

**SOUTH CONGRESS
PFC**

**BOARD OF DIRECTORS
Regular Meeting**

**Thursday, January 21, 2021
12:00 PM**

Via Conference Call
1 (669) 224-3412 Access Code: 235-512-981
Austin, TX

**PUBLIC NOTICE OF A MEETING
TAKE NOTICE OF A BOARD OF DIRECTORS
REGULAR BOARD MEETING
OF THE SOUTH CONGRESS PFC**

**TO BE HELD AT
Via Conference Call
1 (669) 224-3412 Access Code: 235-512-981
Austin, TX
(512.477.4488)**

**Thursday, January 21, 2021
12:00 PM**

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 December 17, 2020

ACTION ITEMS

2. Presentation, Discussion and Possible Action on Resolution No. 00006 by the Board of Directors of South Congress Public Facility Corporation (“PFC”) amending the Bylaws of the PFC
3. Presentation, Discussion and Possible Action on Resolution No. 00007 by the Board of Directors of South Congress Public Facility Corporation (“PFC”) appointing officers of the PFC

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 x 2104.

SOUTH CONGRESS PFC
BOARD ACTION REQUEST
ITEM NO. 1.

MEETING DATE: January 21, 2021

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 December 17, 2020

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 December 17, 2020.

ATTACHMENTS:

- ▣ **20201217 SCPFC Minutes Summary**

**SOUTH CONGRESS PFC
BOARD OF DIRECTORS
REGULAR BOARD MEETING**

December 17, 2020

SUMMARY OF MINUTES

SOUTH CONGRESS PFC (HACA) BOARD OF DIRECTORS ANNUAL BOARD MEETING NOTICE WAS POSTED FOR 12:00 P.M. ON THURSDAY, DECEMBER 17, 2020, AND WAS HELD VIA CONFERENCE CALL FROM THE HACA CENTRAL OFFICE, 1124 S. IH 35, AUSTIN, TX

CALL TO ORDER, ROLL CALL, CERTIFICATION OF QUORUM

Edwina Carrington, Chairperson called the Board of Directors Regular Board Meeting of South Congress PFC, of December 17, 2020, to order, at 12:22 p.m. The meeting was held via Conference Call from the HACA Central Office, 1124 S. IH 35, Austin, TX

Roll call certified a quorum was present on the call.

MEMBERS PRESENT:

Edwina Carrington, Chairperson
Charles Bailey, Vice-Chairperson
Mary Apostolou, 2nd Vice-Chairperson
Carl S. Richie, Jr., Director
Dr. Tyra Duncan-Hall, Director

MEMBER(S) ABSENT:

ALSO ON THE CALL:

Wilson Stoker, Cokinos, Bosien & Young
Sarah Scott, Coats Rose
Brie Williams, ECHO
Sean Cedar, Berman Hopkins

STAFF PRESENT ON THE CALL:

Andrea Galloway, Ann Gass, Barbara Jackson, Catherine Crago, Gloria Morgan, Kelly Crawford, Leilani Lim-Villegas, Lisa Garcia, Michael Cummings, Michael Gerber, Ron Kowal, Suzanne Schwertner, and Sylvia Blanco

CITIZENS COMMUNICATION – Citizen communication was opened up during each item on the agenda. No one provided any communication during any of the items.

CONSENT AGENDA

APPROVAL OF THE FOLLOWING ITEMS PRESENTED IN THE BOARD MATERIALS:

ITEM 1: Presentation, Discussion, and Possible Action regarding the Approval of the Board Minutes Summary for the Board Meeting held on June 18, 2020

Director Duncan-Hall moved the Approval of the Board Minutes Summary for the Board Meeting held on June 18, 2020. **Director Richie** seconded the motion. The motion Passed (5-Ayes and 0-Nays).

ACTION ITEMS

APPROVAL OF THE FOLLOWING ITEMS PRESENTED IN THE BOARD MATERIALS

ITEM 2: Presentation, Discussion and Possible Action on Resolution No. 00005 by the Board of Directors of South Congress Public Facility Corporation authorizing the PFC to execute any and all documents, or take any other action, that is necessary or desirable to: (1) acquire a leasehold interest in certain real property located in Austin, Texas on which a residential multifamily apartment development consisting of affordable housing units and market rate units and associated amenities is to be constructed and known as Highland Village; (2) sublease the Land to Highland Village Apartments LP, a Delaware limited partnership to facilitate the construction and operation of the Project by the Partnership, including the placement of affordable housing units and market rate units at the Project; and (3) execute any such further documentation as necessary or desirable, including any financing documentation, to facilitate the development of the Project

Austin Affordable Housing Corporation was presented with an opportunity to partner with the NRP Group to develop a property on Highland Mall Blvd and Johnathan Drive called Highland Village, located in the Highland master plan community which is anchored by Austin Community College. AAHC and NRP have previously partnered two times, one property being SOCO II

December 17, 2020

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which is currently under construction and is located on South Congress Avenue and the other being Vega Multifamily located on Southwest Parkway adjacent to the St. Andrews private school. Once built, 50% of the Projects units will target individuals and families making 80% area median family income and below. Located in a high opportunity area, this property meets AAHC's goals of providing housing in proximity to jobs, schools, grocers and transit. The property as with all AAHC's properties will accept Housing Choice Vouchers upon completion.

The Project will provide 299 units: 213 one bedroom/one bath (640-920 sq ft), 81 two bedroom/two bath (1108-1372 sq ft) and 5 three bedroom/two bath (1416 sq ft). At a minimum, 50% of the units will be leased at 80% of Area Median Income. Additionally, employees of ACC will be given a month free rent at their lease signing. Located at 6505 West Highland Mall Blvd, Austin, TX 78752 (Southwest corner of Highland Mall Blvd and Johnathan Drive). Community amenities will include resort style pool with cabanas, 7,000+ square foot clubhouse and co-working space, state of the art fitness studio with yoga/spin rooms, dog spa, and a full parking structure.

The site is located in the Highland master plan, the redevelopment of the Highland Mall. Redleaf Properties and Austin Community College (ACC) have partnered to bring the project to life. When completed, the master plan will have 1,300,000 sf of high tech innovation space (ACC), 800,000 sf of office space, 1,200 multifamily units, 100,000 sf of retail space, and 230 hotel rooms. The Project is located one block from the light rail station, and the new transportation bond approved a high speed bus line with a dedicated lane on Middle Fiskville Rd, adjacent to Highland master plan, connecting residents to the CBD and the Domain in minutes. The masterplan will also contain three public parks, and a hike/bike trail that loops the entire 81 acre masterplan.

The PFC financing structure will facilitate a lease of both the land and the improvements to a newly formed partnership. South Congress PFC will lease the land from Redleaf Properties on a 99 year ground lease. South Congress PFC will then turn around as landlord and sublease both the land and the improvements to the partnership for 99 years. At the end of the 99 years both the land and improvements will revert back to Redleaf Properties.

The property will be developed using a combination of equity from NRP and JP Morgan Chase and conventional debt through Zions Corporation, N.A. DBA Amegy Bank. The anticipated close and construction start is July/August of 2020.

Board approval allows Souths Congress Public Facility Corporation to execute any and all documents, or take any other action, that is necessary or desirable to: (1) acquire a leasehold interest in certain real property located in Austin, Texas on which a residential multifamily apartment development consisting of affordable housing units and market rate units and associated amenities is to be constructed and known as Highland Village; (2) sublease the Land to Highland Village Apartments LP, a Delaware limited partnership to facilitate the construction and operation of the Project by the Partnership, including the placement of affordable housing units and market rate units at the Project; and (3) execute any such further documentation financing documentation, to facilitate the development of the Project.

Director Richie moved the Approval of Resolution No. 00005 by the Board of Directors of South Congress Public Facility Corporation authorizing the PFC to execute any and all documents, or take any other action, that is necessary or desirable to: (1) acquire a leasehold interest in certain real property located in Austin, Texas on which a residential multifamily apartment development consisting of affordable housing units and market rate units and associated amenities is to be constructed and known as Highland Village; (2) sublease the Land to Highland Village Apartments LP, a Delaware limited partnership facilitate the construction and operation of the Project by the Partnership, including the placement of affordable housing units and market rate units at the Project; and (3) execute any such further documentation as necessary or desirable, including any financing documentation, to facilitate the development of the Project. **2nd Vice-Chairperson Apostolou** seconded the motion. The motion Passed (5-Ayes and 0-Nays).

THE BOARD DID NOT RECESS INTO EXECUTIVE SESSION.

REPORTS

None.

2nd Vice-Chairperson Apostolou moved to adjourn the meeting. **Director Duncan-Hall** seconded the motion. The motion Passed (5-Ayes and 0-Nays).

The meeting adjourned at 2:07 p.m.

Michael G. Gerber, Secretary

Edwina Carrington, Chairperson

SOUTH CONGRESS PFC
BOARD ACTION REQUEST
RESOLUTION NO. 00006
ITEM NO. 2.

MEETING DATE: January 21, 2021

STAFF CONTACT:

ITEM TITLE: Presentation, Discussion and Possible Action on Resolution No. 00006 by the Board of Directors of South Congress Public Facility Corporation ("PFC") amending the Bylaws of the PFC

BUDGETED ITEM: N/A

TOTAL COST: N/A

ACTION

The Board is being asked to approve Resolution No. 00006 to amend the Bylaws of the PFC

SUMMARY

Background:

The Board of Directors of HACA approved Resolution No. 2568 on September 20, 2018 authorizing the creation of South Congress Public Facility Corporation (SCPFC). SCPFC was created pursuant to the provisions of the Public Facility Corporation Act, Chapter 303, Texas Local Government Code (the "Act"), to assist in the development of multifamily housing.

Process:

The current officers of SCPFC include Board of Directors and HACA CEO and President. By amending the bylaws, an additional officer can be added on the staff level. This would allow an additional officer at staff level along with HACA CEO and President to carry out day-to-day operations.

Staff Recommendation:

Board approval will allow amendment of the bylaws of the PFC.

ATTACHMENTS:

- ▣ **Exhibit A to Resolution**

RESOLUTION NO. 00006

Resolution of the Board of Directors of South Congress Public Facility Corporation (“PFC”) authorizing PFC to execute any and all documents, or take any other action, that is necessary or desirable to amend the Bylaws of the PFC

WHEREAS, the PFC was sponsored and created by the Housing Authority of the City of Austin (the “Authority”) pursuant to the filing of the Certificate of Formation (the “Certificate”) of the PFC on August 19, 2019 and the Board of Directors’ adoption of the Bylaws (the “Bylaws”) of the PFC on August 15, 2019;

WHEREAS, the Bylaws provide that all officers of the PFC, except for the secretary and the treasurer, shall be members of the Board of Directors of the PFC;

WHEREAS, the PFC desires to amend the Bylaws in order to permit for the appointment and/or election of individuals as officers of the PFC regardless of whether such individuals serve on the Board of Directors of the PFC pursuant to an amendment to the Bylaws substantially in the form attached hereto as Exhibit “A” (the “Amendment”);

RESOLVED, that the PFC is hereby authorized to execute and deliver all such documents, instruments and other writings of every nature whatsoever as the PFC, in its reasonable judgment, deems necessary to amend the Bylaws, including, without limitation, the Amendment; and it is further

RESOLVED, that the form of the Amendment presented to the directors and attached hereto as Exhibit “A” have been approved and adopted as an amendment to the Bylaws of the PFC; and it is further

RESOLVED, that the secretary of the PFC is directed to certify a copy of the Amendment and insert it in the minute book of the PFC, and is further ordered to certify a copy of the Amendment and maintain it with the Bylaws in the principal office of the PFC, open for inspection by the officers and directors at all reasonable times during office hours; and it is further

RESOLVED, that all acts, transactions, or agreements undertaken prior hereto by any of the officers or representatives of the PFC in connection with the foregoing matters are hereby ratified and confirmed as the valid actions of the PFC, effective as of the date such actions were taken; and it is further

RESOLVED, that the officers and directors of the PFC be, and they hereby are, authorized to do any and all acts and things and to execute any and all agreements, consents and documents as in their opinion, or in the opinion of counsel to the PFC, may be necessary or

appropriate in order to carry out the purposes and intent of any of the foregoing resolutions.

PASSED, APPROVED and ADOPTED by the Board of Directors of the PFC as of the 21st day of January, 2021.

Michael Gerber, Secretary

EXHIBIT "A"

AMENDMENT TO BYLAWS

**FIRST AMENDMENT TO BYLAWS OF
SOUTH CONGRESS PUBLIC FACILITY CORPORATION
a Texas Public Facility Corporation
Effective as of January 21, 2021**

This First Amendment to Bylaw is made effective as of January 21, 2021 by the Board of Directors of South Congress Public Facility Corporation (the "Corporation").

WITNESSETH:

WHEREAS, in accordance with the Public Facility Corporation Act, as amended, Chapter 303, Texas Local Government Code (the "Act"), the Corporation was sponsored and created by the Housing Authority of the City of Austin (the "Authority"), and was formed with the filing of the Certificate of Formation of the Corporation (the "Certificate") with the Secretary of State of the State of Texas on August 19, 2019;

WHEREAS, the members of the Board of Directors of the Corporation adopted those certain Bylaws of the Corporation effective as of August 15, 2019 (the "Bylaws") with the approval of the Authority;

WHEREAS, Section 6.2 of the Bylaws provides that the Certificate and the Bylaws may be amended only in the manner provided in the Certificate and the Act;

WHEREAS, Article Ten of the Certificate provides that the Bylaws and each amendment of the Bylaws must be approved by the Authority by resolution;

WHEREAS, the Act provides that any member of the Board of Directors of the Corporation or officer or employee of the Authority is eligible to serve as an officer of the Corporation;

WHEREAS, the members of the Board of Directors of the Corporation desire to amend the Bylaws, and the Authority has adopted a resolution approving of this Amendment;

NOW, THEREFORE, the Corporation hereby amends the Bylaws as set forth below:

Section 3.1(a) of the Bylaws is amended and restated in its entirety to read as follows:

“(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 to fill a vacancy or otherwise appoint. In addition, the Board may from time to time create additional offices, including assistant vice president(s), as the Board deems necessary. One person may hold more than one office, except that the president shall not hold the office of secretary. Officers shall serve for two-year terms or until his or her successor is elected or appointed. Any person that is a member of the Board or an employee or an officer of the Authority is eligible to serve as an officer of the

Corporation. Upon the expiration of the terms, each officer shall have the right to be re-appointed or re-elected.”

The Bylaws shall remain in full force and effect as originally written except as specifically modified herein.

SECRETARY'S CERTIFICATE

I, Michael Gerber, Secretary of South Congress Public Facility Corporation, formed and existing under the laws of the State of Texas, do hereby certify that the foregoing is a true and complete copy of the First Amendment of the Bylaws of this public corporation as submitted to, and adopted by the Board of Directors on January 21, 2021, and to be effective as of January 21, 2021.

Michael Gerber
Secretary

SOUTH CONGRESS PFC
BOARD ACTION REQUEST
RESOLUTION NO. 00007
ITEM NO. 3.

MEETING DATE: January 21, 2021

STAFF CONTACT: Suzanne Schwertner, Director of Development

ITEM TITLE: Presentation, Discussion and Possible Action on Resolution No. 00007 by the Board of Directors of South Congress Public Facility Corporation ("PFC") appointing officers of the PFC

BUDGETED ITEM: N/A

TOTAL COST: N/A

ACTION

The Board is being asked to approve Resolution No. 00007 appointing officers of the PFC.

SUMMARY

Background:

The Board of Directors approved Resolution No. 2568 on September 20, 2018 authorizing the creation of South Congress Public Facility Corporation (SCPFC). SCPFC was created pursuant to the provisions of the Public Facility Corporation Act, Chapter 303, Texas Local Government Code (the "Act"), to assist in the development of multifamily housing.

Process:

The current officers of SCPFC include Board of Directors and HACA CEO and President. By amending the bylaws, an additional officer can be added on the staff level. This would allow an additional officer at staff level along with HACA CEO and President to carry out day-to-day operations.

Staff Recommendation:

Board approval will allow the appointment of officers for the PFC.

RESOLUTION NO. 00007

RESOLUTION TO APPOINT THE OFFICERS OF SOUTH CONGRESS PUBLIC FACILITY CORPORATION (THE “CORPORATION”) AND AUTHORIZE THE OFFICERS TO PERFORM ALL ACTS NECESSARY AND APPROPRIATE TO CARRY OUT THE BUSINESS OF THE CORPORATION

WHEREAS, the Corporation wishes to create a new office of the Corporation, to appoint an individual as an Officer, and to ratify the current Officers of the Corporation;

WHEREAS, at a meeting of the Board of Directors of the Corporation, the Corporation undertakes the following actions:

NOW, THEREFORE, the Board of Directors of the Corporation hereby adopt the following resolutions at a duly-called meeting of the Corporation:

RESOLVED, that the Corporation hereby creates a new office of the Corporation and the individual named below is hereby appointed as an Officer to serve in such office:

Assistant Vice President – Ron Kowal

RESOLVED, that the Corporation hereby confirms and ratifies that the individuals named below are the current Officers of the Corporation (upon adoption of this Resolution):

President – Tyra Duncan-Hall
Vice President – Mary Apostolou
Treasurer – Charles Bailey
Secretary – Michael Gerber
Assistant Vice President – Ron Kowal

RESOLVED FURTHER, that each Officer above may enter into contracts or execute and deliver instruments on behalf of the Corporation;

RESOLVED FURTHER, that these Officers are empowered to carry out the day-to-day business of the Corporation, to perform all acts necessary and appropriate to carry out the business of the Corporation, subject to the direction and control of the Directors;

RESOLVED FURTHER, that all acts, transactions, agreements, or actions undertaken by any of the Officers, Directors, and/or representatives of this Corporation, prior to this date, in connection with the foregoing matters, the formation of the Corporation, and all matters resolved in all previous resolutions of the Corporation, are hereby ratified and confirmed as the valid actions of the Corporation, effective as of the date such actions were taken;

RESOLVED FURTHER, that all resolutions, consents, certificates, agreements, and actions undertaken prior hereto by any of the Officers and/or Directors of this Corporation, are hereby ratified and confirmed as the valid actions of the Corporation, effective as of the date such actions were taken;

RESOLVED FURTHER, that the Officers and Directors of the Corporation be, and they hereby are, authorized to do any and all acts and things and to execute any and all agreements, consents, certificates, and documents as in their opinion, or in the opinion of counsel to the Corporation, may be necessary or appropriate in order to carry out the purposes and intent of any of the foregoing resolutions;

RESOLVED FURTHER, that Michael Gerber as Secretary of the Corporation, Ron Kowal as Assistant Vice President of the Corporation, and all other officers of the Corporation (each, an “Executing Officer”) are each hereby authorized, empowered and directed, for and on behalf of, and in the name of each of the Corporation, to execute and deliver documents and instruments as may be necessary or desirable, with such changes and modifications thereto as shall be approved by executing the same, such execution and delivery to be conclusive evidence of such approvals;

RESOLVED FURTHER, that the Executing Officer is authorized and directed for and on behalf of the Corporation, in the aforementioned capacity, to execute and deliver such other notices, requests, consents, approvals, orders, undertakings, amendments, further assurances or other instruments as may be necessary or appropriate in order to cause the Corporation to carry into effect the intent of the foregoing resolutions and such other instruments are hereby approved, ratified and confirmed in all respects; and

RESOLVED FURTHER, that to the extent any of the actions authorized by these Resolutions have already been taken on behalf of the Corporation such actions are hereby ratified and confirmed as the valid actions of the Corporation, effective as of the date such actions were taken.

PASSED, APPROVED and ADOPTED, by the Board of Directors of the Corporation this 21st day of January, 2021.

Name: Tyra Duncan-Hall
Title: President

ATTEST:

Secretary