

# NBHA PFC BOARD of DIRECTORS MEETING

Community Center  
300 Laurel Lane  
New Braunfels, Texas 78130  
Thursday, April 23, 2026, at 5:15pm



*Persons with disabilities who plan to attend this meeting and who may need auxiliary aids or services such as interpreters for persons who are deaf or hearing impaired, readers, or large print, are requested to contact the NBHA's Administrative Office at [830.625.6909 x202](tel:830.625.6909) at least two (2) workdays prior to the meeting so that appropriate arrangements can be made.*

# **NBHA PFC BOARD of DIRECTORS MEETING**

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## **AGENDA**

### **A. CALL TO ORDER**

### **B. ROLL CALL**

### **C. CITIZENS' COMMUNICATION**

This time is for citizens to address the Board on issues and items of concern. Pursuant to the Texas Open Meetings Act, there will be no Board discussion or action on items not on the agenda. Each citizen will be given five (5) minutes to speak.

### **D. INDIVIDUAL ITEMS FOR CONSIDERATION**

1. Consideration and possible action regarding a resolution to adopt and approve the NBHA Public Facility Corporation Bylaws.
2. Consideration and approval of resolution establishing a policy requirement that all NBHA created Public Facility Corporations, Nonprofits and other entities to maintain boards identical to the NBHA Board of Commissioners.
3. Consideration and possible action regarding a resolution authorizing the Lyndon Ranch apartments transaction, including serving as the general contractor; and other matters in connection therewith

### **E. ADJOURNMENT.**

### **F. INDIVIDUAL ITEMS FOR CONSIDERATION**

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## NBHA PUBLIC FACILITY CORPORATION BOARD of DIRECTORS

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### MEETING NOTICE

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##### C. CITIZENS' COMMUNICATION

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##### D. INDIVIDUAL ITEMS FOR CONSIDERATION

1. Consideration and possible action regarding a resolution to adopted and approve the NBHA Public Facility Corporation Bylaws.
2. Consideration and approval of resolution to establish a New Braunfels Housing Authority Public Facility Corporation policy governing the board composition of NBHA PFC and its development transactions.
3. Consideration and possible action regarding a resolution authorizing the Lyndon Ranch apartments transaction, including serving as the general contractor; and other matters in connection therewith.

##### E. ADJOURNMENT.

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## NBHA PUBLIC FACILITY CORPORATION BOARD of DIRECTORS

### CERTIFICATION

I hereby certify the above Notice of Meeting was posted on the bulletin board at New Braunfels City Hall on *April 17, 2026* at *4:40pm*.

  
Gayle Wilkinson, City Secretary

# **NBHA PFC BOARD of DIRECTORS MEETING**

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## **INDIVIDUAL ITEMS FOR CONSIDERATION D1**

### **SUBJECT:**

Consideration and possible action to approve a resolution adopting the NBHA Public Facility Corporation bylaws.

### **BACKGROUND AND RATIONAL:**

The NBHA Public Facility Corporation (PFC) was created pursuant to Chapter 303 of the Texas Local Government Code to support the mission of the New Braunfels Housing Authority. Adoption of the PFC bylaws is necessary to formally establish governance structure, board authority, officer roles, meeting requirements, and operating procedures consistent with state law and NBHA oversight.

### **FISCAL IMPACT:**

There is no fiscal impact associated with adoption of the PFC bylaws.

### **STAFF RECCOMENDATION:**

Staff recommends approval of the resolution adopting the NBHA Public Facility Corporation bylaws.

### **ATTACHMENT:**

NBHA PUBLIC FACILITY BYLAWS

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## BYLAWS OF

### NBHA PUBLIC FACILITY CORPORATION

#### ARTICLE I

##### PURPOSE AND POWERS

Section 1.1 Purpose. NBHA Public Facility Corporation (the "Corporation") is incorporated for the purposes set forth in Article Four of its Certificate of Formation, the same to be accomplished on behalf of the New Braunfels Housing Authority (the "Authority"), as its duly constituted authority and instrumentality in accordance with the Public Facility Corporation Act, Chapter 303, Texas Local Government Code, as amended (the "Act"), and other applicable laws.

Section 1.2 Powers. In the fulfillment of its corporate purpose, the Corporation shall be governed by the Act, and shall have all the powers set forth and conferred in its Certificate of Formation, in the Act, and in other applicable law, subject to the limitations prescribed therein and herein and to the provisions thereof and hereof.

Section 1.3 Nonprofit Corporation. The Corporation shall be a public, nonprofit corporation, and no part of its net earnings remaining after payment of its bonds and expenses shall inure to the benefit of any person other than the Authority.

#### ARTICLE II

##### BOARD OF DIRECTORS

###### Section 2.1 Powers, Number and Term of Office.

(a) The property and affairs of the Corporation shall be managed and controlled by a Board of Directors (the "Board"). Subject to the restrictions imposed by law, the Act, the Certificate of Formation, and these Bylaws, the Board shall exercise all of the powers of the Corporation.

(b) The Board shall consist entirely of the members of the Board of Commissioners of the Authority (the "Governing Body") except as provided in Section 5.4 herein. The number of directors may be changed by amendment to these Bylaws, but such number must be at least three (3).

(c) The directors constituting the initial Board shall be those directors named in the Certificate of Formation. Successor directors shall have the qualifications and shall be appointed to the terms set forth in the Certificate of Formation.

(d) Any director may be removed from office by the Governing Body under the same terms, conditions and procedures as members of the Governing Body.

Section 2.2 Additional Powers. In addition to the powers and authorities by these Bylaws expressly conferred upon them, the Board may exercise all such powers of the Corporation and do all lawful acts and things as are not by statute, other law, or by these Bylaws prohibited. Without prejudice to such general powers and other powers conferred by statute, other law, and

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by these Bylaws, it is hereby expressly declared the Board shall have the powers set forth in Chapter 303.041 of the Act, as amended.

## Section 2.3 Meetings of Directors.

(a) The directors may hold their meetings at such place or places as the Board may from time to time determine; however, in the absence of any such determination by the Board, the meetings shall be held at the principal office of the Corporation as specified in Section 5.1(a) of these Bylaws. The Corporation shall also conduct at least one annual regular meeting of the Corporation on June 1 of each year, or within the next thirty days thereafter. Special meetings of the Board shall be held whenever called by the president, by the secretary, by a majority of the directors, or by a majority of the Governing Body.

(b) Subject to Section 2.4, the secretary shall give notice to each director of each special meeting in person or by mail, telephone or telegraph, at least two hours before the meeting. Unless otherwise indicated in the notice thereof, any and all matters pertaining to the purposes of the Corporation may be considered and acted upon at a special meeting. At any meeting at which every director shall be present, even though without any notice (except as required by Section 2.4), any matter pertaining to the purpose of the Corporation may be considered and acted upon consistent with applicable law.

(c) Subject to Section 2.4, whenever any notice is required to be given to the Board, said notice shall be deemed to be sufficient if given by depositing the same in the United States mail in a sealed postpaid wrapper addressed to the person entitled thereto at his or her post office address as it appears on the books of the Corporation, and such notice shall be deemed to have been given on the day of such mailing. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except attendance of a director at a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the notice to directors or waiver of notice of such meeting, unless required by the Board. A waiver of notice in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 2.4 Open Meetings Act/Public Information Act. All meetings of the Board shall be called, convened, held, and conducted, and notice shall be given to the public, in accordance with the Texas Open Meetings Act, Chapter 551, Texas Government Code, as amended. The Corporation is subject to the Texas Public Information Act, Chapter 552, Texas Government Code, as amended.

Section 2.5 Quorum. A majority of the full Board shall constitute a quorum to conduct official business of the Corporation. The act of a majority of the Board present at a meeting at which a quorum is in attendance shall constitute the act of the Board and of the Corporation, unless the act of a greater number is required by law.

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## Section 2.6 Conduct of Business.

(a) At the meetings of the Board, matters pertaining to the business of the Corporation shall be considered in accordance with rules of procedure as from time to time prescribed by the Board.

(b) At all meetings of the Board, the president shall preside. In the absence of the president, the vice president shall preside. In the absence of both the president and vice- president, a member of the Board selected by the members present, shall preside.

(c) The secretary of the Corporation shall act as secretary of all meetings of the Board, but in the absence of the secretary, the presiding officer may appoint any person to act as secretary of the meeting. The president, treasurer, secretary, and any assistant secretary may, at the option of the Board, be employees of the Authority.

Section 2.7 Committees of the Board. The Board may designate two or more directors to constitute an official committee of the Board to exercise such authority, as approved by resolution of the Board. It is provided, however, that all final, official actions of the Corporation may be exercised only by the Board. Each committee so designated shall keep regular minutes of the transactions of its meetings and shall cause such minutes to be recorded in books kept for that purpose in the principal office of the Corporation and any such meetings must be conducted in accordance with the provisions of the Texas Open Meetings Act, as amended, Chapter 551, Texas Government Code, if applicable.

Section 2.8 Compensation of Directors. Directors shall not receive any salary or compensation for their services as directors. However, they shall be reimbursed for their actual expenses incurred in the performance of their official duties as directors.

## ARTICLE III OFFICERS

### Section 3.1 Titles and Terms of Office.

(a) The officers of the Corporation shall be a president, a vice president, a secretary, and a treasurer, and such other officers as the Board may from time to time elect. One person may hold more than one office, except that the president shall not hold the office of secretary and the president, vice president, secretary or treasurer shall not hold the office of assistant secretary. Officers shall serve for two year terms or until his or her successor is elected or appointed. Notwithstanding the foregoing, all officers of the Corporation, except the Secretary, Assistant Secretary and Treasurer, shall be members of the Board. Upon the expiration of the terms, each officer shall have the right to be reappointed or reelected.

(b) All officers shall be subject to removal from office at any time by a vote of a majority of the Governing Body.

(c) A vacancy in any office shall be filled by a vote of a majority of the Board.

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Section 3.2 Powers and Duties of the President. The President shall be the chief operating executive officer of the Corporation, and subject to the authority of the Board, the President shall be in general charge of the properties and affairs of the Corporation, and may execute all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, leases, notes and other instruments in the name of the Corporation. The President shall preside over the meetings of the Corporation.

Section 3.3 Vice President. The Vice President shall have such powers and duties as may be prescribed by the Board and shall exercise the powers of the president during that officer's absence or inability to act, in their respective order. Any action taken by the Vice President in the performance of the duties of the president shall be conclusive evidence of the absence or inability to act of the president at the time such action was taken.

Section 3.4 Treasurer. The Treasurer shall be the chief fiscal officer of the Corporation, and shall have the responsibility to see to the handling, custody, and security of all funds and securities of the Corporation in accordance with these Bylaws. When necessary or proper, the Treasurer may endorse and sign, on behalf of the Corporation, for collection or issuance, checks, notes, and other obligations in or drawn upon such bank, banks or depositories as shall be designated by the Board consistent with these Bylaws. The Treasurer shall see to the entry in the books of the Corporation full and accurate accounts of all money received and paid out on account of the Corporation. The Treasurer shall, at the expense of the Corporation, give such bond for the faithful discharge of his or her duties in such form, and amount as the Board may require. All check writing authority will follow all applicable Authority policies concerning authorizations, signatures and disbursements.

Section 3.5 Secretary. The Secretary shall keep the minutes of all meetings of the Board and books provided for that purpose, shall give and serve all notices, may sign with the president in the name of the Corporation, and/or attest the signature thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the Corporation, shall have charge of the corporate books, records, documents and instruments, except the books of account and financial records and securities, and such other books and papers as the Board may direct, all of which shall at all reasonable times be open to public inspection upon application at the office of the Corporation during business hours, and shall in general perform all duties incident to the office of secretary subject to the control of the Board.

Section 3.6 Compensation. Officers who are members of the Board shall not receive any salary or compensation for their services, except that they shall be reimbursed for the actual expenses incurred in the performance of their official duties as officers.

Section 3.7 Signing Authority. The Board may at any time by resolution designate an authorized person to execute all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, leases, notes and other instruments in the name of the Corporation. Such person may or may not be an officer or member of the Board.

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## ARTICLE IV FUNCTIONAL CORPORATE DUTIES AND REQUIREMENTS

### Section 4.1 Books, Records, Audits.

(a) The Corporation shall keep and properly maintain in accordance with generally accepted accounting principles, complete books, records, accounts, and financial statements pertaining to its corporate funds, activities, and affairs.

(b) At the direction of the Governing Body, the books, records, accounts, and financial statements of the Corporation may be maintained for the Corporation by the accountants, staff and personnel of the Authority.

(c) The Corporation, or the Authority if the option of subsection (b) is selected, shall cause its books, records, accounts, and financial statements to be studied at least once each fiscal year by an outside, independent auditing and accounting firm selected by the Governing Body and approved by the Board. Such an audit shall be at the expense of the Corporation and shall be delivered to the Governing Body within 150 days of the end of the fiscal year of the Corporation.

(d) All books and records of the Corporation may be inspected by any director or his or her agent or attorney for any purpose at any reasonable time and at all times the Governing Body shall have access to the books, records, and financial statements of the Corporation.

### Section 4.2 Deposit and Investment of Corporation Funds.

(a) All proceeds from loans or from the issuance of bonds, notes, or other debt instruments ("Obligations") issued by the Corporation in accordance with the provisions of the Act shall be deposited and invested as provided in the resolution, order, indenture, or other documents authorizing or relating to their execution or issuance.

(b) Subject to the requirements of contracts, loan agreements, indentures or other agreements securing Obligations, all other money of the Corporation, if any, shall be deposited, secured, and/or invested in the manner provided for the deposit, security, and/or investment of the public funds of the Authority. The Board shall designate the accounts and depositories to be created and designated for such purposes, and the methods of withdrawal of funds therefrom for use by and for the purposes of the corporation upon the signature of its treasurer and such other persons as the Board designates.

Section 4.3 Expenditure of Corporate Money. The proceeds from the investment of funds of the Corporation, the proceeds from the sale of property, revenues generated by and payable to the Corporation pursuant to the Act or any other source of revenues that are payable to the Corporation, and the proceeds derived from the sale of Obligations, may be expended by the Corporation for any of the purposes authorized by the Act, except expenditures that may be made from a fund created with the proceeds of Obligations, and expenditures of money derived from sources other than the proceeds of Obligations may be used for the purpose of financing or otherwise providing for the acquisition, construction, rehabilitation, renovation, repair, equipping, furnishing and placement in service of public facilities of the Authority under the terms of the Act.

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Section 4.4 Issuance of Obligations. No Obligations, including refunding obligations, shall be authorized or sold and delivered by the Corporation unless the Governing Body approves such Obligations by action taken prior to the date of initial delivery of the Obligations to the initial purchasers thereof.

## ARTICLE V MISCELLANEOUS PROVISIONS

### Section 5.1 Principal Office.

(a) The principal office and the registered office of the Corporation shall be the registered office of the Corporation located at 300 Laurel Lane, New Braunfels, Texas 78130, as specified in the Certificate of Formation.

(b) The Corporation shall have and shall continually designate a registered agent at its office, as required by the Act.

Section 5.2 Fiscal Year. The fiscal year of the Corporation shall be the same as the fiscal year of the Authority.

Section 5.3 Seal. No seal of the Corporation shall be required.

Section 5.4 Resignations. Any member of the Governing Body who does not wish to serve on the Board as a director or officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time is specified, at the time of its receipt by the president or secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

The Governing Body may appoint a successor to fill such vacancy. Any successor appointed by the Mayor shall be approved by a majority vote of the Governing Body.

Section 5.5 Approval or Advice and Consent of the Governing Body. To the extent that these Bylaws refer to any approval by the Authority or refer to advice and consent by the Governing Body, such advice and consent shall be evidenced by a certified copy of a resolution, order, or motion duly adopted by the Governing Body.

Section 5.6 Services of Authority Staff and Officers. To the extent possible, the Corporation shall utilize the services and the staff employees of the Authority.

### Section 5.7 Indemnification of Directors, Officers and Employees.

(a) The Corporation is, for the purposes of the Texas Tort Claims Act (Subchapter A, Chapter 101, Texas Civil Practices and Remedies Code) a governmental unit and its actions are governmental functions.

(b) As provided in Chapter 303.037 of the Act, the Corporation shall indemnify each and every member of the Board, its officers and its employees and each member of the Board and each employee of the Authority, to the fullest extent permitted by law, against any and all liability

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or expense, including attorney's fees, incurred by any of such persons by reason of any actions or omissions that may arise out of the sanctions and activities of the Corporation. The legal counsel for the Corporation is authorized to provide a defense for members of the Board, officers, and employees of the Corporation.

## ARTICLE VI

### EFFECTIVE DATE, AMENDMENTS, MISCELLANEOUS

Section 6.1 Effective Date. These Bylaws shall become effective upon the occurrence of the following events:

- (1) the approval of these Bylaws by the Governing Body, which approval may be granted prior to the creation of the Corporation; and
- (2) the adoption of these Bylaws by the Board.

Section 6.2 Amendments to Certificate of Formation and Bylaws. The Certificate of Formation of the Corporation and these Bylaws may be amended only in the manner provided in the Certificate of Formation and the Act.

Section 6.3 Interpretation of Bylaws. These Bylaws shall be liberally construed to effectuate the purposes set forth herein. If any word, phrase, clause, sentence, paragraph, section or other part of these Bylaws, or the application thereof to any person or circumstances, shall ever be held to be invalid or unconstitutional by any court of competent jurisdiction, the remainder of these Bylaws and the application of such word, phrase, clause, sentence, paragraph, section or other part of these Bylaws to any other person or circumstance shall not be affected thereby.

Section 6.4 Dissolution. Upon the dissolution of the Corporation after payment of all obligations of the Corporation in accordance with the Act and the Certificate of Formation, all remaining assets of the Corporation shall be transferred to the Authority.

\* \* \*

# **NBHA PFC BOARD of DIRECTORS MEETING**

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## **RESOLUTION NO. 202604230001**

### **A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE HOUSING AUTHORITY OF THE CITY OF NEW BRAUNFELS, TEXAS, ADOPTING AND APPROVING THE BYLAWS OF THE NBHA PUBLIC FACILITY CORPORATION AND RESOLVING OTHER MATTERS IN CONNECTION THEREWITH**

WHEREAS, the Housing Authority of the City of New Braunfels, Texas (“NBHA”), is a public body corporate and politic created pursuant to the laws of the State of Texas; and

WHEREAS, the NBHA Board of Commissioners has previously authorized the creation of the NBHA Public Facility Corporation (“PFC”) pursuant to Chapter 303 of the Texas Local Government Code to act on behalf of NBHA in furtherance of its mission to provide affordable housing and related public purposes; and

WHEREAS, Chapter 303 of the Texas Local Government Code requires a public facility corporation to adopt bylaws governing its organization, administration, and operations; and

WHEREAS, proposed bylaws for the NBHA Public Facility Corporation have been presented to the Board of Commissioners, establishing provisions related to governance, board composition, officers, meetings, powers, fiscal controls, and compliance with applicable state laws, including the Texas Open Meetings Act and the Texas Public Information Act; and

WHEREAS, the Board of Commissioners finds that adoption of the NBHA Public Facility Corporation bylaws is in the best interest of NBHA and is consistent with NBHA’s statutory authority, mission, and fiduciary responsibilities.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE HOUSING AUTHORITY OF THE CITY OF NEW BRAUNFELS, TEXAS, THAT:**

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Section 1. The Board of Commissioners hereby adopts and approves the Bylaws of the NBHA Public Facility Corporation, substantially in the form presented to the Board, as the governing bylaws of the Corporation.

Section 2. The officers of NBHA are hereby authorized and directed to take any and all actions necessary or convenient to implement this Resolution and to carry out the intent and provisions of the adopted bylaws.

Section 3. If any provision of this Resolution is held to be invalid or unenforceable, such invalidity or unenforceability shall not affect the remaining provisions of this Resolution, which shall remain in full force and effect.

Section 4. All resolutions or parts of resolutions in conflict with this Resolution are hereby repealed to the extent of such conflict.

Section 5. This Resolution shall take effect immediately upon its adoption.

Passed and approved this 23rd day of April 2026.

Attested and approved as to form:

\_\_\_\_\_  
Sharon Navarre Samples, President

\_\_\_\_\_  
Henry Alvarez, Secretary/Treasurer

## **CERTIFICATE FOR RESOLUTION**

The undersigned officer of the New Braunfels Housing Authority Public Facility Corporation, a public facility corporation created pursuant to the laws of the State of Texas ("NBHA PFC"), hereby certifies as follows:

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1. In accordance with its bylaws, the Board of Directors of NBHA PFC (the “Board”) held a meeting on April 23, 2026 (the “Meeting”), of the duly constituted officers and members of the Board, at which a duly constituted quorum was present. Whereupon, among other business transacted at the Meeting, a written

## **RESOLUTION 202604230001, ADOPTING AND APPROVING THE BYLAWS OF THE NBHA PUBLIC FACILITY CORPORATION AND RESOLVING OTHER MATTERS IN CONNECTION THEREWITH**

(the “Resolution”) was duly introduced for the consideration of the Board and discussed. It was then duly moved and seconded that the Resolution be adopted, and after due discussion, said motion, carrying with it the adoption of the Resolution, prevailed and carried by a majority vote of the Board.

2. A true, full, and correct copy of the Resolution adopted at the Meeting is attached to and follows this Certificate. The Resolution has been duly recorded in the minutes of the Meeting; each of the officers and members of the Board was duly and sufficiently notified, officially and personally, in advance, of the time, place, and purpose of the Meeting; and the Meeting was held and conducted in accordance with the Bylaws of NBHA PFC.

SIGNED AND SEALED \_\_\_\_\_, 2026.

\_\_\_\_\_  
Henry Alvarez, Secretary/Executive Director

(SEAL)

# **NBHA PFC BOARD of DIRECTORS MEETING**

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## **INDIVIDUAL ITEMS FOR CONSIDERATION D2**

### **SUBJECT:**

Consideration and possible action to approve a resolution establishing a policy requiring all Public Facility Corporations, nonprofit corporations, and other entities created by the New Braunfels Housing Authority to maintain boards identical to the NBHA Board of Commissioners.

### **BACKGROUND AND RATIONAL:**

Consideration and approval of a resolution to establish a New Braunfels Housing Authority Public Facility Corporation policy governing the board composition of NBHA PFC and its development transactions.

### **FISCAL IMPACT:**

There is no fiscal impact associated with adoption of this policy.

### **STAFF RECCOMENDATION:**

Staff recommends the approval of the resolution establishing the governance alignment policy.

### **ATTACHMENT:**

CERTIFICATE FOR RESOLUTION 202510160001

# NBHA PFC BOARD of DIRECTORS MEETING

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## CITY OF NEW BRAUNFELS HOUSING AUTHORITY BOARD of COMMISSIONERS

### CERTIFICATE FOR RESOLUTION

The undersigned officer of the Housing Authority of the City of New Braunfels, Texas ("NBHA") hereby certifies as follows:

1. In accordance with the bylaws of NBHA, the Board of Commissioners of NBHA (the "Board") held a meeting on **October 16, 2025** (the "Meeting"), at which a duly constituted quorum was present. During the Meeting, among other businesses, the following resolution was introduced:

**AUTHORIZING AND APPROVING THE CREATION OF THE NBHA PUBLIC FACILITY CORPORATION PURSUANT TO CHAPTER 303 OF THE TEXAS LOCAL GOVERNMENT CODE TO ACT ON BEHALF OF THE NEW BRAUNFELS HOUSING AUTHORITY; APPROVING THE CERTIFICATE OF FORMATION AND BYLAWS RELATED THERETO; AND RESOLVING OTHER MATTERS IN CONNECTION THEREWITH**

It was duly moved and seconded that the Resolution be adopted. After discussion, the motion passed, and the Resolution was adopted by a majority vote of the Board.

2. A true, full, and correct copy of the Resolution adopted at the Meeting is attached to and follows this Certificate; the Resolution has been duly recorded in the Board's meeting minutes. All officers and members of the Board were properly notified of the Meeting's time, place, and purpose, and the Meeting was conducted in accordance with the NBHA Articles of Incorporation and Bylaws

SIGNED AND SEALED 10/16 \_\_\_\_\_, 2025.

  
\_\_\_\_\_  
Henry Alvarez, Secretary/Executive Director

{SEAL}

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# NBHA PFC BOARD of DIRECTORS MEETING

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## CITY OF NEW BRAUNFELS HOUSING AUTHORITY BOARD of COMMISSIONERS

RESOLUTION NO. 202510160001

**CONSIDERATION AND APPROVAL OF A RESOLUTION AUTHORIZING AND APPROVING THE CREATION OF THE NBHA PUBLIC FACILITY CORPORATION PURSUANT TO CHAPTER 303 OF THE TEXAS LOCAL GOVERNMENT CODE TO ACT ON BEHALF OF THE NEW BRAUNFELS HOUSING AUTHORITY; APPROVING THE CERTIFICATE OF FORMATION AND BYLAWS RELATED THERETO; AND RESOLVING OTHER MATTERS IN CONNECTION THEREWITH**

**WHEREAS**, the Board of Commissioners of the Housing Authority of the City of New Braunfels, Texas, a public instrumentality created pursuant to the laws of the State of Texas ("NBHA"), seeks to expand its ability to meet the affordable housing needs of the community; and

**WHEREAS** the New Braunfels Housing Authority (NBHA) is proposing the establishment of the NBHA Public Facility Corporation (PFC) pursuant to Chapter 303 of the Texas Local Government Code; and

**WHEREAS**, creating this entity will strengthen NBHA's ability to develop and operate affordable housing through partnerships and other tools available to PFCs under state law; and

**WHEREAS** Resolution authorizes the formation of the PFC, approves its Certificate of Formation and Bylaws, and addresses the administrative steps required to operationalize the entity; and

**WHEREAS**, establishing a PFC will expand NBHA's capacity to respond to local housing needs and support its mission to provide safe, decent, and affordable housing for the New Braunfels community.

**NOW, BE IT THEREFORE RESOLVED BY THE BOARD OF COMMISSIONERS OF THE HOUSING AUTHORITY OF THE CITY OF NEW BRAUNFELS, TEXAS, THAT:**

**Section 1.** The Board hereby authorizes the creation of the NBHA Public Facility Corporation pursuant to Chapter 303 of the Texas Local Government Code and approves the accompanying Certificate of Formation and Bylaws.

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# NBHA PFC BOARD of DIRECTORS MEETING

Community Center  
300 Laurel Lane  
New Braunfels, Texas 78130  
Thursday, April 23, 2026, at 5:15pm

## CITY OF NEW BRAUNFELS HOUSING AUTHORITY BOARD of COMMISSIONERS

**Section 2.** If any section, paragraph, clause, or provision of this Resolution shall be held to be invalid or unenforceable, the invalidity or unenforceability shall not affect any of the remaining provisions of this Resolution.

**Section 3.** The recitals contained in the preamble hereof are hereby found to be true and are adopted as part of this Resolution for all purposes.

**Section 4.** All resolutions, or parts thereof, in conflict or inconsistent with this Resolution are hereby repealed to the extent of such conflict, and the provisions of this Resolution shall control.

**Section 5.** This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

**Section 6.** This Resolution shall be in force and effect from and after its passage

# **NBHA PFC BOARD of DIRECTORS MEETING**

**Community Center  
300 Laurel Lane  
New Braunfels, Texas 78130  
Thursday, April 23, 2026, at 5:15pm**

## **RESOLUTION NO. 202604230002**

**RESOLUTION 202604230002, ESTABLISHING A POLICY TO REQUIRE THE NBHA PUBLIC FACILITY CORPORATION BOARD BE IDENTICAL TO THE NBHA BOARD OF COMMISSIONERS AND TO REQUIRE THE NBHA PUBLIC FACILITY CORPORATION OBTAIN PRIOR APPROVAL FROM THE NBHA BOARD OF COMMISSIONERS OF ALL REAL ESTATE AND OTHER TRANSACTIONS RELATED TO HOUSING DEVELOPMENT, REDEVELOPMENT, MAINTENANCE, ACQUISITION AND DISPOSITION**

WHEREAS, the Board of Commissioners (the “Board”) for the New Braunfels Housing Authority (“NBHA”) has established a policy governing any NBHA-created public facility corporation, nonprofit and other entity (“NBHA nonprofit”), including the formerly created New Braunfels Community Resources, Inc. and the newly created NBHA Public Facility Corporation;

WHEREAS, that policy is consistent with the Texas constitution, the Texas Housing Authorities Law, the Texas Public Facility Corporation Act, and other law, for NBHA nonprofits to remain responsible and adherent to NBHA at all times as NBHA instrumentalities;

WHEREAS, the NBHA Board has determined that it is in the public interest and to the benefit of the citizens and residents served by NBHA for NBHA nonprofits to remain responsible and adherent to NBHA at all times as NBHA instrumentalities;

WHEREAS, the NBHA Board requires that all NBHA nonprofits must have Boards of Directors identical in composition and exclusive membership to that of the NBHA Board of Commissioners;

WHEREAS, the NBHA Board requires that no NBHA nonprofit may alter its Boards of Directors such that it is not identical in composition and exclusive membership to that of the NBHA Board of Commissioners;

WHEREAS, the NBHA Board wishes to require that the NBHA Board approve all actions to be taken by any NBHA nonprofit related to the NBHA nonprofit Board of Directors;

# **NBHA PFC BOARD of DIRECTORS MEETING**

**Community Center  
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Thursday, April 23, 2026, at 5:15pm**

WHEREAS, the NBHA Board wishes to require that the NBHA Board approve all actions to be taken by any NBHA nonprofit, including the formerly created New Braunfels Community Resources, Inc. and the newly created NBHA Public Facility Corporation, in connection with any real estate and other transactions related to housing development, redevelopment, maintenance, acquisition and disposition (generally defined as “development transactions”);

WHEREAS, the NBHA Board has determined that it is in the public interest and to the benefit of the citizens and residents served by NBHA for NBHA nonprofits to enter into the development transactions;

WHEREAS, the NBHA PFC Board now wishes to acknowledge this NBHA policy and adopt an identical policy regarding NBHA PFC Board membership and NBHA PFC development transactions as described above and outlined in the NBHA policy;

NOW, THEREFORE BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE NBHA PUBLIC FACILITY CORPORATION, THAT:

Section 1. NBHA PFC agrees with and supports the NBHA Board policy governing any NBHA nonprofit, including the NBHA Public Facility Corporation.

Section 2. NBHA PFC must have a Board of Directors identical in composition and exclusive membership to that of the NBHA Board of Commissioners.

Section 3. NBHA PFC may not alter its Board of Directors such that it is not identical in composition and exclusive membership to that of the NBHA Board of Commissioners.

Section 4. NBHA PFC the NBHA Board approval of all actions to be taken by NBHA PFC related to the NBHA PFC Board of Directors.

Section 5. NBHA PFC must seek the NBHA Board approval of all actions to be taken by NBHA PFC in connection with any real estate and other transactions related to housing development, redevelopment, maintenance, acquisition and disposition (generally defined as “development transactions”).

Section 6. If any section, paragraph, clause, or provisions of this Resolution shall be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution.

# **NBHA PFC BOARD of DIRECTORS MEETING**

**Community Center**

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Section 7. The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Board.

Section 8. All resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Resolution are hereby repealed to the extent of such conflict, and the provisions of this Resolution shall be and remain controlling as to the matters resolved herein.

Section 9. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 10. This Resolution shall be in force and effect from and after its passage.

Passed and approved this 23rd day of April 2026.

Attested and approved as to form:

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Sharon Navarre Samples, President

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Henry Alvarez, Secretary/Treasurer

# NBHA PFC BOARD of DIRECTORS MEETING

Community Center  
300 Laurel Lane  
New Braunfels, Texas 78130  
Thursday, April 23, 2026, at 5:15pm

## CERTIFICATE FOR RESOLUTION

The undersigned officer of the New Braunfels Housing Authority Public Facility Corporation, a public facility corporation created pursuant to the laws of the State of Texas (“NBHA PFC”) hereby certifies as follows:

1. In accordance with its bylaws, the Board of Directors of NBHA PFC (the “Board”) held a meeting on April 23, 2026, (the “Meeting”) of the duly constituted officers and members of the Board, at which a duly constituted quorum was present. Whereupon among other business transacted at the Meeting, a written

**RESOLUTION 202604230002, ESTABLISHING A POLICY TO REQUIRE THE NBHA PUBLIC FACILITY CORPORATION BOARD BE IDENTICAL TO THE NBHA BOARD OF COMMISSIONERS AND TO REQUIRE THE NBHA PUBLIC FACILITY CORPORATION OBTAIN PRIOR APPROVAL FROM THE NBHA BOARD OF COMMISSIONERS OF ALL REAL ESTATE AND OTHER TRANSACTIONS RELATED TO HOUSING DEVELOPMENT, REDEVELOPMENT, MAINTENANCE, ACQUISITION AND DISPOSITION**

(the “Resolution”) was duly introduced for the consideration of the Board and discussed. It was then duly moved and seconded that the Resolution be adopted; and, after due discussion, said motion, carrying with it the adoption of the Resolution, prevailed and carried by a majority vote of the Board.

2. A true, full, and correct copy of the Resolution adopted at the Meeting is attached to and follows this Certificate; the Resolution has been duly recorded in the Board’s minutes of the Meeting; each of the officers and members of the Board was duly and sufficiently notified officially and personally, in advance, of the time, place, and purpose of the Meeting; and the Meeting was held and conducted in accordance with the Bylaws of NBHA PFC.

SIGNED AND SEALED \_\_\_\_\_, 2026.

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Henry Alvarez, Secretary/Executive Director

(SEAL)

# **NBHA PFC BOARD of DIRECTORS MEETING**

**Community Center  
300 Laurel Lane  
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Thursday, April 23, 2026, at 5:15pm**

## **INDIVIDUAL ITEMS FOR CONSIDERATION D3**

### **SUBJECT:**

Consideration and possible action regarding a resolution authorizing the Lyndon Ranch apartments transaction, including serving as the general contractor; and other matters in connection therewith.

### **BACKGROUND AND RATIONAL:**

The Lyndon Ranch Apartments transaction advances NBHA's mission to support housing development and redevelopment opportunities. This resolution authorizes NBHA's participation in the transaction, including serving as general contractor, and addresses related actions necessary to implement the project in accordance with applicable laws and agreements.

### **FISCAL IMPACT:**

Fiscal impacts associated with the Lyndon Ranch Apartments transaction are project-specific and will be managed in accordance with approved budgets, agreements, and applicable financial controls.

### **STAFF RECCOMENDATION:**

Staff recommends approval of the resolution authorizing the Lyndon Ranch Apartments transaction and related actions.

# **NBHA PFC BOARD of DIRECTORS MEETING**

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## **RESOLUTION NO. 202604230003**

**THIS RESOLUTION AUTHORIZES NBHA TO PROCEED WITH THE LYNDON RANCH APARTMENTS TRANSACTION, INCLUDING EXECUTION OF ALL NECESSARY DOCUMENTS, FORMATION OF NBHA LYNDON RANCH LANDOWNER, LLC FOR LAND ACQUISITION AND LEASING, ACQUISITION OF THE MEMBERSHIP INTEREST IN NBHA LYNDON RANCH GP, LLC, AND APPROVAL OF PROJECT FINANCING. THE RESOLUTION ALSO AUTHORIZES NBHA PUBLIC FACILITY CORPORATION TO SERVE AS GENERAL CONTRACTOR AND APPROVES RELATED ACTIONS NECESSARY TO IMPLEMENT THE DEVELOPMENT.**

WHEREAS, the Board of Commissioners of the Housing Authority of the City of New Braunfels, Texas, a public instrumentality created pursuant to the laws of the State of Texas (“NBHA”), recognizes the importance of expanding and preserving quality, affordable housing opportunities for residents of the City of New Braunfels; and

WHEREAS, NBHA has determined that the development of the Lyndon Ranch Apartments (the “Project”) will further NBHA’s mission by increasing the availability of affordable housing within the community; and

WHEREAS, in order to facilitate the development of the Project, it is necessary for NBHA to enter into various transactions and agreements, including land acquisition, entity formation, financing, and construction-related activities; and

WHEREAS, the Board of Commissioners has reviewed the proposed Lyndon Ranch Apartments transaction and finds that such transaction is in the best interests of NBHA and consistent with its purposes and powers under applicable law.

NOW, BE IT THEREFORE RESOLVED BY THE BOARD OF COMMISSIONERS OF THE HOUSING AUTHORITY OF THE CITY OF NEW BRAUNFELS, TEXAS, THAT:

Section 1. The Board hereby authorizes NBHA to proceed with the Lyndon Ranch Apartments transaction, including the execution of all necessary and related documents required to implement the development of the Project.

Section 2. The Board hereby authorizes the formation of NBHA Lyndon Ranch Landowner, LLC for the purpose of acquiring and leasing the land associated with the Project, and further authorizes the acquisition of the membership interest in NBHA Lyndon Ranch GP, LLC.

Section 3. The Board hereby approves the Project financing and authorizes all actions necessary and incidental to the closing and implementation of such financing.

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Section 4. The Board hereby authorizes the NBHA Public Facility Corporation to serve as the general contractor for the Project and approves all related actions necessary to carry out the construction and development of the Lyndon Ranch Apartments.

Section 5. If any section, paragraph, clause, or provision of this Resolution shall be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution.

Section 6. The recitals contained in the preamble hereof are hereby found to be true and correct and are adopted as part of the judgment and findings of the Board for all purposes.

Section 7. All resolutions or parts thereof in conflict or inconsistent with any provision of this Resolution are hereby repealed to the extent of such conflict.

Section 8. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and applicable federal laws.

Section 9. This Resolution shall take effect immediately upon its passage.

# NBHA PFC BOARD of DIRECTORS MEETING

Community Center  
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## CERTIFICATE FOR RESOLUTION

The undersigned officer of the Housing Authority of the City of New Braunfels, Texas, a public instrumentality created pursuant to the laws of the State of Texas (“NBHA”), hereby certifies as follows:

1. In accordance with the Bylaws of NBHA, the Board of Commissioners of NBHA (the “Board”) held a meeting on April 23, 2026 (the “Meeting”) of the duly constituted officers and members of the Board, at which a duly constituted quorum was present. Whereupon, among other business transacted at the Meeting, a written

### **AUTHORIZING THE LYNDON RANCH APARTMENTS TRANSACTION, INCLUDING ENTITY FORMATION, LAND ACQUISITION AND LEASING, PROJECT FINANCING, AND DESIGNATION OF THE NBHA PUBLIC FACILITY CORPORATION AS GENERAL CONTRACTOR**

(the “Resolution”) was duly introduced for the consideration of the Board and discussed. It was then duly moved and seconded that the Resolution be adopted; and, after due discussion, said motion, carrying with it the adoption of the Resolution, prevailed and carried by a majority vote of the Board.

2. A true, full, and correct copy of the Resolution adopted at the Meeting is attached to and follows this Certificate. The Resolution has been duly recorded in the Board’s minutes of the Meeting. Each of the officers and members of the Board was duly and sufficiently notified, officially and personally, in advance, of the time, place, and purpose of the Meeting, and the Meeting was held and conducted in accordance with the Articles of Incorporation and the Bylaws of NBHA.

SIGNED AND SEALED \_\_\_\_\_, 2026.

\_\_\_\_\_  
Henry Alvarez, Secretary/Executive Director

(SEAL)