kollodziej Fiedler, Director of Finance
and Accounting
Aiyana Longoria, Director of Internal
Audit

Hector Martinez, Director of Construction Services and
Sustainability
Richard Milk, Director of Policy and Planning
Steven Morando, Director of Procurement and
General Services
Brandee Perez, Director of Federal Housing Programs
Lorraine Robles, Director of Development Services and
Neighborhood Revitalization
Thomas Roth, Director of Asset Management
Janie Rodriguez, Director of Human Resources
Adrian Lopez, Director of Community Development
Initiatives

Item 1: Meeting called to order

Chair Morris A. Stribling, DPM, called the meeting to order at 2:05 p.m.

PUBLIC COMMENT

Item 2: Public Comment - Citizens are provided three minutes each to speak to any agenda items. There were no citizens who spoke to the agenda.

OPERATIONS

Item 3: Consideration and appropriate action regarding Resolution 5972, authorizing the entering into a partnership with Post Investment Group (Post) to acquire Arroyo Seco Apartments located in San Antonio, TX, and authorizing the President and CEO, and his designated staff to: negotiate the terms of the acquisition agreement; submit applications for financing; create any legal entities; execute contracts for conveyance

of land; retain legal counsel; and any and all actions required to consummate the transaction

Resolution 19FAC-10-03 corresponds with San Antonio Housing Authority Resolution 5972. Mr. Ed Hinojosa, Chief Financial Officer, and Mr. Thomas Roth, Director of Asset Management, introduced Post representatives, Mr. John Jeeter and Mr. Matt Avital. Mr. Hinojosa reported that in August of 2019, SAHA was approached by a representative of Post about a potential business opportunity involving the acquisition of Arroyo Seco, a 200 unit market rate apartment complex located at 12311 Culebra Road in San Antonio, TX. The transaction does not require a financial commitment from SAHA. However, it does provide an opportunity for future acquisitions with a new development partner. Additionally, SAHA will receive the following financial benefits:

- Payment at closing of \$250,000.00
- Annual asset management fee of \$25,000.00
- Projected cumulative cash flow payments of \$1,676,000.00 (assuming a ten year hold period)
- Projected net sale proceeds of \$4,883,000.00 (assuming a sale at the end of the ten year hold period)
- A right to acquire the property in year ten at its fair market value

Mr. Roth additionally reported that representatives from SAHA's Asset Management team have visited the site and surrounding area. The property, which was built in 2016, contains 144 one bedroom/one bath units (634 square feet), and 56 two-bedroom/2-bath units (858 square feet). The projected acquisition cost of \$21,259,000.00 (purchase price plus transaction costs) equates to an attractive per unit price of \$106,295.00. Current Bexar County regulations would enable the project to achieve a 100% tax exemption, if either of the following affordability conditions are met: 20% of the units are reserved for families making 50% or less of AMI or 50% of the units are reserved for families making 80% or less of AMI. After extensive negotiations, it was agreed that 10% of the units would be set aside for families making 60% or less AMI, and 40% of the units to be set aside for families making 80% of AMI or less. The property currently does not have any income restrictions or set asides in place, and the proposed structure exceeds the current Bexar County affordability requirements necessary for a full tax exemption. Therefore, this structure will create and preserve 100 new affordable housing units in a high opportunity area of the city. The ownership structure, the financing structure, the acquisition/closing costs, fees, cash flow participation, capital event/sale proceeds participation, property management and compliance guarantees were also reported.

Mr. Hinojosa, Mr. Roth, and representatives from Post Investment Group were also available to answer various questions and concerns from the Board of Directors regarding the Arroyo Seco property.

Motion: Commissioner Kaplan moved to approve Resolution 5972, Vice Chair Weaver seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Morris Stribling, DPM, Chair	X			
Jessica Weaver, Vice Chair	X			
Jo-Anne Kaplan, Commissioner	X			
Sofia Lopez, Commissioner		X		

Marie R. McClure, Commissioner	X			
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Item 4: Consideration and appropriate action regarding Resolution 5973, authorizing the award of a contract to Carahsoft Technology Corporation for DocuSign Electronic Signature Software, Software Products, Software Services, Software as a Service (SaaS), and Enterprise Resource Planning (ERP) Software Modules Products and Services through the Department of Information Resources (DIR) for an annual cumulative amount not to exceed \$112,990.00 for year one, \$120,900.00 for year two, \$129,363.00 for year three, \$138,418.00 for year four, and \$148,107.00 for year five; for a period of one year with the option to renew up to four additional one year terms

Ms. Jo Ana Alvarado, Director of Innovative Technology, reported DocuSign is a provider of cloud-based electronic signature technology, allowing for easy, efficient, and secure signing of electronic documents. It is accessible anytime, anywhere, on any device, and replaces manual, paper-based signature methods. DocuSign allows for a clear audit trail, improved visibility and control, and reduced costs. An envelope is comprised of the documents one sends for signature, and DocuSign maintains a complete history of all signer actions, which is available to the sender. When all signing is complete, the sender and all signers receive an email notification with a PDF attachment of the fully-signed document, plus all audit documents that are saved in the SAHA Google File Management structure for electronic filing. DocuSign was introduced as part of our paperless strategy to streamline business processes that align with SAHA Strategic Goal 5, to be a high performing and financially strong organization. SAHA currently utilizes this software for 92 staff members using the current per license pricing model, which includes a limit of 100 transactions per user per year. Through the success of the initial adoption of the DocuSign software and applying it to key business workflows, requiring high level approvals, SAHA is performing at 15,800 transactions within one year of adoption. We have exceeded our limit of 9,900 allowed annually. This software allows for documents to be routed for signature by the originators electronically through their signature approval hierarchy or to other parties both internal and external. SAHA is requesting approval to upgrade the current limited per user license pricing model to include unlimited licenses and unlimited paperless signature transactions to continue the SAHA Agency Wide implementation. One of the initial projects for this unlimited access is to add the ability for the public housing portfolio to use DocuSign to implement electronic leases, eliminate paper processes and extend the ability to our clients to sign electronically.

Ms. Alvarado also reported that the current award recommendation for DocuSign Licenses is not expected to exceed an annual cumulative amount of \$112,990.00 for year one, \$120,900.00 for year two, \$129,363.00 for year three, \$138,418.00 for year four, and \$148,107.00 for year five. We have allowed for a 7% annual escalation that will only be used, if necessary. This will be funded through the annual operating budgets and/or available reserves.

Motion: Commissioner Lopez moved to approve Resolution 5973. Commissioner Kaplan seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Morris Stribling, DPM, Chair	X			
Jessica Weaver, Vice Chair	X			
Jo-Anne Kaplan, Commissioner	X			
Sofia A. Lopez, Commissioner	X			

Marie R. McClure, Commissioner	X			
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Item 5: Consideration and appropriate action regarding Resolution 5974, authorizing the award of a contract for Castle Point Rehabilitation and Site Improvements to All Pro General Construction, Inc. (DBE, ESBE, HABE, MBE, SBE, Section 3 Business) for an amount not to exceed \$5,357,188.00

Mr. Hector Martinez, Director of Construction Services and Sustainability, reported that Castle Point Apartments, a development within the Beacon Communities portfolio, was acquired in 1993, by the San Antonio Housing Authority. This is a multi-family community located in north central San Antonio that is comprised of 18 residential two-story buildings, one laundry room and a maintenance shop. There are a total of 220 units consisting of 24 efficiency apartments, 136 one-bedroom apartments, 44 two-bedroom medium apartments (871 square feet), and 16 large two-bedroom apartments (989 square feet). SAHA requires the services of a qualified general contractor to provide rehabilitation and site improvements at the Castle Point Apartments. The scope of work for this project will include repairs and ADA accessibility improvements to the clubhouse/office building, changes to the main sign for the complex (marquee), retaining wall repairs and installation, site drainage improvements, window replacements, exterior renovations to siding and brick facade, complete roof system repair and replacement (i.e., shingles, flashing, decking, gutters, downspouts, and gutter guards, as needed), concrete mechanical pads (air conditioners), site lighting to incorporate solar lighting, where possible, new security lighting for all units, replacement of all non-compliant hand and safety railings with new code compliant railing systems, repair and installation of perimeter fencing, asphalt paving repair, and seal and stripe for all paved areas. The project is expected to be completed in approximately 280 days. On June 5, 2019, SAHA received Board approval to award a contract for this project. The Agreement was executed on July 5, 2019, with a pre-construction meeting conducted on July 19, 2019. During the pre-construction meeting, the contractor discovered there were errors and omissions in their submitted bid. SAHA terminated this contract on August 8, 2019.

Mr. Morando, Director of Procurement and General Services, reported that SAHA then issued a Request For Proposals #1908-910-65-4954 for Castle Point Rehabilitation and Site Improvements that closed on September 17, 2019. A total of four proposals were received in response to this solicitation and Best and Final Offers were requested from the two highest rated proposers. SAHA is recommending a contract award to All Pro General Construction. They are the highest rated responsive and responsible contractor. All Pro General Construction, Inc. has been in business approximately twenty years and is headquartered in San Antonio, Texas. They are a commercial construction company offering services to include planning and design; cost estimating; scheduling; project management; commercial maintenance and renovation; and general maintenance and repair services. The cost for the rehabilitation and site improvements at Castle Point Apartments is not expected to exceed an amount of \$5,357,188.00, to include a base bid of \$4,361,400.00, plus alternate add ons in the amount of \$102,924.00, plus a 20% contingency of \$892,864.00, that will only be used, as necessary. This project will be funded with loan proceeds and available reserves, if necessary.

Motion: Commissioner Kaplan moved to approve Resolution 5974. Vice Chair Weaver seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
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Morris Stribling, DPM, Chair	X			
Jessica Weaver, Vice Chair	X			
Jo-Anne Kaplan, Commissioner	X			
Sofia A. Lopez, Commissioner	X			
Marie R. McClure, Commissioner	X			

Item 6: Consideration and appropriate action regarding Resolution 5976, authorizing the selection of The NRP Group LLC (NRP), dba NRP Lone Star Development LLC, NRP Holdings LLC, NRP Management LLC, and NRP Contractors II LLC as development partner for Alazan Apache Courts and authorizing the President and CEO, and his designated staff to: further clarify and enhance the developer's proposal; negotiate a development agreement; submit applications for financing; create any legal entities; execute contracts for conveyance of land; retain legal counsel; and ensure performance of all other matters in connection therewith

Ms. Lorraine Robles, Director of Development Services and Neighborhood Revitalization, reported that SAHA requires the services of a development partner to implement a comprehensive redevelopment project at SAHA's Alazan Apache Courts site. In its approach, the development partner was to consider in its strategy and plan both mixed income multi-family rentals, homeownership units for a broad range of income (subject to market conditions), as well as, retail and non-residential opportunities.

The selected Developer's proposed concept for Phase I of Alazan Apache Courts will contain 324 units spread across three, four and five-story buildings netting 339,228 square feet on 11.06 acres. The property units will contain approximately 20 one-bedroom, 144 two-bedroom, 108 three-bedroom, and 52 four-bedroom apartments. Phase II, adjacent to Alazan Creek, would also include 324 units across 11 buildings. Both phases will include a leasing office, as well as, greenspace for residents and guests. The final designs will be created with input from the community and brought back to the Board of Commissioners for review and approval.

The redevelopment of the Alazan Apache Courts will be a joint effort between SAHA and NRP. NRP will work with SAHA to develop, construct and manage the newly developed community. A single purpose entity created/affiliated with SAHA will be the sole general partner. NRP will serve as a special limited partner and will provide any guarantees of construction, completion, operating expenses, tax credit delivery, etc., and may select an equity investor as limited partner. NRP Contractors will serve as the master subcontractor and build the development. The proposed unit mixes of both phases will offer 324 units at thirty (30%), sixty (60%) and seventy percent (70%) of the AMI, of which 33 will be PBV units and 33 will be PHA. SAHA may elect to include market rate units, as desired.

The tax exempt bond 4% tax credit proposal provides for the development of 324 units with an investment of approximately \$50,000,000.00. Because of Public Housing, demolition costs, and design, this project is heavier on the debt side and will require greater gap financing through HOME Investment Partnership Program and the Community Development Block Grant Program, local or Replacement Housing Factor Funds. Three-hundred twenty-four units will be designated at 70% AMI or below with 10% (33 units) provided for families at 30% AMI or below. The bonds would be issued to SAHA through its housing finance agency. Should SAHA so choose, market rate units may be offered as part of the unit mix.

Ms. Robles further reported that the terms of the affordable financing transactions would include a 60%/40% division of the developer fee between NRP and SAHA or an affiliated

entity (collectively SAHA) respectively. Also proposed is a 40%/60% cash flow with SAHA receiving 60% of the cash flow. All fees associated with the inducement and management of the tax exempt bonds would be received by SAHA. The selected development partner's response to the Request for Proposal reflects a deep understanding of the complexity of the financing strategies that might be utilized for this project. Their proforma and narrative reveal a comprehensive approach that clearly outlines opportunities to leverage resources in order to minimize the net use of SAHA's and other public funds and demonstrates a commitment to obtain and implement financing that offers SAHA a solid return on investment. SAHA will be applying for 4% bonds. There is a limited amount of availability. Once funding is received, the parties will be able to create a development timeline.

Motion: Commissioner Kaplan moved to approve Resolution 5976. Vice Chair Weaver seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Morris Stribling, DPM, Chair	X			
Jessica Weaver, Vice Chair	X			
Jo-Anne Kaplan, Commissioner	X			
Sofia A. Lopez, Commissioner	X			
Marie R. McClure, Commissioner	X			

Item 7: **Consideration and appropriate action regarding Resolution 5977, authorizing the Majestic Ranch Apartments transaction, including the execution of all documentation necessary to carry out the transaction; and authorizing all filings and agreements with Texas Department of Housing and Community Affairs in connection with applications for low income housing tax credits; and authorizing the purchase of the land for the transaction and the lease of such land for the transaction; and authorizing the acquisition of the membership interest in SAHT Majestic Living GP, LLC; and authorizing the financing for such transaction; and authorizing a bridge loan from San Antonio Housing Authority in an amount up to \$2,000,000.00 in Moving to Work Funds (or other available funds) to the Partnership; and authorizing San Antonio Housing Facility Corporation to serve as a joint venturer in the general contractor; and other matters in connection therewith**

Resolution 19FAC-10-17 corresponds with San Antonio Housing Authority Resolution 5977. Ms. Lorraine Robles, Director of Development Services and Neighborhood Revitalization, reported that on February 7, 2019, the Board approved and SAHA selected Hogan Properties Company, Inc. dba Homespring Realty Partners to develop the Majestic Ranch Apartments, a new 288-unit multifamily project located at 4862 Callaghan Road and 118 Woodside Drive. The project is expected to cost approximately \$46,084,260.00 and will be a 4% tax credit project with all of the units leased to families at or below 60% of the area median income. The San Antonio Housing Facility Corporation (SAHFC) will receive 25% of the developer fee (\$1,175,000.00) and 90% of the cash flow from this project (approximately \$200,000.00 per year).

Ms. Robles further reported that SAHA is now asking the Board to authorize SAHFC'S participation in the project. SAHFC will create a limited liability company to serve as the general partner in the tax credit partnership, which will construct and own the project. SAHFC will also own the land and lease it to the tax credit partnership. Finally, they will

serve as a joint venturer in the contractor for the project, which will enable the project to obtain a sales tax exemption.

SAHFC will have the option to acquire the project at the end of the 15-year compliance period for a price equal to the outstanding debt, exit taxes and other amounts owed to the limited partners under the partnership agreement.

The project will be financed with \$23,000,000.00 of tax exempt bonds issued by the San Antonio Housing Trust Finance Corporation, because they received a volume cap application for this project almost three years ago. Permanent financing will be provided by Bellwether Capital pursuant to a HUD loan in the amount of approximately \$29,200,000.00. The tax credits will be sold to CREA Real Estate for approximately \$15,286,199.00. In order to facilitate the project, SAHA previously authorized a bridge loan to the project in an amount not to exceed \$2,000,000.00 in Moving to Work Funds or other available funds. The loan will be secured by the partnership interests in the partnership and is anticipated to be paid back prior to the completion of construction.

Motion: Commissioner Kaplan moved to approve Resolution 5977. Vice Chair Weaver seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote	Abstained
Morris Stribling, DPM, Chair	X			
Jessica Weaver, Vice Chair	X			
Jo-Anne Kaplan, Commissioner	X			
Sofia A. Lopez, Commissioner	X			
Marie R. McClure, Commissioner	X			

After approval of Resolution 5977, Chair Stribling, DPM, recessed at 3:37 p.m. for the San Antonio Housing Facility Corporation Board Meeting. The Special Board Meeting was then reconvened at 3:41 p.m.

CHOICE NEIGHBORHOOD

Item 8: Update and discussion regarding Wheatley Choice Neighborhood activities relating to People, Housing and Neighborhood

Ms. Robles provided a brief update regarding the Wheatley Choice grant budget and reported that the funds that had remained, have now been exhausted. Ms. Arrie Porter, Consultant, provided updates regarding the Neighborhood component of the report and was happy to report that the ground-breaking of the park went well; however, she also reported that the lion artwork had been damaged and is seeking an estimate to have it repaired. Mr. Adrian Lopez, Director of Community Development Initiatives, provided updates regarding the People component of the report and informed the Board that the Endowment Proposal that had been submitted to HUD was approved in the amount of \$700,000.00.

Dr. Stribling then thanked SAHA for their hard work and efforts throughout the years to see the Wheatley Choice Neighborhood project come to its fruition.

INDIVIDUAL ITEMS FOR CONSIDERATION**Item 9: Update and discussion regarding the Strategic Plan**

Mr. Richard Milk, Director of Policy and Planning, reported that the SAHA Strategic Plan was adopted in 2012, and established agency goals through 2020. An update process is currently underway to draft a new strategic plan. Mr. Milk provided a presentation that included the work that has been completed to date, the impact statement, the quality of life as described in Maslow's hierarchy, the theory of change, key populations, priority 5-year outcomes, and immediate next steps.

Item 10: Update and discussion the FY2019 MTW Report

Mr. Milk, reported that the U.S. Department of Housing and Urban Development (HUD) requires Moving to Work (MTW) Public Housing Authorities (PHAs) to annually submit an MTW Report detailing progress on MTW Activities and other items. SAHA submitted the latest MTW Report on September 30, 2019, to cover fiscal year 2019. Mr. Milk provided a presentation summarizing key points that included compliance analysis, outcomes by statutory objective, MTW activities, and an overview of MTW initiatives.

Item 11: Update and discussion regarding the Quarterly Update of Public Housing Capital Projects

Mr. Roth reported that at the Asset Management meeting held on January 18, 2018, the Board of Commissioners requested quarterly status updates on capital projects contemplated under the Public Housing 5 Year Capital Plan. Mr. Martinez reported the quarterly status update of projects completed, in process, and projects under development, as of September 30, 2019. The completed projects include the Blanco Apartments, T.L. Shaley Apartments and Villa Tranchese Apartments. The projects in process include Fair Avenue Apartments, Victoria Plaza Apartments and Villa Tranchese Apartments. The projects that are now in the planning phase include the following properties: Cassiano Homes, College Park, Highview, Madonna, Parkview, San Pedro Arms, Villa Hermosea and Villa Veramendi.

Item 12: Adjournment

With no objections, Chair Stribling, DPM, adjourned the meeting at 3:44 p.m.

ATTEST:

Morris A. Stribling, DPM
Chair, Board of Commissioners

Date

David Nisivoccia
President and CEO

Date



To: Board of Commissioners

Date: November 7, 2019

From: Charles Clack, Committee Chair, Resident Services Committee

Subject: Update and discussion regarding the October 17, 2019, Resident Services Committee Meeting

A Resident Services Committee meeting was held on Thursday, October 17, 2019, in the Community Room of the Charles Andrews Apartments. Attendees included Commissioner Jo-Anne Kaplan, Commissioner Sofia A. Lopez, Commissioner Marie R. McClure, SAHA President and CEO David Nisivoccia and SAHA staff. The meeting was attended by ten residents. The following items were discussed:

Update and discussion regarding the Community Development Initiatives Quarterly Report

Mr. Adrian Lopez, Director of Community Development Initiatives, reported that there were 46 events hosted through the first quarter of this fiscal year with over 2,548 residents participating. In addition to events being hosted, Mr. Lopez also reported highlights and accomplishments of some of the activities that his department has provided to improve the quality of life for residents, provide access to resources, improve resident capacity, facilitate self-sufficiency and to improve agency performance.

Update and discussion regarding the Recognition of Partners

Mr. Lopez, recognized the following community partners who work with SAHA to provide adult education and workforce services: Sleep in Heavenly Peace; and Walking School Bus, community partners consisting of City of San Antonio's Metro Health District, SAHA's Jobs Plus program, Sarah King Elementary School, City of San Antonio's Vision Zero, Safe Kids San Antonio, Alamo Area Council Of Government (AACOG), the Metropolitan Planning Organization (MPO), and San Antonio Saffe Officers and SAMSAT.

Update and discussion regarding the Golden Gala Event

Mr. Lopez reported that SAHA and the Education Investment Foundation (EIF) will host the 22nd Annual Golden Gala on December 16, 2019, from 3:00 p.m. to 7:00 p.m. The Gala will be held at the Convention Center. This year's theme is "Texas Two-Steppin' Ball."



To: Board of Commissioners

Date: September 5, 2019

From: Morris A. Stribling, DPM, Chair, San Antonio Housing Authority Board of Commissioners

Subject: Update and discussion regarding the October 17, 2019, Operations and Choice Neighborhood Committee Meeting

An Operations and Choice Neighborhood Committee meeting was held on Thursday, October 17, 2019, in the Community Room of the Charles Andrews Apartments. Attendees included Board Chair Morris A. Stribling, DPM, Vice Chair Jessica Weaver, Commissioner Jo-Anne Kaplan, Commissioner Sofia A. Lopez, Commissioner Marie R. McClure, SAHA President and CEO David Nisivoccia and SAHA staff.

The following resolutions were approved to move forward to the Board meeting:

Consideration and appropriate action regarding Resolution 5972, authorizing the entering into a partnership with Post Investment Group (Post) to acquire Arroyo Seco Apartments located in San Antonio, TX, and authorizing the President and CEO, and his designated staff to: negotiate the terms of the acquisition agreement; submit applications for financing; create any legal entities; execute contracts for conveyance of land; retain legal counsel; and any and all actions required to consummate the transaction was presented by Ed Hinojosa, Chief Financial Officer and Thomas Roth, Director of Asset Management

Consideration and appropriate action regarding Resolution 5973, authorizing the award of a contract to Carahsoft Technology Corporation for DocuSign Electronic Signature Software, Software Products, Software Services, Software as a Service (SaaS), and Enterprise Resource Planning (ERP) Software Modules Products and Services through the Department of Information Resources (DIR) for an annual cumulative amount not to exceed \$112,990.00 for year one, \$120,900.00 for year two, \$129,363.00 for year three, \$138,418.00 for year four, and \$148,107.00 for year five; for a period of one year with the option to renew up to four additional one year terms was presented by Steven Morando, Director of Procurement and General Services and Jo Ana Alvarado, Director of Innovative Technology

Consideration and appropriate action regarding Resolution 5974, authorizing the award of a contract for Castle Point Rehabilitation and Site Improvements to All Pro General Construction, Inc. (DBE, ESBE, HABE, MBE, SBE, Section 3 Business) for an amount not to exceed \$5,357,188.00 was presented by Steven Morando, Director of Procurement and General Services and Hector Martinez, Director of Construction Services and Sustainability



Consideration and appropriate action regarding Resolution 5976, authorizing the selection of The NRP Group LLC (NRP), dba NRP Lone Star Development LLC, NRP Holdings LLC, NRP Management LLC, and NRP Contractors II LLC as development partner for Alazan Apache Courts and authorizing the President and CEO, and his designated staff to: further clarify and enhance the developer's proposal; negotiate a development agreement; submit applications for financing; create any legal entities; execute contracts for conveyance of land; retain legal counsel; and ensure performance of all other matters in connection therewith was presented by Steven Morando, Director of Procurement and General Services and Lorraine Robles, Director of Development Services and Neighborhood Revitalization

Consideration and appropriate action regarding Resolution 5977, authorizing the Majestic Ranch Apartments transaction, including the execution of all documentation necessary to carry out the transaction; and authorizing all filings and agreements with Texas Department of Housing and Community Affairs in connection with applications for low income housing tax credits; and authorizing the purchase of the land for the transaction and the lease of such land for the transaction; and authorizing the acquisition of the membership interest in SAHT Majestic Living GP, LLC; and authorizing the financing for such transaction; and authorizing a bridge loan from San Antonio Housing Authority in an amount up to \$2,000,000.00 in Moving to Work Funds (or other available funds) to the Partnership; and authorizing San Antonio Housing Facility Corporation to serve as a joint venturer in the general contractor; and other matters in connection therewith was presented by Lorraine Robles, Director of Development Services and Neighborhood Revitalization

CHOICE NEIGHBORHOOD

Update and discussion regarding Wheatley Choice Neighborhood activities relating to People, Housing and Neighborhood

Ms. Robles provided a brief update regarding the Wheatley Choice grant budget and reported that the funds still remaining had been exhausted. Ms. Arrie Porter, Consultant, provided updates regarding the Neighborhood component of the report and was happy to report that the ground-breaking of the park went well; however, she also reported that the lion artwork had been damaged. Mr. Adrian Lopez, Director of Community Development Initiatives, provided updates regarding the People component of the report and informed the Board that the Endowment Proposal that had been submitted to HUD was approved in the amount of \$700,000.00.

INDIVIDUAL ITEM FOR CONSIDERATION

Update and discussion regarding the Strategic Plan

Mr. Richard Milk, Director of Policy and Planning reported that the SAHA Strategic Plan was adopted in 2012, and established agency goals through 2020. An update process is currently underway to draft a new strategic plan. Mr. Milk provided a presentation that included the work



that has been completed to date, the impact statement, the quality of life as described in Maslow's hierarchy, the theory of change, key populations, priority 5-year outcomes, and immediate next steps.

Update and discussion the FY2019 MTW Report

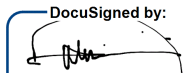
Mr. Milk, reported that the U.S. Department of Housing and Urban Development (HUD) requires Moving to Work (MTW) Public Housing Authorities (PHAs) to annually submit an MTW Report detailing progress on MTW Activities and other items. SAHA submitted the latest MTW Report on September 30, 2019, to cover fiscal year 2019. Mr. Milk provided a presentation summarizing key points that included compliance analysis, outcomes by statutory objective, MTW activities, and an overview of MTW initiatives.


Update and discussion regarding the Quarterly Update of Public Housing Capital Projects

Mr. Roth reported that at the Asset Management meeting held on January 18, 2018, the Board of Commissioners requested quarterly status updates on capital projects contemplated under the Public Housing 5 Year Capital Plan. Mr. Martinez also reported the quarterly status update of projects completed, in process, and under development, as of September 30, 2019. The completed projects included the Blanco Apartments, T.L. Shaley Apartments and Villa Tranchese Apartments. The projects in process include Fair Avenue Apartments, Victoria Plaza Apartments and Villa Tranchese Apartments. The projects in planning include the following properties: Cassiano Homes, College Park, Highview, Madonna, Parkview, San Pedro Arms, Villa Hermosea and Villa Veramendi.

SAN ANTONIO HOUSING AUTHORITY**November 7, 2019****BOARD OF COMMISSIONERS**

RESOLUTION 5972, AUTHORIZING THE ENTERING INTO A PARTNERSHIP WITH POST INVESTMENT GROUP (POST) TO ACQUIRE ARROYO SECO APARTMENTS LOCATED IN SAN ANTONIO, TX, AND AUTHORIZING THE PRESIDENT AND CEO, AND HIS DESIGNATED STAFF TO: NEGOTIATE THE TERMS OF THE ACQUISITION AGREEMENT; SUBMIT APPLICATIONS FOR FINANCING; CREATE ANY LEGAL ENTITIES; EXECUTE CONTRACTS FOR CONVEYANCE OF LAND; RETAIN LEGAL COUNSEL; AND ANY AND ALL ACTIONS REQUIRED TO CONSUMMATE THE TRANSACTION

DocuSigned by:

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David Nisivoccia
President and CEO

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Ed Hinojosa
Chief Financial Officer

REQUESTED ACTION:

Consideration and approval regarding Resolution 5972, authorizing the entering into a partnership with Post Investment Group (Post) to acquire Arroyo Seco Apartments located in San Antonio, TX, and authorizing the President and CEO, and his designated staff to: negotiate the terms of the acquisition agreement; submit applications for financing; create any legal entities; execute contracts for conveyance of land; retain legal counsel; and any and all actions required to consummate the transaction.

FINANCIAL IMPACT:

The transaction does not require a financial commitment from SAHA. However, it does provide an opportunity for future acquisitions with a new development partner. Additionally, SAHA will receive the following financial benefits:

- Payment at closing of \$250,000.00
- Annual asset management fee of \$25,000.00
- Projected cumulative cash flow payments of \$1,676,000.00 (assuming a ten year hold period)
- Projected net sale proceeds of \$4,883,000.00 (assuming a sale at the end of the ten year hold period)
- A right to acquire the property in year ten at its fair market value

SUMMARY:

In August of 2019, SAHA was approached by a representative of Post about a potential business opportunity involving the acquisition of Arroyo Seco, a 200 unit market rate apartment complex located at 12311 Culebra Road in San Antonio, TX.

Post Investment Group has been in operation for twelve years and specializes in affordable multifamily assets. Since its inception, Post has acquired over \$1 billion in assets encompassing more than 20,000 units located in 13 states. They currently have ownership interests in sixteen affordable housing developments in Texas, totaling 4,090 units.

SAN ANTONIO HOUSING AUTHORITY**November 7, 2019**

Representatives from SAHA's Asset Management team have visited the site and surrounding area. The property, which was built in 2016, contains 144 one bedroom/one bath units (634 square feet), and 56 two-bedroom/2-bath units (858 square feet). The projected acquisition cost of \$21,259,000.00 (purchase price plus transaction costs) equates to an attractive per unit price of \$106,295.00.

Current Bexar County regulations would enable the project to achieve a 100% tax exemption, if either of the following affordability conditions are met:

20% of the units are reserved for families making 50% or less of AMI

or

50% of the units are reserved for families making 80% or less of AMI

During our negotiations with Post, we requested a higher level of affordability be included in the deal structure. After extensive negotiations, it was agreed that 10% of the units would be set aside for families making 60% or less AMI, and 40% of the units to be set aside for families making 80% of AMI or less. The property currently does not have any income restrictions or set asides in place, and the proposed structure exceeds the current Bexar County affordability requirements necessary for a full tax exemption. Therefore, this structure will create and preserve 100 new affordable housing units in a high opportunity area of the city. After several meetings with staff and representatives from Post, the following deal structure was agreed to in principal (subject to SAHA Board approval):

Ownership Structure: A new limited partnership or limited liability company (LLC) would be created to acquire the property. A SAHA related entity would serve as the general partner or managing member, and a Post related entity would serve as the limited partner or non-managing member. A SAHA related entity would acquire title to the properties and simultaneously lease back the property to the limited partnership or LLC.

Financing Structure: The purchase price and related transaction costs are estimated at \$21,259,000.00 (\$106,295.00 per unit). Post will invest approximately \$4,250,000.00 in equity, which represents 20% of the acquisition and closing costs. Mortgage financing of approximately \$17,100,000.00 will be provided by either FHA, Fannie Mae or Freddie Mac, which represents approximately 80% of the purchase price. SAHA would invest \$0 to cover the acquisition or future operational costs.

Acquisition/closing costs: Covered 100% by Post, but SAHA will pay its portion of legal fees.

Fee: SAHA would be paid a one time fee of 250,000.00 payable at closing, and an annual asset Management fee of \$25,000.00.

Cash flow participation: After payment of operating expenses, reserves, and debt service, the equity investor would receive an 8% preferred return on their equity investment. Any remaining

SAN ANTONIO HOUSING AUTHORITY**November 7, 2019**

cash flow would be split 75%/25% between Post and SAHA. SAHA's participation in the cash flow would be the greater of 25% of current annual real estate tax liability (based on the 2018 BCAD assessed value and applicable tax rate), with a 3% escalation factor annually, or 25% of the cash flow (after payment of operating expenses, debt service, and preferred return of 8% to equity investor). Any remaining funds would go towards repayment of the equity investor. Once the equity investor is fully repaid (estimated at year seven), SAHA would receive 30% of the cash flow.

Capital event/sale proceeds participation: SAHA would be entitled to receive 25% of the net sale proceeds or refinance proceeds after payment of existing debt, equity investment, and closing costs. This amount would increase to 30% once the equity investor was repaid. Additionally, SAHA would have the option to purchase the property at the fair market value. It is not anticipated that a sale or refinance event would occur before year ten.

Property Management: The properties would be managed by a third party management firm approved by Post and SAHA.

Guarantees: Post and/or its principals will provide compliance guarantees, and any and all carve out guarantees for the new non-recourse FHA, Fannie Mae or Freddie Mac agency debt.

STRATEGIC GOAL:

Strategically expand the supply of affordable housing.

ATTACHMENTS:

Resolution 5972

Site map

CERTIFICATE FOR RESOLUTION

The undersigned officer of the San Antonio Housing Authority authorizes its affiliated entity, the San Antonio Housing Facility Corporation, a Texas nonprofit corporation created pursuant to the laws of the State of Texas (SAHFC) hereby certifies as follows:

1) In accordance with its bylaws, the Board of Commissioners of SAHA (Board) held a meeting on November 7, 2019 (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 5972, AUTHORIZING THE ENTERING INTO A PARTNERSHIP WITH POST INVESTMENT GROUP (POST) TO ACQUIRE ARROYO SECO APARTMENTS LOCATED IN SAN ANTONIO, TX, AND AUTHORIZING THE PRESIDENT AND CEO, AND HIS DESIGNATED STAFF TO: NEGOTIATE THE TERMS OF THE ACQUISITION AGREEMENT; SUBMIT APPLICATIONS FOR FINANCING; CREATE ANY LEGAL ENTITIES; EXECUTE CONTRACTS FOR CONVEYANCE OF LAND; RETAIN LEGAL COUNSEL; AND ANY AND ALL ACTIONS REQUIRED TO CONSUMMATE THE TRANSACTION

(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 SAHA.

SIGNED AND SEALED this 7th day of November, 2019.



David Nisivoccia
President and CEO

**San Antonio Housing Authority
Resolution 5972**

RESOLUTION 5972, AUTHORIZING THE ENTERING INTO A PARTNERSHIP WITH POST INVESTMENT GROUP (POST) TO ACQUIRE ARROYO SECO APARTMENTS (PROJECT) LOCATED IN SAN ANTONIO, TX, AND AUTHORIZING THE PRESIDENT AND CEO, AND HIS DESIGNATED STAFF TO: NEGOTIATE THE TERMS OF THE ACQUISITION AGREEMENT; SUBMIT APPLICATIONS FOR FINANCING; CREATE ANY LEGAL ENTITIES; EXECUTE CONTRACTS FOR CONVEYANCE OF LAND; RETAIN LEGAL COUNSEL; AND ANY AND ALL ACTIONS REQUIRED TO CONSUMMATE THE TRANSACTION

WHEREAS, Post has proposed a public private partnership with the San Antonio Housing Facility Corporation (SAHFC) to acquire Arroyo Seco Apartments located at 12311 Culebra Road, San Antonio, TX; and

WHEREAS, SAHFC has agreed to (i) acquire the Land for the Project and lease them to development partnership (Partnership), pursuant to a seventy-five year Ground Lease (Ground Lease), and (ii) serve as either the sole member of the general partner, or managing member of the limited liability company of the to be formed single asset entities, which will own the aforementioned Project; and

WHEREAS, the Ground Lease will require lease payments to SAHFC; and

WHEREAS, in connection with the financing of the Project, the Partnerships or limited liability companies will enter into loan transactions for an aggregate loan in the amount of approximately \$17,100,000.00 (Loan); and

WHEREAS, in connection with the execution of the Loan, the Partnership, or limited liability company and/or SAHFC will be required to enter into certain agreements, including but not limited to, a promissory note, a loan agreement, a deed of trust, together with a joinder of deed of trust and various assignments and certificates (Loan Documents); and

WHEREAS, Post will raise and contribute approximately \$4,250,000.00 of equity to acquire the Project and fund closing costs (Equity Financing); and

WHEREAS, in connection with the Equity Financing, the Partnership or limited liability company will have SAHFC as the sole member of the general partner or managing member of the limited liability company, which will be required to enter into certain agreements, including but not limited to, a limited partnership agreement or limited liability company agreement, and closing certificates (Equity Documents); and

WHEREAS, Post and SAHFC have negotiated the terms in the Board Memo governing their relationship and the terms for acquiring the Project; and

WHEREAS, the Board of Commissioners 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 Partnership or limited liability company may enter into the Project; and

WHEREAS, staff requests that the Board of Commissioners authorize the President and CEO, or designee, to execute all documents necessary to consummate such transactions; and

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

WHEREAS, this Board of Commissioners has reviewed the foregoing and 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 Partnership may construct the Project.

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of SAHA hereby approves:

- 1) The Project, the various forms of financing contemplated for the Project, including, but not limited to, the Equity Financing, the Loan, and the terms of the Equity Documents, the Ground Lease and Development Agreement, the terms for acquiring the Project, and the Loan Documents, are hereby authorized and approved, when such documents are approved by the officers signing them.
- 2) The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary, or any of them, are hereby authorized to execute any and all documentation required for the financing of the Project, including, but not limited to, the Equity Documents, the Ground Lease and Development Agreement, the Loan Documents, the Land or the Project, and all other documents relating to the Equity Financing, the terms for acquiring the Project, and the Loan to which the Partnership, the General Partner, and/or SAHFC is a party.
- 3) The purchase of the Land, the lease of the Land, and the acquisition of the general partnership interest or managing member interest in a limited liability company by SAHFC, are approved and the President, any Vice President, the Secretary, the Treasurer, the Executive Director, and any Assistant Secretary, or any of them, are hereby authorized to execute the documents required to be executed by SAHFC in order to effect such transaction.
- 4) The President, any Vice President, Secretary, Treasurer, and any Assistant Secretary, or any of them, and, if required by the form of the document, the Secretary and any Assistant Secretary, or any of them, of SAHFC are authorized and directed to modify, execute and deliver any of the documents to be signed by or consented to by SAHFC, and any and all certificates and other instruments necessary to carry out the intent thereof and hereof. The President, any Vice President, the Secretary, the Treasurer, any Assistant Secretary, or any of them, are authorized to negotiate and approve such changes in, or additions to, the terms of any of the documents, including amendments, renewals, and extensions, as such officers shall deem necessary or appropriate upon the advice of counsel

to SAHFC, and approval of the terms of any of the documents by such officers and this Board shall be conclusively evidenced by the execution and delivery of such documents.

- 5) The officers of this Board, or any of them, are authorized to take any and all action necessary to carry out and consummate the transaction described in or contemplated by the documents approved hereby or otherwise to give effect to the actions authorized hereby and the intent hereof.
- 6) The officers of this Board hereby approve the selection of Norton Rose Fulbright as counsel to the general partner or managing member of the limited liability company, and SAHFC for this transaction.
- 7) 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.
- 8) 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.
- 9) 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.
- 10) This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.
- 11) This Resolution shall be in force and effect from and after its passage.

Passed and approved the 7th day of November 2019.

Morris A. Stribling, DPM
Chair, Board of Commissioners

Attested and approved as to form:


David Nisivoccia
President and CEO

MAP - ARROYO SECO



12311 Culebra Road


Legend




12311 Culebra Rd




Alamo Sportsplex




Feature 1




Homes




KCYY-FM San Antonio




MD Automotive



School



Stillwater Ranch Residential Community



The National Shooting Complex

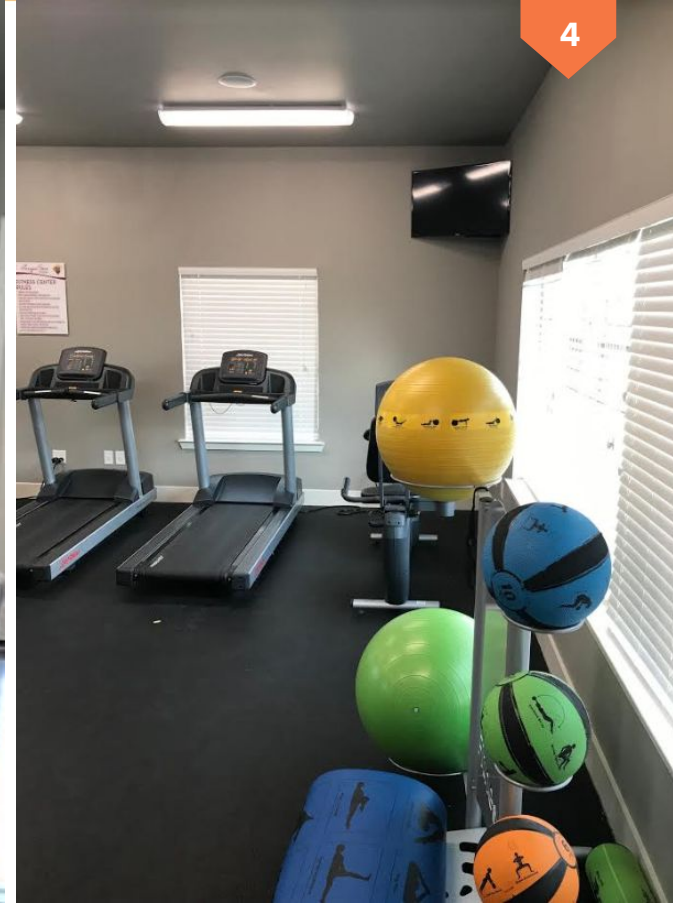
EXTERIOR

3



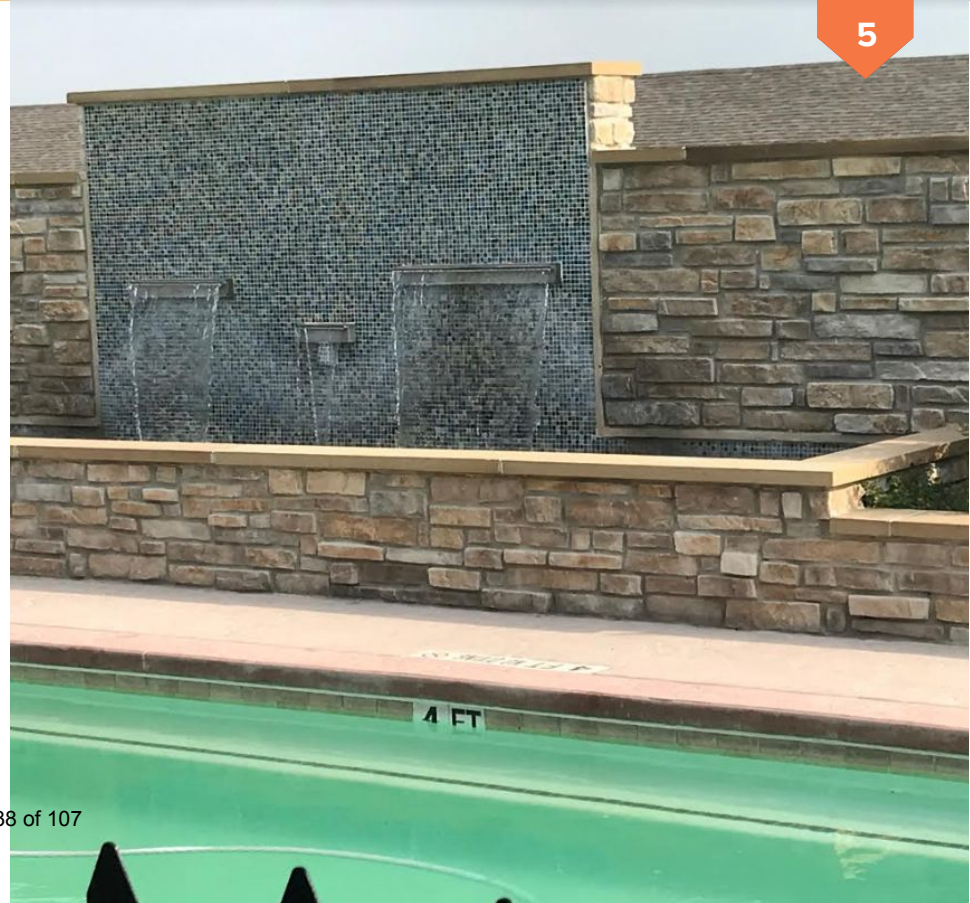
COMMUNITY ROOM + GYM

4



SWIMMING POOL

5



EXTERIOR

6



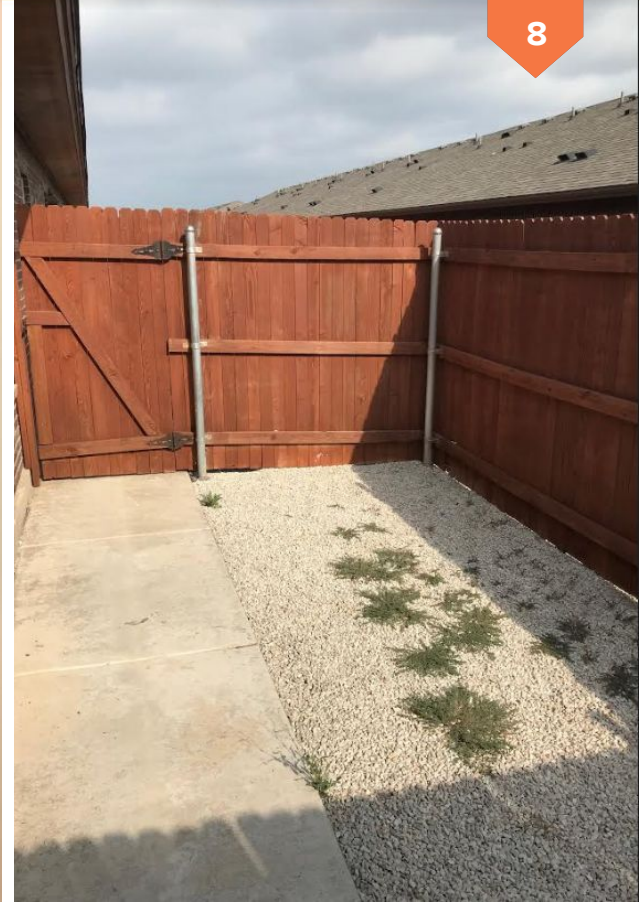
INTERIOR

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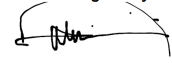
LAUNDRY + RESTROOM + EXTERIOR

8

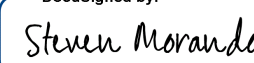


SAN ANTONIO HOUSING AUTHORITY**November 7, 2019****BOARD OF COMMISSIONERS**

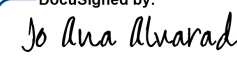
RESOLUTION 5973, AUTHORIZING THE AWARD OF A CONTRACT TO CARAHSOFT TECHNOLOGY CORPORATION FOR DOCUSIGN ELECTRONIC SIGNATURE SOFTWARE, SOFTWARE PRODUCTS, SOFTWARE SERVICES, SOFTWARE AS A SERVICE (SaaS), AND ENTERPRISE RESOURCE PLANNING (ERP) SOFTWARE MODULES PRODUCTS AND SERVICES THROUGH THE DEPARTMENT OF INFORMATION RESOURCES (DIR) FOR AN ANNUAL CUMULATIVE AMOUNT NOT TO EXCEED \$112,990.00 FOR YEAR ONE, \$120,900.00 FOR YEAR TWO, \$129,363.00 FOR YEAR THREE, \$138,418.00 FOR YEAR FOUR AND \$148,107.00 FOR YEAR FIVE; FOR A PERIOD OF ONE YEAR WITH THE OPTION TO RENEW UP TO FOUR ADDITIONAL ONE-YEAR TERMS

DocuSigned by:

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David Nisivoccia
President and CEO

DocuSigned by:

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Steven Morando
**Director of Procurement
 and General Services**

DocuSigned by:

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Jo Ana Alvarado
**Director of Innovative
 Technology**

REQUESTED ACTION:

Consideration and approval regarding Resolution 5973, authorizing the award of a contract to Carahsoft Technology Corporation for DocuSign Electronic Signature Software, Software Products, Software Services, Software as a Service (SaaS), Enterprise Resource Planning (ERP) Software Modules Products and Services through the Department of Information Resources (DIR) for an annual cumulative amount not to exceed \$112,990.00 for year one, \$120,900.00 for year two, \$129,363.00 for year three, \$138,418.00 for year four, and \$148,107.00 for year five; for a period of one year with the option to renew up to four additional one year terms.

FINANCIAL IMPACT:

The current award recommendation for DocuSign Licenses is not expected to exceed an annual cumulative amount of \$112,990.00 for year one, \$120,900.00 for year two, \$129,363.00 for year three, \$138,418.00 for year four, and \$148,107.00 for year five. We have allowed for a 7% annual escalation that will only be used, if necessary. This will be funded through the annual operating budgets and/or available reserves.

SUMMARY:

DocuSign is a provider of cloud-based electronic signature technology, allowing for easy, efficient, and secure signing of electronic documents. It is accessible anytime, anywhere, on any device, and replaces manual, paper-based signature methods. DocuSign allows for a clear audit trail, improved visibility and control, and reduced costs. An envelope is comprised of the documents one sends for signature, and DocuSign maintains a complete history of all signer actions, which is available to the sender. When all signing is complete, the sender and all signers receive an email notification with a PDF attachment of the fully-signed document, plus all audit documents that are saved in the SAHA Google File Management structure for electronic filing.

DocuSign was introduced as part of our paperless strategy to streamline business processes that align with SAHA Strategic Goal 5, to be a high performing and financially strong organization. SAHA currently utilizes this software for 92 staff members using the current per license pricing

SAN ANTONIO HOUSING AUTHORITY**November 7, 2019**

model, which includes a limit of 100 transactions per user per year. Through the success of the initial adoption of the DocuSign software and applying it to key business workflows, requiring high level approvals, SAHA is performing at 15,800 transactions within one year of adoption. We have exceeded our limit of 9,900 allowed annually. This software allows for documents to be routed for signature by the originators electronically through their signature approval hierarchy or to other parties both internal and external. SAHA is requesting approval to upgrade the current limited per user license pricing model to include unlimited licenses and unlimited paperless signature transactions to continue the SAHA Agency Wide implementation. With unlimited licenses and unlimited paperless signature transactions, we plan to do more to continue to meet our paperless goals and strategies. One of our initial projects for this unlimited access is to add the ability for our public housing portfolio to use DocuSign to implement electronic leases, eliminate paper processes and extend the ability to our clients to sign electronically. This change to the unlimited pricing model, will provide us additional opportunities to be more productive by decreasing labor hours (currently using manual processes) and increasing productivity toward efficiencies that leverage this technology to better serve our clients.

HUD encourages Housing Authorities to utilize cooperative and interagency agreements to simplify and expedite the procurement processes. The cooperatives award contracts based on a competitive bid or proposal process; therefore, SAHA is not required to issue its own competitive solicitation in cases where the use of available contracts are appropriate and in accordance with SAHA procurement policies. SAHA is currently a member of the State of Texas Cooperative Purchasing Program, which follows an acceptable competitive bid or proposal solicitation process. SAHA, as a cooperative member, may utilize any State of Texas contract, including those awarded by the DIR.

On February 27, 2015, the DIR, issued a Request For Offers (DIR-TSO-TEMP-225) for Software, including Software as a Service, Products and Related Services that closed on April 2, 2015. A contract, DIR-TSO-3149 was awarded to Carahsoft Technology Corporation on June 22, 2015, that expired on June 22, 2019. SAHA purchased DocuSign licenses under this Agreement utilizing Contracting Officer's delegated authority. In order to keep our licenses in force, we are requesting Board approval to continue utilizing the services of this vendor, who received a new award from DIR on February 21, 2019, the renewal of existing licenses, and a change in the pricing model to include unlimited licenses and unlimited paperless signature transactions for the SAHA Agency Wide implementation.

On February 26, 2018, the DIR, issued a Request For Offers (RFO) DIR-TSO-TMP-416, for Software products, Software as a Service, and Enterprise Resource Planning Software Modules Products and Services that closed on April 9, 2018. A contract (DIR-TSO-4288) was awarded to Carahsoft Technology Corporation on February 21, 2019, that included an initial term of two years with two optional two-year renewals through February 21, 2025. SAHA will participate in the contract beginning November 7, 2019, through November 7, 2024.

Contract oversight will be provided by Jo Ana Alvarado, Director of Innovative Technology, who will monitor the vendor's adherence to contract requirements and performance.

STRATEGIC GOAL:

Transform core operations to be a high performing and financially strong organization.

SAN ANTONIO HOUSING AUTHORITY

November 7, 2019

ATTACHMENT:
Resolution 5973

**San Antonio Housing Authority
Resolution 5973**

RESOLUTION 5973, AUTHORIZING THE AWARD OF A CONTRACT TO CARAHSOFT TECHNOLOGY CORPORATION FOR DOCUSIGN ELECTRONIC SIGNATURE SOFTWARE, SOFTWARE PRODUCTS, SOFTWARE SERVICES, SOFTWARE AS A SERVICE (SaaS), ENTERPRISE RESOURCE PLANNING (ERP) SOFTWARE MODULES PRODUCTS AND SERVICES THROUGH THE DEPARTMENT OF INFORMATION RESOURCES (DIR) FOR AN ANNUAL CUMULATIVE AMOUNT NOT TO EXCEED \$112,990.00 FOR YEAR ONE, \$120,900.00 FOR YEAR TWO, \$129,363.00 FOR YEAR THREE, \$138,418.00 FOR YEAR FOUR AND \$148,107.00 FOR YEAR FIVE; FOR A PERIOD OF ONE YEAR WITH THE OPTION TO RENEW UP TO FOUR ADDITIONAL ONE-YEAR TERMS

WHEREAS, the U.S. Department of Housing and Urban Development encourages Housing Authorities to utilize cooperative and interagency agreements to simplify and expedite the procurement processes. SAHA is currently a member of the State of Texas Cooperative Purchasing Program, which follows an acceptable competitive bid or proposal solicitation process. SAHA, as a cooperative member, may utilize any State of Texas contract, including those awarded by the Department of Information Resources (DIR); and

WHEREAS, on February 26, 2018, the DIR, issued a Request For Offers (RFO) DIR-TSO-TMP-416, for Software Products, Software as a Service, and Enterprise Resource Planning Software Modules Products and Services that closed on April 9, 2018; and

WHEREAS, a contract (DIR-TSO-4288) was awarded to Carahsoft Technology Corporation on February 21, 2019, that included an initial term of two years with two optional two-year renewals through February 21, 2025. SAHA will participate in the contract beginning November 7, 2019, through November 7, 2024; and

WHEREAS, the current award recommendation for DocuSign Licenses is not expected to exceed an annual cumulative amount of \$112,990.00 for year one, \$120,900.00 for year two, \$129,363.00 for year three, \$138,418.00 for year four, and \$148,107.00 for year five. We have allowed for a 7% annual escalation that will only be used, if necessary. This will be funded by operating funds and/or available reserves; and

WHEREAS, staff requests the Board of Commissioners authorize the President and CEO, or designee, to execute all documents associated with this contract.

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of SAHA hereby:

- 1) Approves Resolution 5973, authorizing the award of a contract to Carahsoft Technology Corporation for DocuSign Electronic Signature Software, Software Products, Software Services, Software as a Services (SaaS), Enterprise Resource Planning (ERP) Software Modules Products and Services through the Department of Information Resources (DIR) for an annual cumulative amount not to exceed \$112,990.00 for year one, \$120,900.00 for year two, \$129,363.00 for year three, \$138,418.00 for year four, and \$148,107.00 for year five; for a period of one year with the option to renew up to four additional one year terms.

- .
- 2) Authorizes the President and CEO, or designee, to execute all necessary documents associated with this contract.

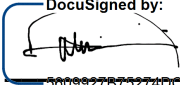
Passed and approved the 7th day of November 2019.

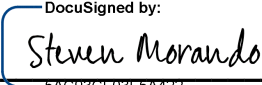
Morris A. Stribling, DPM
Chair, Board of Commissioners

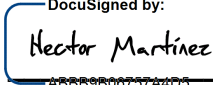
Attested and approved as to form:

David Nisivoccia
President and CEO

SAN ANTONIO HOUSING AUTHORITY**November 7, 2019****BOARD OF COMMISSIONERS****RESOLUTION 5974, AUTHORIZING THE AWARD OF A CONTRACT FOR CASTLE POINT REHABILITATION AND SITE IMPROVEMENTS TO ALL PRO GENERAL CONSTRUCTION, INC. (DBE, ESBE, HABE, MBE, SBE, SECTION 3 BUSINESS) FOR AN AMOUNT NOT TO EXCEED \$5,357,188.00**

DocuSigned by:

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David Nisivoccia
President and CEO

DocuSigned by:

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Steven Morando
**Director of Procurement
 and General Services**

DocuSigned by:

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Hector Martinez
**Director of Construction
 Services and Sustainability**

REQUESTED ACTION:

Consideration and approval regarding Resolution 5974, authorizing the award of a contract for Castle Point Rehabilitation and Site Improvements to All Pro General Construction, Inc. (DBE, ESBE, HABE, MBE, SBE, Section 3 Business) for an amount not to exceed \$5,357,188.00.

FINANCIAL IMPACT:

The cost for the rehabilitation and site improvements at Castle Point Apartments is not expected to exceed an amount of \$5,357,188.00, to include a base bid of \$4,361,400.00, plus alternate add ons in the amount of \$102,924.00, plus a 20% contingency of \$892,864.00, that will only be used as necessary. This project will be funded with loan proceeds and available reserves, if necessary.

SUMMARY:

Castle Point Apartments, a development within the Beacon Communities portfolio, was acquired in 1993, by the San Antonio Housing Authority. This is a multi-family community located in north central San Antonio that is comprised of 18 residential two-story buildings, one laundry room and a maintenance shop. There are a total of 220 units consisting of 24 efficiency apartments, 136 one-bedroom apartments, 44 two-bedroom medium apartments (871 square feet), and 16 large two-bedroom apartments (989 square feet).

SAHA requires the services of a qualified general contractor to provide rehabilitation and site improvements at the Castle Point Apartments. The scope of work for this project will include repairs and ADA accessibility improvements to the clubhouse/office building, changes to the main sign for the complex (marquee), retaining wall repairs and installation, site drainage improvements, window replacements, exterior renovations to siding and brick facade, complete roof system repair and replacement (i.e., shingles, flashing, decking, gutters, downspouts, and gutter guards, as needed), concrete mechanical pads (air conditioners), site lighting to incorporate solar lighting, where possible, new security lighting for all units, replacement of all non-compliant hand and safety railings with new code compliant railing systems, repair and installation of perimeter fencing, asphalt paving repair, and seal and stripe for all paved areas. The project is expected to be completed in approximately 280 days.

On June 5, 2019, SAHA received Board approval to award a contract for this project. The Agreement was executed on July 5, 2019, with a pre-construction meeting conducted on July 19,

SAN ANTONIO HOUSING AUTHORITY**November 7, 2019**

2019. During the pre-construction meeting, the contractor discovered there were errors and omissions in their submitted bid. SAHA terminated this contract on August 8, 2019.

On August 23, 2019, SAHA issued a Request For Proposals #1908-910-65-4954 for Castle Point Rehabilitation and Site Improvements that closed on September 17, 2019. The RFP was published on the SAHA website, Electronic State Business Daily (ESBD), The Hart Beat, posted on NAHRO, Public Purchase and directly solicited to 169 contractors. A total of four proposals were received in response to this solicitation: All Pro General Construction, Inc. (DBE, ESBE, HABE, MBE, SBE, Section 3 Business), Geofill Material Technologies (SBE, Section 3 Business), JMI Contractors, LLC, and Stoddard Construction Management, Inc. (SBE). All proposals were evaluated on the following criteria: experience, project management plan, capacity/financial viability, construction plan, price, and strength of the Contractor's Section 3 and SWMBE Utilization Plans. Best and Final Offers were requested from the two highest rated proposers. Based on the above, we are recommending a contract award to All Pro General Construction. They are the highest rated responsive and responsible contractor.

All Pro General Construction, Inc. has been in business approximately twenty years and is headquartered in San Antonio, Texas. They are a commercial construction company offering services to include planning and design; cost estimating; scheduling; project management; commercial maintenance and renovation; and general maintenance and repair services. This contractor has been certified as a DBE, ESBE, HABE, MBE, SBE by the South Central Texas Regional Certification Agency; a HUB by the State of Texas; and a Section 3 Business by SAHA. They have received prior awards from SAHA for Dr. Charles Andrews Site, Building, Fencing, Interior and Parking Area Improvements; Westway Apartments sewer, site drainage and solar site lighting improvements; Woodhill domestic hot water improvements; Sahara Ramsey sewer and foundation repairs; Jewett Circle structural and foundation repairs; roof repair and replacement at Sunshine Plaza; and replacement of a retaining wall at Alazan. Their Texas clients include University of Texas at San Antonio; Alamo Community College District; City of San Antonio Parks and Recreation; Mission & Installation Contracting CMD Ft. Sam Houston, Texas; Randolph Air Force Base; Texas Health and Human Services; H-E-B Grocers, Inc; and San Antonio Water System. All Pro General Construction's Section 3 Good Faith Effort Plan includes providing training in the areas of welding, bobcat, scissor lift, and other hands on training.

Contract oversight will be provided by Hector Martinez, Director of Construction Services and Sustainability, who will monitor the vendor's adherence to contract requirements and performance. The Procurement Department will be responsible to ensure the vendor submits the Contractor's Section 3 Compliance report on a monthly basis, monitor compliance with the vendor's SWMBE subcontractor good faith utilization plan, provide annual contract performance evaluation survey to end users, and assist departments in the contract renewal or new solicitation process.

STRATEGIC GOAL

Preserve and improve existing affordable housing resources and opportunities.

ATTACHMENTS:

Resolution 5974

Map and Photo

SAN ANTONIO HOUSING AUTHORITY

November 7, 2019

Scoring Matrix
Advertisement List

**San Antonio Housing Authority
Resolution 5974**

RESOLUTION 5974, AUTHORIZING THE AWARD OF A CONTRACT FOR CASTLE POINT REHABILITATION AND SITE IMPROVEMENTS TO ALL PRO GENERAL CONSTRUCTION, INC. (DBE, ESBE, HABE, MBE, SBE, SECTION 3 BUSINESS) FOR AN AMOUNT NOT TO EXCEED \$5,357,188.00

WHEREAS, on August 23, 2019, SAHA issued a Request For Proposals #1908-910-65-4954 for Castle Point Rehabilitation and Site Improvements that closed on September 17, 2019; and

WHEREAS, a total of four bids were received in response to the RFP; and

WHEREAS, All Pro General Construction is being recommended for contract award. They are the highest rated responsive and responsible contractor; and

WHEREAS, the current award recommendation for the rehabilitation and site improvements at Castle Point Apartments is not expected to exceed an amount of \$5,357,188.00, to include a base bid of \$4,361,400.00, plus alternate add ons in the amount of \$102,924.00, plus a 20% contingency of \$892,864.00, that will only be used, as necessary. This project will be funded with loan proceeds and available reserves, if necessary; and

WHEREAS, staff requests the Board of Commissioners authorize the President and CEO, or designee, to execute all documents associated with this contract.

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of SAHA hereby:

- 1) Approves Resolution 5974, authorizing the award of a contract for Castle Point Rehabilitation and Site Improvements to All Pro General Construction, Inc. (DBE, ESBE, HABE, MBE, SBE, Section 3 Business) for an amount not to exceed \$5,357,188.00.
- 2) Authorizes the President and CEO, or designee, to execute all necessary documents associated with this contract.

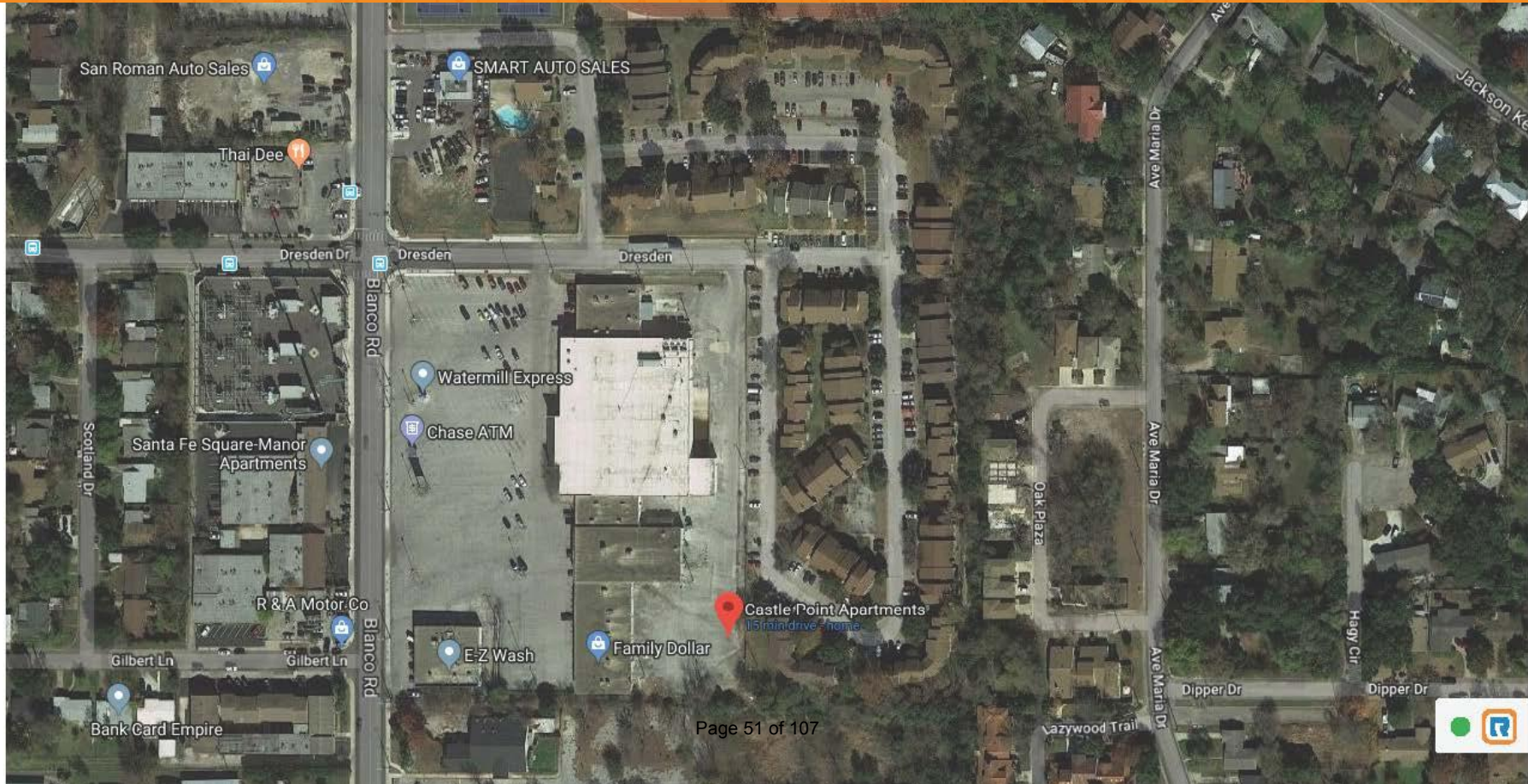
Passed and approved the 7th day of November 2019.

Morris A. Stribling, DPM
Chair, Board of Commissioners

Attested and approved as to form:

David Nisivoccia
President and CEO

CASTLE POINT APARTMENTS



CASTLE POINT APARTMENTS



Google

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Scoring Matrix - Base Bid 2 Wooden Fence BAFO Castle Point Rehabilitation and Site Improvements 1908-910-65-4954			
Criterion Description	Max Points Weight	All Pro General Construction	Geofill Material Technologies,LLC
<u>Experience:</u>	1-5 20%		
<u>Rater 1</u>		5.00	4.00
<u>Rater 2</u>		4.00	4.00
<u>Rater 3</u>		5.00	5.00
<u>Total Score</u>		14.00	13.00
<u>Average Score</u>		4.67	4.33
<u>Weighted Score</u>		0.93	0.87
<u>project Management Plan:</u>	1-5 20%		
<u>Rater 1</u>		4.00	4.00
<u>Rater 2</u>		4.00	4.00
<u>Rater 3</u>		3.00	4.00
<u>Total Score</u>		11.00	12.00
<u>Average Score</u>		3.67	4.00
<u>Weighted Score</u>		0.73	0.80
<u>Capacity Financial Viability:</u>	1-5 10%		
<u>Rater 1</u>		3.00	4.00
<u>Rater 2</u>		4.00	3.00
<u>Rater 3</u>		4.00	4.00
<u>Total Score</u>		11.00	11.00
<u>Average Score</u>		3.67	3.67
<u>Weighted Score</u>		0.37	0.37
<u>Construction Plan:</u>	1-5 10%		
<u>Rater 1</u>		5.00	3.00
<u>Rater 2</u>		4.00	4.00
<u>Rater 3</u>		4.00	4.00
<u>Total Score</u>		13.00	11.00
<u>Average Score</u>		4.33	3.67
<u>Weighted Score</u>		0.43	0.37
<u>Price proposal: Based on Option 2</u>	1-5 30%		
<u>Total Score</u>		4.85	5.00
<u>Weighted Score</u>		1.46	1.50
<u>Strength of the Section 3 plans:</u>	1-5 5%		
<u>Rater 1</u>		5.00	5.00
<u>Rater 2</u>		4.00	4.00
<u>Rater 3</u>		4.00	4.00
<u>Total Score</u>		13.00	13.00
<u>Average Score</u>		4.33	4.33
<u>Weighted Score</u>		0.22	0.22
<u>Strength of the S/W/MBE plans:</u>	1-5 5%		
<u>Rater 1</u>		5.00	5.00
<u>Rater 2</u>		4.00	4.00
<u>Rater 3</u>		4.00	4.00
<u>Total Score</u>		13.00	13.00
<u>Average Score</u>		4.33	4.33
<u>Weighted Score</u>		0.22	0.22
Section 3 Preference: A firm may qualify for Section 3 status for up to an additional 5 points.#			
Category 1: As detailed in Attachment D	5 (.25)		
Category II: As detailed in Attachment D	4 (.2)		
Category III: As detailed in Attachment D	3 (.15)		
Category IV: As detailed in Attachment D	2 (.1)	0.10	0.10
<u>Tota Weighted Score</u>		4.46	4.43

Scoring Matrix - Base Bid 2 Wooden Febnce Castle Point Rehabilitation and Site Improvements 1908-910-65-4954					
Criterion Description	Max Points Weight	All Pro General Construction	Geofill Material Technologies,LLC	JMI Contractors	Stoddard Construction Mgmnt
<u>Experience:</u>	1-5 20%				
<u>Rater 1</u>		5.00	4.00	3.00	4.00
<u>Rater 2</u>		4.00	4.00	3.00	4.00
<u>Rater 3</u>		5.00	5.00	3.00	5.00
<u>Total Score</u>		14.00	13.00	9.00	13.00
<u>Average Score</u>		4.67	4.33	3.00	4.33
<u>Weighted Score</u>		0.93	0.87	0.60	0.87
<u>project Management Plan:</u>	1-5 20%				
<u>Rater 1</u>		4.00	4.00	3.00	3.00
<u>Rater 2</u>		4.00	4.00	3.00	4.00
<u>Rater 3</u>		3.00	4.00	4.00	4.00
<u>Total Score</u>		11.00	12.00	10.00	11.00
<u>Average Score</u>		3.67	4.00	3.33	3.67
<u>Weighted Score</u>		0.73	0.80	0.67	0.73
<u>Capacity Financial Viability:</u>	1-5 10%				
<u>Rater 1</u>		3.00	4.00	0.00	5.00
<u>Rater 2</u>		4.00	3.00	0.00	4.00
<u>Rater 3</u>		4.00	4.00	0.00	4.00
<u>Total Score</u>		11.00	11.00	0.00	13.00
<u>Average Score</u>		3.67	3.67	0.00	4.33
<u>Weighted Score</u>		0.37	0.37	0.00	0.43
<u>Construction Plan:</u>	1-5 10%				
<u>Rater 1</u>		5.00	3.00	3.00	3.00
<u>Rater 2</u>		4.00	4.00	3.00	4.00
<u>Rater 3</u>		4.00	4.00	4.00	4.00
<u>Total Score</u>		13.00	11.00	10.00	11.00
<u>Average Score</u>		4.33	3.67	3.33	3.67
<u>Weighted Score</u>		0.43	0.37	0.33	0.37
<u>Price proposal: Based on Option 2</u>	1-5 30%				
<u>Total Score</u>		4.49	4.75	5.00	3.99
<u>Weighted Score</u>		1.35	1.43	1.50	1.20
<u>Strength of the Section 3 plans:</u>	1-5 5%				
<u>Rater 1</u>		5.00	5.00	0.00	4.00
<u>Rater 2</u>		4.00	4.00	0.00	3.00
<u>Rater 3</u>		4.00	4.00	1.00	3.00
<u>Total Score</u>		13.00	13.00	1.00	10.00
<u>Average Score</u>		4.33	4.33	0.33	3.33
<u>Weighted Score</u>		0.22	0.22	0.02	0.17
<u>Strength of the S/W/MBE plans:</u>	1-5 5%				
<u>Rater 1</u>		5.00	5.00	0.00	5.00
<u>Rater 2</u>		4.00	4.00	0.00	3.00
<u>Rater 3</u>		4.00	4.00	1.00	3.00
<u>Total Score</u>		13.00	13.00	1.00	11.00
<u>Average Score</u>		4.33	4.33	0.33	3.67
<u>Weighted Score</u>		0.22	0.22	0.02	0.18
Section 3 Preference: A firm may qualify for Section 3 status for up to an additional 5 points.#					
Category 1: As detailed in Attachment D	5 (.25)				
Category II: As detailed in Attachment D	4 (.2)				
Category III: As detailed in Attachment D	3 (.15)				
Category IV: As detailed in Attachment D	2 (.1)	0.10	0.10		
<u>Tota Weighted Score</u>		4.35	4.36	3.13	3.95

Advertisement List
Solicitation # 1908-910-65-4954
Castle Point Exterior Renovations and Site Improvements

Associations /Vendors	Contact Name	Email	Notes
Associations Revised as of 2/7/2019			
African American Chamber of Commerce of San Antonio	Lou Miller	blackchamber@aol.com	
Alamo Asian American Chamber of Commerce	Elva Adams	elva.adams@wellsfargo.com	
Alamo City Black Chamber Of Commerce	Bede Ramcharan	info@alamocitychamber.org	
American Council of Engineering Companies - San Antonio (ACEC-SA)	Anne Whittington	anne@acectx.org	
American Institute of Architects	Paula	paula@aiasa.org	
American Subcontractors Association	Jennifer Swinney	jennifer@asasanantonio.org	
Associated Builders and Contractors S. Texas Chapter	Steve Schultz	steve@abcsouthtexas.org	
Builders Exchange	Jeannette Olguin	jeannette@virtualbx.com	
Construct Connect		content@constructconnect.com	
CFMA		kimr@avacpa.com	
Chinese Chamber of Commerce	Jing Hao	jing.hao@gsaccc.org	
Goodwill Industries	Steven Hussain Angelique de Oliveira	shussain@goodwill.sa.org adeoliveira@goodwillsa.org	
Greater San Antonio Builders Association	Kristi Sutterfield	ksutterfield@sabuilders.com	
The San Antonio Chamber of Commerce	Dave Petersen	dpetersen@sachamber.org	
Hispanic Contractors Association de San Antonio	Clarissa Perez Dave Sanchez	exdir@hcadesa.org admin@hcadesa.org dave@hcadesa.org	
Home Depot Pro Accounts	Darren Friesenhahn	Darren_Friesenhahn@homedepot.com	
IEC	Julie Howard	jhoward@iecsanantonio.com rvasquez@iecsanantonio.com	
MCA-SMACNA		mca-smacna@mca-smacna.org	
Minority Business Council	Hector Garcia	hector@hegarciacpa.com	
National Alliance of Craftsmen Association	Victor Landa	arvelasquez01@yahoo.com	
National Association of Women in Construction (NAWIC)	Sandee Morgan	nawicerin@gmail.com nawicsatx@gmail.com	
NAWBO San Antonio	Madeline Slay	Madeline@masarchitecture.com	
Plumbing Heating Cooling Contractors Association	Heidi Timble	Heidi@phcc-sanantonio.org	
Professional Engineers in	Diane Hoskins	bexarpepp@sbcglobal.net	

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Private Practice				
Real Estate Council of San Antonio	Martha Mangum	martham@recsanantonio.com		
SAABE	Melodie	mg.assoc.mgmt@gmail.com		
San Antonio Board of Realtors	Suzanne	Suzanne@sabor.com		
SA Chapter of the Associated General Contractors	Dana Marsh	sanantonioagc@gmail.com		
San Antonio Hispanic Chamber of Commerce	Brianna Dimas	briannad@sahcc.org mariyaf@sahcc.org		
San Antonio Masonry Contractors Association	Debbie Mason	thesamca@gmail.com		
San Antonio Women's Chamber of Commerce	Cindy Libera	admin@sawomenschamber.org		
SmartApartmentData.com		constructionadmin@smartlocating.com		
South Central Regional Certification Agency	Charles Johnson	cjohnson@sctrca.org		
South San Antonio Chamber of Commerce	Al Arreola Jr	al@southsa.org		
Southwest Minority Supplier Diversity Council	Robert Casas	smsdc@smsdc.org carol@smsdc.org gabrielle@smsdc.org		
Surety Association of South Texas, Inc.	Jim Swindle	jim@alamobonds.com		
Texas Society of Professional Engineers		jennifer@tspe.org		
TIBH Industries	Robert Olivo	robertolivo@tibh.org		
UTSA Minority Business Development Agency	Orestes Hubbard Jennifer Mort Jacqueline Jackson	orestes.hubbard@utsa.edu jennifer.mort@utsa.edu Jacqueline.Jackson@utsa.edu		
UTSA Procurement Technical Assistance Center	Terri Williams	ptac@utsa.edu		
West San Antonio Chamber of Commerce	Julie Jimenez	info@westsachamber.org julie@westsachamber.org		
Women's Business Enterprise	Avery Smith	bids@wbea-texas.org		
NAHRO	Web Site	http://nahro.economicengine.com		
Public Purchase	Web Site	www.publicpurchase.com		
Texas ESBD	Web Site	https://portal.cpa.state.tx.us/		
North San Antonio Chamber of Commerce	Web Site	https://northsachamber.chambermaster.com		
Direct Solicits from the original bid 1903-910-65-4901				
	HUBS on CMBL			
All Pro General Construction	Raul Scott	rs@apgc.biz		
Alpha Building Corporation	Shawn Babb	sbabb@alphabuilding.com		
Construmment Group Inc	Eloina Guerrero	constrummentinc@gmail.com		
Copeland Contracting Co.	Elsa Brown	ebrown@copeland-inc.com		
Hsc Electric Company, Inc.	Henry Gonzalez	hsc_electric@yahoo.com		
J. L. Bass Enterprise, Llc	Jeff Bass	jlbass47@jlbassconstruction.com		

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Castle Point Exterior Renovations and Site Improvements

Kegley, Inc.	ANITA M KEGLEY	anitakegley44@gmail.com		
Mlp Ventures Inc.	Liborio Perez	mlp@att.net		
Tejas Premier Building Cntrctr	Andrew Wallace	andrew@tejaspremierbc.com		
	Section 3 Bidders			
Abeco Contracting	A. Juarez Jessica Garza	cathy@abecoContracting.com jessica@abecocontracting.com		
All Pro General Const.	Raul Scott	rs@allprogenconst.com		
Allbrite Constructors of TX	Patrick Yates	jan@allbriteconstruction.com		
Ariva Contracting	Adan Silva	adan@arivacontracting.com		
Confidence Construction	Renee Harris	rharrisc21@yahoo.com		
Hill Bros. Construction	Kara Hill	kara@hillbroconstruction.com		
Jarvis Moore	Jarvis Moore	jarvisdsd@gmail.com		
JGG Construction	Joseph Gonzales	Integrated02@aol.com		
Josiah Construction	Ricardo Guajardo	lgjosiahconstruction@gmail.com		
Mcfarland & Mcfarland	James McFarland	mcfarland9598@gmail.com		
Man-Tra Solutions, LLC	Mike Aleman	maleman@clnup.com		
Ohaver Contracting	Donald Ohaver	dawnv@ohavercontractors.com		
Queen Bee Construction	Sharon O'Neal	queenbeeconst@yahoo.com		
	Direct Solicits			
Cleanology Service	Mike	Mike@cleanologyservices.com		
Geofill Material Technologies	Jan Puente	jpunte.geofill@outlook.com		
RML Contracting	Mariano Garcia Mariano Garcia II	marianogarcia1211@gmail.com m.garcia@rmlcontractingllc.com		
Guido Construction	Andy Servantes Maryanne Guido	andy@guidoco.com maguido@guidobros.com		
Limitless Construction Svcs	Erica Ponce	Eponce.pcs@gmail.com		
Commercor	R. Broniszewski	commercorconstruction@gmail.com,		
Vela Construction	Joe Vela	Joe.Vela@velagroupinc.com		
Robinson Gen Contracting	Yvette	krobinson@robinsongc.com		
Frost & keeling	John Anness	dablevins@frostandkeeling.com		
Marc 3	Chester Rackley	chester@marc3llc.com		
M & M Weatherization	Nicole Ansualda	nansualda@mmwtx.com		
Total Lender Service	James Pujols	Jpujols55@yahoo.com		
Blackmon Mooring SA	Bryan Roller Tiffany Montano	broller@bmsmanagement.com tmontano@bmsmanagement.com		
Turn Around	Selwyn Witer	selselkk@gmail.com		
Marc General Construction	Cindy Weed	cweed@marcgc2015.com		
Piatra Inc.	Mirela Glass	info@piatrainc.com		
PTI Remodeling, LLC	Thomas Hamilton	thomashamilton75@yahoo.com		
RG Williams Const & Rmdlng	Robert G. Williams	rgw_77446@yahoo.com		
R.K. Bass Electric, Inc.	Andy Bass	cheryl@basselectric.com		
RPR Construction Company,	Patricia Pinkerton	ppinkerton@rprconstruction.com		
Seraphia's Lotts	S. A. Sampson-Lott	atita@sbcglobal.net		

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JMI Contractors	Grant Jacobs Logan Sean Scott	grant@jmicontractors.com logan@jmi-contractors.com, sean@jmicontractors.com		
SpawGlass	Justin Calvin Jason Hennesey	justin.calvin@spawglass.com Jason.Hennesey@spawglass.com		
H. Karp Co.	Harry Karp	hkarpjr@yahoo.com		
Joeris Construction		acardwell@joeris.com		
Calidad LLC	Charles	cschuchardt.calidadllc@gmail.com		
Coltcam Construction	Amelie Tinajero	amelietinajero@yahoo.com		
Burgess Construction Cnslts	Lane Shelton	lshelton@burgess-inc.com		
Rogers-Obrien Construction	John Archer Anthony Oleary	jarcher@r-o.com aoleary@r-o.com		
Whiting-Turner	Tyler Quinn	Tyler.Quinn@whiting-turner.com		
Stoddard Const	Linda Nemec Keith Stoddard	LN@stoddardcmi.com ks@stoddardcmi.com		
J Carrizal Gen Const	Grace Pina	gpina@jcgenconst.com		
REC Industries	Randy Hunter	randyhunter@recind.com		
Woolsey Construction	Elijah	eli@woolseyconstruction.com		
Straight Line Mgmnt	Sherrika Arch Jeanetta Tinsley Ernesto	straightlinem@straightlinem.com jeanetta@straightlinem.com ernesto@straightlinem.com	Svr misconfgrd	
Woolsey Design Build	Glenn Roblin	glenn@woolseyconstruction.com		
Davila Construction	Vinnie Gonzales Abel Perez	vinnie@davilaconstruction.com abel@davilaconstruction.com		
Gibraltar Construction	Matt Mitchell	Matt@gibconst.com		
R.E.C. Industries	Warren Williams	warren@recind.com		
Summit Building and Design	Cecilia Ramos David Acevedo	cecilia.ramos@summitbuildinganddesig n.com David.acevedo@summitbuildinganddesi gn.com		
Al Garza Construction Inc	Al Garza	gr9151@att.net		
Alcatex Inc	Allison B Griffis	allisonb@alcatexdesign.com		
Alpha Building Corporation	Shawn Babb	sbabb@alphabuilding.com		
Alpine Engineering & Cnstrctn	Mike Hayes	alpine@alpinecompany.us		
Americana Builders	Katia Sandoval	Americanabuilders@yahoo.com		
Arkitektura Devolpment Inc.	Gerard P Contreras	condg1@yahoo.com		
Associated Contractors Inc.	Charlie Bishop	charlie.bishop@assoccontractors.com		
B&O Construction	Paul Farnum	paul@bnoconstruction.com		
B.I.T Construction Services Inc	Britanie L. Olvera	britanie@bitservicesinc.com		
Basecom Inc	Oscar Oaxaca	ooaxaca@basecominc.com		
Belfor USA Group, Inc.	Tammy Kleine	tammy.kleine@us.belfor.com		
Bocci Engineering, Llc	Lami,Lianne	lianne.lami@bocciengineering.com		
Braun & Butler Construction	Christy Willcourt	cwillcourt@braun-butler.com		
Breck General Contracting	Reese Bruechner	reese@breckgc.com		
Brown-Mckee, Inc.	Michael P. Oles	mikepoles@brownmckee.com		
Byrdson Services, Llc	Jim Griffin	jgriffin@byrdsonservices.com		
Caststone Solutions Company	Patrick Delgado	caststone_solutions@yahoo.com		

Advertisement List
Solicitation # 1908-910-65-4954
Castle Point Exterior Renovations and Site Improvements

Cdmtek	Chris Mansour	chris@cdmtek.com		
Ceda-Tex Svcs Inc	FRED ODANGA	contact@cedatex.com		
Cesar Suarez Construction Llc	Cesar Suarez	cesarsuarezconstructionllc@gmail.com		
Charles N. White Constn Co	Dominic Padilla	dominicp@whiteconst.com		
Clark's Roofing & Constructn	Clark Kunkel	latmclark@msn.com		
CMV Consulting Services	Veronica Oliver	veronica@cmvservicestx.com		
Cobos Design & Construction,	CALIXTO COBOS	cobosdc2cal@yahoo.com		
Colebrack Enterprises, Inc	Robert Bracken Jr	rob.bracken@colebrack.net		
Commercial Interiors	Robert Ahmuty	ra@ci-gc.com		
Concord Commercial Svcs.	Alan Greenwood	agreenwood@ccsinctx.com		
Construmment Group Inc	Eloina Guerrero	constrummentinc@gmail.com		
Copeland Contracting Co	Elsa Brown	ebrown@copeland-inc.com		
Creed Construction Inc.	Chester Reed	chester@creedci.com		
Cubit Contracting, Llc	Waymon Armstrong	waymon@cubitcontracting.com		
Donald Hubert Construction	Donald Hubert	dhubertco@sbcglobal.net		
Double T Construction Inc.	Richard Smith	doubletsales3@hotmail.com		
Dragon Construction, Llc	Damon Howard	dhoward@dragon-llc.com		
Elicerio Construction	Fernando Elicerio	felicerio@hotmail.com		
ERC Environmental & Const	Shelly	shoran@erc-tx.com		
Falkenberg Construction Co.,	Tony Gomez	pag@falkenbergconstruction.com		
General Contractor Services,	Teltschick, Pamela	genconser@aol.com		
Gg's Construction, Llc	Rolando Osorio	rolandooggs@gmail.com		
Golden Builders Group, Llc	Carla F. Ysuhuaylas	info@goldenbuildersgroup.com		
Grande Valley Builders, Inc.	Manuel Perez	mpgvb@aol.com		
Grayhorse Construction, Inc.	Lily Mackey	lily@Grayhorse-Construction.com		
HGR General Contractors, L.P.	Randy D Reynolds	info@hgrgc.com		
Hynes Services, Inc.	Michael W. Hynes	HynesServicesInc@aol.com		
Icon Diversified, Llc	Julie Ingram	julie.ingram@icondiversified.com		
Intercon Environmental, Inc.	Karen Andrews	karen@intercon-environmental.com		
Jacody Construction, Lp	Forrest Couch	forrest.couch@jacodyconstruction.com		
JAJ Property Services Llc	Summer Jordan	summer.jordan@jajpropertieservices.com		
James W. Turner Const	James W. Turner	info@jwtc.net		
Jaxon Construction	Daniel McKibben	Houston@JaxonConstruction.com		
John & Denise Williams Const	Denise Williams	denisewilliams3545@sbcglobal.net		
JRI Enterprise Llc	Denise Anderson	jrjenterprisellc@yahoo.com		
JSR, Inc.	Bobby D.. Greaves	bobby@jsrincorporated.com		
K. Tillman Construction Llc	Yakira Braden	yakira@ktillmanconstruction.com		
KBL Restoration, Llc	Amy M Barnes	amy@kblrestoration.com		
Kenebrew Construction	William Kenebrew	wkandcompany@gmail.com		
Lamar Contractors	Steve Louque	s.louque@lamarcontractors.com		
Landry General Enterprises,	James Landry	lgebusiness@yahoo.com		
Largin Construction Services,	Jerry Jo Largin	jerryjo@larginconstruction.com		
Lyness Construction	Ryan Lyness	ryan.lyness@lynessconstruction.com		
Mart, Inc.	Vernon Proctor	mart@martgc.com		
Maryen Services, L.L.C.	Jme Martinez	jmemartinez@maryenservices.com		
Mavich, Llc	Faith Gordon	SALES@MAVICH.COM		

Advertisement List
Solicitation # 1908-910-65-4954
Castle Point Exterior Renovations and Site Improvements

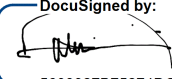
Mckenzie Jackson Construct	Cori Fields	cori@mckenziejackson.net	
Meteor Education, Llс.	Lanie Hart	bids@meteoreducation.com	
Mexzim Corporation	Ebbah Tokwe	ebbah@mexzim.com	
Mikocorp, Llс	Matthew Lindsey	matt@mikocorp.com	
Mitch Cohn Contractor	Joan Belmont	mitchcohncontractor@gmail.com	
Parallax Builders, Inc.	Mike Demko	mdemko@parallaxbuilders.com	
Piatra Inc.	Mirela Glass	info@piatrainc.com	
Post Oak Construction, Llс	Christopher Esparza	esparza716@gmail.com	
Primero Industrial Services,	James Narvaez	jnarvaez@primeroindustrialservices.co m	
Pro Finish Plus, Llс	Ralph Mondy	ProFinishPlus@gmail.com	
QA Construction Services, Inc.	Lily Gutierrez	lily@qacsi.com	
R G Renovations & Constr	Rodolfo G. Gonzalez	mrfixlaredo@gmail.com	
Riata Enterprises	Peggy A. Fritz	riata91.fritz@yahoo.com	Not found
Right Choice Development Llс	Danielle Wright	danielle@rightchoicedev.com	
RPR Construction Company,	Patricia A Pinkerton	ppinkerton@rprconstruction.com	
Sawyers Construction, Inc.	Randy Sawyers	randy@sawyersinc.com	
Setex Construction Corp.	Nathan Rivres	setex@setexconstruction.com	
Simwick Contractors Llс	Sheri Arnold	sheri@simwickgc.com	
Sisk-Robb Inc	James Sisk	JSisk@Sisk-Robb.com	
Solidbuilt Construction, Llс	Guadalupe Gomez	support@solidbuiltconstruction.net	Not found
Solis Constructors, Inc.	J Edward Lowenberg	estimating@solisconstructors.com	
Steen Construction Co., Ltd.	Susan Steen	steenltd@sbcglobal.net	
Structural Concrete Systems,	Michele Dibassie	info@scs.net	
Tates Contracting, Llс	Johnny Tateѕ	cheriseperson@gmail.com	
TDIndustries Inc	Dennis Lilley	dennis.lilley@tdindustries.com	
The Sandoval Group, Llс	Steven Sandoval	TSGConstruction.TX@gmail.com	
The Trevino Group, Inc.	Matt Baker	mbaker@trevinogroup.com	
Tommy Klein Construction,	Tommy Klein	tklein@tkleinconst.com	
TP&R Construction, L.L.C.	Nephtali Lucero	felicia@tpr-construction.com	
Trini Construction Builder Llс	Reginald Worlds	info@triniconstructionbuilder.com	
Trinity Asset Builders, Llс	Rachelle Delouis	trinityassetbuilders@gmail.com	
VAS Contracting, Llс	Victor Sepeda	vascontracting@yahoo.com	
VBX Services	Carlito Vicencio	cvicencio@vbxservices.com	
Veteran Remodeling, Inc.	Eric Taylor	eric.taylor@veteranremodeling.com	
Walling Construction Co	Daniel Walling	daniel@wallingconstruction.com	
White Construction Company	Glinn H. White, Jr.	glinn@whiteconstructioncompany.com	
Woodrose Company, Inc.	Frances Loyd	franloyd@woodrosecompany.com	
FA Nunnelly	Blaine	blaine@fanunnelly.com	
Cadence McShane Const	Web site	skasturi@cadencemcshane.com	
L. C. Mosel Co.	Jose Ceballos	jose-lcm@swbell.net	
South TX Contracting, LLC	Shelly Stansbury	shelly@southtxc.com	
Bougambilias Const	Mike Cisneros	bugconst@gmail.com	
Link Construction	Lee Robinson	lrobinson@linksconstruction.biz	
Pro Masters Remodeling	Francisco Ruiz	fruib@pmrtx.com	
GC Construction		GARCIAEZUP@gmail.com	
KoolCote Commercial	Glenn Rhines	commercial@koolcote.com	

SAN ANTONIO HOUSING AUTHORITY

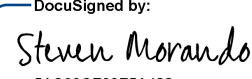
November 7, 2019

BOARD OF COMMISSIONERS

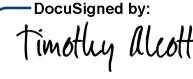
RESOLUTION 5976, AUTHORIZING THE SELECTION OF THE NRP GROUP LLC (NRP), DBA NRP LONE STAR DEVELOPMENT LLC, NRP HOLDINGS LLC, NRP MANAGEMENT LLC, AND NRP CONTRACTORS II LLC AS DEVELOPMENT PARTNER FOR ALAZAN APACHE COURTS AND AUTHORIZING THE PRESIDENT AND CEO, AND HIS DESIGNATED STAFF TO: FURTHER CLARIFY AND ENHANCE THE DEVELOPER'S PROPOSAL; NEGOTIATE A DEVELOPMENT AGREEMENT; SUBMIT APPLICATIONS FOR FINANCING; CREATE ANY LEGAL ENTITIES; EXECUTE CONTRACTS FOR CONVEYANCE OF LAND; RETAIN LEGAL COUNSEL; AND ENSURE PERFORMANCE OF ALL OTHER MATTERS IN CONNECTION THEREWITH

DocuSigned by:

 5009927075274DC...

David Nisivocca
 President and CEO

DocuSigned by:

 5AC93CF03F5A422...

Steven Morando
 Director of Procurement
 and General Services

DocuSigned by:

 B75AC7309C8B406...

Timothy E. Alcott
 Real Estate and Legal
 Services Officer

REQUESTED ACTION:

Consideration and approval regarding Resolution 5976, authorizing the selection of The NRP Group LLC (NRP), dba NRP Lone Star Development LLC, NRP Holdings LLC, NRP Management LLC, and NRP Contractors II LLC as development partner for Alazan Apache Courts and authorizing the President and CEO, and his designated staff to: further clarify and enhance the developer's proposal; negotiate a development agreement; submit applications for financing; create any legal entities; execute contracts for conveyance of land; retain legal counsel; and ensure performance of all other matters in connection therewith.

FINANCIAL IMPACT:

The terms of the affordable financing transactions would include a 60%/40% division of the developer fee between NRP and SAHA or an affiliated entity (collectively SAHA) respectively. Also proposed is a 40%/60% cash flow with SAHA receiving 60% of the cash flow. All fees associated with the inducement and management of the tax exempt bonds would be received by SAHA.

The selected development partner's response to the Request for Proposal reflects a deep understanding of the complexity of the financing strategies that might be utilized for this project. Their proforma and narrative reveal a comprehensive approach that clearly outlines opportunities to leverage resources in order to minimize the net use of SAHA's and other public funds and demonstrates a commitment to obtain and implement financing that offers SAHA a solid return on investment.

SAHA will be applying for 4% bonds. There is a limited amount of availability. Once funding is received, the parties will be able to create a development timeline.

SAN ANTONIO HOUSING AUTHORITY**November 7, 2019****SUMMARY:**

SAHA requires the services of a development partner to implement a comprehensive redevelopment project at SAHA's Alazan Apache Courts site. In its approach, the development partner was to consider in its strategy and plan both mixed income multi-family rentals, homeownership units for a broad range of income (subject to market conditions), as well as, retail and non-residential opportunities.

The selected Developer's proposed concept for Phase I of Alazan Apache Courts will contain 324 units spread across three, four and five-story buildings netting 339,228 square feet on 11.06 acres. The property units will contain approximately 20 one-bedroom, 144 two-bedroom, 108 three-bedroom, and 52 four-bedroom apartments. Unit amenities will include an open floor concept, modern cabinetry and flooring, fully equipped kitchen, granite countertops, oversized walk-in closets, high 9' ceilings with ceiling fans, covered patio/balcony, personal storage space, internet/cable ready, and carpeted bedrooms. Common area amenities will include elevator, gated community, fitness center, outdoor playground, community courtyard and picnic/BBQ areas, lounge/community room, business center, a children's activity room, on-site clothes care center, and pet friendly areas. The parking ratio of 1.81 will yield a total of 587 surface parking spaces, which will be available for residents and guests. Phase II, adjacent to Alazan Creek, would also include 324 units across 11 buildings. Both phases will include a leasing office, as well as, greenspace for residents and guests. The final designs will be created with input from the community and brought back to the Board of Commissioners for review and approval.

The redevelopment of the Alazan Apache Courts will be a joint effort between SAHA and NRP. NRP will work with SAHA to develop, construct and manage the newly developed community. A single purpose entity created/affiliated with SAHA will be the sole general partner. NRP will serve as a special limited partner and will provide any guarantees of construction, completion, operating expenses, tax credit delivery, etc. and may select an equity investor as limited partner. NRP Contractors will serve as the master subcontractor and build the development. The proposed unit mixes of both phases will offer 324 units at thirty (30%), sixty (60%) and seventy percent (70%) of the AMI, of which 33 will be PBV units and 33 will be PHA. SAHA may elect to include market rate units, as desired.

The tax exempt bond 4% tax credit proposal provides for the development of 324 units with an investment of approximately \$50,000,000.00. Because of Public Housing, demolition costs, and design, this project is heavier on the debt side and will require greater gap financing through HOME Investment Partnership Program and the Community Development Block Grant Program, local or Replacement Housing Factor Funds. Three-hundred twenty-four units will be designated at 70% AMI or below with 10% (33 units) provided for families at 30% AMI or below. The bonds would be issued to SAHA through its housing finance agency. Should SAHA so choose, market rate units may be offered as part of the unit mix.

On July 25, 2019, SAHA issued a "Request For Proposal" #1906-909-57-4940 for Development Partner for Alazan Apache Courts, which closed on September 4, 2019. The solicitation was published on the SAHA website, Electronic State Business Daily (ESBD), The Hart Beat, various other venues and direct solicited to 82 developers. A total of three proposals were received in response to the solicitation: Franklin Development Properties, Ltd., ITEX Development, LLC, and NRP Holdings, LLC. All proposals were evaluated on the following criteria: experience and capacity of development team, management plan/technical response/design concept and development plan, financing structure and plan, and strength of the developer's Section 3 and

SAN ANTONIO HOUSING AUTHORITY**November 7, 2019**

SWMBE Utilization Plans. Presentations were conducted on September 24, 2019, for the two highest rated proposers. Additionally, Best and Final Offers were requested from these two developers that were due to Procurement on September 27, 2019. Based on the above, NRP Holdings LLC is the highest rated responsive and responsible proposer and is being recommended for contract award.

The NRP Group was founded in 1995, and is based in Cleveland, Ohio, with field office locations in Lake Mary, Tampa and St. Petersburg, Florida; Atlanta, Georgia; Gaithersburg, Maryland; Burlington, Massachusetts; Detroit, Michigan; Buffalo and New York, New York; Raleigh and Charlotte, North Carolina; Pittsburg, Pennsylvania; Austin, Dallas, Houston, and San Antonio, Texas. This company is a national multifamily developer, contractor, and property manager. They offer an extensive range of projects and services to include, but not limited to, affordable housing, senior housing, student housing, luxury apartment homes, single family urban development, budget development, land development, design, building construction, general construction, project management, and property management. The NRP Group has developed over 28,000 units in twelve states, and manages over 18,000 residential units. In Texas, development has included over 10,000 units with 5,648 being in San Antonio.

This developer has received prior awards from SAHA and co-developed Mirabella Senior Apartments, San Juan Square I, San Juan Square II, the Gardens of San Juan Square, Costa Valencia, Costa Mirada, Costa Almadena and Alhambra Seniors with SAHA. They have also worked with Housing Authorities to include Beaumont Housing Authority, Housing Authority of the City of Austin, Dallas Housing Authority, Denton Housing Authority, Fort Worth Housing Authority, and Travis Housing Authority. Their San Antonio, Texas, projects include, but are not limited to, 2900 Broadmoor, Balcones Lofts, Belleza at Cresta Bella, Eagles Rest, Cevallos Lofts, Easterling Culebra Apartments, Emerald Village, Esperanza at Palo Alto, Junipers Edge, Landings at Marine Creek, Lucero Apartments, Mercantile Square, Palo Alto Apartments, Rio Lofts, Sterlingshire Apartments, The Baldwin at St. Paul Square, The Flats at Big Tex, The Kennedy at Brooks, The Starling, The Stella, The Upton at Longhorn Quarry, The Terrace at Haven for Hope, The Viridian, and Tobin Lofts.

Contract oversight will be provided by Lorraine Robles, Director of Development Services and Neighborhood Revitalization, who will monitor the vendor's adherence to contract requirements and performance. The Procurement Department will be responsible to ensure the vendor submits the Contractor's Section 3 Compliance report on a monthly basis, monitor compliance with the vendor's SWMBE subcontractor good faith utilization plan, provide annual contract performance evaluation survey to end users, and assist departments in the contract renewal or new solicitation process.

STRATEGIC GOAL:

Strategically expand the supply of affordable housing.

ATTACHMENTS:

Resolution 5976

Map

Scoring Matrix

Advertisement List

**San Antonio Housing Authority
Resolution 5976**

RESOLUTION 5976, AUTHORIZING THE SELECTION OF THE NRP GROUP LLC (NRP), DBA NRP LONE STAR DEVELOPMENT LLC, NRP HOLDINGS LLC, NRP MANAGEMENT LLC, AND NRP CONTRACTORS II LLC AS DEVELOPMENT PARTNER FOR ALAZAN APACHE COURTS AND AUTHORIZING THE PRESIDENT AND CEO, AND HIS DESIGNATED STAFF TO: FURTHER CLARIFY AND ENHANCE THE DEVELOPER'S PROPOSAL; NEGOTIATE A DEVELOPMENT AGREEMENT; SUBMIT APPLICATIONS FOR FINANCING; CREATE ANY LEGAL ENTITIES; EXECUTE CONTRACTS FOR CONVEYANCE OF LAND; RETAIN LEGAL COUNSEL; AND ENSURE PERFORMANCE OF ALL OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, on July 25, 2019, SAHA issued a Request for Proposal #1906-909-57-4940 for Development Partner for Alazan Apache Courts, which closed on September 4, 2019. Three responses were received in response to this solicitation. Presentations were conducted and Best and Final Offers were requested from the two highest rated proposers; and

WHEREAS, NRP Holdings LLC is the highest rated responsive and responsible proposer and is being recommended for contract award; and

WHEREAS, the terms of the affordable financing transactions would include a 60%/40% division of the developer fee between NRP and SAHA, respectively. Also proposed is a 40%/60% cash flow with SAHA receiving 60% of the cash flow. All fees associated with the inducement and management of the tax exempt bonds would be received by SAHA.

SAHA will be applying for 4% bonds. There is a limited amount of availability. Once funding is received, the parties will be able to create a development timeline; and

WHEREAS, staff requests the Board of Commissioners authorize the President and CEO, or designee, to execute all documents associated with this contract.

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of SAHA hereby:

- 1) Approves Resolution 5976, authorizing the selection of The NRP Group LLC, dba NRP Lone Star Development LLC, NRP Holdings LLC, NRP Management LLC, and NRP Contractors II LLC as development partner for Alazan Apache Courts and authorizing the President and CEO, and his designated staff to: further clarify and enhance the developer's proposal; negotiate a development agreement; submit applications for financing; create any legal entities; execute contracts for conveyance of land; retain legal counsel; and ensure performance of all other matters in connection therewith.
- 2) Authorizes the President and CEO, or designee, to execute all necessary documents associated with this contract.

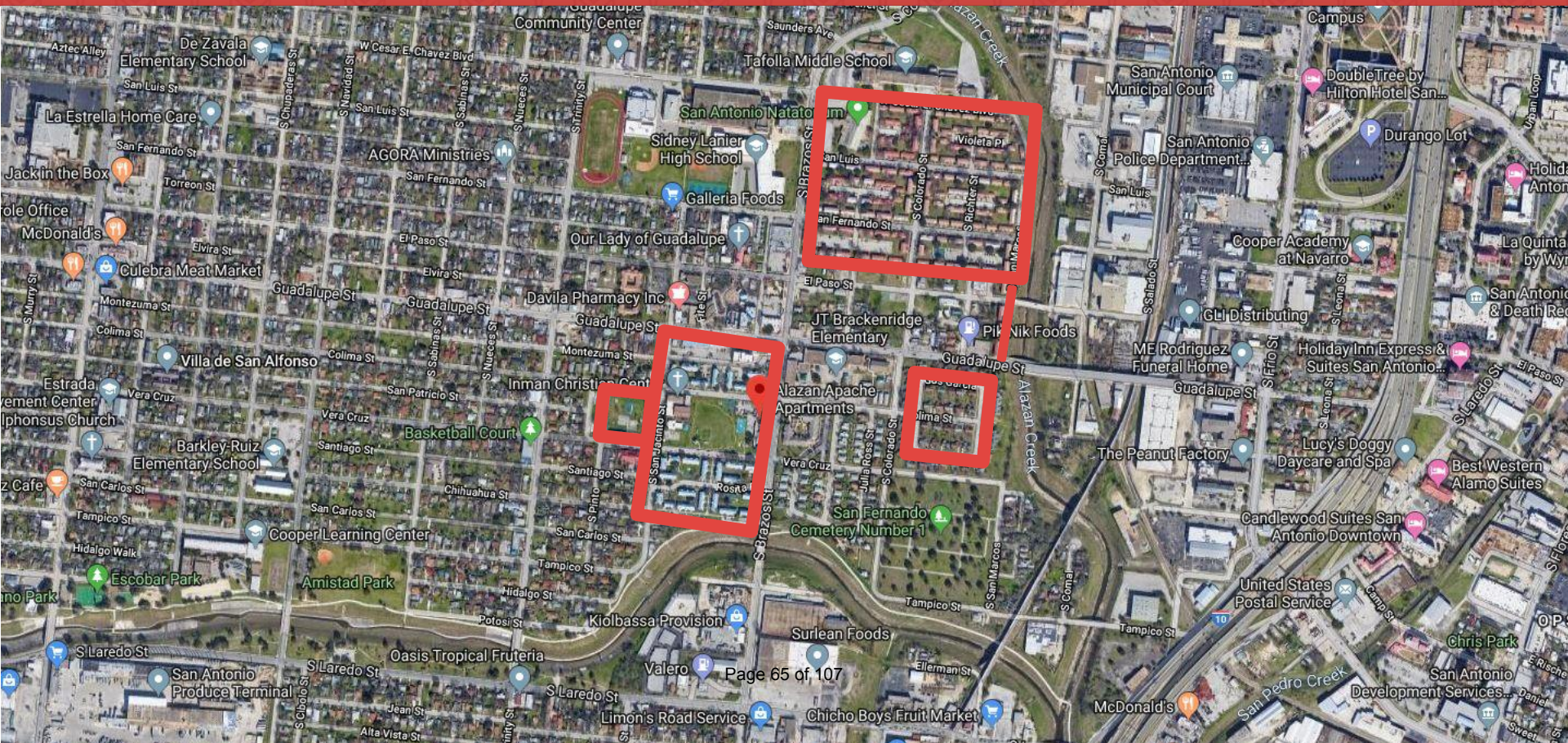
Passed and approved the 7th day of November 2019.

Morris A. Stribling, DPM
Chair, Board of Commissioners

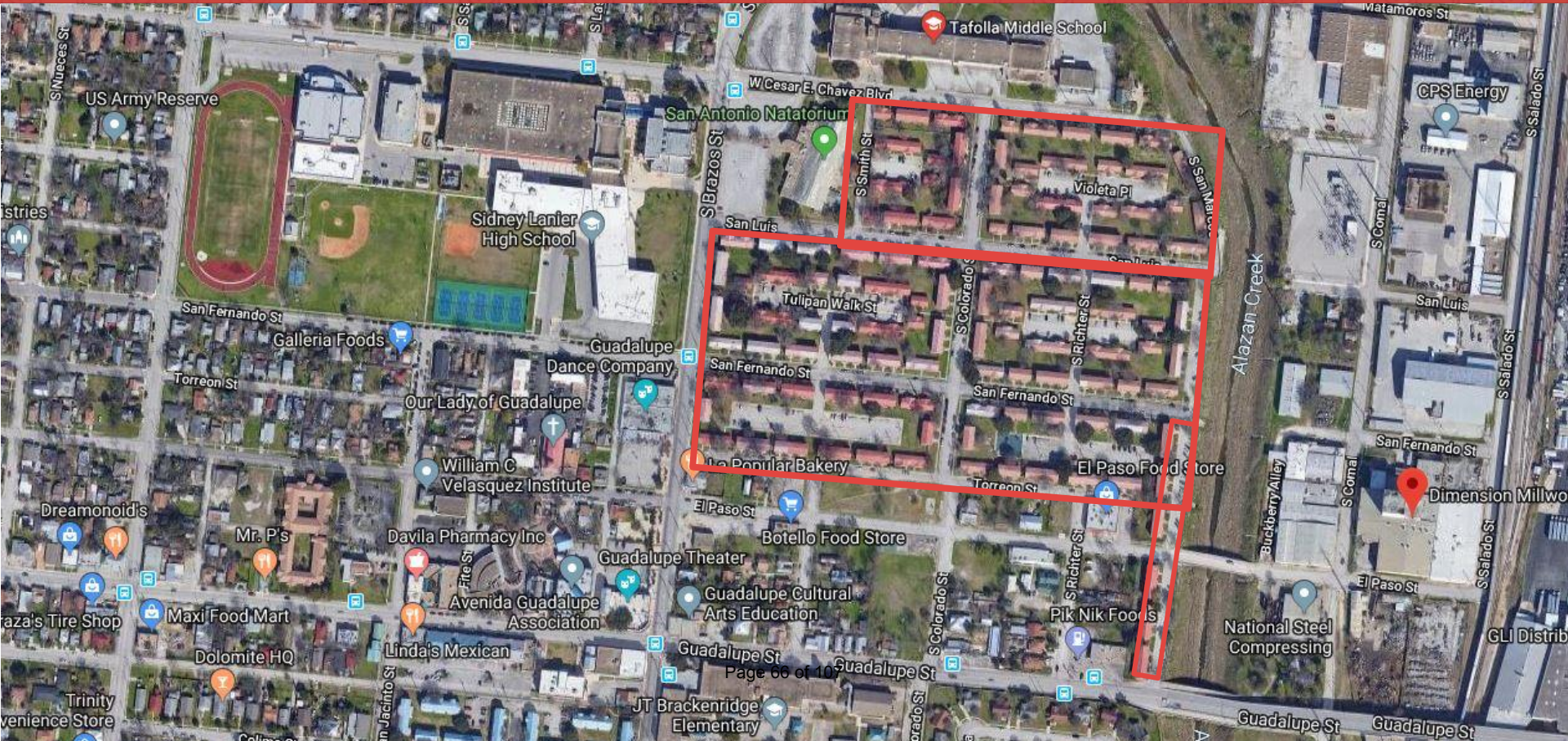
Attested and approved as to form:

David Nisivoccia
President and CEO

ALAZAN - APACHE AREA



ALAZAN



Scoring Matrix - Interviews Development Partner for Alazan Apache Courts 1906-909-57-4940			
Criterion Description	Max Points Weight	Franklin Development Properties, Ltd.	NRP Holdings LLC
Experience and Capacity of Team:	1-5 35%		
<u>Rater 1</u>		4.00	5.00
<u>Rater 2</u>		4.50	5.00
<u>Rater 3</u>		4.00	5.00
<u>Total Score</u>		12.50	15.00
<u>Average Score</u>		4.17	5.00
<u>Weighted Score</u>		1.46	1.75
Management plan, Technical Response, Design Concept and Development Plan:	1-5 25%		
<u>Rater 1</u>		5.00	4.50
<u>Rater 2</u>		4.00	5.00
<u>Rater 3</u>		5.00	4.50
<u>Total Score</u>		14.00	14.00
<u>Average Score</u>		4.67	4.67
<u>Weighted Score</u>		1.17	1.17
Financing structure and Plan:	1-5 30%		
<u>Rater 1</u>		4.00	5.00
<u>Rater 2</u>		4.00	4.00
<u>Rater 3</u>		4.00	5.00
<u>Total Score</u>		12.00	14.00
<u>Average Score</u>		4.00	4.67
<u>Weighted Score</u>		1.20	1.40
Strength of the Section 3 plan:	1-5 5%		
<u>Rater 1</u>		4.00	3.50
<u>Rater 2</u>		4.00	3.00
<u>Rater 3</u>		4.50	4.00
<u>Total Score</u>		12.50	10.50
<u>Average Score</u>		4.17	3.50
<u>Weighted Score</u>		0.21	0.18
Strength of the S/W/M/BE plan:	1-5 5%		
<u>Rater 1</u>		3.50	3.00
<u>Rater 2</u>		2.00	2.00
<u>Rater 3</u>		4.00	4.00
<u>Total Score</u>		9.50	9.00
<u>Average Score</u>		3.17	3.00
<u>Weighted Score</u>		0.16	0.15
Section 3 Preference: A firm may qualify for Section 3 status for up to an additional 5 points.			
Category I:	5 (.25)		
Category II:	4 (.2)		
Category III:	3 (.15)		
Category IV:	2/.1		
Tota Weighted Score		4.19	4.64

Scoring Matrix - Initial Evaluation-updated Development Partner for Alazan Apache Courts 1906-909-57-4940				
Criterion Description	Max Points Weight	Franklin Development Properties, Ltd.**	ITEX Development, LLC	NRP Holdings LLC
Experience and Capacity of Team:	1-5 35%			
Rater 1		4.00	4.00	5.00
Rater 2		4.50	3.00	5.00
Rater 3		4.00	4.00	5.00
Total Score		12.50	11.00	15.00
Average Score		4.17	3.67	5.00
Weighted Score		1.46	1.28	1.75
Management plan, Technical Response, Design Concept and Development Plan:	1-5 25%			
Rater 1		4.00	3.50	4.50
Rater 2		4.00	3.00	5.00
Rater 3		5.00	4.00	5.00
Total Score		13.00	10.50	14.50
Average Score		4.33	3.50	4.83
Weighted Score		1.08	0.88	1.21
Financing structure and Plan:	1-5 30%			
Rater 1		5.00	2.50	4.50
Rater 2		4.00	2.00	4.00
Rater 3		4.00	2.00	4.00
Total Score		13.00	6.50	12.50
Average Score		4.33	2.17	4.17
Weighted Score		1.30	0.65	1.25
Strength of the Section 3 plan:	1-5 5%			
Rater 1		4.00	2.00	2.00
Rater 2		4.00	2.00	3.00
Rater 3		3.00	2.00	2.00
Total Score		11.00	6.00	7.00
Average Score		3.67	2.00	2.33
Weighted Score		0.18	0.10	0.12
Strength of the S/W/M/BE plan:	1-5 5%			
Rater 1		3.00	2.00	2.00
Rater 2		2.00	2.00	2.00
Rater 3		2.00	2.00	2.00
Total Score		7.00	6.00	6.00
Average Score		2.33	2.00	2.00
Weighted Score		0.12	0.10	0.10
Section 3 Preference: A firm may qualify for Section 3 status for up to an additional 5 points.				
Category I:	5 (.25)			
Category II:	4 (.2)			
Category III:	3 (.15)			
Category IV:	2 (.1)			
Tota Weighted Score		4.14	3.01	4.43
** Claimed Section 3 Preference but Development Division does not qualify				

Advertisement List
Solicitation # 1906-909-57-4940
Development Partner for Alazan Apache Courts

Associations /Vendors	Contact Name	Email	Notes
Associations Revised as of 2/7/2019			
African American Chamber of Commerce of San Antonio	Lou Miller	blackchamber@aol.com	
Alamo Asian American Chamber of Commerce	Elva Adams	elva.adams@wellsfargo.com	
Alamo City Black Chamber Of Commerce	Bede Ramcharan	info@alamocitychamber.org	
American Council of Engineering Companies - San Antonio (ACEC-SA)	Anne Whittington	anne@acectx.org	
American Institute of Architects	Paula	paula@aiaa.org	
American Subcontractors Association	Jennifer Swinney	jennifer@asasanantonio.org	
Associated Builders and Contractors S. Texas Chapter	Steve Schultz	steve@abcsouthtexas.org	
Builders Exchange	Jeannette Olguin	jeannette@virtualbx.com	
Construct Connect		content@constructconnect.com	
CFMA		kimr@avacpa.com	
Goodwill Industries	Steven Hussain Angelique de Oliveira	shussain@goodwill.sa.org adeoliveira@goodwillsa.org	
Greater San Antonio Builders Association	Kristi Sutterfield	ksutterfield@sabuilders.com	
The San Antonio Chamber of Commerce	Dave Petersen	dpetersen@sachamber.org	
Hispanic Contractors Association de San Antonio	Clarissa Perez Dave Sanchez	exdir@hcadesa.org admin@hcadesa.org dave@hcadesa.org	
Home Depot Pro Accounts	Darren Friesenhahn	Darren_Friesenhahn@homedepot.com	
IEC	Julie Howard	jhoward@iecsanantonio.com rvasquez@iecsanantonio.com	refused refused
MCA-SMACNA		mca-smacna@mca-smacna.org	
Minority Business Council	Hector Garcia	hector@hegarciacpa.com	
National Alliance of Craftsmen Association	Victor Landa	arvelasquez01@yahoo.com	
National Association of Women in Construction (NAWIC)	Sandee Morgan	nawicerin@gmail.com nawicsatx@gmail.com	
NAWBO San Antonio	Madeline Slay	Madeline@masarchitecture.com	
Plumbing Heating Cooling Contractors Association	Heidi Timble	Heidi@phcc-sanantonio.org	
Professional Engineers in Private Practice	Diane Hoskins	bexarpepp@sbcglobal.net	

Revised 7/17/19

Advertisement List
Solicitation # 1906-909-57-4940
Development Partner for Alazan Apache Courts

Associations /Vendors	Contact Name	Email	Notes
Real Estate Council of San Antonio	Martha Mangum	martham@recsanantonio.com	
SAABE	Melodie	mg.assoc.mgmt@gmail.com	
San Antonio Board of Realtors	Suzanne	Suzanne@sabor.com	
SA Chapter of the Associated General Contractors	Dana Marsh	sanantonioagc@gmail.com	
San Antonio Hispanic Chamber of Commerce	Brianna Dimas	briannad@sahcc.org mariyaf@sahcc.org	
San Antonio Masonry Contractors Association	Debbie Mason	thesamca@gmail.com	
San Antonio Women's Chamber of Commerce	Cindy Libera	admin@sawomenschamber.org	
SmartApartmentData.com		constructionadmin@smartlocating.com	
South Central Regional Certification Agency	Charles Johnson	cjohnson@sctrca.org	
South San Antonio Chamber of Commerce	Al Arreola Jr	al@southsa.org	
Southwest Minority Supplier Diversity Council	Robert Casas	smsdc@smsdc.org gabrielle@smsdc.org	
Surety Association of South Texas, Inc.	Jim Swindle	jim@alamobonds.com	
Texas Society of Professional Engineers		jennifer@tspe.org	
TIBH Industries	Robert Olivo	robertolivo@tibh.org	
UTSA Minority Business Development Agency	Orestes Hubbard Jennifer Mort Jacqueline Jackson	orestes.hubbard@utsa.edu jennifer.mort@utsa.edu Jacqueline.Jackson@utsa.edu	
UTSA Procurement Technical Assistance Center	Terri Williams	ptac@utsa.edu	
West San Antonio Chamber of Commerce	Julie Jimenez	info@westsachamber.org julie@westsachamber.org	
Women's Business Enterprise	Avery Smith	bids@wbea-texas.org	
NAHRO	Web Site	http://nahro.economicengine.com	
Public Purchase	Web Site	www.publicpurchase.com	
Texas ESBD	Web Site	https://portal.cpa.state.tx.us/	
North San Antonio Chamber of Commerce	Web Site	https://northsachamber.chambermaster.com	
No Development Firms listed	As HUBs for Bexar	County, GC's only.	

Revised 7/17/19

Advertisement List
Solicitation # 1906-909-57-4940
Development Partner for Alazan Apache Courts

Associations /Vendors	Contact Name	Email	Notes
Homespring Residential Services	Ginger Miller Mike Hogan	gingermiller@hoganre.com mhogan@hoganre.com	
ABB Realty, Llc	William Aiyeojenku	willa@abbrealty.com	
CMC Development & Const	Christian Crenshaw	ccrenshaw@cmccorp.us	
Goodson Price Properties	Phillip Gutierres	phillip@heroeslodge.org	
MONSOON REALTY LLC	Alisha Melvin	info@monsoonrealestate.com	
Sullivan Land Services, Ltd.	Patrick Puckly,	ppuckly@sullivaninterests.com	
Haydon Building Corp	Fritz Behrhorst	fbehrrorst@haydonbc.com	
Dorado Development Co.	David Cummings III	david@doradodev.com	
Four Rivers Capital	Garrett Inman	garrett@fourriverscap.com	Access denied
Harrison Walker & Harper	Shea Johnson	sheajohnson@hwh1887.com	Rejected-invalid
Haydon Building Corp	Fritz Behrhorst	fbehrrorst@haydonbc.com	
CMC Commercial Realty Group		info@cmcrealty.com	
First Industrial Realty Group	Royal Pratt	info@firstindustrial.com	
Franklin Development	Ryan Wilson Lucila Diaz Luis Noriega	ryan@franklindev.net Lucila@franklindev.net LNoriega@franklindev.net	
Timberwood Development		sales@timberwoodpark.com	
Live Oak Gottesman		general@liveoak.com	
Carleton Residential Properties		info@carletonrp.com	
Bakke Development		info@bakkedevcorp.com	
Laramar		inquiries@laramargroup.com	
Johnson Development Corp.	Michael Smith, Co-P	Michaels@Johnsondev.com	
Koontz Corporation		marketing@koontzcorp.com	
NRP Group LLC	Beth Barker Diane Guerrero Robert Theis	BBarker@nrpgroup.com dguerrero@nrpgroup.com RThies@nrpgroup.com	
Mill Creek Residential		Info@MCRTTrust.com	Exchange Error
McCormack Barron Salazar	Louis Barnardy Monique Chavoya	Louis.Barnardy@mccormackbaron.com monique.chavoya@mccormackbaron.com	
Embrey		melder@embreydc.com	Access denied
Asset Development		jacqueH@hscorp.org	Access denied
Hunt Companies	Brenda Christman	brenda.christman@huntcompanies.com	
Pinnacle Housing	Megan De Luna Mitch Friedman Lisa Stephens	megan@pinnaclehousing.com mitch@pinnaclehousing.com lisa@pinnaclehousing.com	
CB Development Services		cbdsi@cbdsi.com	Failed delivery
Industrial Realty Grp	Tom Messmer Onno Steger	tmessmer@industrialrealtygroup.com osteger@industrialrealtygroup.com	
Lynd Company	Lucy Defendini	ldefendini@lyndworld.com	Access denied
Oaktree Development		inquiry@oakdev.com	
GID Development	James Linsey Robert Tullis	jlinsey@gid.com rtullis@gid.com	
The Brownstone Group	Steadman Grisby Andrew Leslie	stedman@thebrownstonegroup.net andrew@thebrownstonegroup.net	

Revised 7/17/19

Advertisement List
Solicitation # 1906-909-S7-4940
Development Partner for Alazan Apache Courts

Associations /Vendors	Contact Name	Email	Notes
The Dinerstein Companies	Brian Dinerstein	Brian.Dinerstein@tdc-properties.com	
Tucker development		info@tuckerdevelopment.com	
Trammell Crow	Adam Nims	anim@trammellcrow.com	
Ryan Companies	Hunter Barrier David Knoll	hunter.barrier@ryancompanies.com david.knoll@ryancompanies.com Austin@ryancompanies.com	
McAlister Development Co.	Merritt Owings Anna Rogers	mowings@mcialisterdevelopment.com arogers@mcialisterdevelopment.com	
Paladino		info@paladinoandco.com	
Urban Space		contactus@urbanspacecommercial.com	Not found
Flaherty & Collins		INFO@FLCO.COM	
HKS	Mike Nicolaus Jason Schroer	mnicolaus@hksinc.com jschroer@hksinc.com	
Michael Wibracht		michael@210dg.com	
Garcia Const Group		amatheny@garciaconstructiongroup.net	Not found
Amtex Development	Sheri Wilhelm	swilhelm@amcalhousing.com	
Amcal Housing	Mark Morgan	mmorgan@amcalhousing.com	
RedLeaf Development	Bryan Kaminski Matt Whelan Rob Shands	bkaminski@redleaf-properties.com mwhelan@redleaf-properties.com rshands@redleaf-properties.com	
Catellus Development	Gregory Weaver Jessica Reynolds Sergio Negrete	gweaver@catellus.com jreynolds@catellus.com snegrete@catellus.com	
Atlantic & Pacific Communities	Dan Wilson	dwilson@apcompanies.com	
210 Development Group	Holly Thoman David Richardson	holly@210dg.com david@210dg.com	
YNDO Com Real State		steve@yndoco.com	
Koontz Corporation		marketing@koontzcorp.com	
GFR Development	Adam Schiller Mark Granados	schiller@gfrdevelopment.com granados@gfrdevelopment.com	
Birnbaum	Mike Birnbaum Greg Mann	mbirnbaum@birnbaumproperty.com gmenn@birnbaumproperty.com	
Xylon Development		Contact@xylondevelopment.com	
Fulcrum development		fulcrum@fulcrumsa.com	
Christman		webmaster@christmanco.com	
Fallon Company		info@falloncompany.com	
Ryan	Jeff Smith	jeff.smith@ryancompanies.com	
McShane Development Co.	Kenneth Kristofek	kkristofek@conorcommercial.com	
KDC	Marc Flores	marc.flores@kdc.com	
Marque Real Estate Consllts	Daniela Medina	daniela@marqueconsultants.com	
Vesta Corporation	Kyle Ramsey	KRamsey@vestacorp.com	
Itex Development	Kenny Baugh Bobken Simonians	kenny.baugh@itexgrp.com bobken.simonians@itexgrp.com	
SAC Advisors	Ed Cross	ecross@sacadvisors.com	
AREA Real Estate	Davis Adelman	davida@areatx.com	
	Tim Cone	timothycone@gmail.com	

Advertisement List
Solicitation # 1906-909-57-4940
Government Partner for Alazan Apache

[illegible]

Attachment A Scope of Services

HOUSING AUTHORITY OF SAN ANTONIO, TEXAS REQUEST FOR PROPOSAL FOR DEVELOPMENT PARTNER FOR THE ALAZAN APACHE COURTS

I. Program Requirements

The implementation of the Choice Neighborhood Transformation Master Plan will be coordinated and developed by the selected Development Partner. The implementation plan shall be consistent with the following minimum program requirements (the "Program"):

- A. Undertake the potential demolition of the existing units of public housing.
- B. Create new mixed income residential multi-family rental and homeownership units. This will result in a new, economically viable mixed-income community that includes residential and, if feasible, non-residential uses. The community may include a mixture of affordable and market rate rental and homeownership units as determined to be viable and advantageous to the overall development plan through the master planning process. The different affordability types should be mixed across all building types and located both on and off site.
- C. Community facilities and commercial development are envisioned to be components of the development plans to be more specifically determined in the master planning process. Development partner will assist in securing agreements with area agencies, local business and governments to provide services and activities that will support the success of transforming the area to a neighborhood of CHOICE.
- D. Design the community respectful of the City's RenewSA and "***Avenida Guadalupe Neighborhood Rebuilding Plans***" and in conformance with HUD's sustainability six livability principles.
- E. Create an environmental sustainable community by creating structures and using processes that are environmentally responsible and resource efficiently throughout a building's life cycle from siting to design, construction, operation, maintenance, and meet Build San Antonio Green Level II.
- F. Pursue funding and equity sources appropriate for the redevelopment program and leverage SAHA funding in a manner than maximizes the efficiency and effectiveness of public capital.
- G. Create a diverse community that is incorporated into the larger neighborhood, strengthens the economic vitality of the area and, to the extent feasible, supports the functions of daily life including education, recreation, retail and community facilities.

-
- H. Provide public/private partnership alternatives for ownership, financing, development, property management, and community services.
 - I. Develop a human services delivery system to help meet the needs of the residents of the new community and the surrounding neighborhood, including training and employment opportunities as well as community and supportive service programs for public housing residents.
 - J. Promote Section 3 and SWM/DBE goals and objectives in constructing, developing and operating the new properties.

Role of SAHA

- A. SAHA will play the following roles in the planning and redevelopment of the Project:
 - **HUD Contact** - SAHA will manage and take responsibility for all communication with HUD, and the preparation and submission of program documents and evidentiaries and obtain all HUD approvals including but not limited to demolition/disposition approval and mixed finance approval. However, to the extent any such documents or evidentiaries are within the particular knowledge or responsibility of the Development Partner, SAHA will expect the Development Partner to prepare or assist in preparing such documents and evidentiaries as SAHA may direct.
 - **Provider of Capital Funding** - SAHA is prepared to grant, loan, or otherwise make available to the Development Partner Capital Grant or other funds for the redevelopment of the public housing units in the Project in an amount to be negotiated based upon the developer's ability to demonstrate such need. The Development Partner will be required to achieve the maximum leverage of SAHA funds by securing private, City and State funding and to secure all funding for non-public housing units. A pre-development budget will be created in consultation with SAHA and an agreement made as to how SAHA's funds will be leveraged.
 - **Provider of Operating Subsidies** - SAHA will make financial contributions toward the cost of operating the revitalized development in the form of federal operating subsidies for the public housing units. SAHA will not provide to the Development Partner any amount larger than what it receives from HUD less an amount it will retain for its monitoring and asset management functions. The provision of the operating subsidies will be contained in a Regulatory and Operating Agreement, the terms of which will be negotiated between SAHA and the selected Development Partner and approved by HUD. SAHA may also provide Section 8 Project Based Vouchers to the owner of the development.
 - **Land Owner** -It is SAHA's intent to enter into a long-term ground lease with the Owner/Entity of the project. The Development Partner shall develop the public housing units in a manner which will qualify them for any related Cooperation Agreements with the City of San Antonio, Texas as authorized by law if SAHA determines it will be in the best interest of the project.

- **Relocation** -SAHA will undertake relocation of all residents from the site and will be responsible for relocating those former residents who are eligible for returning back to the redeveloped site.
- **Disposition** -SAHA will assume primary responsibility for the disposition application for the existing public housing units, unless otherwise directed by the developer.
- **Asset Manager** -SAHA will continue to have asset management responsibilities related to the public housing units as well as all other units in which SAHA or its affiliate has an ownership interest. SAHA will monitor and enforce the terms of its Lease(s) and the Regulatory and Operating Agreements with the Development Partner and require that all housing units be managed in accordance with applicable local, state and federal requirements. **Supportive Services** -SAHA will monitor the Development Partner in designing and implementing a Community and Supportive Services Plan during the redevelopment program.

III.Role of Development Partner

Throughout the redevelopment of the Project, the Development Partner will work closely with SAHA staff, the residents, SAHA's consultants, and the City of San Antonio, Texas and its consultants. The Development Partner will be responsible for ensuring that the final Transformation Master Plan is approved, financed, and implemented. The final Transformation Master Plan must create the blueprint for a successful, stable, diverse, safe, attractive and sustainable mixed-income community. In general, the goal of the Transformation Master Plan should be to ensure that all units are produced in a manner that renders the public housing units indistinguishable from those targeting to other income groups.

A. General Duties:

- **Oversee and Implement Redevelopment Efforts** -Provide the necessary staffing, expertise, supervision and guarantees to implement all aspects of the redevelopment fully and expeditiously as required by the Master Development Agreement.
- **Hire and Manage Consultants and Contractors Necessary to Implement the Project** - Procure other consultants and/or contractors and coordinate all tasks necessary to finalize the Master Plan and implement the Project according to the Agreement. At a minimum, the Development Partner's team will need to include consultants appropriate to cover the architectural, environmental review, market analysis, geo-technical studies, civil, mechanical and electrical engineering, and any other activities deemed necessary by the Development Partner and SAHA. Respondents are strongly encouraged to demonstrate participation on their team, whether by joint-venture arrangements or otherwise, of local expertise in areas of relevance to the development process, including LIHTC financing and construction matters.

- **Maintain Communication regarding Project Progress with SAHA, HUD and the Residents** - SAHA will establish a regular schedule of team meetings, in which the Development Partner will participate. Moreover, the Development Partner will be responsible for submitting monthly progress reports to SAHA, in such formats and media as SAHA might direct, on the project status and schedule, including but not limited to design, permits, financing, resident coordination, etc.
- **Develop and Maintain Quality Control Measures** - The Development Partner is responsible for ensuring the Project is constructed and managed with the highest quality materials and workmanship. The Development Partner will be required to implement quality assurance and control measures to ensure effective performance by all parties in all aspects of the program.
- **Develop and Maintain a Detailed Development Schedule and Critical Path Schedule** - Develop and maintain a detailed schedule of events, predicated on financing deadlines that include pre- development activities, construction start, project stabilization and permanent loan close. Develop a Critical Path Schedule for all phases of construction, and lease-up and stabilization.
- **Foster Resident Involvement in Project Implementation** - Facilitate and foster the involvement of public housing residents in the design and implementation of the TP Master Plan. In cooperation with SAHA, keep residents informed of the status of the revitalization, assist in providing job opportunities for residents during and after implementation, and assist/encourage resident businesses.
- **Be Responsive to Local Community, Neighborhood, and City Interests** - Promote and maintain good relations with community and neighborhood groups, and federal, state and local governments.

B. Pre-Development Duties:

- ***Review the Market Analysis Addressing the Residential Components of the Plan*** - In order to finalize the overall development Program, assess the market analysis that will, among other things, assist in determining the proper mix of rental vs. homeownership units, subsidized vs. market rate units consistent with the Program objectives; assist in determining the proper mix of any non- residential uses including community, recreational and commercial; and confirm that proposed rents (both residential and commercial) and housing prices are supportable in the local market.
- **Master Planning Process** - Plan, coordinate and assist the comprehensive Transformation Master Planning Process that will solicit meaningful input from all Alazan residents, stakeholders, the City of San Antonio, and SAHA. It is anticipated the Master Planning Process will take several weeks with multiple charrettes and will require several versions of site plans, renderings and other media to clearly articulate the Master Planning options.
- **Prepare Final Master Plan** - In consultation with SAHA, the residents, the City of San Antonio, and other interested stakeholders, prepare a detailed final Transformation Master Plan that supports the Program goals, feasibly achieves the unit counts envisioned, and is acceptable to SAHA and HUD.

- **Develop-a Homeownership Plan (if part of the Development Program)** - In cooperation with SAHA and per HUD requirements prepare a detailed plan for any subsidized and non-subsidized homeownership opportunities proposed for public and non-public housing residents.
- **Obtain Environmental Clearances** - In collaboration with SAHA, procure the necessary consultants and prepare the necessary documents to obtain environmental clearances from all interested agencies.
- **Plans and Specifications** - The Development Partner will be responsible for the coordination of the infrastructure and building plans and specifications in accordance with SAHA's design standards which will be subject to SAHA review.

C. Financing Duties:

- **Produce an Overall (PRELIMINARY) Financing Plan** - Produce an attainable financing plan for the overall redevelopment project. The overall financing plan will be developed in conjunction with the Master Plan and market analysis. The Master Plan shall reflect the realities of the financing plan and market analysis, while the financing plan will reflect the goals of the Master Plan. The financing plan must demonstrate a sensitivity and approach in using SAHA funds in the most efficient manner, maximizing leveraging of the HUD funds to the greatest extent possible, and providing funding for community and supportive services programs for residents of the project site. **If the CNI grant is successfully awarded the following steps will be pursued in the implementation grant.**
- **Prepare the Mixed-Finance Proposal/HUD Rental Term Sheet** - Provide required information for the preparation of any Mixed-Finance Proposals ("MFP"). SAHA shall submit the Mixed-Finance Proposal to HUD for review and shall prepare the evidentiary documents for which it is responsible and shall make all evidentiary submissions to HUD (as described in the Role of SAHA).
- **Financing Application(s)** - In accordance with the Agreement, the Development Partner will be required to pursue diligently and use best efforts to obtain all financing necessary to implement the Transformation Master Plan in a timely fashion, which may include, but not be limited to, tax credits, tax-exempt bonds, state and local funds and private debt.
- **Maximize the Leveraging of Public and Private Resources** - In accordance with the Master Development Agreement, maximize the leveraging of public and private resources by pursuing all reasonable sources of financing and utilizing a variety of partners and partnerships. Take full responsibility for securing all financing sources in a timely fashion. Coordinate discussion and negotiations with financial institutions and private partners. All financing terms are subject to review and approval by SAHA.
- **Obtain Equity Investment** - Using a SAHA-approved competition process, obtain equity financing commitment on the best terms currently available.
- **Guarantees** - In accordance with the Master Development Agreement, provide all guarantees required for the successful financing of the Project, including completion guarantees, operating deficit guarantees, and tax credit adjuster or recapture guarantees and guarantees of performance under the Agreement. SAHA will require that the Development Partner demonstrate financial ability to honor the guarantees, and indicate how they intend to honor the guarantees if necessary.

- **Operating Feasibility** - As required in the Master Development Agreement, structure such reserves and other "devices" as will reasonably guarantee the long-term operating feasibility of the Project, utilizing no more subsidy than committed by SAHA.
- **Accounting/Financing** - As to be provided for in the Agreement, maintain accounting records and ensure Project financing is available at the appropriate times and utilized in the appropriate manner.

D. Construction Duties:

- **Hire Qualified General Contractors and Oversee Construction Activities** - As to be provided for in the Master Development Agreement, the Development Partner will create and implement a process for selecting the most qualified General Contractor (if the General Contractor is not identified as member of the Development Team at the time the Proposal is submitted to SAHA). During construction, the Development Partner shall provide oversight, and management as deemed necessary, of construction activities by coordinating with all development team members and attending job-site meetings to ensure the expeditious implementation of construction activities.
- **Facilitate Necessary Site Improvements** - Pursuant to the Master Development Agreement, the Development Partner shall initiate and complete site work and infrastructure construction in collaboration with SAHA.
- **Implement Development Program** - In accordance with the Master Development Agreement and the final Transformation Master Plan approved by HUD, the Development Partner will develop all improvements associated with the development program, including multi-family and single-family units, community facilities and any commercial space.

E. Ownership and Asset Management Duties:

- **Organize Ownership Entity** - Upon completion of the Transformation Master Plan and its acceptance by SAHA, the selected Development Partner will be expected to organize an ownership entity and structure approved by SAHA.
- **Ensure the Short-and Long-Term Viability of the Redeveloped Projects** - Development Partner shall develop and implement marketing, re-occupancy, asset and property management plans that will ensure the short-and long-term viability of the Project.
- **Select and Manage a Property Management Firm for the rental units** - The Development Partner has the option of identifying a Property Management Firm as a member of the Development Team at the time the Proposal is submitted to SAHA or completing a SAHA approved solicitation process to identify and select a Property Management Firm.
- **Market and Lease-up the Rental Units** - The Development Partner shall create and implement a marketing and lease-up strategy for the rental units to ensure that stabilized occupancy is achieved in compliance with all applicable financing and land use agreements.

Request for Proposals No. 1906-909-57-4940 Development Partner for Alazan Apache Courts

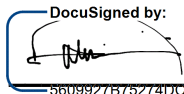
- **Market and Sell the Homeownership Units** - The Development Partner shall develop and implement a Homeownership Plan including a marketing and sales plan and abide by sales structure and programming in accordance with applicable local, state and HUD regulations.

SAN ANTONIO HOUSING AUTHORITY

November 7, 2019

BOARD OF COMMISSIONERS

RESOLUTION 5977, AUTHORIZING THE MAJESTIC RANCH APARTMENTS TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; AND AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; AND AUTHORIZING THE PURCHASE OF THE LAND FOR THE TRANSACTION AND THE LEASE OF SUCH LAND FOR THE TRANSACTION; AND AUTHORIZING THE ACQUISITION OF THE MEMBERSHIP INTEREST IN SAHT MAJESTIC LIVING GP, LLC; AND AUTHORIZING THE FINANCING FOR SUCH TRANSACTION; AND AUTHORIZING A BRIDGE LOAN FROM SAN ANTONIO HOUSING AUTHORITY IN AN AMOUNT UP TO \$2,000,000.00 IN MOVING TO WORK FUNDS (OR OTHER AVAILABLE FUNDS) TO THE PARTNERSHIP; AND AUTHORIZING SAN ANTONIO HOUSING FACILITY CORPORATION TO SERVE AS A JOINT VENTURER IN THE GENERAL CONTRACTOR; AND OTHER MATTERS IN CONNECTION THEREWITH

DocuSigned by:

 5609927B75274DC...
David Nisiovocchia
 President and CEO

DocuSigned by:

 B75AC7309C8B466
Timothy E. Alcott
 Real Estate and Legal Services Officer

REQUESTED ACTION:

Consideration and approval regarding Resolution 5977, authorizing the Majestic Ranch Apartments transaction, including the execution of all documentation necessary to carry out the transaction; and authorizing all filings and agreements with Texas Department of Housing and Community Affairs in connection with applications for low income housing tax credits; and authorizing the purchase of the land for the transaction and the lease of such land for the transaction; and authorizing the acquisition of the membership interest in SAHT Majestic Living GP, LLC; and authorizing the financing for such transaction; and authorizing a bridge loan from San Antonio Housing Authority in an amount up to \$2,000,000.00 in Moving to Work Funds (or other available funds) to the Partnership; and authorizing San Antonio Housing Facility Corporation to serve as a joint venturer in the general contractor; and other matters in connection therewith.

FINANCIAL IMPACT:

The San Antonio Housing Facility Corporation (SAHFC) will receive 25% of the developer fee (\$1,175,000.00) and 90% of the cash flow from this project (approximately \$200,000.00 per year).

SUMMARY:

On February 7, 2019, this Board approved and SAHA selected Hogan Properties Company, Inc. dba Homespring Realty Partners to develop the Majestic Ranch Apartments, a new 288-unit multifamily project located at 4862 Callaghan Road and 118 Woodside Drive. As is our process, we informed the Board that we would bring this agenda item back to the Board once the financing was in place. The project is expected to cost approximately \$46,084,260.00 and will be

SAN ANTONIO HOUSING AUTHORITY**November 7, 2019**

a 4% tax credit project with all of the units leased to families at or below 60% of the area median income.

Rents on the project will be restricted to the following amounts:

Number of Bedrooms	Number of Units	Size (square feet)	Rent
1BR/1BA	24	761	\$798
1BR/1BA	24	761	\$798
1BR/1BA	48	761	\$798
1BR/1BA	4	778	\$798
2BR/2BA	156	982	\$958
3BR/2BA	32	1,202	\$1,107

These rents will be adjusted annually to reflect 30% of 60% of the area median income. The rent and income restrictions will remain in place for the next 30 years.

We are now asking the Board to authorize SAHFC'S participation in the project. SAHFC will create a limited liability company to serve as the general partner in the tax credit partnership, which will construct and own the project. SAHFC will also own the land and lease it to the tax credit partnership. Finally, they will serve as a joint venturer in the contractor for the project, which will enable the project to obtain a sales tax exemption.

SAHFC will have the option to acquire the project at the end of the 15-year compliance period for a price equal to the outstanding debt, exit taxes and other amounts owed to the limited partners under the partnership agreement.

The project will be financed with \$23,000,000.00 of tax exempt bonds issued by the San Antonio Housing Trust Finance Corporation, because they received a volume cap application for this project almost three years ago. Permanent financing will be provided by Bellwether Capital pursuant to a HUD loan in the amount of approximately \$29,200,000.00. The tax credits will be sold to CREA Real Estate for approximately \$15,286,199.00.

In order to facilitate the project, SAHA previously authorized a bridge loan to the project in an amount not to exceed \$2,000,000.00 in Moving to Work Funds or other available funds. The loan will be secured by the partnership interests in the partnership and is anticipated to be paid back prior to the completion of construction.

The Board of Commissioners is authorizing the financing for this project and execution of all of the documents necessary for the project.

STRATEGIC GOAL:

Strategically expand the supply of affordable housing.

ATTACHMENTS:

Resolution 5977

Map of Project Location

Photo/Project Rendering

CERTIFICATE FOR RESOLUTION

The undersigned officer of the San Antonio Housing Authority authorizes its affiliated entity, the San Antonio Housing Facility Corporation, a Texas nonprofit corporation created pursuant to the laws of the State of Texas (SAHFC) hereby certifies as follows:

1) In accordance with its bylaws, the Board of Commissioners of SAHA (Board) held a meeting on November 7, 2019 (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 5977, AUTHORIZING THE MAJESTIC RANCH APARTMENTS TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; AND AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; AND AUTHORIZING THE PURCHASE OF THE LAND FOR THE TRANSACTION AND THE LEASE OF SUCH LAND FOR THE TRANSACTION; AND AUTHORIZING THE ACQUISITION OF THE MEMBERSHIP INTEREST IN SAHT MAJESTIC LIVING GP, LLC; AND AUTHORIZING THE FINANCING FOR SUCH TRANSACTION; AND AUTHORIZING A BRIDGE LOAN FROM SAN ANTONIO HOUSING AUTHORITY IN AN AMOUNT UP TO \$2,000,000.00 IN MOVING TO WORK FUNDS (OR OTHER AVAILABLE FUNDS) TO THE PARTNERSHIP; AND AUTHORIZING SAN ANTONIO HOUSING FACILITY CORPORATION TO SERVE AS A JOINT VENTURER IN THE GENERAL CONTRACTOR; 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 SAHA.

SIGNED AND SEALED this 7th day of November, 2019.



David Nisivoccia
President and CEO

**San Antonio Housing Authority
Resolution 5977**

RESOLUTION 5977, AUTHORIZING THE MAJESTIC RANCH APARTMENTS TRANSACTION, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; AND AUTHORIZING ALL FILINGS AND AGREEMENTS WITH TEXAS DEPARTMENT OF HOUSING AND COMMUNITY AFFAIRS IN CONNECTION WITH APPLICATIONS FOR LOW INCOME HOUSING TAX CREDITS; AND AUTHORIZING THE PURCHASE OF THE LAND FOR THE TRANSACTION AND THE LEASE OF SUCH LAND FOR THE TRANSACTION; AND AUTHORIZING THE ACQUISITION OF THE MEMBERSHIP INTEREST IN SAHT MAJESTIC LIVING GP, LLC; AND AUTHORIZING THE FINANCING FOR SUCH TRANSACTION; AND AUTHORIZING A BRIDGE LOAN FROM SAN ANTONIO HOUSING AUTHORITY IN AN AMOUNT UP TO \$2,000,000.00 IN MOVING TO WORK FUNDS (OR OTHER AVAILABLE FUNDS) TO THE PARTNERSHIP; AND AUTHORIZING SAN ANTONIO HOUSING FACILITY CORPORATION TO SERVE AS A JOINT VENTURER IN THE GENERAL CONTRACTOR; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, Majestic SA Apartments, LP, a Texas limited partnership (Partnership), and SAHT Majestic Living GP, LLC, a Texas limited liability company and its general partner (General Partner), have been formed to acquire and construct a 288-unit multifamily housing facility (Housing Facility) to be located at 4862 Callaghan Road and 118 Woodside, San Antonio, Texas (Project); and

WHEREAS, at the request of the Partnership, San Antonio Housing Facility Corporation (SAHFC) has agreed to (i) serve as the sole member of the General Partner of the Partnership in connection with the financing of the Project, (ii) acquire the Land and lease it to the Partnership pursuant to a Ground Lease (Ground Lease), and (iii) serve as a joint venturer of the general contractor for the Project; and

WHEREAS, the Partnership has requested that the San Antonio Housing Trust Finance Corporation (Issuer) issue its Multifamily Housing Revenue Bonds (Majestic Ranch Apartments Project) Series 2019 or 2020 (Bonds) to finance the Project (Bond Financing); and

WHEREAS, the Issuer will issue the Bonds in an amount not to exceed \$23,000,000.00 and loan such proceeds to the Partnership; and

WHEREAS, in connection with the Bond Financing, the Partnership, the General Partner, and/or SAHFC will be required to enter into certain agreements, including but not limited to, a Trust Indenture, Loan Agreement, a Note, a Regulatory Agreement and Declaration of Restrictive Covenants, a Deed of Trust, Assignment of Rents, Security Agreement, and Fixture Filing together with Ground Lessor Subordination and Joinder, a Ground Lease, an Official Statement, a Bond Purchase Agreement, and Remarketing Agreement (Bond Documents); and

WHEREAS, in connection with the financing, the Partnership will also obtain a loan from Bellwether Enterprise, as lender, secured by the United States Department of Housing and Urban Development pursuant to Section 221(d)(4) of the National Housing Act (HUD Loan) in an amount not to exceed \$29,200,000.00; and

WHEREAS, in connection with the execution of the HUD Loan, the Partnership, the General Partner, and/or SAHFC will be required to enter into certain agreements, including but not limited to, a Firm Commitment, a Note, a Multifamily Deed of Trust, Assignment of Rents and Security Agreement together with a Ground Lessor Subordination and Joinder, a Regulatory Agreement, a Replacement Reserve Agreement, Certificates of Borrower, and a Subordination Agreement (collectively, the HUD Documents); and

WHEREAS, the Developer, on behalf of the Partnership, has applied for approximately \$15,286,199.00 in low income housing tax credits (LIHTCs) from the Texas Department of Housing and Community Affairs (TDHCA); and

WHEREAS, in connection with the application for LIHTCs, it is anticipated that the Partnership, General Partner and/or SAHFC will be required to execute, complete and deliver various applications, agreements, documents, certificates and instruments to TDHCA (TDHCA Documents); and

WHEREAS, the Partnership will contribute approximately \$15,286,199.00 of equity to the construction of the Project, which will be raised from the sale of tax credits to CREA Majestic Ranch Apartments, LLC or an affiliate of such entity (Equity Financing); and

WHEREAS, in connection with the Equity Financing, the Partnership, the General Partner, and/or SAHFC will be required to enter into certain agreements, including but not limited to, an Amended and Restated Agreement of Limited Agreement, a Development Agreement, Incentive Management Agreement, Property Management Agreement, a Right of First Refusal Agreement, and closing certificates (Equity Documents); and

WHEREAS, in order to provide additional funding for the Project, the Partnership may enter into one or more subordinate loans, including but not limited to, a Community Development Block Grant loan from the City of San Antonio in the amount of \$1,250,000.00 (Subordinate Loans); and

WHEREAS, in connection with the Subordinate Loans, the Partnership, the General Partner, and/or SAHFC will be required to enter into certain agreements, including but not limited to, a CDBG Program Agreement, a CDBG Real Estate Lien Note, a CDBG Deed of Trust, a CDBG Assignment of Leases and Rentals and a CDBG Declaration of Restrictive Covenant and any other ancillary agreements (Subordinate Loan Documents); and

WHEREAS, in order to provide additional funding for the Project, SAHA has authorized a bridge loan to the Partnership in an amount up to \$2,000,000.00 with an interest rate of 3.5% in Moving to Work funds (or other available funds) (Bridge Loan) for the Project; and

WHEREAS, in connection with the Bridge Loan, the Partnership, the General Partner, SAHA and/or SAHFC will be required to enter into certain agreements, including but not limited to, loan agreements, partnership interest pledge agreements, assignments, notes, and subordination agreements (Bridge Loan Documents); and

WHEREAS, to reduce the cost of the Project by eliminating the sales tax on the construction of the Project, SAHFC will serve as a joint venturer in the general contractor and enter into any required construction contracts and ancillary documents (Construction Documents); and

WHEREAS, the members of the Board of Commissioners of SAHA (Board) and their respective offices are as follows:

<u>Name of Board/Officer</u>	<u>Position</u>
Morris A. Stribling	Chair, Board of Commissioners
Jessica Weaver	Vice Chair, Board of Commissioners
Charles Clack	Commissioner
Jo-Anne Kaplan	Commissioner
Sofia A. Lopez	Commissioner
Marie R. McClure	Commissioner
David Nisivoccia	President/CEO
Timothy E. Alcott	Real Estate and Legal Services Officer
Ed Hinojosa	Chief Financial Officer
Muriel Rhoder	Chief Administrative Officer

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 Partnership may construct the Project; and

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

NOW, THEREFORE, BE IT RESOLVED that the Board of Commissioners of SAHA hereby approves:

Section 1. The Project, the various forms of financing contemplated for the Project, including but not limited to, the Bond Financing, the Equity Financing, the Subordinate Financing, the Bridge Loan and the HUD Loan, and the terms of the Bond Documents, the Equity Documents, the Subordinate Loan Documents, the Construction Documents, the Bridge Loan Documents and the HUD Documents, are hereby authorized and approved.

Section 2. The President, any Vice President, the Secretary, the Treasurer, the Executive Director, any Assistant Secretary, or any of them, are hereby authorized to execute any and all documentation required for the financing and construction of the Project, including, but not limited to, the Bond Documents, the Equity Documents, the Subordinate Loan Documents, the Construction Documents, the Bridge Loan Documents, the HUD Documents, the Lease covering the Land, and all other documents relating to the Bond Financing, HUD Loan, the Equity Financing and the Subordinate Financing and the Bridge Loan to which the Partnership, the General Partner, SAHA and/or SAHFC is a party.

Section 3. The purchase of the Land, the lease of the Land, the acquisition of membership interest in the General Partner by SAHFC, and the role of SAHFC as a joint venturer of the general contractor for the Project are approved and the President, any Vice President, the Secretary, the Treasurer, the Executive Director, and any Assistant Secretary, or any of them, are hereby authorized to execute the documents required to be executed by SAHFC in order to effect such transactions.

Section 4. The President, any Vice President, the Secretary, the Treasurer, and the Executive Director, any Assistant Secretary, or any of them, and, if required by the form of the document, the Secretary and any Assistant Secretary, or any of them, of SAHFC are authorized and directed to modify, execute and deliver any of the documents to be signed by or consented to by SAHFC, and any and all certificates and other instruments necessary to carry out the intent thereof and hereof. The President, any Vice President, the Secretary, the Treasurer, the Executive Director, any Assistant Secretary, or any of them, are authorized to negotiate and approve such changes in, or additions to, the terms of any of the documents, including amendments, renewals, and extensions, as such officers shall deem necessary or appropriate upon the advice of counsel to SAHFC, and approval of the terms of any of the documents by such officers and this Board shall be conclusively evidenced by the execution and delivery of such documents.

Section 5. 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.

Section 6. If any section, paragraph, clause, or provisions 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.

Section 7. 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.

Section 8. 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.

Section 9. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 10. This Resolution shall be in force and effect from and after its passage.

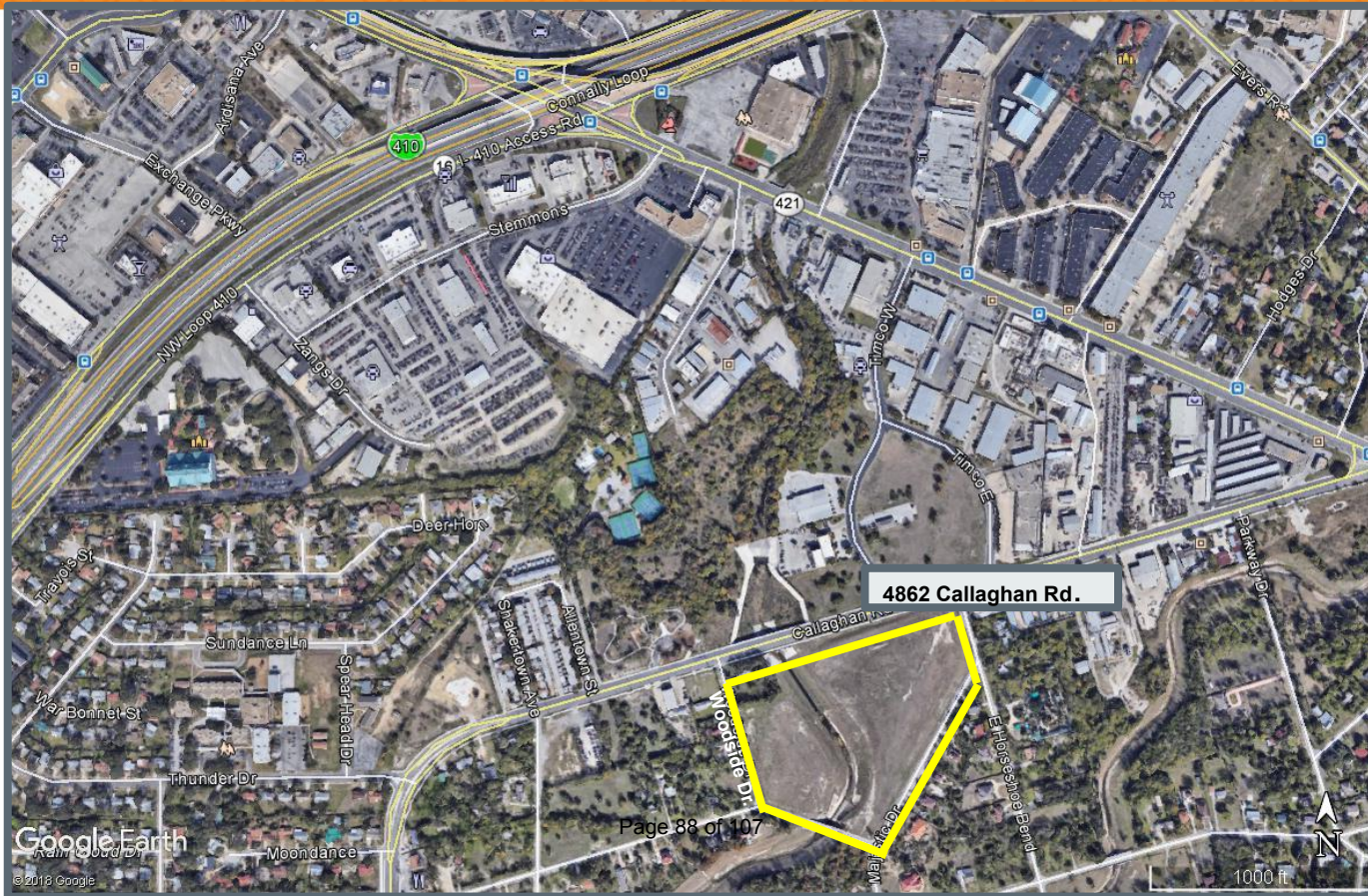
Passed and approved the 7th day of November 2019.

Morris A. Stribling, DPM
Chair, Board of Commissioners

Attested and approved as to form:

David Nisivoccia
President and CEO

MAJESTIC RANCH - MAP



MAJESTIC RANCH - CLUBHOUSE



MAJESTIC RANCH - UNITS



MAJESTIC RANCH - SITE RENDERING



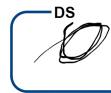
SAN ANTONIO HOUSING AUTHORITY**November 7, 2019****MEMORANDUM**

To: Board of Commissioners

From: David Nisivoccia, President and CEO

Presented by: Steven Morando, Director of Procurement and General Services

RE: Procurement Activity Report

**HUD 60002 Report - Section 3**

Each year, SAHA submits its U.S. Department of Housing and Urban Development (HUD) 60002 Report, which summarizes the results of new contracts awarded to Section 3 businesses and Section 3 new hires by SAHA and its contracted vendors. The FY18 and FY19 report combines all funding sources. Goals are thirty percent for Section 3 new hires, ten percent for Construction Awards to Section 3 businesses and three percent for Non-Construction Awards to Section 3 Businesses.

This report includes the results of the past two fiscal years, which have been submitted to HUD.

For the fiscal year ended June 30, 2018, SAHA's results were as follows:

SAHA Section 3 New Hires	33%*
Section 3 Vendor New Hires	51%*
Combined	46%
Construction Awards to Section 3 Businesses	1%
Non-Construction Awards to Section 3 Businesses	18%

For the fiscal year ended June 30, 2019, SAHA's results are as follows:

SAHA Section 3 New Hires	41%*
Section 3 Vendor New Hires	50%*
Combined	47%
Construction Awards to Section 3 Businesses	3%
Non-Construction Awards to Section 3 Businesses	33%

*Percent of Section 3 New Hires are a percent of total news hires for the period.

The attachment to this memo shows the breakdown for the HUD 60002 report for fiscal years 2018 and 2019.

Current Solicitations: There are currently two Requests For Proposals (RFP) and one Invitation For Bids (IFB) being advertised. The Requests for Proposals are for Mowing and Ground Maintenance for Various Public Housing Properties and Retirement Plan Investment Advisory Services. The Invitation For Bids are for Churchill Estates and Encanta Villa Apartments, Exterior Improvements and New HVAC and Water Heaters.

SAN ANTONIO HOUSING AUTHORITY**November 7, 2019**

Closed/Pending Solicitations: There are nine solicitations that have closed and are currently being evaluated. The nine solicitations include Submeter Repair and Upgrade for Legacy at Crown Meadows, Demolition of House and Driveway at 1323 N. Walters Street, Apartment Marketing Services for Beacon Communities, Pre-Construction and General Contracting Services for SAHA EPC II, Elevator Maintenance and Repair Services - Agency Wide, Utility Submeter Billing Services for Beacon Communities, Tax Credit Consulting Services, New Affordable Home Construction Services for Villas de Fortuna (REBID), and Roof Replacements at Parkview Apartments.

Solicitations in Development: Procurement is currently working on a number of solicitations for advertisement. These include Unit Make Ready Painting Services for Beacon Communities, Bulk Waste Pickup Services, Public Relations Consulting Services, Printing and Publication Services, La Providencia Apartments Exterior Renovations and Site Improvements, Burning Tree Apartments Exterior Renovations and Site Improvements, Pecan Hill Plumbing Repair for Foundation Stabilization and Tree Plan, On Site Construction Security Cameras and Monitoring Services - Mirasol Neighborhoods, Demolition of House at 1071 Poinsettia, Development Partners for SAHA Projects - Pool, Financial and Compliance Audit Services, HUD Consulting and Guidance Services, Move SAHA JDE Financial Software to Cloud Hosting Infrastructure, Financial Consulting Services for SAHA Employees Pension Plan, Remodel of Vacant Units for ConnectHome Computer Lab and Supportive Services Offices (REBID), Pest Control Services for Public Housing Properties, Third Party Fleet Maintenance Services, Vending Concessions - Agency Wide, Maintenance and Repair Services for Residential HVAC Systems - Agency Wide, Welding Services - Agency Wide and Collection Services - Agency Wide.

CHANGE ORDERS

Date	Contract	Contractor	Description
7/1/2019	Cloud Communication and Collaboration Solution	RingCentral	Transitioning Beacon property added; no additional funds added to Agreement
7/1/2019	Emergency 911 Phone Equipment and Services	On Guard	Transitioning Beacon property added; no additional funds added to Agreement
7/1/2019	Inspection Service and Replacement of Fire Extinguishers	AC Fire Equipment	Transitioning Beacon property added; no additional funds added to Agreement
7/1/2019	Fire Alarm and Fire Sprinkler Life Safety Systems Inspections Testing and Repair	Firetrol Protection Systems	Transitioning Beacon property added; no additional funds added to Agreement
7/1/2019	Housekeeping Services for	Garcia Brothers	Transitioning Beacon

SAN ANTONIO HOUSING AUTHORITY**November 7, 2019**

	Beacon	Make Ready & Repairs	property added; no additional funds added to Agreement
7/1/2019	Painting Services for Beacon Communities	A&S Landscaping	Transitioning Beacon property added; no additional funds added to Agreement
7/1/2019	Painting Services for Beacon Communities	Garcia Brothers Make Ready & Repairs	Transitioning Beacon property added; no additional funds added to Agreement
7/1/2019	Pest Control Services for Beacon Communities	Massey Services	Transitioning Beacon property added; no additional funds added to Agreement
7/1/2019	Pest Control Services for Beacon Communities	Pest Management	Transitioning Beacon property added; no additional funds added to Agreement
7/1/2019	SwimmingPool Maintenance and Repair Services	Labrum Investments dba Fiesta Pool Services	Transitioning Beacon property added; no additional funds added to Agreement
7/1/2019	Utility Billing Services	Guardian Water and Power	Transitioning Beacon property added; no additional funds added to Agreement
7/1/2019	Waste Disposal and Recycling Services	Waste Management	Transitioning Beacon property added; \$14,767.32 added to this Agreement
7/17/2019	Operational and Organizational Assessment Consulting Services	Nan McKay and Associates	Time only extension through 9/30/2019
7/26/2017	Phillis Wheatley Park Hardscape Construction	Straight Line Management	Sodding in lieu seeding; increase in contract value \$7,196.97
8/1/2019	Towing Services Agency Wide	Parking Solutions of San Antonio	Transitioning Beacon property added; no

SAN ANTONIO HOUSING AUTHORITY**November 7, 2019**

			additional funds added to the Agreement
8/13/2019	Compensation Study and Pay Range Review	Human Capital Initiatives	Time only extension through 12/31/2019
8/16/2019	Phillis Wheatley Park Hardscape Construction	Straight Line Management	Additional park furnishings (2 pet waste stations, 3 benches, and six trees with associated irrigation; increase in contract value \$15,056.74
9/1/2019	Insurance Broker of Record: property casualty and workers compensation	McGriff Seibels and Williams, Inc.	Time only extension through 9/30/2019
9/6/2019	Elevator Maintenance and Repair Services	Schindler	Time only extension through 11/30/2019
9/15/2019	HR Consulting Services	Teachout and Associates	Time only extension through 10/31/2019
9/30/2019	Operational and Organizational Assessment Consulting Services	Nan McKay and Associates	Time only extension through 11/30/2019

VEHICLE PURCHASES

Description	Price	Dealer	SAHA User Department	Cooperative
2019 Ford Transit	\$23,868.00	Sam Pack's Five Star Ford	General Services	State of Texas Purchasing Cooperative
2019 Ford Fusion	\$25,786.00	Sam Pack's Five Star Ford	Development Services	State of Texas Purchasing Cooperative

PROPOSED ACTION:

None at this time.

FINANCIAL IMPACT:

Amounts paid according to award provisions.

SAN ANTONIO HOUSING AUTHORITY

November 7, 2019

STRATEGIC OBJECTIVE:

Transform core operations to be a high performing and financially strong organization.

ATTACHMENT:

Procurement Activity Report

Section 3 HUD 60002 Report Figures

Procurement Activity Report as of October 22, 2019

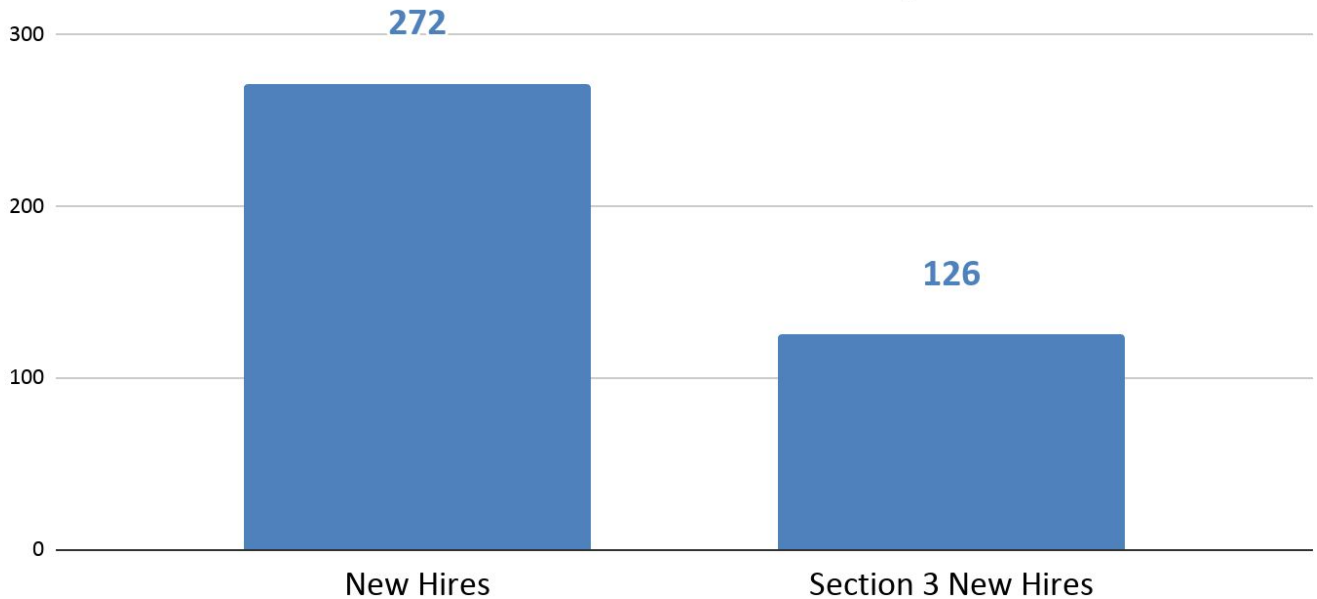
Solicitations Currently being Advertised				
SAHA Department	Type	Solicitation Name	Bidders Conference	Closes
Public Housing	RFP	Mowing and Ground Maintenance for Various Public Housing Properties	10/10/2019	10/24/2019
Construction Services	IFB	Churchill Estates and Encanta Villa Apts Exterior Improvements and New HVAC and Water Heaters	10/22/2019	10/30/2019
Human Resources	RFP	Retirement Plan Investment Advisory Services	10/14/2019	10/31/2019
Solicitations Under Evaluation				
SAHA Department	Type	Solicitation Name	Date Closed	Status
Innovative Technology	DIR	Renewal and Change in the Pricing Model for Unlimited Licenses and Paperless Signature Transactions for SAHA Wide Implementation	N/A	Board Meeting November 7, 2019
Beacon Communities	RFP	Castle Point Rehabilitation and Site Improvements (REBID)	9/20/2019	
Development Services	RFP	Development Partner for Alazan Apache Courts	9/4/2019	
Beacon Communities	IFB	Submeter Repair and Upgrade for Legacy at Crown Meadows	9/27/2019	Negotiation Due Diligence Procurement Evaluation
Development Services	QQ	Demolition of House and Driveway at 1323 N. Walters Street	9/27/2019	
Beacon Communities	RFP	Apartment Marketing Services for Beacon Communities	9/30/2019	
Construction Services	RFP	Pre-Construction and General Contracting Services for SAHA EPC II	10/11/2019	
Construction Services	RFP	Elevator Maintenance and Repair Services	10/11/2019	
Beacon Communities	IFB	Utility Sub-meter Billing Services for Beacon Communities	10/11/2019	
Development Services	QQ	Tax Credit Consulting Services	10/18/2019	
Development Services	RFP	New Affordable Home Construction Services for Villas de Fortuna	10/21/2019	
Construction Services	COOP	Roof Replacements at Parkview Apartments	N/A	
Future Solicitations				
Beacon Communities		Unit Make Ready Painting Services for Beacon Communities	October 2019	
		Bulk Waste Pickup Services	November 2019	
Communications and Public Affairs		Public Relations Consulting Services	November 2019	
		Printing and Publication Services	November 2019	
Construction Services		La Providencia Apartments Exterior Renovations and Site Improvements	November 2019	
		Burning Tree Apartments Exterior Renovations and Site Improvements	November 2019	
		Pecan Hill Plumbing Repair for Foundation Stabilization and Tree Plan	November 2019	
Development Services		On Site Construction Security Cameras and Monitoring Services - Mirasol Neighborhoods	December 2019	
		Demolition of House at 1071 Poinsettia	January 2020	
		Development Partners for SAHA Projects - Pool	January 2020	
Finance		Financial and Compliance Audit Services	October 2019	
		HUD Consulting and Guidance Services	October 2019	
Human Resources		Financial Consulting Services for SAHA Employees Pension Plan	October 2019	
Innovative Technology		Move SAHA JDE Financial Software to Cloud Hosting Infrastructure (GSA)	October 2019	
Procurement and General Services		Third Party Fleet Maintenance Services	January 2020	
Public Housing		Remodel of Vacant Units for ConnectHome Computer Lab and Supportive Services Offices (REBID)	October 2019	
		Pest Control Services for Public Housing Properties	November 2019	
Agency Wide		Vending Concessions for SAHA - Agency Wide	October 2019	
		Maintenance and Repair Services for Residential HVAC Systems - Agency Wide	November 2019	
		Welding Services - Agency Wide	November 2019	
		Collection Services - Agency Wide	November 2019	

Informal Awards Up to \$50,000

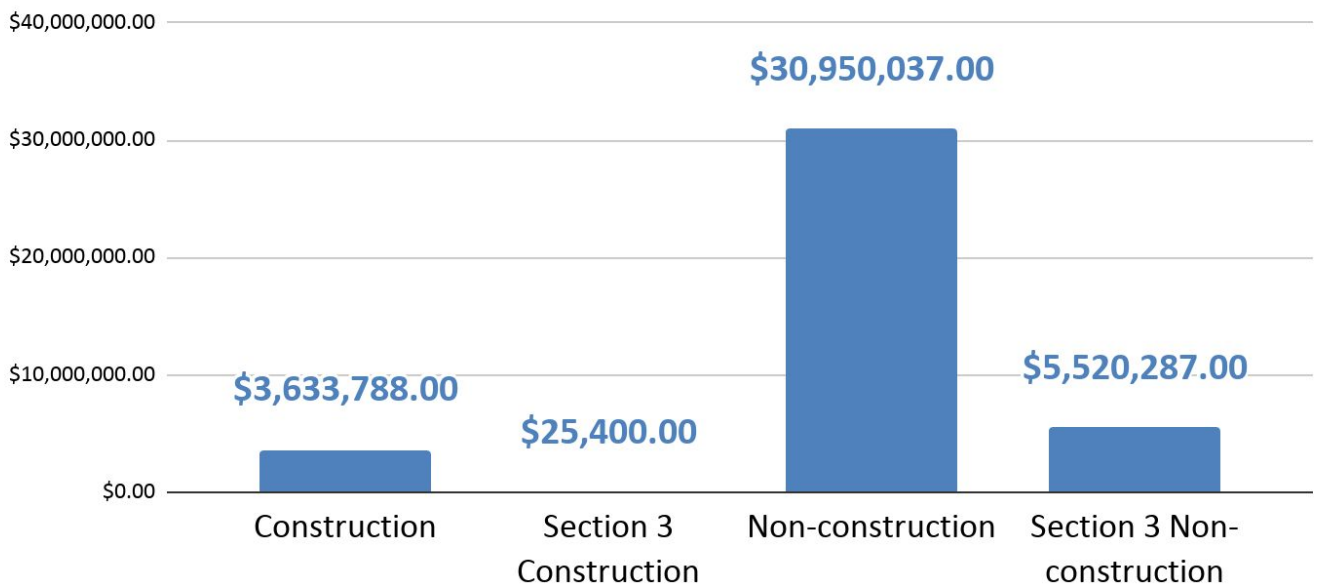
SAHA Department	Solicitation Name	Vendor	Amount	Date
Public Housing	Flooring Repairs at 1527 San Carlos	R&J Muniz Remodeling	\$2,789.00	9/20/2019
Beacon Communities	Repair Stair Structures and Replace Stair Treads at Pecan Hill Apartments	Geofill Material Technologies	\$12,460.00	9/24/2019
Public Housing	Security Fence Repair at Cassiano	R&J Muniz Remodeling	\$3,612.00	9/25/2019
Beacon Communities	Exterior and Interior Repairs at Pecan Hill Apartments, Unit 117	All Pro General Construction	\$31,536.00	9/27/2019
Beacon Communities	Painting of Units at Towering Oaks	R&J Muniz Remodeling	\$4,450.00	10/3/2019
Beacon Communities	Stucco Repair at Sunshine Plaza	R&J Muniz Remodeling	\$2,970.00	10/3/2019
Human Resources	One day Team Building	Habitat for Humanity of San Antonio	\$8,000.00	10/3/2019
Public Housing	Cabinet Replacement at Pin Oak II, Unit 1101	EA Contractor	\$2,985.00	10/7/2019
Human Resources	Sexual Harassment Training	Housing Telecommunications, Inc.	\$11,246.00	10/7/2019
Public Housing	Kitchen Cabinets at Francis Furey, Unit 501	Garcia Brothers Make Ready and Repairs	\$2,995.00	10/10/2019

SAN ANTONIO HOUSING AUTHORITY

FY 2018 - Section 3 Annual HUD 60002 Report - New Hires



FY 2018 - Section 3 Annual HUD 60002 Report - Contract Awards

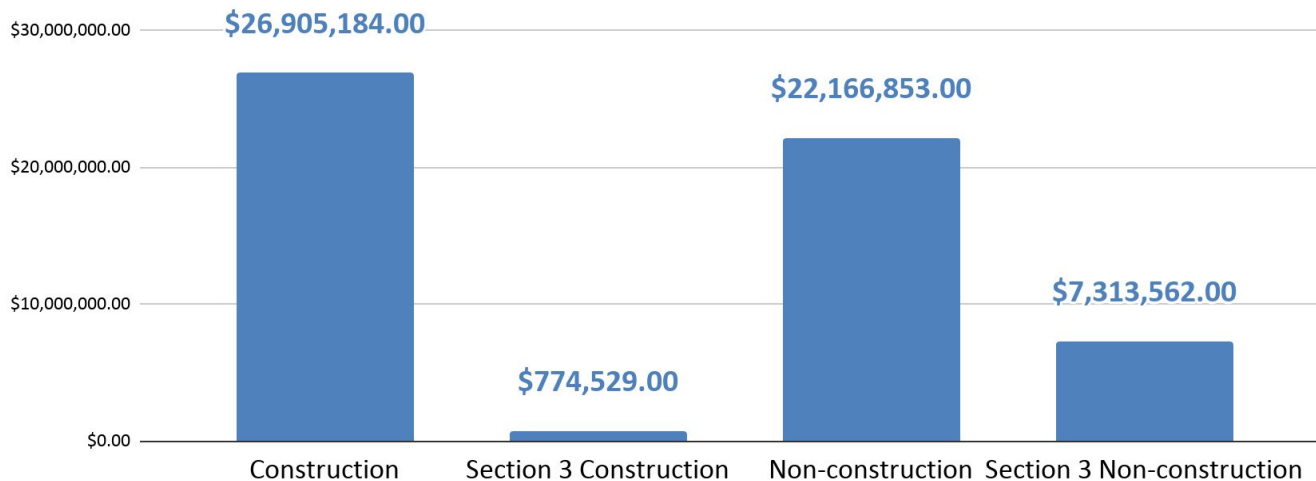


SAN ANTONIO HOUSING AUTHORITY

FY 2019 - Section 3 Annual HUD 60002 Report - New Hires



FY 2019 - Section 3 Annual HUD 60002 Report - Contract Awards



PRESIDENT'S REPORT

November 7, 2019

SAHA's Holiday Closures

With the holiday season approaching, reminders will be sent to employees regarding the 2019, Veteran's Day, Thanksgiving and Year End Closure dates.

Veteran's Day - November 11, 2019

Thanksgiving Holiday - November 28 and 29, 2019

Year End Closure - December 23, 2019 - January 1, 2020

- All SAHA offices will be closed starting at 5:00 p.m. on Friday, December 20, 2019, and will re-open at 8:00 a.m. on Thursday, January 2, 2020.
- All employees will be required to take four days of Paid Time Off (PTO) to cover the Year End Closure days not designated as paid holidays for 2019 calendar year. Employees who do not have the four days of PTO for the Year End Closure will be advanced the time needed to cover the holiday schedule.

Halloween Stroll at SAHA

From kid friendly cartoon characters, to the scariest terrors from beyond, SAHA's Central Office transformed into a Halloween Stroll, where friends and families enjoyed department to department trick-or-treating. The team building event included a department decorating contest for the following categories: best individual costume, cutest decorated department, and scariest decorated department.



Habitat for Humanity - SAHA Volunteers Help Build Home

Not even the inclement weather stopped SAHA employees to help complete Habitat for Humanity homes on Friday, October 25, 2019. To commemorate Housing America Month and to draw attention to the need for affordable housing, the San Antonio Housing Authority joined forces with Habitat for Humanity of San Antonio to help construct and complete homes for those in need. Each October, the Housing America Month campaign celebrates and advocates for affordable housing through education, advocacy and empowerment. SAHA staff assisted on three houses, installing shelving, painting and other interior construction to help families further in their home-building process.



White Cane Awareness Day

White Cane Awareness Day celebrates the achievements of blind or visually impaired people. A white cane is an important mobility tool, as well as, the symbol of their independence. In partnership with Alamo Council of the Blind, Blind Veterans Association, City of San Antonio's Disability Access Office, Guide Dogs of Texas, Lighthouse for the Blind, National Federation for the Blind, VIA, and the Texas Workforce Commission, SAHA proudly hosted the 55th Anniversary Commemoration of White Cane Awareness Day at the SAHA Central Office Park on October 15, 2019. The event featured visits from community leaders, as well as, entertainment, activities and helpful community resources for those with vision loss.



SAHA Garner's National Recognition

SAHA was the recipient of two Awards of Excellence from the National Association of Housing and Redevelopment Officials (NAHRO) during their annual conference held in San Antonio on October 11. SAHA received recognition for Resident Initiative and for the Design of Development.

The Walking School Bus

During the 2018 school year, SAHA's Jobs Plus West staff and Healthy Neighborhoods teamed up with volunteers from the San Antonio Fire Department, Animal Control, the San Antonio Police Department, McGruff the Crime Dog and other partner organizations to ensure more than forty children who do not have access to school district transportation arrive to school safely through a "Walking School Bus" initiative. SAHA and Healthy Neighborhoods launched the "Walking School Bus" initiative to supervise and walk children from the Cassiano Homes public housing community through their neighborhood to the nearby Sarah King Elementary, where district transportation does not operate within two miles of the school.



The Design of Wheatley Park Senior Living

Neighborhood revitalization on the Eastside of San Antonio, Texas, reached new peaks at SAHA through completion of Phase II of the Wheatley Choice Neighborhoods Initiative and construction of Wheatley Park Senior Living community. The senior living community includes eighty affordable one- and two-bedroom apartments, laundry rooms on every floor, energy-efficient appliances and building features, and offers close proximity to schools, public transportation and local businesses.



Mayor Visits Gardens at San Juan Square

Mayor Ron Nirenberg visited Gardens at San Juan Square on September 24, 2019, to learn about the agency's work to build more multi-family affordable housing developments across the city. SAHA residents and staff were able to meet Mayor Nirenberg and share their experiences at Gardens at San Juan Square.



SAHA Recognized as Green Affordable Housing Honoree for Blueridge Homes

Build San Antonio Green is recognizing SAHA as the Green Affordable Housing Honoree for certifying the Blueridge Homes Subdivision through the program and building a modern, affordable, green community. Located on the Westside of San Antonio, between NW 26th Street and NW 27th Street off West Poplar Street, the Blueridge Homes Subdivision is the first of four subdivisions of the San Antonio Housing Authority's Westside Reinvestment Initiative to bring affordable, modern homes to the growing community. The single- and two-story houses were sold to individuals who qualify for the Middle Income Homeownership Program, designed to help middle-income families purchase a house. From Whirlpool appliances to granite countertops, the homes are EPA Certified Energy Star Rated and built using Certified Build San Antonio Green Standards.

SAHA was recognized at Build San Antonio Green's annual fundraiser, the Smart, Progressive, and Resilient City (SPARC) Party, on October 18, 2019, along with other 2019 honorees.



National Night Out

SAHA communities gathered to mix and mingle with their neighbors, local law enforcement and first responders at the Annual National Night Out on October 1, 2019. In collaboration with numerous community organizations, the San Antonio Police Department and the San Antonio Fire Department, various Public Housing and Beacon Communities held festivities into the evening with food, music, games and more. Each year, National Night Out enhances relationships between residents and law enforcement while bringing back a true sense of community.



Compensation Study Results

SAHA will implement new salaries beginning November 30, 2019, for direct deposits received on December 20, 2019. The new salaries and pay ranges are the result of a compensation study conducted in 2019. Through the new pay ranges, minimum wages will be increased to \$15 an hour at once for all employees, instead of in phases.

SAHA will also transition from a pay grade system to a classification system, alternating from 30 pay grades to 12 classifications. The classification alters how a position is identified internally for compensation purposes, but will not affect existing titles.