

**PATHWAYS ASSET MANAGEMENT, INC.**

**BOARD OF DIRECTORS**  
**Annual Meeting**

**Thursday, March 24, 2022**  
**12:00 PM**

**HACA Central Office, 1124 S. Interstate Highway 35**  
**Austin, TX**

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

**TO BE HELD AT  
HACA Central Office, 1124 S. Interstate Highway 35  
Austin, TX  
(512.477.4488)  
Thursday, March 24, 2022  
12:00 PM**

**CALL TO ORDER, ROLL CALL**

**CERTIFICATION OF QUORUM**

**Public Communication (Note: There will be a three-minute time limitation). Public Communication will be open at the beginning of each Item as well.**

**CONSENT AGENDA**

Items on the Consent Agenda may be removed at the request of any Commissioner 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 ITEMS**

1. Presentation, Discussion, and Possible Action regarding the Approval of the Board Minutes Summary for the Board Meeting held on March 26, 2020
2. Presentation, Discussion, and Possible Action regarding Resolution No. 00009: Approval to ratify all actions taken by the Board of Directors during FYE 2022, 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**

**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.

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\*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.

**PATHWAYS ASSET MANAGEMENT, INC.**

**BOARD ACTION REQUEST**

**ITEM NO. 1.**

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**MEETING DATE:** March 24, 2022

**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 26, 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 March 26, 2020.

**ATTACHMENTS:**

▣ **032620**

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

**March 26, 2020**

**SUMMARY OF MINUTES**

**PATHWAYS ASSET MANAGEMENT, INC. (HACA) BOARD OF DIRECTORS ANNUAL BOARD MEETING NOTICE WAS POSTED FOR 12:00 P.M. ON THURSDAY, MARCH 26, 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**

Carl S. Richie, Jr., HACA Chairperson called the Board of Directors Annual Board Meeting of Pathways Asset Management, Inc., of March 26, 2020, to order, at 12:17 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, 2<sup>nd</sup> Vice-Chairperson  
Dr. Tyra Duncan-Hall, Director  
Carl S. Richie, Jr., Director

**MEMBER(S) ABSENT:**

**ALSO ON THE CALL:**

Bill Walter, Coats Rose  
Wilson Stoker, Cokinios, Bosien & Young

**STAFF PRESENT ON THE CALL:**

Andrea Galloway, Ann Gass, Gloria Morgan, Kelly Crawford, Martha Ross, Michael Cummings, Michael Gerber, Nidia Hiroms, Pilar Sanchez, Ron Kowal, Suzanne Schwertner, and Sylvia Blanco

For the record, .HACA **Chairman Richie** read an excerpt of Governor Abbott's Order Suspending Certain Provisions of Open Meetings Act Due to Coronavirus (COVID-19).

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 Pathways Asset Management, Inc. 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, Pathways Asset Management, Inc. (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](http://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.

**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 March 9, 2017**

**Director Duncan-Hall** moved the Approval of the Board Minutes Summary for the Board Meeting held on March 9, 2017. **2<sup>nd</sup> Vice-Chairperson Apostolou** seconded the motion. The motion Passed (5-Ayes and 0-Nays).

**ITEM 2: Presentation, Discussion, and Possible Action regarding solution No. 00008: Approval to ratify all actions taken by the Board of Directors during FYE 2019-2020, in order to may have occurred regarding a quorum or vote by the Directors as reflected within the approved minutes and resolutions**

The Board was asked to approve Resolution No. **00008**: 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.

Upon past advisement of legal counsel, Resolution No. **00008** 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.

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.

**Director Duncan-Hall** moved the Approval of Resolution No. **00008**: Ratification of 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 Commissioners as reflected within the approved minutes and resolutions. **2<sup>nd</sup> Vice-Chairperson Apostolou** seconded the motion. The motion Passed (5-Ayes and 0-Nays).

**ACTION ITEMS**

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

**ITEM 3: Presentation, Discussion, and Possible Action regarding Resolution No. 00009: Election of new Officers for Pathways Asset Management, Inc.**

With the recent re-appointment of three board members, the Board has the opportunity to elect new officers for Pathways Asset Management, Inc. Board of Directors.

The Approved Officers for Pathways Asset Management, Inc. are:

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

**Director Richie** moved the Approval Resolution No. 00008: Election of new Officers for Pathways Asset Management, Inc.. **2<sup>nd</sup> Vice-Chairperson Apostolou** seconded the motion. The motion Passed (5-Ayes and 0-Nays).

**Director Richie** moved to adjourn the meeting. **2<sup>nd</sup> Vice-Chairperson Apostolou** seconded the motion. The motion Passed (5-Ayes and 0-Nays).

The meeting adjourned at 12:26 p.m.

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**Michael G. Gerber, Secretary**

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**Edwina Carrington, Chairperson**

**PATHWAYS ASSET MANAGEMENT, INC.**

**BOARD ACTION REQUEST**

**RESOLUTION NO. 00009**

**ITEM NO. 2.**

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**MEETING DATE:** March 24, 2022

**STAFF CONTACT:** Michael Gerber, President & CEO

**ITEM TITLE:** Presentation, Discussion, and Possible Action regarding Resolution No. 00009: Approval to ratify all actions taken by the Board of Directors during FYE 2022, 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. 00009: which ratifies all actions taken by the Board of Commissioners during the 2021-2022 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**

***Background:***

Upon past advisement of legal counsel, Resolution No. was drafted to ensure all actions taken by the Board during FYE 2022 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.

This Resolution resolves any irregularities in the voting process found in the Board meeting minutes and/or resolutions, and all actions taken during the 2021-2022 Fiscal Year by the Board of Commissioners are fully enforceable.

***Staff Recommendation:***

Staff recommends Board approval of Resolution No. 00009 to ratify all actions taken by the Board of Commissioners during the 2021-2022 Fiscal Year.

**RESOLUTION NO. 00009**

**Approval to ratify all actions taken by the Board of Directors during FYE 2022, 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 the Pathways Asset Management Board of Directors during the 2021-2022 Fiscal Year, the 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 the Pathways Asset Management 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 2021-22 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 2021-22 Fiscal Year is fully enforceable.

**NOW, THEREFORE, BE IT RESOLVED**, the Pathways Asset Management Board of Directors hereby ratifies and affirms all actions and votes taken by the Board of Directors during 2021-2022 Fiscal Year.

**PASSED, APPROVED AND ADOPTED** this 24th day of March 2022.

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**Michael G. Gerber, Secretary**

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**Edwina Carrington, Chairperson**