



SAN ANTONIO HOUSING FACILITY CORPORATION MEETING

**FEB. 21
2019**



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BOARD OF DIRECTORS

Morris A. Stribling, DPM Chairman	Charles Clack Director	Jo-Anne Kaplan Director	Gabriel L. Lopez Director	Sofia A. Lopez Director	Marie R. McClure Director	Jessica Weaver Director
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**SAN ANTONIO HOUSING FACILITY CORPORATION
BOARD MEETING**

**722 S. Mel Waiters Way, San Antonio, TX 78203
2:00 p.m., Thursday, February 21, 2019**

MEETING CALLED TO ORDER

1. The Board of Directors 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 reserves the right to enter into closed meeting at any time during the course of the meeting.

MINUTES

2. Minutes
 - Approval of the November 1, 2018, San Antonio Housing Facility Corporation Meeting minutes

OPERATIONS

3. Consideration and approval regarding Resolution 19FAC-02-22, authorizing the San Antonio Housing Facility Corporation to sell an approximately 5.01 acre parcel improved with a 98,587 square foot warehouse located at 1310 S. Brazos between Tampico Street and S. Laredo Street in San Antonio, Bexar County, Texas; the sale of such property to SAY Sí in the amount of \$2.2 million; and the execution of any and all documents necessary to consummate such transaction (Steven Morando, Director of Procurement and General Services; Thomas Roth, Director of Asset Management)
4. Consideration and approval regarding Resolution 19FAC-02-21, authorizing the San Antonio Housing Facility Corporation (SAHFC) to approve the transaction with the Oaks of Westlakes Apartments, including the execution of all documentation necessary to carry out the transaction; authorizing the purchase of the apartments and the lease of such apartments; authorizing the acquisition of the membership interest in SAHFC Oaks of Westlakes LP, LLC; and authorizing the financing for such transaction; and other matters in connection therewith (Timothy E. Alcott, Real Estate and Legal Services Officer)
5. *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 the Cause No. 2018CV01851, Don Albert Payne and Gloria Jean Payne vs. Midcrown Pavilion Apartments in the County Court at Law No. 3, Bexar County, Texas
6. 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 the convenience of the citizens interested in an item preceded by an asterisk, notice is given that a closed meeting is contemplated. However,

the Board reserves the right to go into a closed meeting on any other item, whether it has an asterisk, when the Board determines there is a need and a closed meeting is permitted.

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

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

MINUTES
SAN ANTONIO HOUSING FACILITY CORPORATION
November 1, 2018

SCHEDULED: 1:00 p.m. San Antonio Housing Authority 818 S. Flores, San Antonio, TX, 78204

COMMISSIONERS PRESENT:

Charles R. Munoz, Vice-Chair
Thomas F. Adkisson, Director
Charles Clack, Director
Marie R. McClure, Director
Jessica Weaver, Director

COMMISSIONERS ABSENT:

Morris A. Stribling, DPM, Chair

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
Timothy E. Alcott, Real Estate and Legal Services Officer
Janie Rodriguez, Director of Human Resources
Adrian Lopez, Director of Community Development Initiatives
Michael Reyes, Director of Communications and Public Affairs
Jo Ana Alvarado, Director of Innovative Technology

Steven Morando, Director of Procurement and General Services
Domingo Ibarra, Director of Security
Hector Martinez, Director of Construction Services and Sustainability
Aiyana Longoria, Director of Internal Audit
Brandee Perez, Director of Federal Housing Programs
Kristi Baird, Director of Beacon Communities
Diana Kollodziej Fiedler, Director of Finance and Accounting
Thomas Roth, Director of Asset Management
Richard Milk, Director of Policy and Planning

Item 1: Meeting called to order

Vice Chair, Charles R. Munoz, called the meeting to order at 1:12 p.m.

Item 2: Minutes

- Approval of the October 18, 2018, San Antonio Housing Facility Corporation Meeting minutes

Motion: Director Clack moved to approve the minutes. Director McClure seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote
Charles R. Munoz, Vice Chair	X		
Thomas F. Adkisson, Director	X		
Charles Clack, Director	X		

Marie R. McClure, Director	X		
Jessica Weaver, Director	X		

Item 3: Resolution 18FAC-10-18, authorizing the San Antonio Housing Facility Corporation to acquire 7.125 acres of land at 9323 Somerset Road, San Antonio, Texas, and the execution of any and all documentation necessary to consummate such transaction

Resolution 18FAC-10-18, corresponds with San Antonio Housing Authority Resolution 5855. Mr. Timothy E. Alcott had previously reported on October 18, 2018, that the Costa Mirada Apartment complex is a 9% tax credit partnership with NRP Group that was constructed in 2008. The initial fifteen year compliance period for Costa Mirada will become due in 2023. The property has positive cash flow and has 95.3% occupancy. The land of interest is located in Councilman Rey A. Saldana's City Council District 4.

As previously reported, the size of the lot, 7.125 acres, and its proximity to Costa Mirada makes it an appealing purchase. The opportunity to purchase 7.125 acres, at that price, that is zoned multi-family makes it an attractive parcel for future development. It is anticipated that the lot would be developed after the tax credit compliance period is completed in five years. The cost to purchase the land is \$325,000.00 plus closing costs and will be funded with MTW funds.

Motion: Director Clack moved to approve Resolution 18FAC-10-18. Director Weaver seconded the motion. Approved.

Member	Aye	Nay	Absent At Time of Vote
Charles R. Munoz, Vice Chair	X		
Thomas F. Adkisson, Director	X		
Charles Clack, Director	X		
Marie R. McClure, Director	X		
Jessica Weaver, Director	X		

Item 4: Adjournment.

With no objections, Vice Chair, Charles R. Munoz adjourned at 1:13 p.m.

ATTEST:

Morris A. Stribling, DPM
Chair, Board of Directors

Date

David Nisivoccia
Secretary/Treasurer

Date

BOARD OF DIRECTORS
San Antonio Housing Facility Corporation

RESOLUTION 19FAC-02-22, AUTHORIZING THE SAN ANTONIO HOUSING FACILITY CORPORATION TO SELL AN APPROXIMATELY 5.01 ACRE PARCEL IMPROVED WITH A 98,587 SQUARE FOOT WAREHOUSE LOCATED AT 1310 S. BRAZOS BETWEEN TAMPICO STREET AND S. LAREDO STREET IN SAN ANTONIO, BEXAR COUNTY, TEXAS; THE SALE OF SUCH PROPERTY TO SAY SÍ IN THE AMOUNT OF \$2.2 MILLION; AND THE EXECUTION OF ANY AND ALL DOCUMENTS NECESSARY TO CONSUMMATE SUCH TRANSACTION



David Nisivoccia
President and CEO



Thomas Roth
Director of Asset
Management



Steven Morando
Director of Procurement
and General Services

REQUESTED ACTION:

Consideration and approval regarding Resolution 19FAC-02-22, authorizing the San Antonio Housing Facility Corporation to sell an approximately 5.01 acre parcel improved with a 98,587 square foot warehouse located at 1310 S. Brazos between Tampico Street and S. Laredo Street in San Antonio, Bexar County, Texas; the sale of such property to SAY Sí in the amount of \$2.2 million; and the execution of any and all documents necessary to consummate such transaction.

FINANCIAL IMPACT:

The most recent appraisal performed by Noble and Associates valued the parcel at \$2.2 million as of October 23, 2018. The bid price is consistent with the appraised value. The San Antonio Housing Facility Corporation (SAHFC) will utilize the net sale proceeds.

SUMMARY:

On December 21, 2018, San Antonio Housing Facility Corporation issued an Invitation For Bids "IFB" #1812-998-84-4872 for the sale of a parcel of land containing approximately 5.01 acres and improvements located at 1310 S. Brazos, San Antonio, Texas, 78207, being identified as Lot 16, New City Block 36A that closed on January 11, 2019. The IFB was published on the SAHA website, Electronic State Business Daily (ESBD), the Hart Beat, posted on NAHRO, Public Purchase and direct solicited to twenty-three vendors. A total of one bid was received in response to this solicitation from SAY Sí that is consistent with the appraised value.

SAY Sí was launched as an umbrella program under the King William Neighborhood Association in 1994. They are a nonprofit creative youth development program that provides students with opportunities to develop the artistic and social skills needed to prepare for college and artistic careers. They offer tuition-free onsite programs serving 250 students annually, primarily from low income families, ranging in age from 10-19. They also serve an additional 2,500 youth in offsite community programs.

SAY Sí intends to renovate this property into their headquarters and Westside Campus. This will allow them to expand their capacity by 150%, and triple their community program participation. Their current programs include Visual Arts, Working Artists and Mentors, Media Arts Studio, Activating Leadership, Art and Science, Artists Building Communities, and Home for Innovation and Video Ecology. They will be adding expanded opportunities in the areas of printmaking, radio broadcasting, blogging, and music. Their future initiatives will include youth-focused journalism, literary and culinary arts, community-based teacher training in school programs, community-based arts programs focused on the surrounding public housing and Title 1 schools; (a federal program that provides funds to schools and school districts serving high numbers of economically disadvantaged children. Its goals are to ensure that high-risk students meet at least the minimum proficiency on state academic standards and assessments, and that they have a fair opportunity to earn a high-quality education); and initiatives focused on emerging artists of color and emerging cultural leaders of color.

Letters of support accompanied their response to the IFB and are attached for your reference: City of San Antonio, Mayor Ron Nirenberg; City Council District 5, Shirley Gonzalez, Councilwoman; City Council District 1, Roberto Trevino, Councilman; Alamo Community College District, Dr. Mike Flores, Chancellor; Hispanic Chamber of Commerce, Rebecca Q. Cedillo, CEO; Westside Development Corporation, Leonard Rodriguez, CEO; the Guadalupe Cultural Arts Center, Christiana Bali, Director; Good Samaritan, Simon G. Salas, Chief Executive Officer; SA Christian Hope Resource Center, Megan Legacy, Executive Director; Inner City Development, Patti Radle, Executive Director and SAISD Board President; and, San Antonio Cultural Arts Center, Ben Tremillo, Executive Director.

STRATEGIC GOAL:

Strategically expand the supply of affordable housing.

ATTACHMENTS:

Resolution 19FAC-02-22

Map

Letters of Support

Ad List

**San Antonio Housing Facility Corporation
Resolution 19FAC-02-22**

RESOLUTION 19FAC-02-22, AUTHORIZING THE SAN ANTONIO HOUSING FACILITY CORPORATION TO SELL AN APPROXIMATELY 5.01 ACRE PARCEL IMPROVED WITH A 98,587 SQUARE FOOT WAREHOUSE LOCATED AT 1310 S. BRAZOS BETWEEN TAMPICO STREET AND S. LAREDO STREET IN SAN ANTONIO, BEXAR COUNTY, TEXAS; THE SALE OF SUCH PROPERTY TO SAY SÍ IN THE AMOUNT OF \$2.2 MILLION; AND THE EXECUTION OF ANY AND ALL DOCUMENTS NECESSARY TO CONSUMMATE SUCH TRANSACTION

WHEREAS, on December 21, 2018, San Antonio Housing Facility Corporation (SAHFC) issued an Invitation For Bids “IFB” #1812-998-84-4872 for sale of a parcel of land containing approximately 5.01 acres and improvements located at 1310 S. Brazos, San Antonio, Texas, 78207, being identified as Lot 16, New City Block 36A that closed on January 11, 2019; and

WHEREAS, one bid was received in response to the solicitation from SAY SÍ; and

WHEREAS, the most recent appraisal performed by Noble and Associates valued the parcel at \$2.2 million, as of October 23, 2018. The bid price is consistent with the appraised value. SAHFC will utilize the net sale proceeds; and

WHEREAS, staff requests the Board of Directors authorize the Secretary/Treasurer, or designee, to execute all documents necessary to consummate such transaction.

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

- 1) Approves Resolution 19FAC-02-22, authorizing the San Antonio Housing Facility Corporation to sell an approximately 5.01 acre parcel improved with a 98,587 square foot warehouse located at 1310 S. Brazos between Tampico Street and S. Laredo Street in San Antonio, Bexar County, Texas; the sale of such property to SAY SÍ in the amount of \$2.2 million; and the execution of any and all documents necessary to consummate such transaction.
- 2) Authorizes the Secretary/Treasurer, or designee, to execute all documents necessary to consummate such transaction.

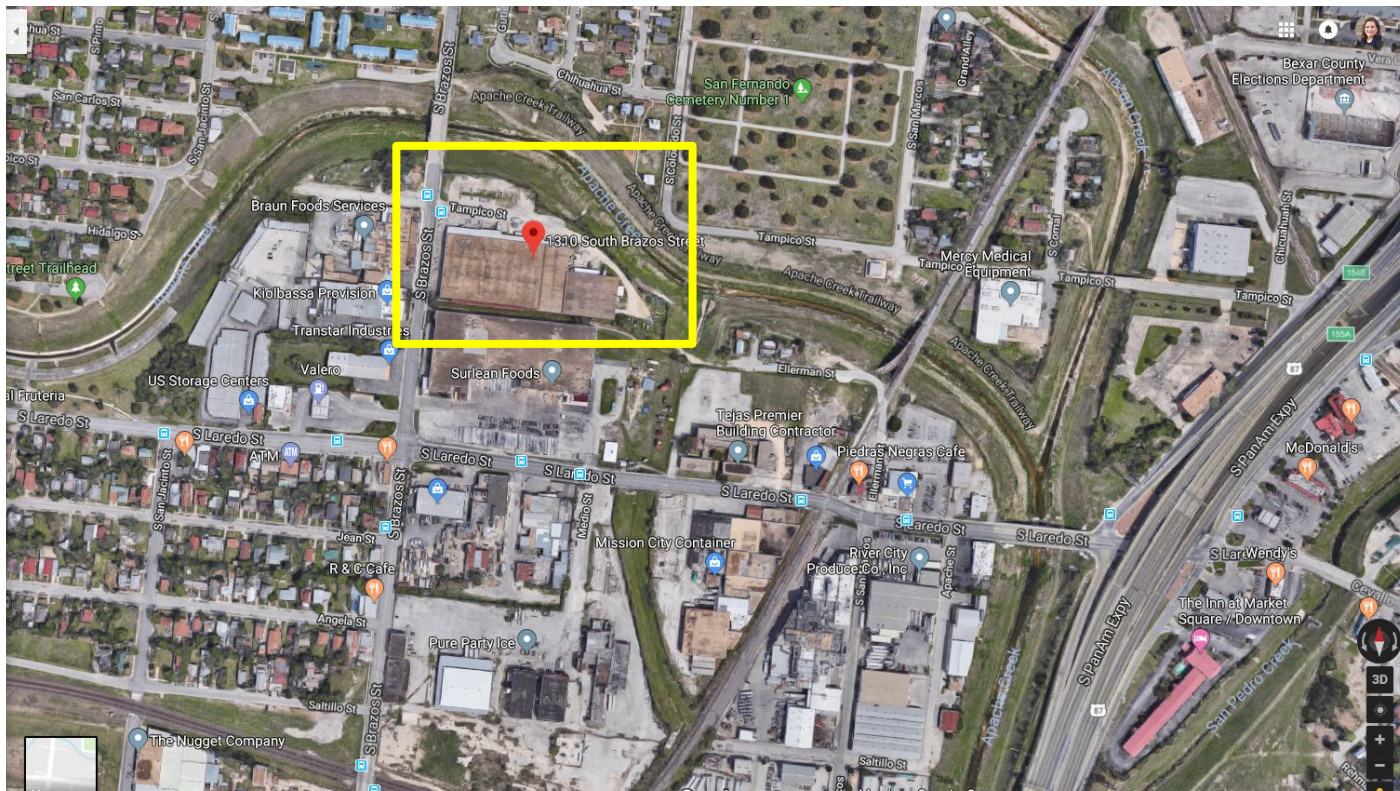
Passed and approved the 21st day of February 2019.

Morris A. Stribling, DPM
Chair, Board of Directors

Attested and approved as to form:

David Nisivoccia
Secretary/Treasurer

MAP - 1310 S. BRAZOS





CITY OF SAN ANTONIO

RON NIRENBERG
MAYOR

January 8, 2019


To Whom It May Concern,

SAY Sí is a model creative youth development organization that has been recognized in San Antonio and internationally. The organization has proven that excellence is at its core.

During the last 25 years, the organization has produced numerous creative leaders who have shaped San Antonio's success. The facilities where SAY Sí calls home showcase that creative and safe spaces help young people thrive. Say Sí's teaching artists are skilled mentors who work with each student individually. With a 100% high school graduation rate and additional data showing student success in schools, the organization's holistic approach to education has measurable outcomes.

With a clear understanding of Say Sí's current and potential place in our community, I stand behind SAY Sí's growth wholeheartedly. I ask that you please consider SAY Sí favorably during your review of proposals.

Sincerely,



Ron Nirenberg
Mayor



Office of the City Council
Shirley Gonzales, District 5

January 4, 2019

Re: SAY SI in 78207

To Whom It May Concern:

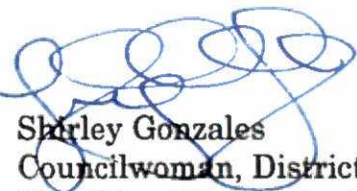
I write in support of SAY SI as the organization seeks to expand its programs, serve more youth, and move deeper into the community.

SAY SI strategically engages key stakeholders—including partners/caregivers, site staff, and the community—to create a network of support and sustainability for San Antonio youth. This strategy is reflected in their multidisciplinary programs created with and for our youth, and is proven with their sustained track record of 100% high school graduation and college placement.

The arts are a vital component to giving young people the skills they need to succeed in school and compete for 21st century jobs. I am a firm believer that the arts make a positive difference in young lives and provide valuable experiences that benefit them in many ways. SAY SI is committed to creating a premier educational environment for San Antonio's artistic youth.

The program fuels the dynamics of our art community and provides a strong foundation for the development of our city's creative leaders. Please consider these factors as you review proposals for the property at 1310 S. Brazos.

With much pride,



Shirley Gonzales
Councilwoman, District 5
The City of San Antonio, TX



CITY OF SAN ANTONIO

ROBERTO C. TREVIÑO
OFFICE OF CITY COUNCILMAN
DISTRICT 1

January 3, 2019

To Whom It May Concern,

Let this letter serve as an expression of support for SAY Sí's proposal to acquire the property at 1310 S. Brazos.

During my terms as city councilmember, I have worked directly and indirectly with the SAY Sí organization. I have observed the organization obtain recognition and grow into what it is today. In just a few short years SAY Sí has moved into the forefront of being a national model arts education program and the city is proud to be one of its funding partners.

In the last 25 years, SAY Sí has made a significant impact in the San Antonio community. The organization provides high quality services, skilled instructors, supplies and materials and equipment in an environment that ignites originality, ingenuity, imagination, resourcefulness, and most of all a vision for the future. Educating youth in the arts can open passageways for professional occupations such as: architects, interior designers, fashion designers, art educators, and other art based professions, allowing youth to become productive citizens of our community.

As an architect and as chair of the Arts, Culture, and Heritage Committee, I see the value arts organizations like SAY Sí have in any community. This is why I believe they would be a great fit for 78207 and why I fully support their proposal.

Sincerely,

A handwritten signature in blue ink, appearing to read "RC Treviño", with a long horizontal stroke extending to the right.

Roberto C. Treviño
Councilmember



ALAMO
COLLEGES
DISTRICT

Office of the Chancellor

January 10, 2019

To Whom it May Concern:

As Chancellor of the Alamo Colleges District, I am writing to enthusiastically support the proposal put forth by SAY Sí.

SAY Sí is an organization committed to academic success. The organization's track record demonstrates that the arts directly enhance a young person's learning and development. Data indicates that students who participate in SAY Sí's creative youth development programs score higher on standardized tests and have less attendance referrals than their peers who do not participate.

Additionally, 100% of SAY Sí's students have graduated from high school and have been accepted into a post-secondary education program. As a veteran educator, I understand how academic success in high school can enhance college readiness and student success in post-secondary education.

The Alamo Colleges District has a robust history of partnership with SAY Sí. In an ongoing effort to promote college readiness in our community, we have, for several years, partnered with SAY Sí to provide its youth artists with dual credit classes through Palo Alto College, one of the five Alamo Colleges. Should the proposal be accepted, the Alamo Colleges are ready and willing to further enhance our partnership with SAY Sí in an effort to increase college readiness and student success through the arts.

It is clear that SAY Sí is committed to preparing its youth for college and beyond. For the aforementioned reasons, I strongly encourage you to place SAY Sí's proposal in high regard. Thank you for your support of programming to expand college access and completion of post-secondary education in our community. Should you have any questions regarding our support of this proposal, please contact me at (210) 485-0020.

Sincerely,

Dr. Mike Flores
Chancellor
Alamo Colleges District



January 2, 2019

San Antonio Housing Authority
818 S. Flores St.
San Antonio, Texas 78204

Dear Sir/Madam,

SAY Sí prepares San Antonio youth with the skills to succeed in college and careers, cultivating a clear pipeline for them to become economic drivers for our growing city. As the Interim President and CEO of the San Antonio Hispanic Chamber of Commerce (SAHCC), I understand that the arts directly affect the economic prosperity of a city. Artists and creatives are natural entrepreneurs and storytellers - playing critical roles in both large corporations and small businesses alike.

The SAHCC supports the efforts of SAY Sí to expand their services in San Antonio's Westside. It is our understanding that part of this endeavor includes a response to SAHA's RFP for purchase of property on 1310 S. Brazos.

With SAY Sí's move, the organization's commitment to providing San Antonio's youth with entrepreneurial and leadership skills will be expanded. With this potential for long-term economic impact in our city, I ask that you acknowledge SAY Sí as a candidate for the property on 1310 S. Brazos.

Sincerely,

Rebecca Q. Cedillo
Interim President & CEO
San Antonio Hispanic Chamber of Commerce

John Agather
2019 Chair

Amb. Reyna Torres Mendivil
2019 Honorary Chairman

Dr. Erika Gonzalez
Chair Elect

Erika Prosper Nirenberg
Immediate Past Chair

Andrew Casillas
General Counsel

Lisa Bombin
Secretary

Rebecca Q. Cedillo
Interim President & CEO

Building a Strong Economy & Community

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Mario Chalico, Jr.
Operations Manager

Gabriela Macias
Program Manager

Judy Gomez
Office Specialist

Roger Lee Covin
WDC Fellow

210-501-0192

630 S.W 41st Street
San Antonio, Texas 78237

 westsidedevcorp.com

January 7, 2019

To Whom it May Concern,

As the Executive Director of the Westside Development Corporation, it is my pleasure to write a letter of support on behalf of SAY Si's proposal to purchase the property at 1310 S. Brazos, located in the San Antonio westside.

The Westside Development Corporation (WDC), founded in 2006 by the City of San Antonio Council and Mayor, addresses long-term economic development concerns in the inner Westside of San Antonio, including blight, gaps in goods and available services, high unemployment rate, and low per capita income for an area where 93% of the population is Hispanic and/or Latino. WDC operates solely in the Westside in the WDC Empowerment Zone, serving the most vulnerable in San Antonio's communities.

Our vision is to create a vibrant Westside community where people want to live, work and visit. To achieve this, we must be aware of entities that seek to displace current residents and/or neglect the cultural richness of the Westside community; and work in tandem with organizations that align with our mission and share our community priorities. I can say with great confidence, that SAY Si is one of the latter organizations.

SAY Si's mission to create positive change through the power of youth in disadvantaged communities, is just what this community needs. For the past 25 years, SAY Si has gradually grown and expanded and now serves 200+ disadvantaged youth in a state-of-the-art facility. This planned growth is attributed to the relationship that SAY Si has established and proven over time to their students and the local community.

This potential acquisition would greatly benefit an underserved community, by allowing SAY Si to create a safe and open community space, built in collaboration with the residents and the community it serves.

Thank you for your time and your thoughtful consideration of the SAY Si proposal.

Sincerely,



Leonard B. Rodriguez
President and CEO
Westside Development Corporation



THE GUADALUPE

CULTURAL ARTS CENTER

January 2019

To Whom it May Concern,

As the Executive Director of the Guadalupe Cultural Arts Center, one of the largest community-based multidisciplinary organizations in the U.S., I welcome the opportunity to write a letter of support for SAY Sí as they propose to expand their reach into the heart of the westside.

Since our inception, the Guadalupe Cultural Arts Center has either introduced, showcased or fostered the talents of almost every major Chicano/Latino visual artist, filmmaker, playwright, actor, writer, folkloric dancer/choreographer, or musician in the United States today. San Antonio's westside community has been the Guadalupe's proud home for 38 years. We see SAY Sí's position in our neighborhood as an opportunity to continue our important work in new ways, with expanded access to the next generation of Chicano/Latino creatives.

In my 20+ years of experience in nonprofit community-based work, I have witnessed the critical role that cultural organizations have in enriching the lives of neighbors and community members. With an aligned commitment to culture and multidisciplinary programming, we see the potential impact that SAY Sí can have in San Antonio's westside.

I also know the synergistic power of arts organizations, particularly those with complimentary missions, being clustered together geographically. The west side of San Antonio is overdue for a formal designation as a cultural arts district; we already have powerful arts partners in the area such as Esperanza Peace and Justice Center, San Anto Cultural Arts, and Avenida Guadalupe. SAY Sí will be a welcome new partner whose leadership and track record of success will add to our efforts to make this area a designation of authentic arts and culture.

We are excited about the possibility for deeper collaboration with SAY Sí, and ask that you carefully consider the organization as *the* top candidate for the property on Brazos Street.

Sincerely,

Cristina Balli,
Guadalupe Cultural Arts Center, Executive Director
CristinaB@guadalupeculturalarts.org



January 7, 2019

Simon Salas
Chief Executive Officer

The Rev. Michael D. Chalk,
Chair
Episcopal Church Foundation

Gavin Gallagher, Vice Chair
H-E-B

William Hileman, Treasurer
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Pamela Matthews, Secretary
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Mallory Ahl
Frost Bank

Kelly Anderson
Southwest Research Institute

Brent Bishop
Atlas, Hall, & Rodriguez, LLP

Meredith Brewer
Office of Speaker Straus

Hector Caldera, MSW
Retired

Kate Cavender
Cavender Auto Family

Jenniann Colón
Valero Energy Corporation

Courtney Duphorne
RBC Wealth Management

Gerardo Flota
Chesney Morales Partners

Ana Maria Garza Cortez
CentroMed

Brooks Hagee
Northeast Pediatric Associates

Lennie Irvin
San Antonio College

Blair Labatt III
Labatt Food Service

Stacy Locke
Pioneer Energy Services

Curt Mowen
Retired

Brandon Raney
BC Lynd Hospitality, LLC

The Rt. Rev. David Reed
Episcopal Diocese of West Texas

Mark Trexler
NuStar Energy LP

To Whom It May Concern,

I wish to express my support for SAY Sí as it seeks to expand its reach into 78207 with the acquisition of a property at 1310 S. Brazos.

In my work with Good Samaritan Community Services (GSCS), I oversee our organization as we support youth, individuals and families with excellent community services to overcome economic poverty. Our organization has worked alongside and collaborated with SAY Sí through our participation in Excel Beyond the Bell, San Antonio's collective impact initiative for out-of-school time organizations.

In addition, both SAY Sí and GSCS were selected to participate as inaugural members of a capacity-building cohort through the H.E. Butt Family Foundation. Over a period of intensive work over a 12 month period, we gained further insights into Say Sí and its committed leadership. My senior staff and I have witnessed SAY Sí's commitment to community and excellence in its programs.

SAY Sí's mission is aligned with ours. The organization prioritizes its programs for those who need it most, with a majority of student-artists coming from San Antonio's inner city and from lower economic households.

We would gladly welcome SAY Si as a neighbor in San Antonio's Westside, and see potential for collaboration and aligning of services. We ask that you strongly consider SAY Si's proposal as it seeks to continue to expand and solidify its commitment to San Antonio residents, during your review of proposals.

Sincerely,

Simon G. Salas

Simon Salas
Good Samaritan Community Services (GSCS), CEO



SA Christian Hope Resource Center

GRACE - EMPOWERMENT - SUSTAINABILITY

January 7, 2019

To Whom it May Concern,

I write this letter as an acknowledgement of support for SAY Sí as the organization seeks to grow to serve more youth in San Antonio's Westside.

For the last 6 years, I have served as Executive Director of the Christian Hope Resource Center (CHRC), a local nonprofit helping families in need get back on their feet by providing holistic case management, support programs, and various wrap-around assistance programs.

In 2017, the CHRC and SAY Sí were chosen to participate in an organizational capacity-building program provided by the HEB Family Foundation. Members of my senior team and I worked alongside SAY Sí's administrative staff to collaboratively identify solutions to our individual organizational issues. We observed many parallels between our organizations, particularly with SAY Sí's focus on mentorship and individualized services. With the organization's high level of engagement in the capacity-building program, we saw an alignment in our dedication to community and integrity with those that we serve.

Following the completion of the program, we have maintained a positive relationship with SAY Sí, sharing services and resources that mutually benefit both of our organizations' constituents. SAY Sí is a beacon of light in our community, empowering youth to believe in themselves and transforming countless lives in the community.

With confidence in the organization's ability to act as a community partner, I ask you to look at their proposal for the property at 1310 S. Brazos carefully and consider the success the organization has built in the last 25 years.

Best,

Megan Legacy, MPA

San Antonio Christian Hope Resource Center, Executive Director

Megan Legacy
Executive Director
mlegacy@sachrc.org

321 N. General McMullen
San Antonio, TX 78237
www.sachrc.org



Inner City Development, Inc.

1300 Chihuahua Street, San Antonio, Texas 78207

Phone: 210.224.7239 ; Fax: 210.224.2199

website: innercitydevelopment.org

January 10, 2019

Board of Directors

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Advisors
Richard Diaz
Roseanne Bone



Executive Directors
Patti & Rod Radle

Administrative
Assistant
Rosa R. Lopez

To Whom it May Concern,

I write on behalf of Inner City Development in enthusiast support of SAY Si's proposal to acquire the property at 1310 S. Brazos.

Inner City Development is a nonprofit, community based organization that responds to emergency, educational, and recreational needs of the neighborhood on the near Westside of San Antonio in the vicinity of the Alazan-Apache Public Housing Project. We have been operating in this area, the economically poorest area of Bexar County, since 1968.

In my time as director, I have witnessed SAY Si's growth from serving a handful of youth from Brackenridge high school in 1994 to now serving over 200 youth from every district in our city. I have also seen how the organization has maintained the integrity of its programs and capacity for visionary leadership through its 24 years. This is due to the organization's focus on youth voice and youth leadership. Though the organization has grown, the mission has remained the same.

Having taught in this neighborhood at J.T. Brackenridge Elementary for 12 years, having taught arts and crafts at Inner City Development for at least thirty of the 49 years my husband and I have lived in the neighborhood and served as directors, I am beyond thrilled about the possibility of Say Si being located right down the street from the Alazan-Apache Courts, J.T. Brackenridge Elementary, Tafolla Middle School and Lanier High School!

This neighborhood is plentiful with talent that never has the chance to develop! I've seen too many years of that! Please help to bring this beautiful and very important opportunity to our community that Say Si has to offer.

With a move to 78207, SAY Si has the potential to work in collaboration with neighbors and community organizations to strengthen impact even more. This is why, on behalf of our youth, that I highly suggest and "beggingly" request you to favorably consider the organization during your review of proposals.

Hoping this finds you in peace,

Patti Radle
Inner City Development, Co-Executive Director

"Live simply that others may simply live."



San Anto Cultural Arts

To Whom it May Concern,

Let this letter show my support for SAY Sí's acquisition of the property on Brazos Street.

I am the Executive Director of San Anto Cultural Arts Center, an organization that fosters human and community development through community-based arts. We seek to build a community where people have the opportunity to realize their creative abilities, interpret their culture and heritage through their own unique vision, and to cultivate and showcase the talent of residents living in San Antonio's West side.

For over 20 years SAY Sí has been committed to high levels of excellence in its programs. 100% of the organization's youth graduate high school, and every SAY Sí student is equipped with artistic and entrepreneurial skills that prepare them for post-academic life.

As our organization seeks to build community, we look for partners that help strengthen our work. But we also look for partners that are open to learning new things and see partnerships as mutually beneficial. With SAY Sí's placement in San Antonio's Westside, we see an opportunity to align several community-based organizations in order to nurture reciprocal partnerships and ultimately make more change in our community and serve more of our neighbors.

I ask that you carefully consider SAY Sí's proposal, and review the organization's track record of success.

Regards,

Ben Tremillo
Executive Director

Advertisement List
Solicitation # 1812-998-84-4872
Sale of 1310 S. Brazos Land and Improvements

Associations /Vendors	Contact Name	Email	Method of Contact(Specify)
Associations Revised as of 11/15/2018			
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@aia.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	
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 Private Practice	Diane Hoskins	bexarpepp@sbcglobal.net	

Advertisement List
Solicitation # 1812-998-84-4872
Sale of 1310 S. Brazos Land and Improvements


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	Ramiro Cavazos	ramiroc@sahcc.org mariyaf@sahcc.org	
San Antonio Masonry Contractors Association	Debbie Mason	samca@satx.rr.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	
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 NAHRO	Avery Smith	bids@wbea-texas.org	
Public Purchase	Web Site	http://nahro.economicengine.com	
Texas ESBD	Web Site	www.publicpurchase.com	
North San Antonio Chamber of Commerce	Web Site	https://portal.cpa.state.tx.us/ https://northsachamber.chambermaster.com	
Direct Solicits as of 11/15/18			
	HUBS on CMBL		
No HUBS for Bexar County so	used HUBs State	wide.	
Candace Rubin Real Estate	Candace Rubin	candace@candacerubin.com	
Lemons Auctioneers, LLP.	Lori Campbell	lori@onlinepros.com	
MLP Ventures Inc.	Liborio Perez	mlp@att.net	
Monsoon Realty LLC	Alisha Melvin	info@mr2g.com	
René Bates Auctioneers, Inc.	Sheryl Bates	sheryl@renebates.com	
	Section 3 Bidders		

Sale of 1310 S. Brazos Land and Improvements

[illegible]

BOARD OF DIRECTORS
San Antonio Housing Facility Corporation

RESOLUTION 19FAC-02-21, AUTHORIZING THE SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC) TO APPROVE THE TRANSACTION WITH THE OAKS OF WESTLAKES APARTMENTS, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; AUTHORIZING THE PURCHASE OF THE APARTMENTS AND THE LEASE OF SUCH APARTMENTS; AUTHORIZING THE ACQUISITION OF THE MEMBERSHIP INTEREST IN SAHFC OAKS OF WESTLAKES LP, LLC; AND AUTHORIZING THE FINANCING FOR SUCH TRANSACTION; AND OTHER MATTERS IN CONNECTION THEREWITH



David Nisivoccia
President and CEO



Timothy E. Alcott
Real Estate and Legal Services Officer

REQUESTED ACTION:

Consideration and approval regarding Resolution 19FAC-02-21, authorizing the San Antonio Housing Facility Corporation (SAHFC) to approve the transaction with the Oaks of Westlakes Apartments, including the execution of all documentation necessary to carry out the transaction; authorizing the purchase of the apartments and the lease of such apartments; authorizing the acquisition of the membership interest in SAHFC Oaks of Westlakes LP, LLC; and authorizing the financing for such transaction; and other matters in connection therewith

FINANCIAL IMPACT:

San Antonio Housing Facility Corporation will be paid a \$225,000.00 closing fee, 27.5% of the cash flow after debt service and rent, which collectively is estimated to generate approximately \$118,000.00 in rent and income in year one and increase to \$174,000.00 in year seven.

SUMMARY:

Millbrook Realty Group (Millbrook) has proposed a public-private partnership with the San Antonio Housing Facility Corporation (SAHFC) to acquire the Oaks of Westlakes Apartments located at 534 Hunt Lane, San Antonio, Texas. Millbrook is a real estate acquisition firm, which currently owns 1,558 units across the country. Eric Trucksess, its president, has twenty-five years of experience in real estate. This is a 268-unit market rate project built in 1984. SAHFC is participating in the project to convert 50% of the market rate units to affordable units and to lease them to individuals and families earning below 80% of the San Antonio median family income.

Neither SAHA nor SAHFC will issue any debt for, or invest any funds in, the transaction. A Millbrook-controlled partnership (Investment Partnership) will be required to raise all of the debt (approximately \$21,000,000.00) and equity (approximately \$4,000,000.00) needed for the Project and undertake approximately \$1,500,000.00 of rehabilitation to the Project. At the closing of their loans, SAHFC will acquire the Project with funds supplied by the Investment Partnership as an upfront lease payment on the lease from SAHFC to the Investment Partnership equal to the purchase price of the Project. Thereafter, SAHFC will receive rent of \$25,000 per year. The lease will have a term of 75 years and will require the Investment Partnership to rehabilitate and operate the Project. SAHFC will have to subordinate its interest in the Project to the Investment

Partnership's debt on the Project. The Project will be exempt from property taxes for any year that it has 50% of the units set aside for individuals and families making less than 80% of the median family income. The Investment Partnership may sell its interest under the lease at any time; however, SAHFC will have to remain the owner of the Project for the full term, unless the Investment Partnership agrees otherwise.

At closing, SAHFC will create a limited liability company, which will be a limited partner in the Investment Partnership, which will enable it to receive 27.5% of the cash flow from the Project. It is estimated that this will generate approximately \$118,000.00 in rent and income in year one and increase to \$174,000.00 in year seven. Should the Investment Partnership wish to sell its leasehold interest, SAHFC can elect to convert its interest into rent under the lease or receive 27.5% of the net cash proceeds after the equity and debt is paid back. In all events, SAHFC will remain the owner of the Project unless it agrees to sell its interest and put the Project on the tax rolls.

SAHFC will also enter into a development agreement addressing the rehabilitation and operation of the Project.

STRATEGIC GOAL:

Strategically expand the supply of affordable housing.

ATTACHMENTS:

Resolution 19FAC-02-21

Map

CERTIFICATE FOR RESOLUTION

The undersigned officer of 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 Directors of SAHFC (Board) held a meeting on February 21, 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 19FAC-02-21, AUTHORIZING THE SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC) TO APPROVE THE TRANSACTION WITH THE OAKS OF WESTLAKES APARTMENTS, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; AUTHORIZING THE PURCHASE OF THE APARTMENTS AND THE LEASE OF SUCH APARTMENTS; AUTHORIZING THE ACQUISITION OF THE MEMBERSHIP INTEREST IN SAHFC OAKS OF WESTLAKES LP, LLC; AND AUTHORIZING THE FINANCING FOR SUCH TRANSACTION; AND OTHER MATTERS IN CONNECTION THEREWITH

(the Resolution) was duly introduced for the consideration of the Board and discussed. It was then duly moved and seconded that the Resolution be adopted; and, after due discussion, said motion, carrying with it the adoption of the Resolution, prevailed and carried by a majority vote of the Board.

2) A true, full, and correct copy of the Resolution adopted at the Meeting is attached to and follows this Certificate; the Resolution has been duly recorded in the Board's minutes of the Meeting; each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place, and purpose of the Meeting; and the Meeting was held and conducted in accordance with the Bylaws of SAHFC.

SIGNED _____, 2019.

David Nisivoccia
Secretary/Treasurer

**San Antonio Housing Facility Corporation
Resolution 19FAC-02-21**

RESOLUTION 19FAC-02-21, AUTHORIZING THE SAN ANTONIO HOUSING FACILITY CORPORATION (SAHFC) TO APPROVE THE TRANSACTION WITH THE OAKS OF WESTLAKES APARTMENTS, INCLUDING THE EXECUTION OF ALL DOCUMENTATION NECESSARY TO CARRY OUT THE TRANSACTION; AUTHORIZING THE PURCHASE OF THE APARTMENTS AND THE LEASE OF SUCH APARTMENTS; AUTHORIZING THE ACQUISITION OF THE MEMBERSHIP INTEREST IN SAHFC OAKS OF WESTLAKES LP, LLC; AND AUTHORIZING THE FINANCING FOR SUCH TRANSACTION; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, Millbrook Realty Group (Millbrook) has proposed a public private partnership with the San Antonio Housing Facility Corporation (SAHFC) to acquire a 268-unit multifamily housing facility (Housing Facility) known as the Oaks of Westlakes Apartments, located at 534 Hunt Lane, San Antonio, Texas, (Project); and

WHEREAS, SAHFC has agreed to (i) acquire the Land and own the Project and lease it to a development partnership (Partnership), which will be controlled by Millbrook Realty Group pursuant to a seventy-five year Ground Lease (Ground Lease), and (ii) serve as the sole member of a limited liability company, which will be a limited partner of the Partnership in connection with the financing of the Project; and

WHEREAS, the Ground Lease will require an upfront lease payment sufficient to enable SAHFC to acquire the Project; and

WHEREAS, SAHFC will enter into a Development Agreement with the Partnership to ensure that the Project is rehabilitated; and

WHEREAS, SAHFC will also create a limited liability company to serve as a limited partner in the Partnership (SAHFC Limited Partner); and

WHEREAS, in connection with the financing of the Project, the Partnership will enter into a loan transaction for a loan in the amount of approximately \$18,000,000.00 and a mezzanine loan in the amount of approximately \$3,000,000.00 (Loan); and

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

WHEREAS, the Partnership will raise and contribute approximately \$4,000,000.00 of equity to acquire and rehabilitate the Project (Equity Financing); and

WHEREAS, in connection with the Equity Financing, the Partnership and SAHFC Limited Partner will be required to enter into certain agreements, including, but not limited to, a limited partnership agreement, and closing certificates (Equity Documents); and

WHEREAS, Millbrook and SAHFC have negotiated the attached term sheet (Term Sheet) governing their relationship and the terms for acquiring the Project; and

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

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

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

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

- 1) The Project, the Term Sheet, 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 Lease and the Development Agreement, 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 and construction of the Project, including, but not limited to, the Equity Documents, the Lease and the Development Agreement, the Loan Documents, the Land or the Project, and all other documents relating to the Equity Financing, 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 membership interest in the SAHFC Limited Partner 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 transactions.
- 4) The President, any Vice President, the Secretary, the 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 transactions 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 Bracewell LLP as counsel to the Limited Partner and SAHFC for this transaction.
- 7) 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.
- 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 21st day of February 2019.

Morris A. Stribling, DPM
Chair, Board of Directors

Attested and approved as to form:

David Nisivoccia
Secretary/Treasurer

MAP - 534 HUNT LANE

