

BLUEPRINT HOUSING SOLUTIONS



BOARD OF DIRECTORS Annual Meeting

**Thursday, March 26, 2020
12:00 PM**

Conference Call
1 (646) 749-3122 Access Code: 283-714-653

**PUBLIC NOTICE OF A MEETING
TAKE NOTICE OF A BOARD OF DIRECTORS
ANNUAL BOARD MEETING BLUEPRINT HOUSING SOLUTIONS**

**Thursday, March 26, 2020
12:00 PM**

**TO BE HELD VIA CONFERENCE CALL
1 (646) 749-3122; Access Code: 283-714-653**

A recording of the meeting will be posted on HACA's website
www.hacanet.org/board within two business days after the meeting date

CALL TO ORDER, ROLL CALL

CERTIFICATION OF QUORUM

Citizens Communication (Note: There will be a three-minute time limitation)

CONSENT ITEMS

1. Presentation, Discussion, and Possible Action regarding the Approval of the Board Minutes Summary for the Board Meeting held on March 9, 2017
2. Presentation, Discussion, and Possible Action regarding Resolution No. 010: Approval to ratify all actions taken by the Board of Directors during FYE 2019-2020, 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 resolution.

ACTION ITEMS

3. Presentation, Discussion, and Possible Action regarding Resolution No. 011: Election of new Officers for Blueprint Housing Solutions

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. 551.087, 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.

REPORTS

The Board accepts the following reports:

- President's Report
- Other Staff Reports
- Commissioners' Reports/Questions to the Department Staff

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 esta reunión con una arma o pistola.

"En virtud de 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 Housing Authority of the City of Austin (HACA) Board of Commissioners reserves the right to discuss and consider items out of order on the agenda on an as needed basis.

The Housing Authority of the City of Austin 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 Nidia Hiroms at HACA at 512.477.4488, for additional information; TTY users route through Relay Texas at 711. For more information on HACA, please contact Nidia Hiroms at 512.477.4488 x2104.

On March 16, 2020, the Governor of Texas suspended certain open meeting laws in response to the Coronavirus (COVID-19) disaster. This action allows governmental bodies, including the Housing Authority of the City of Austin and its subsidiaries, to conduct meetings by telephone or video conference to advance the public health goal of limiting face-to-face meetings to slow the spread of COVID-19.

Accordingly, the Housing Authority of the City of Austin (HACA) and its subsidiaries will be conducting their Annual Board Meetings via telephone conference at 12:00 PM on Thursday, March 26, 2020.

The public is invited to access and participate in the Board Meetings by dialing in using your phone. 1 (646) 749-3122 Access Code: 283-714-653

HACA will provide online written notice containing a public toll-free dial-in number, as well as an electronic copy of the agenda packet, in advance of the telephonic conference meetings at www.hacanet.org/board. The public will have a means to participate in the meetings through two-way audio connections. Additionally, HACA will post an audio recording of the meetings on our website.

BLUEPRINT HOUSING SOLUTIONS

BOARD ACTION REQUEST

ITEM NO. 1.

MEETING DATE: March 26, 2020

STAFF CONTACT: Michael Gerber, President & CEO

ITEM TITLE: Presentation, Discussion, and Possible Action regarding the Approval of the Board Minutes Summary for the Board Meeting held on March 9, 2017

BUDGETED ITEM: N/A

TOTAL COST: N/A

ACTION

The Board is being asked to review and approve the Board Minutes Summary for the Board Meeting held on March 9, 2017.

ATTACHMENTS:

- ▣ **20170309 Blueprint Minutes Summary**

**BLUEPRINT HOUSING SOLUTIONS
BOARD OF DIRECTORS
REGULAR BOARD MEETING**

MARCH 9, 2017

SUMMARY OF MINUTES

THE BLUEPRINT HOUSING SOLUTIONS, INC. BOARD OF DIRECTORS PUBLIC MEETING NOTICE WAS POSTED FOR 12:00 NOON ON THURSDAY, MARCH 9, 2017 AND WAS HELD AT HACA'S CENTRAL OFFICE, 1124 S. IH 35, AUSTIN, TEXAS

CALL TO ORDER, ROLL CALL, CERTIFICATION OF QUORUM

The Board of Directors Regular Board Meeting of Blueprint Housing Solutions, Inc., of March 9, 2017, was called to order by Carl S. Richie, Jr., HACA Chairperson, at 12:06 p.m. The meeting was held at HACA's Central Office, 1124 S. IH 35, Austin, Texas

Roll call certified a quorum was present.

MEMBERS PRESENT:

Carl S. Richie, Jr., Chairperson
Dr. Tyra Duncan-Hall, 2nd Vice-Chairperson
Edwina Carrington, Director
Isaac Robinson, Director

MEMBER(S) ABSENT:

Charles Bailey, Vice Chairperson

STAFF PRESENT:

Ann Gass, Andrea Galloway, Catherine Crago, Eileen Schrandt, Judy Paciocco, Kelly Crawford, Lisa Garcia, Michael Cummings, Michael Gerber, Michael Roth, Nidia Hiroms, Nora Morales, Pilar Sanchez, Ron Kowal, Subra Narayaniyer, Suzanne Schwertner, Sylvia Blanco and Thomas Cherian.

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 April 21, 2016

Director Duncan-Hall moved to approve the Board Minutes Summary for the Board Meeting held on April 21, 2016 as presented. **Director Robinson** seconded the motion. The motion passed. (4-Ayes and 0-Nays).

ITEM 1B: Presentation, Discussion, and Possible Action regarding Resolution No. 9: 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

Director Duncan-Hall moved to approve Resolution No. 9: 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. **Director Robinson** seconded the motion. The motion passed. (4-Ayes and 0-Nays).

EXECUTIVE SESSION

The Board of Directors did not recess into Executive Session.

ADJOURNMENT

Director Carrington moved to adjourn the meeting. **Director Robinson** seconded the motion. The Motion passed unanimously. The meeting adjourned at 12:35 p.m.

Carl S. Richie, Jr., Chairperson

Michael G. Gerber, Secretary

BLUEPRINT HOUSING SOLUTIONS

BOARD ACTION REQUEST

RESOLUTION NO. 010

ITEM NO. 2.

MEETING DATE: March 26, 2020

STAFF CONTACT: Michael Gerber, President & CEO

ITEM TITLE: Presentation, Discussion, and Possible Action regarding Resolution No. 010: Approval to ratify all actions taken by the Board of Directors during FYE 2019-2020, 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 resolution.

BUDGETED ITEM: N/A

TOTAL COST: N/A

ACTION

The Board is being asked to approve Resolution No. 010: which ratifies all actions taken by the Board of Directors during the 2019-2020 Fiscal Year, 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.

SUMMARY

Background:

Upon past advisement of legal counsel, Resolution No. 010 was drafted to ensure all actions taken by the Board during FYE 2019-2020 be ratified, thus ensuring resolution of any irregularities during the voting process taken by the Directors. This is an action that will be presented for board action on an annual basis.

Process:

This Resolution resolves any irregularities in the voting process found in the Board meeting minutes and/or resolutions, and all actions taken during the 2019-2020 Fiscal Year by the Board of Directors are fully enforceable.

Staff Recommendation:

Staff recommends Board approval of Resolution No. 010 to ratify all actions taken by the Board of Directors during the 2019-2020 Fiscal Year.

RESOLUTION NO. 010

APPROVAL TO RATIFY ALL ACTIONS TAKEN BY THE BOARD OF DIRECTORS DURING FYE 2019-2020, 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

WHEREAS, in the event that there were any irregularities in any action or vote taken by Blueprint Housing Solutions' Board of Directors during the 2019-2020 Fiscal Year, Blueprint Housing Solutions desires to ratify and affirm all of the actions and votes taken by the Board of Directors regardless of the irregularity, as each action and vote taken represents the true intention of a quorum or more of Blueprint Housing Solutions' Board of Directors.

WHEREAS, the purpose of this resolution is to give full legal force and effect to each action or vote of the Board of Directors taken during the 2019-2020 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 Directors during the 2019-2020 Fiscal Year is fully enforceable.

NOW, THEREFORE, IT IS HEREBY RESOLVED, Blueprint Housing Solutions' Board of Directors hereby ratifies and affirms all actions and votes taken by the Board of Directors during 2019-2020 Fiscal Year.

PASSED, APPROVED AND ADOPTED on this 26th day of March 2020.

Michael G. Gerber, Secretary

Chairperson

BLUEPRINT HOUSING SOLUTIONS

BOARD ACTION REQUEST

RESOLUTION NO. 011

ITEM NO. 3.

MEETING DATE: March 26, 2020

STAFF CONTACT: Michael Gerber, President & CEO

ITEM TITLE: Presentation, Discussion, and Possible Action regarding Resolution No. 011:
Election of new Officers for Blueprint Housing Solutions

BUDGETED ITEM: N/A

TOTAL COST: N/A

SUMMARY

Background:

With the recent re-appointment of three board members, the Board has the opportunity to elect new officers for the Blueprint Housing Solutions Board of Directors.

ATTACHMENTS:

- ▣ **BHS Bylaws**
- ▣ **BHS Current Officers**

RESOLUTION NO. 011

**ELECTION OF THE OFFICERS OF BLUEPRINT HOUSING SOLUTIONS,
INC. BOARD OF DIRECTORS**

WHEREAS, Blueprint Housing Solutions, Inc. (Blueprint Housing Solutions) has established bylaws for its operation; and

WHEREAS, Article 3 Directors, Section 1, states the Commissioners of HACA shall elect three of the Commissioners to serve as the following Board Officers: (1) Chairperson; (2) Vice-Chairperson; and (3) 2nd Vice-Chairperson. There shall also be a Secretary of the Board of Directors who will be the President and CEO of HACA.

WHEREAS, Article 3 Directors, Section 5, states Directors shall be entitled to hold office until their successors are appointed and qualified.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors for Blueprint Housing Solutions approves the new Board Officers for the positions of Chairperson, Vice Chairperson, and Second Vice Chairperson. The President of HACA shall serve as the Secretary of the Board.

Chairperson _____

Vice-Chairperson _____

2nd Vice-Chairperson _____

PASSED, APPROVED AND ADOPTED on this 26th day of March 2020.

Michael G. Gerber, Secretary

Chairperson

**BYLAWS
OF
BLUEPRINT HOUSING SOLUTIONS, INC.**

**ARTICLE 1
CORPORATE OFFICES**

SECTION 1. REGISTERED OFFICES

The address of the registered office of the Corporation is: 1124 South IH-35, Austin, Texas 78704. The registered office may be changed only by filing duly made with the Secretary of the State of Texas.

SECTION 2. PRINCIPAL OFFICE

The address of the principal office of the Corporation is: 1124 South IH-35, Austin, Texas 78704.

SECTION 3. CHANGE OF ADDRESS

The designation of the county or state of the Corporation's principal office may be changed by amendment to these Bylaws.

**ARTICLE 2
NONPROFIT PURPOSES**

SECTION 1. IRC SECTION 115 PURPOSES

This Corporation is organized exclusively for one or more of the purposes as specified in Section 115 of the Internal Revenue Code, including, for such purposes as the making of distributions to organizations that qualify as exempt organizations under Section 115 of the Internal Revenue Code.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

Blueprint Housing Solutions, Inc. (hereafter "Blueprint Housing Solutions") is organized exclusively for such purposes as:

- a) engaging in or assisting in the development or operation of low income housing, including consulting, training and outsourcing services; and
- b) the making of distributions to organizations that qualify as exempt organizations under Section 115 of the Internal Revenue Code, or the corresponding section of any future federal code.

**ARTICLE 3
DIRECTORS**

SECTION 1. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by the Board of Commissioners of the Housing Authority of the City of Austin (HACA). The Commissioners of HACA shall elect three of the Commissioners to serve as the following Board Officers: (1) Chairperson; (2) Vice-Chairperson; and (3) Second Vice-Chairperson. There shall also be a Secretary of the Board of Commissioners who will not be a Commissioner, but rather the President and CEO of HACA. The HACA Board of Commissioners shall constitute and is referred to hereinafter as the Board of Directors.

SECTION 2. POWERS

The business and affairs of the Corporation and all corporate powers shall be exercised by or under the authority of the Board of Directors and shall be subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws.

SECTION 3. DUTIES GENERALLY

It shall be the duty of the Directors to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation.
- c) Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly;
- d) Meet at such times and places as required by these Bylaws;
- e) Register their address with the Secretary of the Corporation. Notices of meetings mailed, sent by facsimile, emailed or personally delivered to them at such addresses shall be valid notices thereof.

SECTION 4. DUTIES AS TO EACH DIRECTOR

- a) **Chairperson** – The Chairperson shall preside at all meetings of Blueprint Housing Solutions. Except as otherwise authorized by resolution of Blueprint Housing Solutions, the Chairperson shall sign all contracts, deeds, and other instruments made by Blueprint Housing Solutions. At each meeting, the Chairperson shall submit such recommendations and information as he/she may consider proper concerning the business, affairs and policies of Blueprint Housing Solutions.
- b) **Vice-Chairperson** – The Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson and in case of the resignation or death of the Chairperson, the Vice-Chairperson shall perform such duties as are imposed on the Chairperson until such time as Blueprint Housing Solutions shall appoint a new Chairperson.
- c) **Second Vice Chairperson** – The Second Vice-Chairperson shall perform the duties of the Vice-Chairperson in the absence or incapacity of the Vice-Chairperson. In the event of the resignation or death of the Vice-Chairperson, the Second Vice-Chairperson shall perform such duties as imposed on the Vice-Chairperson until such a time as Blueprint Housing Solutions shall appoint a new Vice-Chairperson.
- d) **Secretary** – The Secretary shall be the President/Chief Executive Officer of the Housing Authority of the City of Austin. The Secretary shall keep the record of Blueprint Housing Solutions, shall act as Secretary of the meetings of Blueprint Housing Solutions and record all votes, shall keep a record of the proceedings of Blueprint Housing Solutions in a journal of proceedings to be kept for such purpose,

and shall perform all duties incident to his/her office. He/she shall keep the seal of Blueprint Housing Solutions in safe custody and shall have power to affix such seal to all contracts and such instruments authorized to be executed by Blueprint Housing Solutions.

The Board hereby designates and authorizes the Secretary of Blueprint Housing Solutions to execute any and all documents that are necessary to enter into binding contracts on behalf of Blueprint Housing Solutions and the Board. He/she shall have the care and custody of all funds of Blueprint Housing Solutions and shall deposit in the name of Blueprint Housing Solutions in such banks as Blueprint Housing Solutions may select. The Secretary shall sign all orders and checks for the payment of money and shall pay out and disburse such moneys under the direction of Blueprint Housing Solutions. Except as otherwise authorized by a resolution of Blueprint Housing Solutions, all such orders and checks shall be countersigned by the Chairperson. The Secretary shall keep regular book of accounts showing receipts and expenditures and, if requested to do so by one or more of the Directors, shall render to Blueprint Housing Solutions, at each regular meeting, an account of his/her transactions and also of the financial condition of Blueprint Housing Solutions. He/she shall give such bond for the faithful performance of his/her duties as Blueprint Housing Solutions may determine. The compensation of the Secretary shall be determined by Blueprint Housing Solutions.

In absence of the Secretary, the Assistant Secretary, who shall be the Vice-President of Blueprint Housing Solutions, shall have such powers and perform such duties as the Secretary, respectively, or as the Board of Directors or President may prescribe. During the lengthy absence of the Secretary, the Assistant Secretary may respectively perform the functions of the Secretary.

SECTION 5. TERM OF OFFICE

Directors shall be entitled to hold office until their successors are appointed and qualified.

SECTION 6. VACANCIES

Vacancies on the Board of Directors shall exist upon: (a) the death, resignation, or removal of any Director; or (b) an increase in the authorized number of Directors. If vacancies should occur for either of these two reasons, positions will be filled by the person designated to appoint candidates to the Board of Commissioners of the Housing Authority of the City of Austin.

SECTION 7. REMOVAL OF DIRECTORS

Any individual Director may be removed from office if the Director ceases to serve as a member of the Board of Commissioners of the Housing Authority of the City of Austin.

SECTION 8. PLACE OF REGULAR MEETINGS

The regular meetings of the Board of Directors shall be held at the same place as the regular meetings of the Housing Authority of the City of Austin. Generally, that place will be at 1124 South IH-35 in Austin, Texas, unless the Directors, by resolution, designate another place at the previous regular meeting. However, every quarter, a

regular meeting shall be held at a Housing Authority of the City of Austin Public Housing site.

SECTION 9. TIME OF REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held at the same time as the regular meetings of the Housing Authority of the City of Austin which generally shall be on the third Thursday of every month at 12:00 p.m. or at another time designated by the Board at the prior meeting.

SECTION 10. CALL OF SPECIAL MEETING

Special meetings of the Board of Directors for any purpose may be called at any time by the Chairperson or, if the Chairperson is absent or unable or refuses to act, by any Vice Chairperson or any two Directors. Written notices of the special meetings, stating the time and in general terms the purpose or purposes thereof, shall be mailed one week before, sent by facsimile, email or personally delivered to each Director not later than five days before the day appointed for the meeting.

SECTION 11. NOTICES

Public notices of all meetings of the Board of Directors shall be given in accordance with the requirements of the "Texas Open Meetings Act" (Tex. Local Gov't. Code, Section 551.01 et. seq.), or any succeeding law relating to public notices of meetings of governmental bodies.

SECTION 12. QUORUM

The presence at any Directors' meeting of a majority of the authorized number of Directors shall be necessary to constitute a quorum to transact any business, except to adjourn. If a quorum is present, every act done or resolution passed by a majority of the Directors present shall be the act of the Board of Directors.

SECTION 13. CONDUCT OF MEETING

At every meeting of the Board of Directors, the Chairperson shall preside, or in the absence of the Chairperson, a Vice Chairperson designated by the Chairperson, or in the absence of such designation, a Chairperson chosen by the majority of the Directors present. The President of the Corporation shall act as Secretary of the Board of Directors. When the Secretary is absent from any meeting, the Vice President of Blueprint Housing Solutions shall act as Secretary of the meeting, or the Chairperson may appoint any person to act as Secretary of the meeting.

SECTION 14. COMPENSATION

Directors as such shall not receive salaries for their services, but by resolution of the Board of Directors may receive fixed expenses of attendance of regular or special meetings of the Board, if any may be allowed.

SECTION 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation is authorized to pay or reimburse its Directors and officers, including any present or former Director or officer, of any costs or expenses actually and necessarily incurred by that Director or officer in any action, suit, or proceeding to

Blueprint Housing Solutions, Inc.
Board of Directors

March 26, 2020

Current Officers

Chairperson:	Carl S. Richie, Jr.
Vice-Chairperson:	Edwina Carrington
2 nd Vice-Chairperson:	Dr. Tyra Duncan-Hall