TEXAS STATE AFFORDABLE HOUSING CORPORATION

BOARD MEETING

Texas State Affordable Housing Corporation 6701 Shirley Avenue Austin, Texas 78752

Tuesday, June 18, 2024 10:30 a.m.

BOARD MEMBERS:

WILLIAM H. DIETZ, JR., Chair VALERIE V. CARDENAS, Vice Chair COURTNEY JOHNSON-ROSE, Member (absent) DAVID RASSIN, Member LEMUEL WILLIAMS, Member

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1	<u>PROCEEDINGS</u>
2	(10:34 a.m.)
3	MR. DIETZ: Okay. It is 10:34 a.m., and the
4	Texas State Affordable Housing Corporation Board meeting
5	is called to order.
6	We'll do our roll call. William Dietz, I am
7	present.
8	Valerie Cardenas, Vice Chair.
9	MS. CARDENAS: Present.
10	MR. DIETZ: Courtney Johnson-Rose is absent.
11	Lemuel Williams.
12	MR. WILLIAMS: Present.
13	MR. DIETZ: And David Rassin.
14	MR. RASSIN: Good morning. Present.
15	MR. DIETZ: So, we do have a quorum.
16	Before we begin, please join me in the Pledge
17	of Allegiance.
18	(Whereupon, the Pledge of Allegiance was
19	recited.)
20	MR. DIETZ: And to the Texas flag.
21	(Whereupon, a pledge to the Texas flag was
22	recited.)
23	MR. DIETZ: Okay. Before we begin, is there
24	any public comment?
25	MR. LONG: Actually, there is. I would like

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before we begin with the Agenda Items, I would like to introduce Jorge Saucedo with Texas Community Bank. He is here to present TSAHC with a grant check in support of our Texas Supportive Housing Institute training. And I am going to ask Katie Claflin to come up and kind of manage that for us.

So, Katie and Jorge, if you want to come up. I will step aside.

MR. SAUCEDO: Good morning.

MR. DIETZ: Good morning.

MS. CLAFLIN: So, my name is Katie Claflin,
Senior Director of Communications and Development. And I
am pleased to introduce Jorge Saucedo, Vice President with
Texas Community Bank, who is here to present us with a
\$10,000 grant check.

So, the grant will support our 2024 Texas

Supportive Housing Institute, which is a four-month

training and technical assistance program for developers

building permanent supportive housing units.

Specifically, TCB's grant will support training costs for a developer located in their service area of San Antonio,

We are launching the Institute applications later this month. And we should have the development team selected by August.

Laredo, and the Rio Grande Valley.

So, TCB has been a long standing supporter of our programs. They have supported both our ACT Land Banking program, as well as our Housing Connection trainings. So, we are very, very appreciative of this additional support.

And so, with that, I would like to invite Jorge to say a few words.

MR. SAUCEDO: Thank you, Katie. Thank you all for having me.

I have been working, I guess, with Texas

Community Bank for a while now, but I have had the

pleasure of working with TSAHC and Katie for a few years.

And I get to see her every now and then when she comes to

San Antonio. So, I just wanted to say that I think that

the bank, our bank certainly recognizes our responsibility

to our community, and we found a really good partner in

TSAHC to help us do that.

And so, I have the very easy job today of giving you money. And so, I am very honored to present you all with our donation. Yes. Thank you.

MR. DIETZ: Thank you.

MS. CLAFLIN: So now, we would love to take a couple of photos. So, I think we will do what we have done before, and just line up behind, in front of the logo. Shelby.

(Whereupon, photographs were taken.) 1 MR. DIETZ: Well, thanks for your continued 2 3 We really appreciate your support over the 4 years. And thank you for this most recent contribution to 5 the good work we are doing here at Texas State Affordable 6 Housing Corporation. 7 Any additional public comments? 8 (No response.) 9 MR. DIETZ: Hearing none, we'll go then to the 10 President's Report. Mr. Long, do you have the President's Report 11 for us this month? 12 MR. LONG: Good morning, Mr. Chairman, Members. 13 14 I would like to make a few guest introductions first. 15 First person I would like to introduce is --16 you all know him, but that is not like an introduction for 17 But Gabe De Ochoa is here for the Governor's a show. I just want to make sure that everybody knows 18 Office. 19 that Gabe is here. 20 I would also like you to recognize Jessica Gray 21 and Raquelle Lewis, both with Texas Department of 22 Transportation. And as we have been working through the 23 details and the agreement with TxDOT for TSAHC to 24 participate in that, in the North Houston Highway

Improvement Project, Jessica has been serving as our

25

liaison on literally everything that we have been doing.

And Raquelle is the Public Information Officer for the

Houston region and coordinating all of the public

engagement meetings.

I would also like to recognize that Argentina James with HillDay is joining them as well. And I don't think that there is any Q and A on this. It was just me recognizing them for their being here.

And if the Board had any questions, we could certainly ask them to answer those or to provide feedback at this point on that contract, which we still haven't executed, or anything of that nature.

MR. DIETZ: Welcome. Thanks for being here.

MR. LONG: Moving on, the Corporation's Loan

Committee met on Tuesday, the 11th. While we didn't have
any new loans that we needed to review or consider, the

Corporation did have an update from Cassandra Ramirez,
providing information related to our Affordable Housing

Partnership Program. And the Committee also reviewed all
of our loans that were outstanding under the Texas Housing

Impact Fund.

Special thanks to Mr. Williams. He is always available and participates in those and gives direction and guidance as the Board member for the committee.

Accounting staff are currently working on the

2025 budget. Staff have been asked to put together their program and department budgets, and we'll be working to bring that together. A quick reminder for those that don't recall, the Corporation follows the State of Texas fiscal year.

So, our fiscal year is September 1st through August 31st. So, we are currently still in the 2024 calendar year, which will end August 31st. We plan to bring that to the Board in August for their consideration and approval, if possible.

Staff updates. As the Corporation continues to grow our programs and staff over the past several years, I am very pleased to have three new employees that I get to introduce today and embarrass a little bit.

Shelby Holmes joined us on May 7th. And since we didn't have a May Board meeting, she wasn't able to be introduced, so I am doing it now. She is going to serve as a marketing and communications specialist. And her role will focus primarily on social media and graphic design in support of our communication efforts.

And so, Shelby, if you will raise your hand.

And then Kirstie Brazil joined the Single

Family Mortgage Credit Certificate team on June 12th. And she brings seven years of experience in the mortgage industry.

So, Kirstie, thank you very much.

And then last but not least is Natalie Galaviz. And she joined the Development Finance team and she actually is starting today. So, her first day, I actually opened the door for her when she got here bright and early before 8:00. So, she is here, and she brings over ten years of experience in the commercial and residential construction lending division.

So, we really look forward to having all three of these people make an impact in our programs and allow us to continue to serve the great State of Texas.

On our program updates, the Single Family
Program, we continue to have quite a bit of interest in
our Single Family Program. We have added eight new
lenders that have been approved under our Single Family
Program, making them eligible to participate and make
awards under our program.

Also, the Home Ownership Team and our top lenders have conducted eight lender continuing education training courses, reaching over 150 realtors. We, also this year -- and well, I should say, in the past, we have reached about 1,500 realtors through this process. And this year, to date, we have exceeded that number by -- we are at 1,700 that we have been able to train.

And we are still at two and a half months left

in the year. So, we will probably really hit it out of the park on being able to reach more and more realtors and serving them and helping them understand about our programs.

As you are aware, we have been working with -the Single Family Team has been working with Lakeview Loan
Servicing as we transition from our old reservation
system, Emphasys, to our new loan reservation system,
which is LoanDoc. We'll continue to work hard on that
process to ensure there is a smooth transition, which is
supposed to be completed by the end of this month. If
not, we'll continue to work to make sure that we get it
done as soon as possible.

But, in addition to the internal work that is being done by staff, staff have also been providing training to our participating lenders who need to be retrained on this new system. As a result, we started a training program for the lenders that is required for them to participate.

We started that training on March 28th. And today, 5,780 lenders had been trained to participate in our program. So, it gives you the depth of the program, and the demand for our program.

Under our fundraising activities, the Corporation is currently fundraising for a 2024 Texas

Supportive Housing Institute, which we are thankful that Jorge was here to make an award to us for that. We'll launch this, this fall. The Institute is a formal training and technical assistance program for developers constructing permanent supportive housing units in Texas.

To date, we have secured funding commitments totaling \$110,000. And, in addition to Texas Community Bank, we have received funding from Wells Fargo, J.P. Morgan Chase, Dominium, Regents Bank, Frost Bank, Insperity, Capital Impact Partners, and Vecino Group. So, we are very thankful for all of that support and are very grateful for the continued efforts that we have in our fundraising.

In addition to that, we have been raising funds for our 2024 Housing Connection Training, which is our housing training for our nonprofit partners. And to date, we have secured \$26,000 in funding from Texas Community Bank, PNC, and individual lenders and realtors who give us money out of their own pockets. So, we are very thankful for that.

June is National Home Ownership Month. And the Home Ownership and Communications Teams have launched a campaign to educate consumers about home ownership and TSAHC's programs. Our activities include participating in

eight homebuyer fairs in various cities throughout Texas over this last -- during this month. We are releasing blogs and social media posts promoting our educational resources.

There is a podcast segment with the Texas

Mortgage Bankers' Association on the benefits of title

insurance. And we'll be conducting a webinar on June 26th

to educate housing professionals about our Mortgage Credit

Certificate Program.

Regarding the Foundations Fund, the

Corporation's Foundations Fund applications were due the

31st of May. This year, we received a total of 89

applications, compared to the 66 we received last year.

So, again, massive demand for the program. Staff are

currently reviewing the applications and will present

those funding requests for recommendations to the Board at

our meeting in July.

In addition to that, if you remember, the Board authorized us to have some funding available for disaster funds. And the Corporation awarded a \$25,000 grant to Community Outreach Housing through our Texas Foundations Fund Disaster Recovery Group -- I mean round, in support of repairs to homes damaged by severe storms in Hill County, which is just north of Waco, with the county seat as Hillsboro, if you don't know where that is at. It is

along the I-35 corridor.

Under Housing Connection, we will open for registration the 2024 Housing Connection training on July 31st. This year's trainings will take place September 23rd through the 26th at the Federal Reserve Bank in San Antonio.

Again, a special thank you to the Federal
Reserve Bank. Over the years, they have been a phenomenal
partner of ours. And they have always offered up their
resources and their facilities for us to conduct these
trainings. And they are really a great partner of ours,
and we really appreciate their support.

This year, we'll be offering two NeighborWorks training courses: Foreclosure Basics for home ownership counselors, and Budget Basics, Decoding the Mysteries of the Pro Forma. And I have not graduated, so don't ask me.

Events -- David Danenfelzer and Celina Stubbs attended the National Council of State Housing Agencies Connection Conference in Atlanta, Georgia, last week.

Janie, myself, and Joniel attended the Fannie Mae Affordable Housing Summit in Washington, D.C., earlier this month.

And one last thing I would like to note, and it is not really an event that they attended, where it was a conference or anything. But I would like to recognize

some of our Multifamily Asset Oversight and Compliance

Team. Several of them have been attending various

trainings over the last several months, and I want to take

a moment to announce kind of their accomplishments,

individually.

Vanessa Franco received a Management

Development Certificate, program certificate for

completing the Governor's Center for Management and

Development training course. Again, that is a big

opportunity for us. We appreciate the chance. And we

appreciate and we are very proud of Vanessa for completing

that.

Blaire Bigelow and Mercedes Dunmore passed a very difficult exam and received their Housing Credit Certified Professional designation, which is really a highly recognized certificate in the affordable housing industry. So, we appreciate their efforts, and congratulate them on passing that exam.

And finally, Celina Stubbs, our Director of the area passed her final practicum and received a Certified Housing Asset Manager designation, which is issued by NeighborWorks America.

And so, I would like to just say congratulations to all of them. And thank you for their continued work and efforts to improve what they do for the

Corporation. 1 2 With that, Mr. Chairman, I will conclude, other than to tell you that our next scheduled -- tentatively 3 4 scheduled Board meeting is July 16th at 10:30, Tuesday, 5 the 16th. 6 MR. DIETZ: Great. Thank you. 7 MR. LONG: Okay. Appreciate your time. MR. DIETZ: Any comments or questions from the 8 9 Board? 10 MR. WILLIAMS: Chair, I have one. David, I was taking a quick look at the 11 12 statement of net position. It just looks like our current 13 assets, the value went up, unless I am not recalling 14 anything, or has it been flat. But it looked like, I 15 mean, the number has gone up, which is good. 16 MR. LONG: I don't know. Are you asking me why 17 they went up? Or if they did? MR. WILLIAMS: Both. 18 19 MR. LONG: Melinda -- where did Melinda go? 20 MR. DIETZ: Melinda is getting something for 21 me. 22 MR. LONG: Okay. 23 Betsy, are you with me on here? Do you want to 24 come up and answer that question? Because I know we -- I

don't know that there has been a significant adjustment,

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other than recognizing something a little --1 2 MS. ALDRICH: I am Betsy Aldrich, Senior 3 Accounting main manager. I believe the main reason that 4 they have gone up is just based -- because we have to mark 5 to market every month. 6 MR. WILLIAMS: Yes. Okay. 7 MS. ALDRICH: And it is just the market price 8 has gone up. 9 MR. WILLIAMS: Okay. 10 MR. DIETZ: As interest rates fluctuate --MS. ALDRICH: Yes. 11 MR. DIETZ: -- the value of the securities --12 13 MS. ALDRICH: I don't believe there is any 14 other --15 MR. LONG: Yes. The way we carry some of our 16 bond assets, if you will, is those securities are carried 17 in a mark to market valuation. And we could have a variation. One month, it is going to raise the value. 18 19 And next month, you might be asking the same question for a different reason --20 21 MR. WILLIAMS: No, no --22 Because they might have gone down. MR. LONG: 23 MR. WILLIAMS: No, because when I saw that --24 and I was just looking at investments at fair value. I 25

was looking at some of the notes. And I was kind of like,

1	it looks like it is going up
2	MS. ALDRICH: Yes.
3	MR. WILLIAMS: which is good for us. But I
4	just wanted to just kind of confirm, just get an idea
5	about that.
6	MR. LONG: Appreciate it. Yes. And I
7	appreciate Betsy confirming that.
8	I just we have had this conversation. Mr.
9	Dietz can concur with this. We have had this conversation
10	over the years about having to mark to market some of our
11	securities that we own. Some of it is our own bonding
12	authority that we have recaptured.
13	MR. WILLIAMS: Yes. Yes.
14	MR. LONG: And those have to be mark to market
15	every year. And they are continually being checked.
16	MR. WILLIAMS: Okay. That is good, then.
17	MR. LONG: To properly represent the value of
18	them at the time of the Board meeting.
19	MR. WILLIAMS: Yes.
20	MR. DIETZ: I have a quick question for you
21	about the 89 applications for the Texas Foundations Fund.
22	Have those already been reviewed, and they are already all
23	valid, or
24	MR. LONG: In process.
25	MR. DIETZ: Or are there any of them that

MR. LONG: Michael or Anna, do you want to come
up? They are the ones doing the review and processing
right now.

MR. DIETZ: Oh, sure.

MR. LONG: I will let them give you the answer.

I know it was in review process. But I don't know if they

I know it was in review process. But I don't know if they have all been validated.

MR. DIETZ: Yes.

MR. WILT: Michael Wilt, Senior Manager of External Relations. Thanks for your question, Chairman Dietz.

We have completed an initial review. The reviews are done two-fold. We do a review among our Department to make sure that they meet certain eligibility criteria. And then, our accounting department does a separate review of their financials.

I believe both of those separate reviews have been done. I know our Department reviews have been done, because we met about that yesterday. And among the applications, there are a handful -- and by a handful, I mean, probably three or less that will be disqualified just because they are individuals seeking assistance or the deficiencies are so egregious that we don't think that they will be able to address all those.

We have yet to hear the feedback from the

1	Accounting Department. But there have been some reviews,
2	based upon our reviews, that were flagged for potential
3	accounting deficiencies, that may or may not be resolved.
4	
5	So, I can confidently say that at least one to
6	three will not be moving forward, and there may be more
7	than that.
8	MR. DIETZ: That is regardless, we are still
9	going to have a significant increase over the last year.
10	MR. WILT: We are. Yes. Every year has been a
11	significant increase. So, we'll have to make some
12	decisions at some point.
13	MR. DIETZ: Yes.
14	MS. CARDENAS: And remind me. Did we increase
15	the allocation?
16	MR. WILT: No.
17	MS. CARDENAS: So, the award is obviously going
18	to be less per approved candidate.
19	MR. WILT: It will be less, and also the
20	disaster recovery funds are taken out of the kind of
21	general allotment for TFF. So, it is a million, minus the
22	\$55,000 that we have deployed for disaster recovery.
23	MR. DIETZ: Thank you. Thank you for that
24	information.
25	MR. WILT: Sure.

1	MR. DIETZ: Look forward to hearing more about
2	it at a future Board meeting.
3	MR. WILT: Yes.
4	MR. LONG: July.
5	MR. DIETZ: Next month.
6	MR. LONG: July will be the update and
7	presentation to the Board for consideration.
8	MR. DIETZ: Okay. Perfect. Very good. Great.
9	Any other questions or comments before we move
10	on to our action items?
11	(No response.)
12	MR. DIETZ: All right. Well, let's move into
13	our action items for our open meeting today.
14	Tab Item 1 is the presentation, discussion and
15	possible approval of minutes of the Board meeting that was
16	held on April 16, 2024. Are there any additions,
17	comments, corrections, or questions about the minutes?
18	(No response.)
19	MR. DIETZ: If not, is there a motion?
20	MS. CARDENAS: Motion to approve as presented.
21	
22	MR. WILLIAMS: Chairman, this is Lem. I will
23	go ahead and second that motion.
24	MR. DIETZ: Okay. It has been moved and
25	seconded. Is there any public comment?

(No response.) 1 2 MR. DIETZ: Hearing none. All in favor, please 3 say aye. (A chorus of ayes.) 4 5 MR. DIETZ: Any opposed? 6 (No response.) 7 MR. DIETZ: Okay. The minutes are approved as 8 presented. 9 Tab Item 2 is the presentation, discussion and 10 possible approval of a resolution to approve a Certificate 11 of Amendment for the Corporation. 12 MR. THORNHILL: This is an item-- oh, Routt Thornhill, Coats Rose, General Counsel for the 13 14 Corporation. 15 This is an item that we approved back in April, 16 I believe, and we attempted to file the Certificate of 17 Amendment. And the Secretary of State rejected it, because it did not list the specific names and addresses 18 19 of the Board members. And we asked them for statutory 20 authority on it. They did not, wouldn't give it to us, other to say it is in their instructions when they file 21 22 initial articles of incorporation. 23 And I think it is a carryover from older 24 statutes, and they have never updated their form.

too easy to comply. So, we have changed the amendment to

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specifically list each of the directors. 1 2 The whole reason for doing what we did initially was so that we would have a statement that we 3 have five Board members and, you know, recite the 4 5 statute -- the language in our enacting statute, so that 6 we would comply with that. And that way, we wouldn't have 7 to re-file every time we change a Board member. 8 And unfortunately, we are butting up against 9 some bureaucracy. So, that is why we are bringing it back 10 to you to approve it. It is now rewritten to include each 11 of y'all's names and addresses. MR. DIETZ: And it looks like the address 12 posted for each Board member is the address of the 13 14 Corporation. 15 MR. THORNHILL: Correct. Yes. Correct. That way, all communications come through the Corporation. 16 17 MR. DIETZ: Right. Right. 18 19 Any questions? 20 MR. RASSIN: Yes. I am sorry. I didn't mean 21 to step --22 MR. DIETZ: No. Go ahead. MR. RASSIN: Does this allow for the 23 24 resignation of a Board member to be effective even if the 25

certificate is not updated?

1	MR. THORNHILL: Yes. The resignation process
2	is in the bylaws of the Corporation, unaffected. This is
3	just a public notice filing with the Secretary of State.
4	MR. RASSIN: An as of date filing.
5	MR. THORNHILL: Yes. I mean, obviously, you
6	have been on the Board for several months now. And you
7	know, this is just a catch up to make sure that we are in
8	compliance ultimately with statute, give notice to the
9	public.
10	MR. RASSIN: Thank you.
11	MR. THORNHILL: Besides the website, besides
12	everything else that is published.
13	MR. DIETZ: So, you are just looking for an
14	approval of this revised Certificate of Amendment that
15	will then be filed with the Secretary of State.
16	MR. THORNHILL: Mr. Long would execute it. And
17	then we would file it, yes, to make it effective.
18	MR. DIETZ: Any other questions? Comments?
19	(No response.)
20	MR. DIETZ: Is there a motion?
21	MR. WILLIAMS: Chairman Dietz, this is Lemuel
22	Williams. I make a motion to approve the resolution for
23	certificate of amendment for the Corporation.
24	MS. CARDENAS: Second the motion.
25	MR. DIETZ: Okay. It has been moved and

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seconded that we approve the certificate of amendment for 1 2 the Corporation as presented. 3 Is there any public comment? 4 (No response.) 5 MR. DIETZ: Hearing none. All in favor, please 6 say aye. 7 (A chorus of ayes.) 8 MR. DIETZ: Any opposed? 9 (No response.) 10 MR. DIETZ: Okay. It is approved as presented. MR. LONG: Thank you. 11 12 MR. DIETZ: Thank you. 13 MR. THORNHILL: Thank you. 14 MR. DIETZ: Tab Item 3 is the presentation, 15 discussion and possible approval for Texas State 16 Affordable Housing Corporation to execute a contract with 17 the Texas Department of Transportation, to administer grant funding provided by the Texas Department of 18 19 Transportation to support affordable housing initiatives 20 in communities affected by the Texas Department of 21 Transportation's North Houston Highway Improvement 22 Project. 23 MR. LONG: Mr. Chairman, as you are aware, this 24 contract that we have been working on with the Texas 25 Department of Transportation for the State of Texas, and

the area impacted is the North Houston area, and the four communities that we will be working with TxDOT to work to ensure various functions related to affordable housing are met. This contract is something that we have been working through counsel on. So, Mr. Thornhill and the TxDOT counsel have been working on that.

And with that, I am going to turn it over to Michael to kind of give you a little background on the process, and what the expectations are.

So, Michael, if you don't mind.

MR. WILT: Sure. Michael Wilt, Senior Manager of External Relations.

As you may recall, we brought this up a few months ago. And dating back before that, we were approached by TxDOT about four years ago regarding an opportunity to administer grant funding in four neighborhoods that will be impacted by the North Houston Highway Improvement Project, which is set to break ground in October.

The grant funding is intended to provide housing opportunities in those neighborhoods and negate impact of the transportation and infrastructure project. The housing provided through the grant program will be above and beyond the compensation that TxDOT is providing property owners whose property is directly impacted by the

project. Those property owners have received, or will receive, direct compensation by TxDOT.

Our engagement with TxDOT was put on hold due to litigation surrounding the project, which was resolved in December 2022 into March of 2023. The terms of the settled litigation are governed by MOUs issued and executed by the City of Houston and Harris County and a voluntary resolution agreement that was executed between the Federal Highway Administration and TxDOT. After these agreements were reached, TxDOT reached back out to us last year, and re-engaged us in the contracting process.

Before you now are an interagency contract and an RFP that we are bringing forward to you to discuss and consider. We have been working with TxDOT and our General Counsel since March on both of these documents. And both sides have agreed on everything included before you, after several rounds of edits.

I should note that this is a two-part engagement. And this contract and RFP only contemplate the first part of the engagement, which is to procure a consultant to create a revitalization plan that will inform how we deploy the \$28.5 million in grant funding provided by TxDOT.

The last time we discussed this contract at a Board meeting, there were questions about including

language that protected us in the event of future
litigation, some sort of indemnification clause. We
looked into that and were told by our General Counsel that
language like that doesn't exist in interagency contracts.

It is not included in interagency contracts as a matter
of policy.

I know you all may have questions. I will stop here. On hand, we have Routt, who can answer questions from a legal perspective, and also Jessica Gray and Raquelle Lewis on behalf of TxDOT. And we also have Argentina in the audience with HillDay PR, who's been the managing of public relations surrounding this.

We thank Argentina and Raquelle for traveling here from Houston. We appreciate them making the trip.

MR. RASSIN: I do have a question. Thank you.

You foreshadowed what my question would be, and that is the one about the matter of policy that there aren't indemnity provisions in interagency contracts. Can you or Routt please educate me a little bit about that?

MR. WILT: Sure. I will ask Routt to do that.

MR. THORNHILL: That was the statement we received from TxDOT, that there would be -- that they aren't allowed to -- as policy, not to do indemnifications between interagencies.

In my experience, I have negotiated other state contracts in the past, leases, easement documents, and whatnot. And that same response has come back from the State, that they won't indemnify under the lease or under the easement document for anything. State policy that they won't -- or State law. Never got a recitation of the statute, but took it on face value from the General Counsel's office, Attorney General's office.

MR. RASSIN: Interesting.

MS. GRAY: Hello, I am Jessica Gray with TxDOT.

I'm an attorney with General Counsel division.

So, where that policy against indemnification concerns the State Constitution, that basically says that state agencies cannot incur debts and so indemnification clauses ultimately would allow for that. And I don't have the exact clause in front of me. I can get that. But that is where that comes from.

MR. DIETZ: Great. Thank you. Does that -
MR. RASSIN: It doesn't. State agencies cannot incur debt and an indemnification provision would constitute the incursion of debt?

MS. GRAY: It could. If we are holding another agency -- if we are indemnifying another agency, basically, we are saying we will take over any debt or claim that is brought against that other agency, which

then, yes, puts us in debt that we did not directly incur. 1 2 MR. RASSIN: I would like to know more about 3 this later, because it seems as though incurring any cost 4 would be incurring a debt. And surely that is not the way 5 that policy is meant to be read. So, it tells me that I 6 am not understanding, so I need to understand better. 7 MS. GRAY: Okay. If you like, we can put 8 together some more information. But ultimately, yes. Ιt 9 is just the idea of TxDOT cannot take over and cover a 10 debt that TSAHC incurs. 11 Like if there were negligence claims or any 12 other violations that would result in fines against TSAHC, 13 TxDOT as a state agency under the Constitution can't agree 14 to take over and hold TSAHC blameless for that. 15 MR. RASSIN: Is that the case, even if it is a 16 capped amount? 17 MS. GRAY: I am sorry. MR. RASSIN: Is that the same even if it is a 18 19 capped amount? 20 MS. GRAY: What do you mean a capped amount? MR. RASSIN: So, I understand that if it is an 21 22 open-ended, we cannot indemnify because that is an unknown 23 debt. But what if it is -- that there is a capped 24 indemnity up to \$3 million. It is a made up number. 25 it that it is an unknown amount, or is it that they can't

1	find any debt?
2	MS. GRAY: It is a debt in itself. It doesn't
3	matter the amount or whether it is known or not. That
4	is
5	MR. RASSIN: Okay. So, that is
6	MS. GRAY: And that is something we do in all
7	of our contracts. We do not include indemnification
8	clauses between parties.
9	MR. RASSIN: Is that just for when contracting
10	with other agencies or is it in every contractual
11	relationship?
12	MS. GRAY: It is everyone. We won't do that
13	for private companies, as well. It is an agency-wide
14	policy.
15	MR. RASSIN: So, anybody who wants to contract
16	with the Texas government has to waive their indemnity
17	provision?
18	MS. GRAY: Yes, sir. We don't include those in
19	our contracts.
20	MR. THORNHILL: That has been my experience as
21	well. Routt Thornhill, Coats Rose.
22	In any kind of contract, be it a lease or an
23	easement document, I have been told that same thing.
24	MR. RASSIN: All right. Thank you.
25	MS. GRAY: Thank you.

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1	MR. DIETZ: What we are being asked to approve
2	today is you mentioned that it was a two phase
3	MR. WILT: That is right.
4	MR. DIETZ: But what we are approving today, is
5	the entirety of the relationship, not just Phase 1.
6	MR. WILT: It is Phase 1 of the engagement.
7	MR. DIETZ: Phase 1.
8	MR. WILT: That is right.
9	MR. DIETZ: Okay.
10	MR. WILT: There will be a separate contract
11	for Phase 2 which governs the deployment of the grant
12	funding.
13	MR. DIETZ: Okay. Great.
14	Any other questions?
15	(No response.)
16	MR. DIETZ: Or further discussion?
17	MR. WILLIAMS: Chairman, I just want to so
18	Michael, I was just looking here at the RFP. So, it is
19	for respondents to respond to us for the RFP, correct?
20	MR. WILT: That is correct.
21	MR. WILLIAMS: Okay. Because when you
22	because I mean, my brain, when you initially mentioned it,
23	I was like, okay. Are we responding to that?
24	But then I read this. I am like, okay. I just
25	want to make sure I'm

1 MR. WILT: Yes. The consultant will create a 2 revitalization plan. 3 MR. WILLIAMS: Gotcha. Okay. 4 MR. WILT: And we need someone with familiarity 5 of the Houston area, particularly these neighborhoods. 6 MR. WILLIAMS: Yes. 7 MR. WILT: Because they will be tasked with 8 engaging stakeholders in those neighborhoods. 9 presumably, whoever we select will have either an existing 10 relationship with a lot of those organizations or at least 11 some level of familiarity. Way more than we will have, 12 since they will be closer to the Houston area. 13 MR. WILLIAMS: Okay. I am just going to ask 14 the question. The two individuals, I guess, that are 15 representing the Houston organization, can I ask, I 16 guess -- never mind. I am not asking. 17 MS. CARDENAS: Well, let me ask a question --MR. WILLIAMS: Sure. 18 19 MS. CARDENAS: Just to kind of give me more of 20 a visual. What does this look like from the potential affected -- and I don't know if this is something that --21 22 MR. WILLIAMS: Thank you. That is where I was 23 going to go. 24 MS. CARDENAS: What is this looking like for 25 the potential affected homeowner, you know, as far as from communication steps that they take? Because we are seeing it from one side, right, but, you know, our focus is always, you know, the end user.

And so, what is that looking like this entire period? You know, from verifications to them being concerned, you know, revitalization plans coming forth. So, what does that look like from the end users, with homeowners potentially?

MR. WILT: Homeowners whose property is subject to eminent domain? Or a homeowner who just lives in the neighborhood and is wondering how this project is going to impact them?

MS. CARDENAS: Both. Because, you know, I mean, I sit on planning and zoning committees. And you have people that are not even affected within a potential one-mile radius, but they are coming in because they think they are going to be affected.

So, I would say from both, right. Because there has got to be a lot of movement within those potential affected neighborhoods.

MR. WILT: Sure.

Okay. Raquelle.

MS. LEWIS: So, what I want to make sure we are clear about -- Raquelle Lewis with Texas Department of Transportation.

What I want to do is make sure that you are clear that this is not a program that is making -- that is working with the actual impacted homeowners. We are working directly with those who are affected by the project. And so, there is a property owner that has to be impacted and acquired, we are going through our regular process, separate and apart from this.

This is a set-aside of dollars that are specifically intended to provide revitalization of the area through housing, that will be replacement. So, it is not specific to any impacted party. It is specific to the communities where we are having impact.

And so, the consultant will come in and do a revitalization plan based upon the impact of the community we will be providing. And that is why they are going out to bring in a consultant that has familiarity with the actual neighborhoods, what those neighborhoods want, what they need. And interfacing with decision influencers of the community to say this is what we want to see developed in our area.

And then, ultimately, TSAHC will provide grants in response to another round of applications for the dollars that are being set aside for this program. So, is that making sense? Is that helping to level set, in terms of --

MS. CARDENAS: I mean, it does. But in the end, I mean, you can -- community is made, right. So, whether it is a revitalization plan, but it is a direct impact to the community.

So, I was just wanting to get a perspective, right, because everything has got to start from step one to step two to step three, right. And so, I was just wanting to get a clear picture, you know, if there is an acceptance. What are examples of this impact that are going to occur, right, with this project taking place? You know, just kind of a high-level overview.

MS. LEWIS: So, if I understand your question, some examples of what this would look like is basically the dollars that we are providing being able to be leveraged to actually build replacement housing in the communities that are affected -- not specific to any individual.

But that a developer will come with a plan of action to say, I have identified this location within the community. The revitalization plan has identified that we want single family homes, or multi-family homes. And they bring forward to TSAHC a proposal for how they are going to use the dollars that we have set aside to actually construct that, and they will present a plan.

We are hoping that the developers that come in

to offer proposals will actually make an effort to leverage what we have set aside to do more than and above what they will get, what the community will get just from the dollars that are set aside through TSAHC. I am not sure if I am answering your question --

MS. CARDENAS: No, no. So, I guess, just for clarity, there is not per se any particular displacement that is occurring this is to improve?

MS. LEWIS: So, this is completely separate and apart from actual displacements. Our process from environmental clearance has identified what properties actually have to be relocated. So, there is a direct impact where we were not able to avoid, let's just say, a single family home.

That single family homeowner, the property owner, and any residents will be dealt with separate and apart from this completely. They are being dealt with by TxDOT and through our requirements with the Unified Relocation Act and compensated for their property over and above fair market housing, and then relocated to wherever their choice of relocation is.

So, we are dealing with those that are directly impacted. And that is still totally responsive to our requirements for making direct impact.

And this is a layer on top of that which is not

anything that we are regulated or required to do, but what we believe is an appropriate additional mitigation for the fact that we recognize that the impacts on the communities that are in the vicinity of this highway are, in many cases, traditionally disenfranchised areas. So, this is our effort to try to make sure that, in particular, things like gentrification, not having affordable housing -- we are providing housing stock through this that can then be a perpetuation of the continuity of the communities that we are actually impacting.

Does that --

MS. CARDENAS: Yes. Thank you.

MR. WILLIAMS: Chairman.

MR. DIETZ: Yes.

MR. WILLIAMS: I have two. Okay.

So, I have my questions. I wrote them down. I guess, kind of the easiest one first. Has this been a project and an opportunity in which TxDOT has done before?

MS. LEWIS: No.

MR. WILLIAMS: Okay.

MS. LEWIS: This is precedent-setting. This is not something that has been done before. It has been an effort on our part to be responsive to the realities of, you know, concerns about highways and how highways have devastating effects, particularly on Black and Brown

communities and low-income housing stock.

So, this is an effort to be responsive to Title VI issues, and show sensitivity and be aggressive about win-win solutions where we cannot avoid impacts.

MR. WILLIAMS: And I presume that -- this leads me down. I am not going to go down a rabbit hole on this. But I presume, since this is setting precedent here and this is brand new, there are parameters in place to track and measure this process.

MS. LEWIS: Absolutely.

MR. WILLIAMS: Because I mean, if this is the first time, then let's just say it is successful, of course the State and us and others are going to be like, hey. Can we do this again.

MS. LEWIS: Well, yes. We would expect that it is a positive precedent that is being set. And that is particularly why we reached out to TSAHC from the standpoint of, this is not really our business space. We build highways.

MR. WILLIAMS: Yes. Yes.

MS. LEWIS: But because what we do has impacts and has impacts on communities, and our commitment to try to make the places that we have an impact on better and provide win-win solutions, we looked for how can we do that. And how can we -- you know, we have got some

1 dollars. But how do we use those dollars in a way that 2 they provide for better improvement, where we cannot avoid 3 an impact because of the infrastructure that we are 4 building? 5 And so TSAHC being an entity that has 6 familiarity with housing, has familiarity with issuing 7 grants, having the ability to make some decision and have 8 some discretion about how and when those dollars are 9 distributed, we see them as an amazing partner in 10 something that is not really our wheelhouse. 11 MR. WILLIAMS: Yes, ma'am. 12 But it is an opportunity for us to MS. LEWIS: 13 set a precedence that we believe in. 14 MR. WILLIAMS: Last question. So, you have 15 mentioned dollar set-aside multiple times. Is that a 16 fixed amount or will that be adjusted based upon cost of 17 goods, inflation? MS. LEWIS: It is a fixed amount, at this 18 19 point. 20 MR. WILLIAMS: Okay. MS. LEWIS: It is a total \$30 million contract. 21 22 The administrative costs are being taken out of that \$30 23 million. And as we are using the Phase 1 and Phase 2, it

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Okay. Okay.

is still coming out of that dedicated \$30 million.

MR. WILLIAMS:

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MS. LEWIS: Jessica, did I answer that 1 2 correctly? 3 MS. GRAY: Yes. 4 MS. LEWIS: Okay. I always try to --5 (General laughter.) 6 MR. WILLIAMS: I'm good. Thank you. 7 MR. RASSIN: And so, I realize that I have 8 already been told by two people who know this area of law 9 much, much better than me, Jessica and Routt. And I am 10 not going to withhold my vote over it, but it still 11 strikes me as -- it doesn't make sense to me -- the part 12 about the state has to be unable to incur debt, and that 13 translating to the inability extend an indemnity 14 provision. 15 I have seen indemnity provisions from 16 state-owned entities. Again, different than in this area, 17 where I am not an expert. It concerns me that we could be brought into litigation or other liability that is not of 18 19 our own cause, that would very publicly put us on the 20 blotter on the project. 21 And again, I am not going to withhold my vote. 22 just kind of wanted to mention that I do have concerns 23 about the absence of indemnity. Again, in my other roles, 24 I would never accept a contract like this.

But anyway, I defer to people with greater

knowledge.

MR. DIETZ: Let me ask a question that might mitigate that to a degree.

Michael, you mentioned, you know we are in a two-phase -- and each of those phases is kind of approved separately by the Board, I presume. At this time, we are simply engaging with a consultant that will come up with a plan, et cetera. And then, the implementation of that plan, step two, is Phase 2. And we will then be approving that, at the end of the consultation process.

Do I have that basically correct?

MR. WILT: That is accurate.

MR. DIETZ: Okay. And so, during that time period, perhaps would give us a good opportunity, and Mr. Rassin a good opportunity to gain a further understanding of that legal provision. Because Phase 1 seems to not probably have the potential for risk that Phase 2 does.

MR. RASSIN: Would Phase 2 be governed by -- if we executed -- pardon me. If we approve today, are we entering into a contract that would govern Phase 1 and Phase 2?

MR. WILT: The contract before you today governs Phase 1.

MS. GRAY: Jessica Gray. And Commissioner
Rassin, while it is not specifically in there, we do --

our contracts are governed by specific statutes. 1 And so 2 even though it is not written in there, Texas Government Code Chapter 2260 and 43 TAC Section 9.1 govern contract 3 4 claims. And those would govern TSAHC and TxDOT claims in 5 this situation. 6 Even though it is not currently written in, 7 those are the applicable contract claim statutes for this. 8 So there is -- you know, there is not just a blank, should 9 something happen. And of course, in the second round, 10 when we do make the second phase of the contract, we can absolutely write that in more clearly, so that we don't 11 12 forget that that is what is covered. But again, I just wanted to let you know that 13 14 that is there. And going back, if you wanted the specific 15 Texas Constitution citation --16 MR. RASSIN: Ms. Gray, would you repeat those

citations one more time?

MS. GRAY: Absolutely. Yes. Texas Government Code Chapter 2260 and 4030 Texas Administrative Code Section 9.1 --

> Thank you. MR. RASSIN:

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MS. GRAY: -- and then the applicable Constitution citation is Section 49 of Article 3.

MR. DIETZ: Great. Other questions or comments?

1 MR. RASSIN: I took that to mean that Phase 2 2 is not governed by anything that is signed today. 3 MR. DIETZ: Is that correct? MR. WILT: The only thing that this contract 4 5 contemplates that impacts Phase 2 is whatever admin 6 dollars are unspent in Phase 1 are rolled over into Phase 7 2. 8 MR. DIETZ: Great. Other comments or questions 9 or discussion? 10 (No response.) MR. DIETZ: Well, I think it is, as we said, a 11 12 kind of unprecedented project. And I am just really 13 grateful that the Texas Department of Transportation 14 recognized Texas State Affordable Housing Corporation's 15 expertise in this area. And I think it is going to -- you 16 know, that is a great way for these two organizations to 17 work together for the benefit of the citizens of Texas. Any other comments? 18 19 MR. RASSIN: I agree with that completely. My comments about that one provision, I retract them --20 21 (General laughter.) 22 I am also grateful that the MR. DIETZ: 23 Governor saw fit to appoint people with various skill sets 24 to this Board, so that we could all contribute with our

own areas of expertise. So, thank you, everybody, for the

presentations and the opportunity. 1 Is there a motion, or do we have further 2 discussion? 3 4 MS. CARDENAS: Motion to approve Tab Item 3 as 5 presented. 6 MR. WILLIAMS: Chairman, this is Lemuel 7 Williams. I will go ahead and second that motion. 8 MR. DIETZ: Okay. It has been moved and 9 seconded that we approve the execution of a contract with 10 the Texas Department of Transportation to administer grant 11 funding provided by the Texas Department of Transportation 12 to support affordable housing initiatives in communities affected by the Texas Department of Transportation's North 13 14 Houston Highway Improvement Project. 15 Is there any public comment? 16 (No response.) 17 MR. DIETZ: Hearing none, please say aye --MR. WILLIAMS: Chairman, if I may ask of the 18 19 vote. Since I have a feeling this is going to be visible 20 and we have kind of spoken through the various levels, with permission of the Chair, I would like to request that 21 22 the vote be done by roll call, please. 23 MR. DIETZ: Okay. Great. I think that is 24 appropriate. So, we will -- is there any objection to a 25

roll call vote, other Board members?

1	MR. RASSIN: No.
2	MR. DIETZ: Okay. Then, we will proceed with
3	the vote by roll call for Tab Item 3.
4	Routt, is that appropriate?
5	MR. THORNHILL: Certainly.
6	MR. DIETZ: Okay. So, starting at the top of
7	the list actually, I am going to do it in reverse order
8	and start at the bottom of the list so that I am put in
9	last.
10	David Rassin.
11	MR. RASSIN: Aye.
12	MR. DIETZ: Lemuel Williams.
13	MR. WILLIAMS: Aye.
14	MR. DIETZ: Courtney Johnson-Rose is absent.
15	Valerie Cardenas.
16	MS. CARDENAS: Aye.
17	MR. DIETZ: And William Dietz, aye. It is
18	approved as presented. Thank you very much for the
19	conversation.
20	Tab Item 4 is actually a closed Executive
21	Session. So, yes. Yes, that is good. And then, after
22	the picture, we will go into closed session.
23	(Whereupon, photographs were taken.)
24	MR. DIETZ: Okay. We are going to it is
25	the time is 11:31. We are going into a closed Executive

1 Session to discuss -- to a discussion regarding the evaluation and annual performance review of the President of the Corporation. The closed Executive Session is with 3 4 personnel matters, Texas Government Code, Article 551.074. 5 (Whereupon, the Board recessed into Executive 6 Session at 11:31 a.m.) 7 MR. DIETZ: Okay. So, it is 12:32, and we are 8 exiting our closed session in which we discussed personnel 9 matters in accordance with Texas Government Code, Article 10 551.074, and consultation with legal counsel on legal 11 matters in accordance with Texas Government Code, Article 12 551.071. So, our closed session is ended. And now, we are going back into our open Board 13 14 meeting at 12:33. So during our closed Executive Session, we took no action. We just discussed the evaluation and 15 16 annual performance review of the President of the 17 Corporation. So, we are moving into Tab Item 5, which is the 18 19 review, discussion and possible approval of the annual performance review of the President of the Corporation, 20 and related actions. 21 22 Any discussion? 23 MR. RASSIN: I move to table that to the next 24 meeting.

MR. DIETZ: Great.

1	MR. WILLIAMS: I will second that motion,
2	Chair.
3	MR. DIETZ: Okay. It has been moved and
4	seconded that we table our performance review of the
5	President of the organization until the next meeting, in
6	order to give all the Board members adequate time for
7	feedback, et cetera.
8	Is there any public comment?
9	(No response.)
10	MR. DIETZ: Hearing no public comment. All in
11	favor, please say aye.
12	(A chorus of ayes.)
13	MR. DIETZ: Any opposed.
14	(No response.)
15	MR. DIETZ: Okay. So, we have moved that
16	agenda item to the July Board meeting.
17	Any other announcements or closing comments?
18	MR. LONG: The next meeting is tentatively
19	scheduled for July 16th at 10:30.
20	MR. DIETZ: Okay. Great. Then it is 12:34,
21	and we are adjourned.
22	(Whereupon, at 12:34 p.m., the meeting was
23	concluded.)

1 CERTIFICATE 2 3 MEETING OF: TSAHC Board 4 LOCATION: Austin, Texas 5 DATE: June 18, 2024 6 I do hereby certify that the foregoing pages, 7 numbers 1 through 49, inclusive, are the true, accurate, 8 and complete transcript prepared from the verbal recording 9 made by electronic recording by Elizabeth Stoddard before the Texas State Affordable Housing Corporation. 10 DATE: June 24, 2024 11 12 13 14 15 16

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23 24 /s/ Carol Bourgeois (Transcriber)

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