#### TEXAS STATE AFFORDABLE HOUSING CORPORATION

#### BOARD MEETING

TSAHC Offices 2200 East Martin Luther King, Jr. Blvd. Austin, Texas 78702

> Wednesday, March 18, 2020 10:31 a.m.

#### BOARD MEMBERS:

WILLIAM H. DIETZ, JR., Chair VALERIE V. CARDENAS, Vice Chair COURTNEY JOHNSON-ROSE, Member LALI SHIPLEY, Member ANDY WILLIAMS, Member

## I N D E X

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Tab A: Homeownership Finance Report Tab B: Development Finance Report Tab C: Monthly Financial Reports	
ACTION ITEMS IN OPEN MEETING:	
Tab 1 Presentation, Discussion and Possible Approval of Minutes of the Board Meeting held on February 12, 2020.	9
Tab 2 Presentation, Discussion and Possible Approval of a Resolution Regarding the Submission of a 2020 Application for Allocation of Private Activity Bonds, Notice of Intention to Issue Bonds and State Bond Application to the Texas Bond Review Board for Single Family Mortgage Revenue Bonds.	10
Presentation, Discussion and Possible Approval of a Resolution Authorizing the Issuance, Sale and Delivery of Single Family Mortgage Revenue Bonds, Series 2020A (Non-AMT); Authorizing a Trust Indenture, Official Statement, Bond Purchase Agreement and Continuing Disclosure Agreement Relating to Such Bonds, Making Certain Findings and Determinations; Authorizing the Execution of Documents and Instruments Necessary or Convenient to Carry Out the Texas State Affordable Housing Corporation Single Family Home Loan Program Relating to Such Bonds; an Containing Other Matters Incident and Related Thereto.	
Tab 4 Presentation, Discussion and Possible Approval of a Resolution Authorizing the Texas State Affordable Housing Corporation to take preliminary action to carry out the financing of The Park on 14th located in	17

Plano, Texas, including creating entities, negotiating finance documents, and filing applications to obtain debt financing and housing tax credits.

Tab 5 Presentation, Discussion and Possible 19
Approval of a Resolution Approving a Texas
Housing Impact Fund Construction Loan in an
amount not to exceed \$785,000 to Project
Transitions for Roosevelt Gardens, a 40unit apartment complex in Austin, Texas
targeting households earning 30% area
median income and 50% area median income.

CLOSED MEETING	None
ACTION ITEMS IN OPEN MEETING	None
ANNOUNCEMENTS AND CLOSING COMMENTS	23
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#### PROCEEDINGS

MR. DIETZ: Thanks, everybody, for being here. It is March 18, 2020, at 10:31 a.m., and we will call to order the Texas State Affordable Housing Corporation Board meeting.

A couple of notes. Obviously, several Board members are participating via conference call per guidance that we received from the Governor's Office, just given the state of affairs today. So, if I can just remind any Board member before commenting if you can just identify yourself, and that way the court reporter will be able to properly notate who is speaking.

And then I'm about to do roll call, and I think it would be appropriate if we just said present remotely if you're participating remotely, or just present if you're there in person.

So, we will go right into roll call. So, Bill Dietz, I am present remotely.

Valerie Cardenas?

MS. CARDENAS: Present remotely.

MR. DIETZ: Courtney Johnson-Rose?

MS. JOHNSON-ROSE: Present remotely.

MR. DIETZ: Ms. Shipley?

MS. SHIPLEY: Just present.

MR. DIETZ: And Andy Williams?

MR. WILLIAMS: Present remotely. 1 2 MR. DIETZ: Okay, great. So, we do have a 3 quorum. 4 And let's begin, as we always do, if you could 5 join me in the Pledge of Allegiance. 6 (The Pledge of Allegiance and the Texas 7 Allegiance were recited.) 8 MR. DIETZ: Before we begin, is there any 9 public comment? 10 (No response.) MR. DIETZ: Okay. Hearing none, Mr. Long, if 11 you would provide us with the President's Report. 12 13 MR. LONG: Thank you, members. I appreciate everybody being here. I'd like to thank the Board members 14 15 for their leadership and commitment, especially during 16 this craziness that we're all in the midst of. I really 17 thank you for the opportunity to meet under these certain special circumstances, allowing us to continue to conduct 18 19 our business for the State of Texas. 20 Under the Board package you received, tab items 21 A through C, are program and financial reports. 22 As I always like to mention on the Loan 23 Committee, we did meet yesterday, we had a project that 24 will show up that we're going to be voting on, the Board

will be considering today, the committee approved it for

1	consideration for the full Board. It's under tab item 5,
2	and Cassandra will be presenting that later on in the
3	meeting.
4	Andy Williams, our Board member representative,
5	participated via phone conference, and Andy, if you have
6	any comments, I'd like to have those, and if not, we can
7	move on. Do you have any comments?
8	MR. WILLIAMS: No comments. Thank you.
9	MR. LONG: All right. Thank you.
10	I'll just run through the updates. Under the
11	Homeownership Programs, the staff remains really busy.
12	They're continuing efforts to provide lender trainings
13	through the Overcoming Down Payment Hurdle Classes and our
14	online lender trainings, and through the United Texas
15	Classes in partnership with the Texas Association of
16	Realtors.
17	Under Fundraising and Business Development,
18	we've received
19	MS. CARDENAS: Hello.
20	MR. LONG: Hello.
21	MS. CARDENAS: I couldn't hear for a minute
22	there.
23	MR. LONG: You there? Valerie, can you hear?
24	MS. CARDENAS: Yes, I can. I don't know if the
25	rest of the Board members can hear. I couldn't hear for a

while.

MR. DIETZ: I can hear. This is Bill Dietz.

MS. CARDENAS: Okay. I'm sorry.

MR. LONG: All right. I'll continue.

Fundraising and Business Development, TSAHC received a two-year \$30,000 grant from the Texas Financial Education Endowment, and this grant will be used to support the Corporation's Housing Connection Training Program in support of training counselors and housing nonprofits.

We also received a \$10,000 grant from the Austin Community Foundation to support the new pre-development fund that we're going to do as a pilot program.

And we also received a \$15,000 grant from Texas Capital Bank. This is the second annual installment of a three-year grant agreement that they made for a total of \$45,000, and these funds are used in support of the Texas Housing Impact Fund and a new training initiative focusing on permanent supportive housing.

We also wanted to let you know under the HEART Program that we awarded three additional awards. These awards were approved both by TSAHC and by Rebuild Texas Fund. The grants are part of phase two of the HEART Program. We awarded grants of \$100,000 to Legacy CDC to

repair up to ten homes in Jefferson County, Fifth Ward received \$100,000 to repair up to six homes in Houston, and Somebody Cares America and the Jasper-Newton Long Term Recovery Group, they received a \$30,000 award to repair up to eight homes in Jasper and Newton counties.

The Single-Family Rental Program, I always like you know as we acquire new properties. The Board authorized us some funding to do this. The most recent home we acquired we closed on it yesterday. It's a three-bedroom, two bath house located in Pflugerville, Texas. For those of you that don't know, it's about 20 minutes northeast of central Austin. Currently we're in a leaseback with the seller and we hope to have that property made ready and leased to a family at 80 percent and below AMFI sometime in mid to late April.

For the record, since everyone is not here, I'd like to recognize the professionals that are here. Routt Thornhill with Coats Rose is here as general counsel, and other people in the room will introduce themselves as they come up to speak.

The last thing I'd like to mention is that our next Board meeting is tentatively scheduled for April 8.

I, again, as always, will let you know as that meeting gets closer and timewise we'll make sure that we have agenda items that we need your consideration on, as well

as whether or not that date works for everybody. We'll send an email; Rebecca will do that.

I did want to add one last thing and that was just a reference to what we talked about at the last meeting and that was making sure that the current schedule that the second Wednesday of every month works for the Board members. I think at the last meeting we had discussed that we are happy to accommodate everyone's calendar. If you want to discuss that and offer other dates, whether it be another day during the second week of the month or if you want to change it to another week of the month that would work for everybody's schedule. But if you're comfortable with what we have, we're happy to leave it that way. I just wanted to revisit that question because we threw it out last meeting.

And with that, Mr. Chairman, I'll conclude my remarks.

MR. DIETZ: Great. Thank you, Mr. Long. This is Bill Dietz speaking.

Any questions from any Board members?

(No response.)

MR. DIETZ: Okay. Then we'll move into the action items. Tab item 1 is the presentation, discussion and possible approval of minutes of the Board meeting that was held on February 12, 2020.

1	Is there any discussion or question about the
2	minutes?
3	(No response.)
4	MR. DIETZ: If not, I would be willing to
5	entertain a motion.
6	MS. CARDENAS: This is Valerie. Motion to
7	approve.
8	MR. DIETZ: And is there a second?
9	MS. SHIPLEY: This is Lali. I'll second.
10	MR. DIETZ: Okay. It's been moved and
11	seconded. Is there any public comment?
12	(No response.)
13	MR. DIETZ: No public comment, so all in favor
14	please say aye.
15	(A chorus of ayes.)
16	MR. DIETZ: Okay. I heard several ayes. Any
17	opposed?
18	(No response.)
19	MR. DIETZ: Okay. The Board meeting minutes
20	from February 12, 2020 are approved.
21	Tab item 2, the presentation, discussion and
22	possible approval of a resolution regarding the submission
23	of a 2020 application for allocation of private activity
24	bonds, notice of intention to issue bonds, and state bond
25	application to the Texas Bond Review Board for single

family mortgage revenue bonds.

MS. LeVECQUE: Good morning, Mr. Chairman and Board members. This is Joniel LeVecque. I am the Homeownership Programs Director at TSAHC.

The item that we have before you today under tab item 2 and also under tab item 3 references the same single-family bond transaction. Tab item 2 is basically an inducement resolution allowing us to submit a 2020 application for allocation of private activity bonds and a notice of intention to issue bonds and the state bond application to the Texas Bond Review Board.

This single-family bond transaction is actually similar to the single-family bond transaction that we did last year, that the Board approved last year for the Homes for Texas Heroes Home Loan Program. This year we are requesting to access \$64 million of the Corporation's bond cap to serve homebuyers at or below 80 percent of the area median family income. This income limit will vary depending on what county the homebuyer is purchasing the home in.

So, in addition to the homebuyers being restricted to that 80 percent AMFI, they must also be a first time homebuyer and they also must meet certain purchase price restrictions. Homebuyers that meet those eligibility requirements and also meet the FHA, VA or USDA

underwriting guidelines will be eligible to receive 4 percent of down payment assistance in the form of a grant and that down payment assistance can be used towards a homebuyer's closing costs and their down payment.

So, with the Board's approval today and approval from the Bond Review Board during their board meeting in May, and if market conditions remain favorable, we would look to move forward and market the bonds in June and close on the transaction in July.

The Corporation will continue to work with Raymond James & Associates as underwriters and Norton Rose Fulbright as our bond counsel. Both have worked with TSAHC for many years. We will also work with CSG Advisors as our financial advisors, Ballard Spahr as our disclosure counsel, and we'll also continue to work with Lakeview Loan Servicing as our master servicer.

So, with that, I'll conclude my remarks and I'm more than happy to address any questions at this time.

MS. CARDENAS: This is Valerie. I'm sorry. Did you mention what the rate was going to be?

MS. Levecque: Actually, no. We do not know that at this time. We plan on pricing the bond in early June, and just so that you're aware, if the market remains favorable we can move forward, but if we see that in early June that the market does not maintain a substantial

benefit to the homebuyer, we'll either hold off on closing 1 2 on the transaction or stop the process altogether. But we will not close on the bond transaction until we know that 3 4 we can offer a favorable rate to the homebuyer. 5 MS. CARDENAS: Okay. And as far as the down 6 payment assistance that will work in conjunction with the 7 bond, is it going to be similar to what we already have in 8 Is there a cap? I know the current one has like place? 9 3, 4, 5 -- well, for a particular bond there's one that's 10 3, 4 and 5, and there's one that's just a flat 5 percent. 11 MS. LeVECQUE: Right. So currently with our 12 TBA program, our intention is that the bond program would 13 complement the TBA program and actually offer a 14 potentially lower rate than the TBA program. So, we would 15 not move forward with the bond program if we couldn't 16 offer a better product than what we currently have through 17 our TBA program, and our TBA program is currently 3, 4 and 5 percent DPA available, the bond program would be 4 18 19 percent. 20 MR. DIETZ: Great. Thank you. This is Bill. Any other questions or comments? 21 22 (No response.) 23 MR. DIETZ: Okay. So, we are looking for 24 approval of this resolution at this time. Correct?

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MR. LONG: Yes, sir.

MR. DIETZ: Okay. Is there a motion to approve 1 2 the resolution as submitted? 3 MS. CARDENAS: This is Valerie. Motion to 4 approve resolution as submitted. 5 MR. WILLIAMS: This is Andy. I'll second it. MR. DIETZ: Okay. The motion has been moved 6 7 and seconded. Is there any public comment? 8 (No response.) 9 MR. DIETZ: Okay. Hearing none, all in favor 10 please say aye. (A chorus of ayes.) 11 MR. DIETZ: Any opposed? 12 13 (No response.) 14 MR. DIETZ: Okay. The resolution passes. 15 Okay. Tab item 3, the presentation, discussion 16 and possible approval of a resolution authorizing the 17 issuance, sale and delivery of single family mortgage revenue bonds, Series 2020A (Non-AMT); authorizing the 18 19 trust indenture official statement bond purchase agreement 20 and continuing disclosure agreement relating to such bonds; making certain findings and determinations; 21 22 authorizing the execution of documents and instruments 23 necessary or convenient to carry out the Texas State 24 Affordable Housing Corporation Single Family Home Loan

program relating to such bonds; and containing other

matters incident and related thereto.

MS. LeVECQUE: Good morning again. This is Joniel LeVecque again.

And as I mentioned earlier under tab item 2, tab item 3 is referencing the same single family bond transaction that we just discussed under tab item 2 but we are now requesting approval of a resolution authorizing the issuance, sale and delivery of the Series 2020A single family mortgage revenue bonds, along with approval of the substantially final documents.

We've actually been working diligently over the last several weeks with our partners, some of which I just mentioned during the last tab item, our bond counsel, financial advisor, underwriter and disclosure counsel and all their various lawyers -- quite a few lawyers on the team -- to put together all of these documents for our proposed Series 2020A single family mortgage revenue bond transaction.

And also, as I just mentioned a moment ago with Valerie's question, TSAHC began working on this 2020A transaction with the goal in mind of providing a tangible financial benefit to eligible homebuyers, so with the recent descriptions in the financial market having been significant and severe, I just want you to be aware that TSAHC and its team will continue to monitor the market

conditions in the coming weeks and months, and our overall 1 goal will not change and TSAHC staff will only move forward with the transaction if that goal can be achieved. 3 4 So, with that, I will conclude my remarks and 5 I'm more than happy to address any more questions at this 6 time. 7 Okay. Thank you. Are there any MR. DIETZ: 8 questions or comments? This is Bill. 9 This is Lali, for the Board MS. SHIPLEY: 10 members that aren't here, everyone else can see that. 11 (General laughter.) MS. SHIPLEY: So, if the market does take a 12 turn and we need to re-think everything, we can still pass 13 14 this resolution and then adjust or assess how everything 15 is, and we're not setting anything in stone right now? 16 MS. LeVECQUE: Correct, correct. We can delay 17 closing, you know, and decide to delay it to some point or we may decide that it's just not a good time at all and 18 19 cancel the whole transaction, but we have the ability to do that. You're giving us approval to move forward if we 20 see that market conditions are favorable. 21 22 MS. SHIPLEY: Okay. Perfect. 23 MR. DIETZ: Great. Any other questions? This 24 is Bill speaking.

(No response.)

1	MR. DIETZ: Okay. Hearing none, is there a
2	motion?
3	MS. JOHNSON-ROSE: This is Courtney. So,
4	moved.
5	MR. DIETZ: And a second?
6	MS. CARDENAS: This is Valerie. I second.
7	MR. DIETZ: Okay. This is Bill. It's been
8	moved and seconded. Is there any public comment?
9	(No response.)
10	MR. DIETZ: Hearing none, all in favor please
11	say aye.
12	(A chorus of ayes.)
13	MR. DIETZ: Any opposed?
14	(No response.)
15	MR. DIETZ: Okay. The resolution passes.
16	MS. LeVECQUE: Thank you.
17	MR. DIETZ: Thank you. Thanks for your
18	presentation.
19	Tab item 4 which is the presentation,
20	discussion and possible approval of a resolution
21	authorizing the Texas State Affordable Housing Corporation
22	to take preliminary action to carry out the financing of
23	The Park on 14th, located in Plano, Texas, including
24	creating entities, negotiating finance documents and

filing applications to obtain debt financing and housing

tax credits.

MS. RAMIREZ: Good morning all. This is Cassandra Ramirez, Development Finance specialist.

Regarding tab item number 4, this is regarding a 9 percent tax credit application that was submitted at the end of February. We submitted a 60-unit multifamily rental project serving families that is aligned with the City of Plano's needs. We decided to submit a full application to the State after receiving the general support of the city, so it makes our application a little bit more competitive, and this resolution is a requirement of the tax credit application.

To give you a little bit of a background. This is a site that TSAHC has had in its portfolio since 2012. We have attempted tax credit applications in the past that haven't been successful. In 2018, we initially submitted for senior housing, it didn't get funded that year, and in 2019, we submitted a pre-application for senior housing that wasn't competitive so we didn't submit the full application, but with the city's support, we decided to go and submit a full application. So, this resolution is regarding that application and is a requirement of the application itself.

I'm happy to answer any questions you guys have.

1	MR. DIETZ: Are there any questions from Board
2	members?
3	(No response.)
4	MR. DIETZ: Okay. Hearing none this is Bill
5	speaking is there a motion?
6	MS. CARDENAS: This is Valerie. Motion for
7	approval.
8	MS. JOHNSON-ROSE: This is Courtney. Second.
9	MR. DIETZ: Okay. This is Bill. It has been
10	moved and seconded. Is there any public comment?
11	(No response.)
12	MR. DIETZ: If there is none, all in favor
13	please say aye.
14	(A chorus of ayes.)
15	MR. DIETZ: Okay. Any opposed?
16	(No response.)
17	MR. DIETZ: Okay. The resolution passes.
18	Tab item 5 is the presentation, discussion and
19	possible approval of a resolution approving a Texas
20	Housing Impact Fund construction loan in an amount not to
21	exceed \$785,000 to Project Transitions for Roosevelt
22	Gardens, a 40-unit apartment complex in Austin, Texas,
23	targeting households earning 30 percent area median income
24	and 50 percent area median income.
25	MS. RAMIREZ: This is Cassandra Ramirez again,

Development Finance Specialist.

Regarding tab item number 5, this was an agenda item in yesterday's Loan Committee meeting, and we at the meeting approved this loan.

Currently, just to give you a little bit of background, this is project in Austin, Texas, in the Bright View Neighborhood. Project Transitions has been around for over 30 years, they do wonderful work for persons living with HIV and AIDS and do wrap-around supportive services for their clients. They currently have a 22-unit apartment complex at this site, and they deemed that it's just most cost-effective to demolish and build a new 40-unit project that would better serve their community and their clients.

They fund-raised significantly and have been awarded close to \$5 million in deferred forgivable financing from TDHCA -- I'm sorry -- from the City of Austin rather, \$2 million in forgivable financing from TDHCA, and in your project summary you have a list of the other sources.

At Loan Committee yesterday, the terms that were approved were a loan in the amount of \$785,000, a two-year construction loan at 3 percent interest, the Corporation will collect monthly payments of interest on any of the outstanding principal balance of the loan, the

Corporation will collect a \$7,850 commitment fee, and 1 we've also conditioned this loan on the project receiving 3 more of the financing that they are applying for which 4 includes an AHP grant from the Federal Home Loan Bank of 5 Dallas, and they should hear on that in July of this year. 6 Does anybody have any questions for me on this 7 project? 8 MS. CARDENAS: This is Valerie. It's going to 9 target 30 and 50 percent. I know other projects we've 10 looked at they allow for a certain percentage at either 60 11 or 80, so this entire project will just be exclusive to 12 meeting these 30 and 50 percent of median income 13 requirements? 14 MS. RAMIREZ: Yes. The affordable rents are 15 way below what they could charge, even with the financing 16 terms that they have, but because of the clientele they 17 serve, they receive Housing Opportunities for Persons With AIDS, HAPWA funds, that helps them subsidize their 18 19 operating costs and offer extremely affordable rents to their clients. 20 21 Okay. Thank you. MS. CARDENAS: 22 MR. DIETZ: Great. This is Bill. Are there 23 any other questions or comments? 24 MS. SHIPLEY: This is Lali. 25 So, the \$785- is not included in the \$8.9

million budget?

MS. RAMIREZ: It is. They're fund-raising for it right now but in our underwriting, we have the portion that's going to make it up and uncommitted. So, they're submitting a grant application in March to the Federal Home Loan Bank and are also doing a capital campaign to raise funds.

MS. SHIPLEY: Okay. On the last page where it says its 100 percent, that means planned 100 percent is fund-raised, these are all in the works, these aren't secured funds?

MS. RAMIREZ: So, what they're fund-raising for is approximately \$600,000 and then they have an AHP grant out in March for \$500,000.

MS. SHIPLEY: Okay.

MS. RAMIREZ: So, it's conditioned on them getting that AHP award for us to fully commit the loan and/or meeting 50 percent of their fund-raising goal. And they have an excellent track record for fund-raising. They did a similar campaign in 2005 for one of their projects, Doug House, where they raised over \$500,000 in a year's term. It was another complete scrape and rebuild.

MS. SHIPLEY: Okay.

MS. RAMIREZ: They have close to half committed, so it's a wonderful project.

1	MR. DIETZ: Great. Any other questions or
2	comments?
3	(No response.)
4	MR. DIETZ: Okay. Hearing none, is there a
5	motion to approve?
6	MS. CARDENAS: This is Valerie. Motion to
7	approve.
8	MS. JOHNSON-ROSE: This is Courtney. I will
9	second.
10	MR. DIETZ: Okay. It has been moved and
11	seconded. Is there any public comment?
12	(No response.)
13	MR. DIETZ: Okay. Hearing none, all in favor
14	please say aye.
15	(A chorus of ayes.)
16	MR. DIETZ: Any opposed?
17	(No response.)
18	MR. DIETZ: Okay. The resolution passes.
19	Okay. It looks like that brings us to the end
20	of our agenda. Is there any further item to be discussed,
21	Mr. Long?
22	MR. LONG: No, Mr. Chairman, there's not. We
23	don't have any need to go into closed session at all, and
24	with that, I think we can conclude.
25	I would like to again thank the Board members

for participating in such unique circumstances, and again, thank you so much for your commitment and leadership to make this all happen and keep our business moving forward.

MR. DIETZ: Great. This is Bill. Thank you, everybody, for meeting under these unique circumstances.

I encourage everybody to be safe and comply with CDC guidelines.

And, David, I heard you were asking that not more than ten people to be in the room, so it sounds like that's exactly what we're doing at Texas State Affordable Housing Corporation, is complying with all the safety precautions that have been recommended, so thanks for doing that.

MR. LONG: You bet.

MR. DIETZ: Okay. Well, with that, it is now 10:58 a.m., and the Texas State Affordable Housing Corporation Board meeting is adjourned. Thank you very much.

(Whereupon, at 10:58 a.m., the meeting was adjourned.)

CERTIFICATE

MEETING OF: TSAHC Board

LOCATION: Austin, Texas

DATE: March 18, 2020

I do hereby certify that the foregoing pages, numbers 1 through 2525, inclusive, are the true, accurate, and complete transcript prepared from the verbal recording made by electronic recording by Nancy H. King before the Texas State Affordable Housing Corporation.

DATE: March 24, 2020

(Transcriber)

On the Record Reporting 7703 N. Lamar Blvd., #515 Austin, Texas 78752