

EQUITY CLT

**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 EQUITY, CLT**

**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. 007: 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

ACTION ITEMS

3. Presentation, Discussion, and Possible Action regarding Resolution No. 008: Election of new Officers for Equity CLT

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.

EQUITY CLT
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:

- ▣ **02170309 Equity CLT Minutes Summary**

**EQUITY, CLT
BOARD OF DIRECTORS
REGULAR BOARD MEETING**

MARCH 9, 2017

SUMMARY OF MINUTES

THE EQUITY, CLT 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, LOCATED AT 1124 S. IH 35 AUSTIN, TEXAS.

CALL TO ORDER, ROLL CALL, CERTIFICATION OF QUORUM

The Board of Directors regular meeting of Equity, CLT 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, located at 1124 S. IH 35, Austin, TX.

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 March 24, 2016

Director Duncan-Hall moved to approve the Board Minutes Summary for the Board Meeting held on March 24, 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. 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

Director Duncan-Hall moved to approve 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. **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

EQUITY CLT
BOARD ACTION REQUEST
RESOLUTION NO. 007
ITEM NO. 2.

MEETING DATE: March 26, 2020

STAFF CONTACT: Michael Gerber, President & CEO

ITEM TITLE: Presentation, Discussion, and Possible Action regarding Resolution No. 007: 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

BUDGETED ITEM: N/A

TOTAL COST: N/A

ACTION

The Board is being asked to approve Resolution No. 007: 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. 007 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. 007 to ratify all actions taken by the Board of Directors during the 2019-2020 Fiscal Year.

RESOLUTION NO. 007

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 Equity CLT's Board of Directors during the 2019-2020 Fiscal Year, Equity CLT 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 Equity CLT's 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, the Equity CLT 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

EQUITY CLT
BOARD ACTION REQUEST
RESOLUTION NO. 008
ITEM NO. 3.

MEETING DATE: March 26, 2020

STAFF CONTACT: Ron Kowal, Vice President of Housing Development/Asset Mgmt

ITEM TITLE: Presentation, Discussion, and Possible Action regarding Resolution No. 008:
Election of new Officers for Equity CLT

BUDGETED ITEM: N/A

TOTAL COST: N/A

ACTION

Motion to approve Resolution No. 008 approving new board officers for positions of Chairperson, Vice-Chairperson and 2nd Vice-Chairperson.

SUMMARY

Background:

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

ATTACHMENTS:

- ▣ **Equity Bylaws**
- ▣ **Current Officers**

RESOLUTION NO. 008

ELECTION OF THE OFFICERS OF EQUITY CLT BOARD OF DIRECTORS

WHEREAS, Equity CLT has established bylaws for its operations;

WHEREAS, Article 3 Directors, Section 1, states that the affairs of the Corporation shall be managed by the Board of Directors which will consist of the following Officers of the Board of Commissioners of the Housing Authority of the City of Austin: Chairperson; Vice-Chairperson; 2nd Vice-Chairperson; and Secretary.

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 Equity CLT approves new board officers for the positions of the Chairperson, Vice-Chairperson and 2nd Vice-Chairperson. The secretary shall be the President of the Housing Authority of the City of Austin.

Chairperson _____

Vice-Chairperson _____

2nd Vice-Chairperson _____

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

Michael G. Gerber, Secretary

Chairperson

SECTION 3. IRC SECTION 501(C)(3) PURPOSES. Notwithstanding any other provision of these bylaws, the Corporation is intended to and shall operate exclusively subject to the restrictions and one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

SECTION 4. SPECIFIC OBJECTIVES AND PURPOSES. The Corporation will provide permanently affordable, sustainable housing to low-income families and individuals located in the area of operation of the Housing Authority under applicable law. Housing provided by the Corporation will be made available exclusively to individuals and families whose income is at or below 80% of the area median income. To achieve this objective and purpose, the Corporation will provide one or more housing projects by use of a community land trust model. Under that model, the Corporation will acquire and hold improved or unimproved land for the benefit of developing and preserving long-term affordable housing projects. The Corporation will retain ownership of the land on which the housing project is located, but will sell the house and other improvements to eligible and qualified purchasers subject to the Corporation's ground lease and with appropriate controls over the purchaser's resale of those improvements. Those resale controls will provide a return on the purchaser's equity while also ensuring the continuing affordability of the housing project for future purchasers. To achieve this purpose the Corporation is authorized to exercise all powers granted to a Housing Authority under § 392.052 of the Texas Local Government Code, specifically including without limitation the authority to provide decent, safe, and sanitary urban or rural housing for persons of low income, including buildings, land, equipment, facilities, and other real or personal property for necessary, convenient, or desirable appurtenances, streets, sewers, water service, and parks, or for other purposes, including site preparation, gardening, administrative, community, health, recreational, educational, or welfare purposes, and to plan buildings and other improvements, acquire property, demolish structures, construct, reconstruct, alter, and repair improvements, and perform other related work.

ARTICLE 3 DIRECTORS

SECTION 1. BOARD OF DIRECTORS. The Affairs of the Corporation shall be managed by the Board of Directors which will consist of the following Officers of the Board of Commissioners of the Housing Authority of the City of Austin: (1) Chairperson; (2) Vice-Chairperson; (2) Second Vice-Chairperson; and (3) Secretary.

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; and
- e) Register their address with the Secretary of the Corporation, and notices of meetings mailed or telegraphed 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 the Corporation. Except as otherwise authorized by resolution of the Corporation, the Chairperson shall sign all contracts, deeds, and other instruments made by the Corporation. At each meeting, the Chairperson shall submit such recommendations and information as he/she may consider proper concerning the business, affairs and policies of the Corporation.
- 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 the Corporation 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 the Corporation 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 the Corporation, shall act as Secretary of the meetings of the Corporation and record all votes, and shall keep a record of the proceedings of the Corporation 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 in safe custody, the seal of the Corporation and shall have power to affix such seal to all contracts and such instruments authorized to be executed by the Corporation.

The Board hereby designates and authorizes the Secretary of the Corporation to execute any and all documents that are necessary to enter into binding contracts on behalf of the Corporation and the Board. He/she shall have the care and custody of all funds of the Corporation and shall deposit in the name of the Corporation in such banks as the Corporation 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 the Corporation. Except as otherwise authorized by a resolution of the Corporation, 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 Commissioners, shall render to the

Corporation, at each regular meeting, an account of his/her transactions and also of the financial condition of the Corporation. He/she shall give such bond for the faithful performance of his/her duties as the Corporation may determine. The compensation of the Secretary shall be determined by the Corporation.

In absence of the Secretary, the Assistant Secretary, who shall be the Vice-President of the Corporation, 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; (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 MEETINGS. The regular meeting shall be held at the same place as the regular meeting of the Housing Authority of the City of Austin. Generally, that place will be at 1124 S. IH 35 in Austin, TX, unless the Commissioners of the Housing Authority of the City of Austin, 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 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, or telegraphed 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. al.), or any succeeding law relating to public notices of meetings of governmental bodies.

**Equity CLT
Board of Directors**

March 26, 2020

Current Officers

Chairperson:	Dr. Tyra Duncan-Hall
Vice-Chairperson:	Edwina Carrington
2 nd Vice-Chairperson:	Vacant