

**STRATEGIC HOUSING FINANCE CORPORATION
BOARD OF DIRECTORS
SPECIAL MEETING
502 East Highland Mall Blvd., Suite 106-B
Austin, Texas 78752
Friday, February 26, 2016
10:00 a.m.**

MINUTES

The Strategic Housing Finance Corporation of Travis County, Texas, held a Special Board of Directors meeting at 502 East Highland Mall Blvd., Suite 106-B, Austin, Texas 78752 on the above date. A quorum was established, and Vice President called the meeting to order at 10:00 a.m.

ROLL CALL

Roll Call of Directors: Vice-President Wilmer Roberts, Director Ann Denton, Director Sam Guzman (Arrived at 10:14 a.m.) Director Eddie Karam, Director Richard Moya, Director Melvin G. Wrenn. Guest: Cliff Blount with Naman Howell, Smith & Lee. Staff in Attendance: Executive Vice President Patrick Howard, Asset Manager Robert Onion. Executive Vice President Patrick Howard certified the quorum.

CITIZEN COMMUNICATION

Anyone desiring to discuss or comment on items directly related to SHFC is always welcome; sign-in must be completed prior to the opening of the meeting. Please limit all presentations to 3 minutes or less. If the item is deemed related to an agenda item at the current meeting, the presiding officer will inform the citizen that pending action(s) remain.

There were none at that time.

ACTION ITEMS - CONSENT

Item 1: Presentation, deliberation, and possible action regarding minutes from:

- A. February 3, 2015 Special Meeting
- B. February 16, 2015 Special Meeting
- C. February 17, 2015 Special Meeting
- D. February 24, 2015 Special Meeting
- E. March 5, 2015 Special Meeting
- F. March 26, 2015 Special Meeting
- G. March 26, 2015 Election Meeting
- H. May 4, 2015 Joint Meeting
- I. June 8, 2015 Joint Meeting
- J. July 16, 2015 Joint Meeting
- K. July 16, 2015 Special Meeting

Director Richard Moya made a **motion** to approve Item 1.A – 1-K. Director Melvin Wrenn seconded the motion , which **passed** 3 yea's and 2 abstentions.

ACTION ITEMS – DISCUSSION

Item 2: Presentation, discussion, and possible action of Resolution No. SHFC-2016-07: To Authorize Austin Colorado Creek GP, LLC, to participate in the development and operation of the Colorado Creek Apartments development including approval of the debt financing, equity financing, ground lease and other matters necessary and authorizing the execution and delivery of documents and instruments necessary to carry out the contemplated transaction, and to take other actions related to the subject. (Robert Onion)

Director Ann Denton made a **motion** to adopt Resolution No. SHFC-2016-07 as written. Director Eddie Karam

seconded the motion, which **passed** unanimously.

Item 3: Presentation, discussion, and possible action of Resolution No. SHFC-2016-08: To Authorize Austin Colorado Creek Apartments, L.P., to participate in the development and operation of the Colorado Creek Apartments development including approval of the debt financing, equity financing, ground lease and other matters necessary and authorizing the execution and delivery of documents and instruments necessary to carry out the transaction, and to take other actions related to the subject. (Robert Onion)

Ms. Denton made a **motion** to adopt Resolution No. SHFC-2016-08 as written. Mr. Karam seconded the motion, which **passed** unanimously.

Item 4: Presentation, discussion, and possible action of Resolution No. SHFC-2016-09: To Authorize the debt financing, equity financing, property acquisition, ground lease and other matters necessary for the Corporation to participate in the development and operation of the Colorado Creek Apartments transaction and authorizing the execution and delivery of documents and instruments necessary to carry out the contemplated transaction, and to take other actions related to the subject. (Robert Onion)

Ms. Denton made a **motion** to adopt Resolution No. SHFC-2016-09 as written. Mr. Karam seconded the motion, which **passed** unanimously.

Director Sam Guzman arrived at 10:14 a.m.

Director Melvin G. Wrenn made a **motion** to adjourn to Executive to discuss Item 5. Mr. Moya seconded the motion, which **passed** unanimously.

The meeting adjourned at 10:16 a.m.

Item 6: Reconvene from Executive Session and take any action deemed necessary as a result of the Executive Session discussions.

The meeting reconvened at 10:59 a.m.

ROLL CALL

Roll Call of Directors: Vice-President Wilmer Roberts, Director Ann Denton, Director Sam Guzman (Arrived at 10:14 a.m.) Director Eddie Karam, Director Richard Moya, Director Melvin G. Wrenn. Guest: Cliff Blount with Naman Howell, Smith & Lee. Staff in Attendance: Executive Vice President Patrick Howard, Asset Manager Robert Onion. Executive Vice President Patrick Howard certified the quorum.

Item 5: Presentation, discussion, and possible action of Resolution No. SHFC-2016-06: To Approve an Employment Agreement for the Asset Manager (Ann Denton/Eddie Karam/Melvin Wrenn) [Directors may enter into Executive Session pursuant to Texas Government Code Annotated 551.071, Consulting with Attorney, and/or Texas Government Code Annotated 551.074, Personnel Matters]

Ms. Denton made a **motion** to approve Resolution No. SHFC-2016-06: To Approve the Employment Agreement for the Asset Manager with the following modifications: 1.) Annual Salary of One Hundred Twenty Five Thousand Dollars \$125,000.00. 2.) There will be no incentive/bonus provisions. 3.) Life Insurance would be capped at Fifteen Thousand (\$15,000.00). 4.) **The Highlighted in yellow and underlined will be removed from the Non-Compete.** Following a termination with or without cause, Employee agrees that during the period for which he is paid a severance (for 6 months following a termination without cause and for 1 month following a termination with cause **or one month following a voluntary termination by the employee).**

Employee will not, directly or indirectly, participate in the ownership, management, operation, financing or control of, or be employed by, or consult for, or otherwise render services to, any person, corporation, firm, or other entity that engages in the conduct of the business of SHFC as conducted, or as proposed to be conducted, nor shall engage in any other activities that materially conflict with his obligations to HATC or SHFC. Mr. Moya seconded the motion, which **passed** unanimously.


Item 7: Discussion and consideration regarding the Board of Directors issues and concerns

Vice President Wilmer Roberts asked Ms. Denton and Mr. Moya to serve as the nominating committee to fill the vacant Board President position.

ADJOURN

Director Melvin G. Wrenn made a **motion** to adjourn the Board meeting. Mr. Moya seconded the motion, which **passed** unanimously. The Board meeting was adjourned at 11:10 a.m.

Respectfully submitted,

A handwritten signature in cursive script that reads "Patrick Howard". The signature is written in black ink and is positioned above a horizontal line.

Patrick Howard, Executive Vice President

- A copy of these minutes can be found on the web site (www.hatctx.com)
- An audio recording is available upon request, 512-480-8245.