

# **Pathways Asset Management, Inc.**

**Thursday, March 9, 2017  
12:00 noon  
at**

**HACA's Central Office**  
1124 S. IH-35  
Austin, TX 78704

**PUBLIC NOTICE OF A MEETING  
TAKE NOTICE OF A BOARD OF DIRECTORS  
REGULAR BOARD MEETING  
OF THE PATHWAYS ASSET MANAGEMENT, INC.**

**TO BE HELD AT  
HACA Central  
1124 S. IH 35, Austin, Texas  
(512.477.4488)**

**COMMENCING AT 12:00 NOON ON THURSDAY, MARCH 9, 2017, TO CONDUCT BUSINESS AS FOLLOWS:**

**CALL TO ORDER, ROLL CALL  
CERTIFICATION OF QUORUM**

**Carl Richie, Chairperson**

**CONSENT AGENDA**

Items on the Consent Agenda may be removed at the request of any Director and considered at another appropriate time on this agenda. Placement on the Consent Agenda does not limit the possibility of any presentation, discussion, or action at this meeting. Under no circumstances does the Consent Agenda alter any requirements under Chapter 551 of the Texas Government Code, Texas Open Meetings Act.

**CONSENT AGENDA**

**APPROVAL OF THE FOLLOWING ITEMS PRESENTED IN THE BOARD MATERIALS:**

**ITEM 1A:** Presentation, Discussion, and Possible Action regarding the Approval of a Board Minutes Summary for the Board Meeting held on October 21, 2016

**Ron Kowal**  
VP Housing Development/Asst  
Mgmt.

**ITEM 1B:** Presentation, Discussion, and Possible Action regarding Resolution No. 6: Approval to ratify all actions taken by the Board of Directors during FYE 2017, in order to resolve any irregularities which may have occurred regarding a quorum or vote by the Directors as reflected within the approved minutes and resolutions

**Judy Paciocco**  
Senior Operations Director

**EXECUTIVE SESSION**

The Board may go into Executive Session (close its meeting to the public) Pursuant to:

- a. § 551.071, Texas Gov't Code, consultations with Attorney regarding legal advice, pending or contemplated litigation; or a settlement offer;
- b. § 551.072, Texas Gov't Code, discussion about the purchase, exchange, lease or value of real property;
- c. § 551.074, Texas Gov't Code, discuss the appointment, employment, evaluation, reassignment, duties, discipline, or dismissal of a public officer or employee; or to hear a complaint or charge against an officer or employee.
- d. § 551.077, Texas Gov't Code, discuss certain economic development negotiations.

**OPEN SESSION**

If there is an Executive Session, the Board will return to Open Session for discussion, consideration and possible action of matters discussed in Executive Session.

**ADJOURNMENT**

**"Pursuant to § 30.06, Penal Code, (trespass by holder of license with a concealed handgun), a person licensed under Subchapter H, Chapter 411, Government Code (handgun licensing law), may not attend this meeting with a concealed handgun."**

**"Pursuant to § 30.07, Penal Code (trespass by holder of license with an openly carried handgun), a person licensed under Subchapter H, Chapter 411, Government Code (handgun licensing law), may not attend this meeting with a handgun that is carried openly."**

**"En virtud del § 30.06, Código Penal, (traspaso titular de licencia con una pistola), una persona bajo el subcapítulo H, capítulo 411, código de gobierno (Ley de licencia de arma o pistola), no se permiten en este reunión con una arma o pistola."**

**"En virtud del § 30.07, Código Penal (prevaricación por titular de la licencia con un arma o pistola abiertamente llevado), una persona bajo el subcapítulo H, capítulo 411, código de gobierno (Ley de licencia de arma o pistola), no se permiten en esta reunión con un arma o pistola que lleva abiertamente."**

\*The Pathways Asset Management, Inc. (PAM) Board of Commissioners reserves the right to discuss and consider items out of order on the agenda on an as needed basis.

The Pathways Asset Management, Inc. is committed to compliance with the Americans with Disability Act. Reasonable modifications and equal access to the communications will be provided upon request. Meeting locations are planned with wheelchair access. If requiring Sign Language Interpreters or alternative formats, please give notice at least 2 days (48 hours) before the meeting date. Please call Judy Paciocco or Nidia Hiroms at HACA at 512.477.4488, for additional information; TTY users route through Relay Texas at 711. For more information on PAM, please contact Nidia Hiroms at 512.477.4488 x 2104.

**PATHWAYS ASSET MANAGEMENT, INC.  
BOARD OF DIRECTORS  
REGULAR BOARD MEETING**

**CALL TO ORDER  
AND  
ROLL CALL**

<b>Carl S. Richie, Jr., Chairperson</b>	_____
<b>Charles Bailey, Vice-Chairperson</b>	_____
<b>Tyra Duncan-Hall, 2<sup>nd</sup> Vice-Chairperson</b>	_____
<b>Isaac Robinson, Commissioner</b>	_____
<b>Edwina Carrington, Commissioner</b>	_____

March 9, 2017

**PATHWAYS ASSET MANAGEMENT, INC.  
BOARD OF DIRECTORS  
REGULAR BOARD MEETING**

**CONSENT AGENDA**

**AGENDA ITEM NO. 1A**

**Presentation, Discussion, and Possible Action  
regarding the Approval of a Board Minutes Summary  
for the Board Meeting held on October 21, 2016**

March 9, 2017

**PATHWAYS ASSET MANAGEMENT, INC.  
BOARD OF DIRECTORS  
REGULAR BOARD MEETING**

**OCTOBER 21, 2016**

**SUMMARY OF MINUTES**

The **PATHWAYS ASSET MANAGEMENT, INC.** Board of Directors Public Meeting Notice was posted for **12:00 noon on Friday, October 21, 2016**, and was held at **Manchaca Village located at 3628 Manchaca, Austin, TX.**

**CALL TO ORDER, ROLL CALL, CERTIFICATION OF QUORUM**

The Board of Directors meeting of the **PATHWAYS ASSET MANAGEMENT, INC.** of **OCTOBER 21, 2016**, was called to order by Carl S. Richie, Jr., Chairperson, at 12:26 p.m. The meeting was held at Manchaca Village located at 3628 Manchaca, Austin, TX

Roll call certified a quorum was present.

**MEMBERS PRESENT:**

Charles Bailey, Vice Chairperson  
Dr. Tyra Duncan-Hall, 2<sup>nd</sup> Vice-Chairperson  
Carl S. Richie, Jr., Director  
Isaac Robinson, Director

**MEMBER(S) ABSENT:**

Edwina Carrington, Chairperson

**STAFF PRESENT:**

Ann Gass, Eileen Schrandt, Kelly Crawford, Lisa Garcia, Michael Gerber, Nidia Hiroms, Ron Kowal, Suzanne Schwertner, Sylvia Blanco and Thomas Cherian.

**ALSO IN ATTENDANCE:**

Jim Ewbank, Cokinos, Bosien & Young

**CONSENT AGENDA**

**APPROVAL OF THE FOLLOWING ITEMS PRESENTED IN THE BOARD MATERIALS:**

**ITEM 1: Presentation, Discussion, and Possible Action of Resolution No. 1: Approval of the Bylaws and Articles of Incorporation of Pathways Asset Management, Inc.**

The Housing Authority of the City of Austin (HACA) Board of Commissioners approved the formation of Pathways Asset Management, Inc. (Pathways Asset Management), a nonprofit subsidiary and instrumentality of HACA, effective October 21, 2016. Pathways Asset Management was formed as a separate corporate entity for purposes including management of HACA's public housing after the RAD conversion.

**Director \_\_\_\_\_** moved the Approval of the Bylaws and Articles of Incorporation of Pathways Asset Management, Inc. **Director \_\_\_\_\_** seconded the motion. The motion passed. (4-Ayes and 0-Nays).

**ITEM 2: Presentation, Discussion, and Possible Action of Resolution No. 2: Election of Directors**

Article 3 Directors, Section 1, states that the HACA Board of Commissioners is referred to as the Board of Directors. The Commissioners of HACA elected three Commissioners to serve as the following Pathways Asset Management Board of Directors: (1) Carl Richie, Chairperson; (2) Charles Bailey, Vice Chairperson; and (3) Tyra Duncan-Hall, Second Vice Chairperson.

**Director Bailey** moved for the Approval of Resolution No. 2, Election of Officers. **Director Robinson** seconded the motion. The motion passed. (4-Ayes and 0-Nays).

**ITEM 3: Presentation, Discussion, and Possible Action of Resolution No. 3: Election of Officers of Pathways Asset Management, Inc.**

Officers of Pathways Asset Management shall be elected by and hold office at the pleasure of the Board of Directors. Effective October 21<sup>st</sup>, 2016, the Board of Directors for Pathways Asset Management approved the initial slate of officer positions: Mike Gerber, President, Ron Kowal, Vice President, and Thomas Cherian, Treasurer.

**Director Bailey** moved for the Approval Resolution No. 3: Election of Officers of Pathways Asset Management, Inc. **Director Robinson** seconded the motion. The motion passed. (4-Ayes and 0-Nays).

**ITEM 4: Presentation, Discussion, and Possible Action of Resolution No. 4: Establishing a Fiscal Year for Pathways Asset Management, Inc.**

Pathways Asset Management is required to set a tax year for its operations; therefore, Pathways Asset Management will set the fiscal year for April 1 to March 31 to be consistent with the tax year of HACA, its parent corporation.

**Director Bailey** moved for the Approval Resolution No. 4: Establishing a Fiscal Year for Pathways Asset Management, Inc. **Director Robinson** seconded the motion. The motion passed. (4-Ayes and 0-Nays).

**ITEM 5: Presentation, Discussion, and Possible Action of Resolution No. 5: Establishing a Banking Depository for Pathways Asset Management, Inc.**

Pathways Asset Management is required to have a separate bank account with a financial institution for its business transactions. Pathways Asset Management will establish a banking account with Chase Bank of Texas, through the banking relationship HACA has established with the Chase Bank of Texas.

**Director Robinson** moved for the Approval of Resolution No. 5: Establishing a Banking Depository for Pathways Asset Management, Inc. **Director Duncan-Hall** seconded the motion. The motion passed. (4-Ayes and 0-Nays).

**REPORTS**

No other reporting.

**EXECUTIVE SESSION**

The Board of Commissioners did not recess into Executive Session.

**ADJOURNMENT**

**Director Bailey** moved to adjourn the meeting. **Director Robinson** seconded the motion. The motion passed. (4-Ayes and 0-Nays).

The meeting adjourned at 1:36 p.m.

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Carl S. Richie, Jr., Chairperson

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Michael G. Gerber, Secretary

**PATHWAYS ASSET MANAGEMENT, INC.  
BOARD OF DIRECTORS  
REGULAR BOARD MEETING**

**AGENDA ITEM NO. 1B**

**Presentation, Discussion, and Possible Action regarding Resolution No. 6: Approval to ratify all actions taken by the Board of Directors during FYE 2017, in order to resolve any irregularities which may have occurred regarding a quorum or vote by the Directors as reflected within the approved minutes and resolutions**

**PATHWAYS ASSET MANAGEMENT**  
**BOARD ACTION REQUEST**  
**RESOLUTION NO. 6**  
**EXECUTIVE DEPARTMENT**

**MEETING DATE:** March 9, 2017

**STAFF CONTACT:** Judy Paciocco, Sr Director of Operations

**ITEM TITLE:** Discussion and Adoption of Resolution No. 6: Approval to ratify all actions taken by the Board of Commissioners during FYE 2017, in order to resolve any irregularities which may have occurred regarding a quorum or vote by the Commissioners as reflected within the approved minutes and resolution

**BUDGETED ITEM:** N/A

**TOTAL COST:** N/A

**ACTION**

Motion to approve Resolution No.6: Ratifying all all actions taken by the Board of Commissioners during the 2016-2017 Fiscal Year, in order to resolve any irregularities which may have occurred regarding a quorum or vote by the Commissioners as reflected within the approved minutes and resolutions.

**SUMMARY**

*General Information:* Upon past advisement of legal counsel, resolution number 6 was drafted to ensure all actions taken by the Board during FYE 2017 be ratified, thus ensuring resolution of any irregularities during the voting process taken by the Commissioners. This is an action that will be presented for board action on an annual basis.

*Organizational Structure:* N/A

*Public Comment:* N/A

**EXHIBITS**

Exhibit 1: Resolution 6



**RESOLUTION NO. 6**

**Approval to ratify all actions taken by the Board of Commissioners during FYE 2017, in order to resolve any irregularities which may have occurred regarding a quorum or vote by the Commissioners as reflected within the approved minutes and resolutions**

**WHEREAS, ...**In the event that there were any irregularities in any action or vote taken by Pathways Asset Management Board of Commissioners during the 2016-17 Fiscal Year, the Pathways Asset Management desires to ratify and affirm all of the actions and votes taken by the Board of Commissioners regardless of the irregularity, as each action and vote taken represents the true intention of a quorum or more of Pathways Asset Management's Board of Commissioners.

**WHEREAS, ...** The purpose of this resolution is to give full legal force and effect to each action or vote of the Board of Commissioners taken during the 2016-17 Fiscal Year as if each action was taken by a quorum of the board without any irregularity, and therefore, every action taken by the Board of Commissioners during the 2016-17 Fiscal Year is fully enforceable.

**Now, therefore, it is hereby**

**RESOLVED, ...** the Pathways Asset Management Board of Commissioners hereby ratifies and affirms all actions and votes taken by the Board of Commissioners during 2016-2017 Fiscal Year on this 9th day of March, 2017.

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**Michael G. Gerber, Secretary**

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**Edwina Carrington, Chairperson**

**PATHWAYS ASSET MANAGEMENT, INC.  
BOARD OF DIRECTORS  
REGULAR BOARD MEETING**

**EXECUTIVE SESSION**

**The Board may go into Executive Session (close its meeting to the public)**

**Pursuant to:**

- a. § 551.071, Texas Gov't Code, consultations with Attorney regarding pending or contemplated litigation; or a settlement offer;**
- b. §551.072, Texas Gov't Code, deliberation about the purchase, exchange, lease or value of real property;**
- c. §551.074, Texas Gov't Code, deliberate the appointment, employment, evaluation, reassignment, duties, discipline, or dismissal of a public officer or employee; or to hear a complaint or charge against an officer or employee.**
- d. §551.087, Texas Gov't Code, discuss certain economic development negotiations.**

**Return to Open Session for discussion, consideration and possible action of matters discussed in Executive Session**

**PATHWAYS ASSET MANAGEMENT, INC.  
BOARD OF DIRECTORS  
REGULAR BOARD MEETING**

**Adjournment**

March 9, 2017