



Dr. Christopher Harvey, President
Emily Hill, Mayor Pro Tem, Vice President
Anne Weir, Place 2, Board Member
Maria Amezcua, Place 3, Board Member
Sonia Wallace, Place 4, Board Member
Aaron Moreno, Place 5, Board Member
Deja Hill, Place 6, Board Member

Manor Housing Public Facility Corporation

Tuesday, June 18, 2024 at 6:00 PM

Manor City Hall, Council Chambers, 105 E. Eggleston St.

AGENDA

CALL TO ORDER AND ANNOUNCE A QUORUM IS PRESENT

PUBLIC COMMENTS

Non-Agenda Item Public Comments (white card): Comments will be taken from the audience on non-agenda related topics for a length of time, not to exceed three (3) minutes per person.

Agenda Item Public Comments (yellow card): Comments will be taken from the audience on non-agenda and agenda items combined for a length of time, not to exceed five (5) minutes total per person on all items, except for Public Hearings. Comments on Public Hearing items must be made when the item comes before the Board and, not to exceed two (2) minutes per person. No Action or Discussion May be Taken by the Board during Public Comments on Non-Agenda Items.

To address the Board, please complete the white or yellow card and present it to the City Secretary, or designee prior to the meeting.

REGULAR AGENDA

- 1. Consideration, discussion, and possible action to approve the Manor Housing Public Facility Corporation Minutes of the May 1, 2024, meeting.**
- 2. Presentation by the PFC's financial advisor of the timeline for the Tower Road Apartment development project.**
- 3. Consideration, discussion, and possible action to ratify the creation of MHPFC TRGP1 LLC and authorize the General Manager to create one or more additional Limited Liability Corporations of the PFC as needed to facilitate the PFC's participation in the Tower Road Apartments development.**

4. Consideration, discussion, and possible action on adopting the official seal of the Manor Housing Public Facility Corporation.

ADJOURNMENT

In addition to any executive session already listed above, the City Council reserves the right to adjourn into executive session at any time during the course of this meeting to discuss any of the matters listed above, as authorized by Texas Government Code Section §551.071 (Consultation with Attorney), §551.072 (Deliberations regarding Real Property), §551.073 (Deliberations regarding Gifts and Donations), §551.074 (Personnel Matters), §551.076 (Deliberations regarding Security Devices) and §551.087 (Deliberations regarding Economic Development Negotiations).

CONFLICT OF INTEREST

In accordance with Section 12.04 (Conflict of Interest) of the City Charter, “No elected or appointed officer or employee of the city shall participate in the deliberation or decision on any issue, subject or matter before the council or any board or commission, if the officer or employee has a personal financial or property interest, direct or indirect, in the issue, subject or matter that is different from that of the public at large. An interest arising from job duties, compensation or benefits payable by the city shall not constitute a personal financial interest.”

Further, in accordance with Chapter 171, Texas Local Government Code (Chapter 171), no City Council member and no City officer may vote or participate in discussion of a matter involving a business entity or real property in which the City Council member or City officer has a substantial interest (as defined by Chapter 171) and action on the matter will have a special economic effect on the business entity or real property that is distinguishable from the effect on the general public. An affidavit disclosing the conflict of interest must be filled out and filed with the City Secretary before the matter is discussed.

POSTING CERTIFICATION

I, the undersigned authority do hereby certify that this Notice of Meeting was posted on the bulletin board, at the City Hall of the City of Manor, Texas, a place convenient and readily accessible to the general public at all times and said Notice was posted on the following date and time: Thursday, June 13, 2024, by 5:00 PM and remained so posted continuously for at least 72 hours preceding the scheduled time of said meeting.

/s/ Lluvia T. Almaraz, TRMC
City Secretary for the City of Manor, Texas

NOTICE OF ASSISTANCE AT PUBLIC MEETINGS:

The City of Manor is committed to compliance with the Americans with Disabilities Act. Manor City Hall and the Council Chambers are wheelchair accessible and accessible parking spaces are available. Requests for accommodations or interpretive services must be made 10 days prior to this meeting. Please contact the City Secretary at 512.215.8285 or e-mail lalmaraz@manortx.gov



AGENDA ITEM SUMMARY FORM

PROPOSED MEETING DATE: June 18, 2024
PREPARED BY: Lluvia T. Almaraz, Board Secretary
DEPARTMENT: Administration

AGENDA ITEM DESCRIPTION:

Consideration, discussion, and possible action to approve the Manor Housing Public Facility Corporation Minutes of the May 1, 2024, meeting.

BACKGROUND/SUMMARY:

LEGAL REVIEW: Not Applicable
FISCAL IMPACT: No
PRESENTATION: No
ATTACHMENTS: Yes

- May 1, 2024, MPFC Meeting Minutes

STAFF RECOMMENDATION:

Staff recommends that the PFC Board approve the Manor Housing Public Facility Corporation Minutes of the May 1, 2024, meeting.



**MANOR HOUSING PUBLIC FACILITY CORPORATION
REGULAR SESSION MINUTES
MAY 1, 2024**

PRESENT:

Dr. Christopher Harvey, President

COUNCIL MEMBERS:

Emily Hill, Mayor Pro Tem, Vice-President (Arrived at 6:22 p.m.)
 Anne Weir, Board Member
 Maria Amezcua, Board Member
 Sonia Wallace, Board Member
 Aaron Moreno, Board Member
 Deja Hill, Board Member

CITY STAFF:

Scott Moore, City Manager
 Lluvia T. Almaraz, City Secretary
 Scott Jones, Economic Development Director
 Scott Dunlop, Development Services Director
 Tracey Vasquez, HR Director
 Belen Peña, Finance Director
 Yalondra Valderrama Santana, Heritage & Tourism Manager
 Gregory Miller, Bond Counsel

REGULAR SESSION – 6:00 P.M.

With a quorum of the Board Members present, the regular session of the Manor Housing Public Facility Corporation was called to order by Board President Harvey at 6:03 p.m. on Wednesday, May 1, 2024, in the Council Chambers of the Manor City Hall, 105 E. Eggleston St., Manor, Texas.

PUBLIC COMMENTS

No one appeared at this time.

REGULAR AGENDA

1. Consideration, discussion, and possible action to approve the Manor Housing Public Facility Corporation Minutes of the February 21, 2024, meeting.

MOTION: Upon a motion made by Board Member Wallace and seconded by Board Member Deja Hill to approve the Manor Housing Public Facility Corporation Minutes of the February 21, 2024, meeting.

There was no further discussion.

Motion to approve carried 5-0

Emily Hill, Mayor Pro Tem, Vice-President arrived at 6:22 p.m. and took her place on the dais.

2. Consideration, discussion, and possible action authorizing the General Manager to negotiate and execute a legal services agreement with Bickerstaff, Heath, Delgado, Acosta LLP to provide project-based counsel, bond counsel, and general counsel services to the Corporation.

Gregory Miller, Bond Counsel discussed the proposed agreement.

MOTION: Upon a motion made by Board Member Wallace and seconded by Board Member Weir to approve and authorize the General Manager to negotiate and execute an agreement with Bickerstaff, Heath, Delgado, Acosta LLP for legal services, with the scope of services and fee structure to be as stated in the form of agreement provided to the Board in connection with this item.

There was no further discussion.

Motion to approve carried 6-0

3. Consideration, discussion, and possible action authorizing the General Manager to negotiate and execute a professional services agreement with Brown Graham & Company, P.C. for accounting services for the Manor Housing Public Facility Corporation.

Gregory Miller, Bond Counsel discussed the proposed agreement.

MOTION: Upon a motion made by Board Member Wallace and seconded by Board Member Amezcua to approve and authorize the General Manager to negotiate and execute an agreement with Brown Graham & Company, P.C. for auditing and accounting services of the type and at the rates stated in the draft agreement provided to the Board.

There was no further discussion.

Motion to approve carried 6-0

- 4. Consideration, discussion, and possible action authorizing the General Manager to negotiate and execute an agreement with Hilltop Securities to advise the Corporation in its role as General Partner in the anticipated Tower Road Apartments Project.**

Gregory Miller, Bond Counsel discussed the proposed agreement.

MOTION: Upon a motion made by Board Member Moreno and seconded by Board Member Wallace to approve and authorize the General Manager to negotiate and execute an agreement with Hilltop Securities for advisory services for the Corporation in its role as general partner in connection with the Corporation transactions involving the sale of bonds, with the scope of services and fee structure to be as stated in the form of agreement provided to the Board in connection with this item.

There was no further discussion.

Motion to approve carried 6-0

- 5. Consideration, discussion, and possible action authorizing the General Manager to negotiate and execute an agreement with Chapman and Cutler LLP to serve as special tax counsel in connection with the Tower Road Apartments Project financing.**

Gregory Miller, Bond Counsel discussed the proposed agreement.

MOTION: Upon a motion made by Board Member Wallace and seconded by Board Member Amezcua to approve and authorize the General Manager to negotiate and execute an agreement with Chapman Cutler LLP for tax counsel in connection with the sale of bonds financing the Tower Road Apartments Project, with the scope of services and fee structure to be as stated in the form of agreement provided to the Board in connection with this item.

There was no further discussion.

Motion to approve carried 6-0

- 6. Consideration, discussion, and possible action adopting the official seal of the Manor Housing Public Facility Corporation.**

Gregory Miller, Bond Counsel discussed the proposed seals.

A discussion was held regarding additional options to be presented at a later date.

MOTION: Upon a motion made by Board Member Wallace and seconded by Board Member Moreno to postpone the item to the next board meeting.

There was no further discussion.

Motion to postpone carried 6-0

ADJOURNMENT

The Regular Session of the Manor Housing Public Facility Corporation was Adjourned at 6:39 p.m. on Wednesday, May 1, 2024.

These minutes were approved by the Manor Housing Public Facility Corporation on the 18th day of June 2024.

APPROVED:

Dr. Christopher Harvey
PFC Board President

ATTEST:

Lluvia T. Almaraz,
PFC Board Secretary



**PUBLIC FACILITY CORPORATION
AGENDA ITEM SUMMARY FORM**

PROPOSED MEETING DATE: June 18, 2024
PREPARED BY: Scott Moore, General Manager

AGENDA ITEM DESCRIPTIONS:

Presentation by the PFC’s financial advisor of the timeline for the Tower Road Apartment development project.

BACKGROUND/SUMMARY:

The Tower Road Apartments project financing includes two sources of financing related to the PFC: 1) the PFC tax exemption for the development and 2) the issuance of PFC private activity bonds. The transactions for each of these sources are expected to close in October 2024.

This item is for the presentation of the timeline and milestones for these aspects of the project as well as of the role of the PFC in bringing them to close and over the full term of the project.

LEGAL REVIEW: Yes, Gregory Miller, Bond Counsel
FISCAL IMPACT: No
PRESENTATION: Yes, by Hilltop Securities, financial advisor to the PFC
ATTACHMENTS: Yes

- Presentation materials



Manor Housing Public Facility Corporation

Tower Road Apartments

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June 18, 2024

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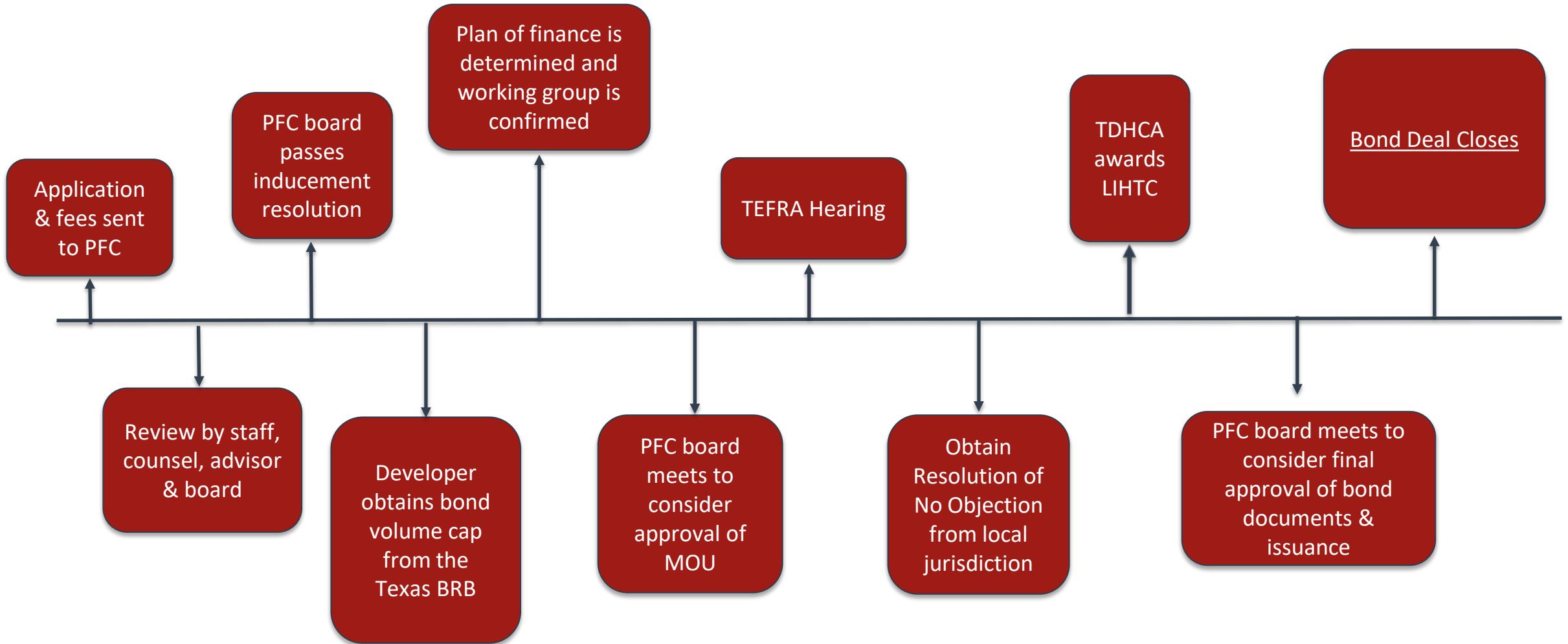
Chelsey Tran

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Summary of Project

Apartment Location:	Tower Road Apartments At or near 12200 Tower Road Manor, Texas 78653
Developer:	Dominium 250 W. 55th Street, Floor 35 New York, NY 10019
Borrower:	Manor Leased Housing Associates I, Limited Partnership 2905 Northwest Blvd. Suite 150 Plymouth, MN 55441-2644
Issuer:	Manor Housing Public Facility Corporation
Manor Housing PFC Wholly Owned Entities	General Partner: Co – Developer: Ground Lessor: General Contractor:
Affordability Mix:	100% of the units will be restricted to 60% Area Median Income
Unit Mix:	78 – 2 bedroom units 180 – 3 bedroom units 66 – 4 bedroom units Total Unit Count – 324 Units

Multifamily Bond Transaction Timeline



- Developer fills out PFC application to establish a process, identify criteria, and set application fees and deposits paid by developer to the PFC and its professionals
- Upon receipt of developer's completed application, MHPFC staff and counsel prepares an inducement resolution. PFC takes preliminary action to approve or reject at a meeting called the inducement meeting.
 - **Preliminary action does not obligate board to issue final approval at later date**
- Developer submits Low Income Housing Tax Credit (LIHTC) Application to TDHCA
- Developer obtains bond volume cap from the Texas BRB
- Working group is confirmed
 - Biweekly update calls begin and eventually transitions to weekly update calls
- Preliminary plan of finance determined
- **MHPFC/Third Party Staff begin work on MOU negotiation. Once substantially final, MOU will come back to the PFC for review and approval**
- MHPFC and counsel draft and submit documentation to legally form LLCs/LPs
- Developer receives Resolution of No Objection from the local jurisdiction

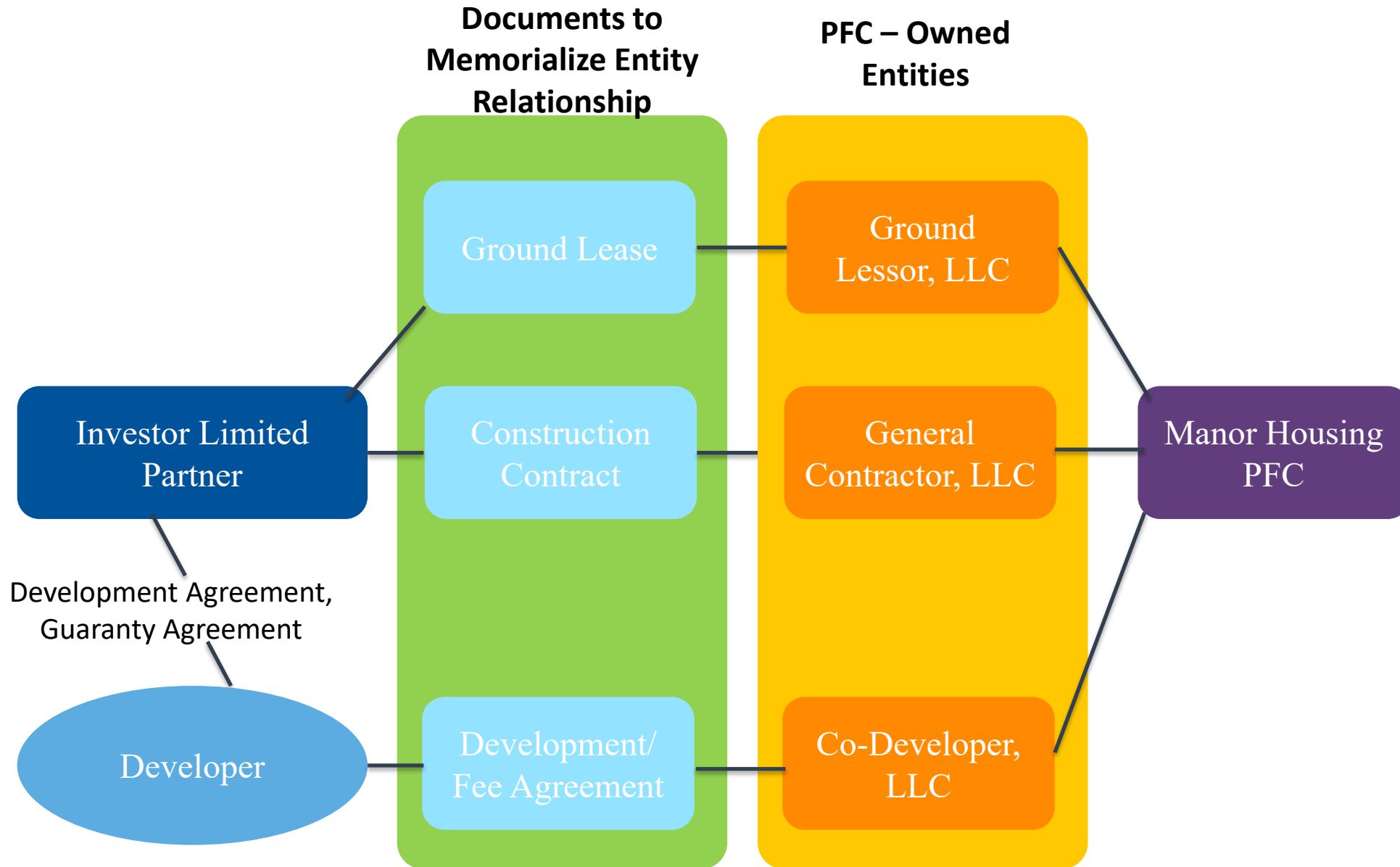
Multifamily Bond Transaction Timeline

- TEFRA Hearing (1982 requirement & must post publication of TEFRA Notice 7 days in advance) coordinated by MHPFC staff and Counsel
- Financial bond documents are drafted and commented on over the course of several months
- TDHCA Board Meeting to Approve Award of LIHTC
- **Upon completion of financing and financing documents, the PFC meets to consider final approval of the note documents and issuance**
- Submit substantially final documents at least 12 business days prior to closing to TX AG
- All documents related to MHPFC roles as Issuer, General Partner, General Contractor require MHPFC's Executive Director's (President) signature
- Price/rate lock the bond
- Executed initial bond due to AG 5 business days prior to closing
- All fully executed documents due to AG 3 business days prior to closing
- On the closing date, AG issues opinion as to the validity of the bond
- Bond deal closes, closing fees are paid to MHPFC and on-going annual fees begin to accrue

- Bond Issuer Transaction Fees
 - Based on the estimated \$65,000,000 principal amount of the bonds Manor Housing PFC will receive the following issuers fees at closing.
 - Manor Housing PFC Issuance Fee (50 bps) \$325,000
 - Manor Housing PFC Issuer Admin Fee (12.5 bps/year for 2 years) \$162,500
 - Total Due at Bond Closing \$487,500

*Issuer Admin Fee of 12.5 bps on the original par amount is payable annually so long as the bonds are outstanding. In the event where the Bonds are expected to be outstanding for less than 10 years, 10 years of Issuer Admin Fee will be due at the Bond Closing.

- The “partnership structure” generally involves participation of the PFC in one or more of the following roles:
 - **General Partner**
 - GP in a limited partnership with the development entity and elects to be taxed as a corporation.
 - Fee to PFC: Developer Fee – typically between 20% - 35% of total Developer Fee
 - Fee to PFC: Typical share in sale of the project of 1.5% (gross)
 - Fee to PFC: Partnership Management Fee of \$10,000 increasing 3% annually to cover administrative expenses
 - **Ground Lessor**
 - Formed to own the land on which the development is located. Leases land back to borrower pursuant to long-term lease. Lease will have an up-front lease payment sufficient to acquire land.
 - Fee to PFC: Annual lease payment (15% - 20% of taxes abated) in lieu of a cash flow split
 - **General Contractor**
 - Enters into a construction contract (and subcontract) with the construction company to bring about a sales tax exemption for the purchase of materials.
 - Fee to PFC: Typical share in sales tax savings of 25% or 1.5% of total hard costs



- This communication is intended for issuers for educational and informational purposes only and does not constitute legal or investment advice, nor is it an offer or a solicitation of an offer to buy or sell any investment or other specific product or service. Financial transactions may be dependent upon many factors such as, but not limited to, interest rate trends, tax rates, supply, change in laws, rules and regulations, as well as changes in credit quality and rating agency considerations. The effect of such changes in such assumptions may be material and could affect the projected results. Any outcome or result HilltopSecurities, or any of its employees, may have achieved on behalf of our clients in previous matters does not necessarily indicate similar results can be obtained in the future for current or potential clients. HilltopSecurities makes no claim the use of this communication will assure a successful outcome. This communication is intended for institutional use only. For additional information, comments or questions, please contact Hilltop Securities Inc.



**PUBLIC FACILITY CORPORATION
AGENDA ITEM SUMMARY FORM**

PROPOSED MEETING DATE: June 18, 2024
PREPARED BY: Scott Moore, General Manager

AGENDA ITEM DESCRIPTIONS:

Consideration, discussion, and possible action to ratify the creation of MHPFC TRGP1 LLC and authorize the General Manager to create one or more additional Limited Liability Corporations of the PFC as needed to facilitate the PFC's participation in the Tower Road Apartments development.

BACKGROUND/SUMMARY:

The Tower Road Apartments project financing includes two types of financing related to the PFC: 1) the PFC tax exemption for the development and 2) the issuance of PFC private activity bonds. Both types will require the PFC to function in several different capacities, including property owner and landlord, contractor, and general partner in an entity created to allow for the borrowing of funds to be used for the development.

The financial and legal risks of developing the Tower Road Apartments project are with entities other than the PFC or the City. These risks are assigned to the developer and other entities as a matter of law and by contract. The PFC and City are further shielded from liability by the PFC's participation in the financing and development through various limited liability corporations of the PFC. As noted, these LLCs are how the PFC can participate as landlord for the development, contractor, and general partner for the borrower of funds. This structure is typical of how PFCs provide for the development and financing of projects.

The MHPFC GPTR1 LLC was created before the date of this meeting to meet certain Bond Review Board (BRB) filing requirements. As part of the Tower Road Apartments development, a PFC entity will function as a general partner in the entity that will borrow funds for the project. The BRB required that the name of the PFC's entity be specified in filings due to the BRB on June 13, 2024, as part of its allocation of bond authority. Identification of the LLC required establishing that the name will not be taken before its creation. This PFC LLC will not become part of the borrower entity until a contract has been agreed to and expressly approved by the PFC board. Creation of the entity, as noted, was made initially for identification purposes, and does not obligate the PFC to participate in any financing or otherwise incur financial, legal, or other liability.

For the reasons stated above, it is recommended that the PFC ratify the creation of MHPFC TRGP1 LLC and create additional LLCs to allow participation in the financing and development of the Tower Road Apartments project.

As with MHPFC GPTR1 LLC, creating additional LLCs will not obligate the PFC or the City to enter into contracts or assume any role in the project. Any action of an LLC will require the express prior approval of the Board.

LEGAL REVIEW: Yes, Gregory Miller, Bond Counsel
FISCAL IMPACT: None
PRESENTATION: Yes
ATTACHMENTS: No

PROPOSED MOTION:

Move that the Board ratify the creation of MHPFC GC1 and authorize the General Manager to cause the creation of additional Limited Liability Corporations as convenient or necessary for the PFC to participate in the financing and development of the Tower Road Apartments development.

STAFF RECOMMENDATION: Staff recommends approval



**PUBLIC FACILITY CORPORATION
AGENDA ITEM SUMMARY FORM**

PROPOSED MEETING DATE: June 18, 2024
PREPARED BY: Scott Moore, General Manager

AGENDA ITEM DESCRIPTIONS:

Consideration, discussion, and possible action on adopting the official seal of the Manor Housing Public Facility Corporation.

BACKGROUND/SUMMARY:

It is reasonable to expect that the Manor Housing Public Facility will be required to place its seal on certain documents needed for its upcoming transactions.

This item is for the Board’s adoption of an official seal of the Corporation.

LEGAL REVIEW: Yes, Gregory Miller, Counsel
FISCAL IMPACT: No
PRESENTATION: Yes
ATTACHMENTS: Yes

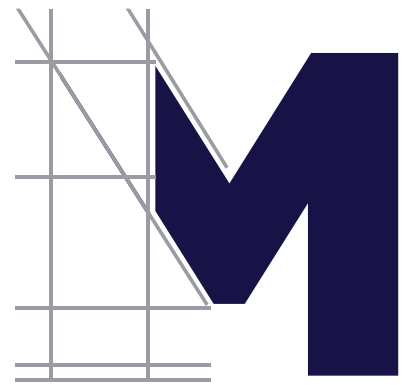
- Proposed seal

PROPOSED MOTION:

Move that the Board adopt as the official seal of the Manor Housing Public Facility Corporation a seal in the form of the one provided to the Board in support of this item.

STAFF RECOMMENDATION: Staff recommends approval

Logo 1



CITY OF MANOR
Housing Public Facility Co.

Logo 2



CITY OF MANOR
Housing Public Facility Co.

Logo 3



CITY OF MANOR
Housing Public Facility Co.

Item 4.



CITY OF MANOR
Housing Public Facility

Item 4.



CITY OF MANOR
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Item 4.



CITY OF MANOR

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CITY OF MANOR
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Item 4.



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