



**ALAMO COMMUNITY COLLEGE DISTRICT MEETING OF THE BOARD OF TRUSTEES IN
CONJUNCTION WITH THE MEETING OF THE
ACCD PUBLIC FACILITY CORPORATION BOARD OF DIRECTORS**

**TUESDAY, MAY 18, 2021
8:30 PM**

**OR UPON ADJOURNMENT OR RECESS OF THE
ALAMO COMMUNITY COLLEGE DISTRICT BOARD OF TRUSTEES MEETING**

**Via video/teleconference pursuant to the Open Meetings Act procedures announced by
Governor Abbot**

Notice is hereby given that the Board of Trustees of the Alamo Community College District will conduct a Special Board Meeting of the Board via Telephonic and Video Conference on Tuesday, May 18, 2021. The Board meeting will convene in open session at 8:30 PM or upon adjournment or recess of the Alamo Community College District Board of Trustees Meeting.

NOTICE CONCERNING PUBLIC ACCESS

As permitted by the Texas Governor's declaration on March 16, 2020, governmental bodies may conduct meetings by telephone or video conference to advance the public health goal of limiting face-to-face meetings. The Board's Meeting on May 18, 2021 will be accessible to the public and allow the public to participate via telephone and video audio conference. Any member of the public may participate in the Regular Board Meeting by clicking the link <https://alamo.zoom.us/j/99391751736> or by calling telephone number 1-346-248-7799, and entering Meeting ID: 993 9175 1736 when prompted. Additionally, the Board members, Chancellor, participating staff and attorneys will participate by video conference to facilitate the roll call, quorum, and any executive session. The Regular Board Meeting will not be conducted from any physical location of the College District.

An electronic copy of the agenda packet that the Board will consider is posted at <https://v3.boardbook.org/Public/PublicHome.aspx?ak=1000015>. The meeting will be recorded and available to the public after the meeting.

This Regular Board Meeting of the Board of Trustees, being held for the reasons listed below, is authorized in accordance with the Texas Government Code, §§ 551.001 - 551.146. Verification of Notice of Meeting and Agenda are on file in the Office of the Chancellor. Executive Session, if required, is authorized by Chapter 551 and will be conducted prior to the conclusion of the meeting. If it is decided during the course of the meeting that discussion of any item listed on the agenda should be held in Executive Session, the Board will convene in Executive Session in accordance with Tex. Govt. Code §§ 551.071 - 551.087. In order to vote on items discussed in Executive Session, the Board of Trustees must take action in the open portion of the meeting on items discussed in the Executive Session. The Board will consider, discuss, and take appropriate action regarding the following items:

1. **CALL TO ORDER**
2. **CERTIFICATION AND POSTING**
3. **ROLL CALL**
4. **PLEDGE OF ALLEGIANCE**
5. **CITIZENS TO BE HEARD**
 - A. Registration: A Citizen to be Heard is required to email Sandra Torres, Board Liaison, at storres304@alamo.edu by 5:00 pm on May 18, 2021 to register to speak by providing his/her name, the name of the organization if speaking on behalf of an organization, and the agenda item number as to which the Citizen will speak. Staff will contact the citizen to ensure they are able to participate via the zoom link and telephone number provided on the agenda. Individuals will have a three-minute time period. State law limits Trustee response to public comments.
6. **APPROVAL OF MINUTES**
 - A. Discussion and Possible Action on Approval of Minutes of the ACCD Public Facility Corporation Meeting on March 23, 2021
 - B. Discussion and Possible Action on Approval of Minutes of the ACCD Public Facility Corporation Meeting on September 15, 2020
7. **NEW BUSINESS**
 - A. Discussion and Possible Action on Election of Officers of the Corporation and Tobin Lofts, LLC
 - B. Discussion and Possible Action to Approve a Potential Sale by Subsidiary Tobin Lofts, LLC of the Tobin Lofts Project and Approval of Commitments by the Corporation to Accommodate Such a Sale
8. **EXECUTIVE SESSION**
 - A. The Board may go into Executive Session to deliberate on any item referenced in this agenda for open session or executive session based on the following potential exceptions under the Act.
 - B. Pursuant to §551.071, Texas Government Code, the Board may consult with its attorney(s) to seek their advice on any matter(s) in which the duty of the attorney(s) to the governmental body under the Texas Disciplinary Rules of Professional Conduct of the State Bar of Texas clearly conflicts with this chapter.
 - C. Pursuant to § 551.071, Texas Government Code, the Board may consult with its attorneys about pending and threatened litigations.
 - D. Pursuant to § 551.071, Texas Government Code, the Board may consult with its attorneys about pending EEOC charges.
 - E. Pursuant to §551.072, Texas Government Code, the Board may deliberate the purchase, exchange, lease or value of real property.
 - F. Pursuant to §551.073, Texas Government Code, the Board may deliberate regarding a negotiated contract for a prospective gift or donation.
 - G. Pursuant to §551.074, Texas Government Code, the Board may deliberate the appointment, employment, evaluation, reassignment, duties, performance of duties, discipline, or dismissal of a public officer or employee(s).
 - H. Any action on these matters will be taken in Open Session
9. **RECONVENE OPEN MEETING**
 - A. Discussion and Possible Action on Items Discussed in Executive Session.
10. **ADJOURNMENT**

This meeting will not be conducted at a physical location.

Dr. Mike Flores
Chancellor

Discussion and Possible Action on Minutes of the ACCD Public Facility Corporation Meeting on March 23, 2021.

Presented and recommended for approval to the ALAMO COMMUNITY COLLEGE DISTRICT PUBLIC FACILITY CORPORATION on May 18, 2021.

MINUTE ORDER

“The minutes of the ACCD Public Facility Corporation Board Meeting held on March 23, 2021 are hereby approved.”

PURPOSE To officially approve the minutes of the ACCD Public Facility Corporation Board Meeting held on March 23, 2021

IMPLICATIONS

Financial: None

Strategic Objective: III.

Performance Excellence Human Resources: None

ATTACHMENT: Minutes of March 23, 2021

Dr. Mike Flores, Chancellor



ALAMO
COLLEGES
DISTRICT



Minutes
Alamo Community College District
Meeting Of The Board Of Trustees In Conjunction With The Meeting Of The ACCD
Public Facility Corporation Board Of Directors
VIA VIDEO AND TELECONFERENCE
MARCH 23, 2021

1. CALL TO ORDER

Chair Dr. Gene Sprague called the meeting to order at 9:50 p.m.

As permitted by the Texas Governor’s declaration on March 16, 2020, governmental bodies may conduct meetings by telephone or video conference to advance the public health goal of limiting face-to-face meetings. This Board Meeting is being conducted by telephone conference and video conference. This meeting is accessible to the public and allows the public to participate telephonically by two-way audio conference. Any member of the public may participate in the Board Meeting by calling telephone number printed on the agenda. Additionally, the Board members, Chancellor, participating staff and attorneys will participate by video conference to facilitate the roll call, quorum, and any executive session

2. CERTIFICATION AND POSTING OF NOTICE

This meeting has been posted in accordance with the Texas Open Meetings Act, Texas Government Code, Chapter 551.

3. ROLL CALL

The following directors were present:

- District 6 Dr. Gene Sprague, Chair
- District 7 Dr. Yvonne Katz, Vice Chair
- District 8 Clint Kingsbery, Secretary

Presiding Administrator: Dr. Mike Flores, Chancellor

Chair Dr. Sprague announced that a quorum of board members was present.

4. CITIZENS TO BE HEARD

There were no citizens to be heard.

5. NEW BUSINESS

- A. Discussion and Possible Action on Delegation of Officers of Authority to Take Prudent Action to Support the Marketability of, and/or Respond Positively to a Favorable Offer to Purchase, the Tobin Lots Property, Subject to Prompt Ratification by the Board.
No action taken.

6. EXECUTIVE SESSION

ENTERED EXECUTIVE SESSION 9:52 p.m.

- A. Pursuant to §551.071, Texas Government. Code, the Board may consult with its attorney(s) to seek their advice on any matter(s) in which the duty of the attorney(s) to the governmental body under the Texas Disciplinary Rules of Professional Conduct of the State Bar of Texas clearly conflicts with this chapter.

- B. Pursuant to § 551.071, Texas Government Code, the Board may consult with its attorneys about pending and threatened litigations.
- C. Pursuant to § 551.071, Texas Government Code, the Board may consult with its attorneys about pending EEOC charges.
- D. Pursuant to §551.072, Texas Government Code, the Board may deliberate the purchase, exchange, lease or value of real property.
- E. Pursuant to §551.074, Texas Government Code, the Board may deliberate the appointment, employment, evaluation, reassignment, duties, performance of duties, discipline, or dismissal of a public officer or employee(s).
- F. Any action on these matters will be taken in Open Session.

7. RECONVENE OPEN MEETING RECONVENED EXECUTIVE SESSION at 10:36 p.m.

A. Discussion and Possible Action on Items Discussed in Executive Session

On a motion by Trustee Bustamante, seconded by Trustee Kingsbery, and by unanimous vote of the Board hereby adopts the following resolution:

“WHEREAS, ACCD Public Facility Corporation (“PFC”) is the sole member of Tobin Lofts, LLC (“LLC”), owner of the Tobin Lofts mixed use project in San Antonio, Texas (“Property”); and WHEREAS, cash flow from operations has been limited by low occupancy; be it therefore RESOLVED, that the Board authorizes and directs that PFC and LLC are authorized to execute a letter of intent with a potential purchaser of the Property, provided that its binding commitment is limited to a reasonable period of exclusivity to the counterparty for any possible purchase of the Property.”

On a motion by Trustee Kingsbery, seconded by Trustee Dr. Katz, and by unanimous vote of the Board hereby adopts the following resolution:

“WHEREAS, ACCD Public Facility Corporation is the sole member of Tobin Lofts, LLC, owner of the Tobin Lofts mixed use project in San Antonio, Texas; and WHEREAS, cash flow from operations has been limited by low occupancy; and WHEREAS, recent developments could cause difficulties with payment of charges for utilities; be it therefore RESOLVED, that the Board authorizes and directs that Tobin Lofts, LLC, through its President, expend LLC funds if necessary to ensure the continued provision of utility services and other operational necessities to the Tobin Lofts, its residents and tenants.”

ADJOURNMENT

8. There being no further business, Chair Dr, Sprague adjourned the meeting at 10:39 p.m.

Submitted for Board Approval:


Denise Lee

Administrative Assistant- Special Projects

Discussion and Possible Action on Minutes of the ACCD Public Facility Corporation Meeting on September 15, 2020.

Presented and recommended for approval to the ALAMO COMMUNITY COLLEGE DISTRICT PUBLIC FACILITY CORPORATION on May 18, 2021.

MINUTE ORDER

“The minutes of the ACCD Public Facility Corporation Board Meeting held on September 15, 2020 are hereby approved.”

PURPOSE To officially approve the minutes of the ACCD Public Facility Corporation Board Meeting held on September 15, 2020

IMPLICATIONS

Financial: None

Strategic Objective: III.

Performance Excellence Human Resources: None

ATTACHMENT: Minutes of September 15, 2020

Dr. Mike Flores, Chancellor



RESOLUTIONS

OF THE BOARD OF DIRECTORS OF ACCD PUBLIC FACILITY CORPORATION

AND OF SOLE MEMBER OF TOBIN LOFTS, LLC

MAY 18, 2021

OFFICERS

WHEREAS, ACCD Public Facility Corporation, a nonprofit Texas public facility corporation organized under Chapter 303 of the Texas Government Code (“PFC”), the sponsor of which is the Alamo Community College District, a Texas junior college district and local governmental unit, is the sole member of Tobin Lofts, LLC, a Texas limited liability company (“LLC”), owner of the Tobin Lofts apartments in San Antonio, Texas; be it therefore

RESOLVED, that the following persons are elected officers of PFC, to serve until their successors are elected and qualified:

President: Sponsor Vice Chancellor for Finance and Administration, incumbent, Dr. Diane Snyder;
Vice President and Treasurer, Sponsor Controller, incumbent Patrick Vrba;
Secretary, Sponsor Deputy Secretary, incumbent Sandra Torres;
General Counsel & Registered Agent, Sponsor General Counsel, incumbent Ross Laughead;

RESOLVED FURTHER, that the following persons are elected officers of LLC, to serve until their successors are elected and qualified:

President: Sponsor Chancellor, Dr. Mike Flores;
Vice President, Sponsor Vice Chancellor for Finance and Administration, incumbent, Dr. Diane Snyder;
Treasurer, Sponsor Controller, incumbent Patrick Vrba;
Secretary, Sponsor Deputy Secretary, incumbent Sandra Torres;
General Counsel & Registered Agent, Sponsor General Counsel, incumbent Ross Laughead.

RESOLUTIONS

OF THE BOARD OF DIRECTORS OF ACCD PUBLIC FACILITY CORPORATION

AND OF SOLE MEMBER OF TOBIN LOFTS, LLC

MAY 18, 2021

POTENTIAL SALE OF TOBIN LOFTS PROJECT

WHEREAS, ACCD Public Facility Corporation, a nonprofit Texas public facility corporation organized under Chapter 303 of the Texas Local Government Code (“PFC”), the sponsor of which is the Alamo Community College District, a Texas junior college district and local governmental unit (“ACCD”), is the sole member of Tobin Lofts, LLC, a Texas limited liability company (“LLC”), owner of the Tobin Lofts mixed use project in San Antonio, Texas; and

WHEREAS, COVID-19 exacerbated occupancy problems resulting from the design of the student housing units within the Tobin Lofts project as presently configured; and

WHEREAS, NRP Group no longer wishes to partner on the project and fund operating deficits, maintenance and capital improvements, and recommends that LLC’s leasehold interest be sold to an entity willing to invest to reconfigure the dwelling units and continue to provide affordable housing which will be available to the District’s students and faculty; and

WHEREAS, the PFC finds there is a continuing need for housing at ACCD’s San Antonio College campus and that its continued participation in the Project assuring some level of affordability and cooperation is in the best interest of PFC, ACCD and ACCD students; and

WHEREAS, NRP has identified a buyer for the project which has executed a letter of intent; and

WHEREAS, the potential buyer is negotiating a purchase agreement seeking certain commitments of PFC as ground lessor as a condition of any purchase and agreeing to make required capital improvements, reconfigure the building to more conventional apartments and provide 50% of the units to tenants whose income is less than 80% of the area median income; and

WHEREAS, the potential buyer may make an offer requiring a response before the next scheduled meeting of the Board; and

WHEREAS, the Board has determined that such a potential offer at an appropriate price and on appropriate terms would be in the best interest of PFC and LLC, and of sponsor ACCD, the Board of Trustees of which has consented to the potential sale and to ACCD’s agreement to provide parking to the project for an appropriate price and under appropriate terms for both the parking and the purchase; be it therefore

RESOLVED, that the Board of Directors of the Corporation, as sole Member of Tobin Lofts, LLC, hereby authorizes a potential sale by Tobin Lofts, LLC of the Tobin Lofts project, substantially on terms discussed in Executive Session, and in form approved by LLC counsel;

RESOLVED FURTHER, that the Board of Directors of the Corporation, hereby authorizes certain commitments by the Corporation in support of a potential sale by Tobin Lofts, LLC of its leasehold and other interests in the Tobin Lofts project, substantially on terms discussed in Executive Session, and in form approved by Corporation counsel.