

PATHWAYS ASSET MANAGEMENT, INC.

**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
PATHWAYS ASSET MANAGEMENT, INC.**

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. 008: 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. 009: Election of new Officers for Pathways Asset Management, Inc.

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.

PATHWAYS ASSET MANAGEMENT, INC.

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 Pathways Asset Mgmt Minutes Summary**

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

MARCH 9, 2017

SUMMARY OF MINUTES

THE PATHWAYS ASSET MANAGEMENT, 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 the Pathways Asset Management, 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:

Edwina Carrington, Chairperson
Dr. Tyra Duncan-Hall, 2nd Vice-Chairperson
Carl S. Richie, Jr., 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 October 21, 2016

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

PATHWAYS ASSET MANAGEMENT, INC.

BOARD ACTION REQUEST

RESOLUTION NO. 008

ITEM NO. 2.

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: 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. 008: 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. 008 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. 008 to ratify all actions taken by the Board of Directors during the 2019-2020 Fiscal Year.

RESOLUTION NO. 008

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 Pathways Asset Management's Board of Directors during the 2019-2020 Fiscal Year, Pathways Asset Management 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 Pathways Asset Management'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, Pathways Asset Management 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

PATHWAYS ASSET MANAGEMENT, INC.

BOARD ACTION REQUEST

RESOLUTION NO. 009

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. 009:
Election of new Officers for Pathways Asset Management, Inc.

BUDGETED ITEM: N/A

TOTAL COST: N/A

ACTION

Motion to approve Resolution No. 009 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 Pathways Asset Management, Inc.'s Board of Directors.

RESOLUTION NO. 009

**ELECTION OF THE OFFICERS OF PATHWAYS ASSET MANAGEMENT,
INC. BOARD OF DIRECTORS**

WHEREAS, Pathways Asset Management, Inc. has established bylaws for its operations;

WHEREAS, Article 3 Directors, Section 1, Board of Directors, states that the affairs of the Corporation shall be managed by the Board of Directors which will consist of no less than five (5) members of the Board of Commissioners of the Housing Authority of the City of Austin or their successors.

WHEREAS, Article 3 Directors, Section 5, Term of Office, 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 Pathways Asset Management, Inc. approves new board officers for the positions of the Chairperson, Vice Chairperson and 2nd Vice Chairperson.

Chairperson _____

Vice-Chairperson _____

2nd Vice-Chairperson _____

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

Michael G. Gerber, Secretary

Chairperson