

SOUTH CONGRESS PFC

BOARD OF DIRECTORS
Annual Meeting

Thursday, March 24, 2022
12:00 PM

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

REVISED

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

**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 25, 2021
2. Presentation, Discussion, and Possible Action regarding Resolution No. 00011: 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.

*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: March 24, 2022

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

ITEM TITLE: Presentation, Discussion, and Possible Action regarding the Approval of the Board Minutes Summary for the Board Meeting held on March 25, 2021

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 25, 2021.

ATTACHMENTS:

- ▣ **20210325 SCPFC Minutes**

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

March 25, 2021

SUMMARY OF MINUTES

SOUTH CONGRESS PFC (HACA) BOARD OF DIRECTORS ANNUAL BOARD MEETING NOTICE WAS POSTED FOR 12:00 P.M. ON THURSDAY, MARCH 25, 2021, 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 Annual Board Meeting of South Congress PFC, of March 25, 2021, to order, at 12:12 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
Mary Apostolou, 2nd Vice-Chairperson
Dr. Tyra Duncan-Hall, Director

MEMBER(S) ABSENT:

Charles Bailey, Vice-Chairperson
Carl S. Richie, Jr., Director

ALSO ON THE CALL:

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

STAFF PRESENT ON THE CALL:

Andrea Galloway, Ann Gass, Barbara Jackson, Catherine Crago, Jimi Teasdale, Kelly Crawford, Leilani Lim-Villegas, Lisa Garcia, Michael Gerber, Michael Roth, Nidia Hiroms, Pilar Sanchez, 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 December 17, 2020

Director Duncan-Hall moved the Approval of the Board Minutes Summary for the Board Meeting held on December 17, 2020. **2nd Vice-Chairperson Apostolou** seconded the motion. The motion Passed (3-Ayes and 0-Nays).

ITEM 2: Presentation, Discussion, and Possible Action regarding Resolution No. 00008: Approval to ratify all actions taken by the Board of Directors during FYE 2021, 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

Upon past advisement of legal counsel, Resolution No. 00008 was drafted to ensure all actions taken by the Board during FYE 2021 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 2020-2021 Fiscal Year by the Board of Directors are fully enforceable.

Staff recommends Board approval of Resolution No. 00008 to ratify all actions taken by the Board of Directors during the 2020-2021 Fiscal Year.

Director Duncan-Hall moved the Approval of Resolution No. 00008: Approval to ratify all actions taken by the Board of Directors during FYE 2021, 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. **2nd Vice-Chairperson Apostolou** seconded the motion. The motion Passed (3-Ayes and 0-Nays).

ACTION ITEMS

APPROVAL OF THE FOLLOWING ITEMS PRESENTED IN THE BOARD MATERIALS

ITEM 3: Presentation, Discussion and Possible Action on Resolution No. 00009 by the Board of Directors of South Congress Public Facility Corporation (“PFC”) Amending the Bylaws of the PFC

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.

The current officers of SCPFC include Board of Directors and HACA CEO/President. By amending the bylaws, it will clarify that staff members are authorized to serve as officers and an additional officer or officers can be added at the staff level. This would allow an additional officer at staff level along with the HACA CEO/President to carry out day-to-day operations. There will also be an appointment and ratification of officers by separate resolution that adds Ron Kowal in his capacity as Vice President of Asset Management, to serve as an officer and updates the listing of officers to be consistent with HACA’s other corporations. Because HACA formed SCPFC, it must also approve of the bylaws amendment by resolution.

Board approval allows the Bylaws of the PFC to be amended.

2nd Vice-Chairperson Apostolou moved the Approval of Resolution No. 00009 by the Board of Directors of South Congress Public Facility Corporation (“PFC”) Amending the Bylaws of the PFC. **Director Duncan-Hall** seconded the motion. The motion Passed (3-Ayes and 0-Nays).

ITEM 4: Presentation, Discussion and Possible Action on Resolution No. 00010 by the Board of Directors of South Congress Public Facility Corporation (“PFC”) appointing and ratifying Officers of the PFC

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.

The current officers of SCPFC include Board of Directors and HACA CEO/President. By amending the bylaws, it will clarify that staff members are authorized to serve as officers and an additional officer or officers can be added at the staff level. This would allow an additional officer at staff level along with the HACA CEO/President to carry out day-to-day operations. There will also be an appointment and ratification of officers by separate resolution that adds Ron Kowal in his capacity as Vice President of Asset Management, to serve as an officer and updates the listing of officers to be consistent with HACA’s other corporations. Because HACA formed SCPFC, it must also approve of the bylaws amendment by resolution.

The new slate of Officers are:

- President – Sylvia Blanco
- Vice President – Ron Kowal
- Treasurer – Biliang Chen
- Secretary – Michael Gerber

Board approval allows the Board of Directors of South Congress Public Facility Corporation (“PFC”) to appoint and ratify Officers of the PFC.

Director Duncan-Hall moved the Approval of Resolution No. 00010 by the Board of Directors of South Congress Public Facility Corporation (“PFC”) appointing and ratifying Officers of the PFC. **2nd Vice-Chairperson Apostolou** seconded the motion. The motion Passed (3-Ayes and 0-Nays).

REPORTS

None.

2nd Vice-Chairperson Apostolou moved to adjourn the meeting. **Director Duncan-Hall** seconded the motion. The motion Passed (3-Ayes and 0-Nays).

The meeting adjourned at 2:16 p.m.

Michael G. Gerber, Secretary

Edwina Carrington, Chairperson

SOUTH CONGRESS PFC
BOARD ACTION REQUEST
RESOLUTION NO. 00011
ITEM NO. 2.

MEETING DATE: March 24, 2022

STAFF CONTACT: Michael Gerber, President & CEO

ITEM TITLE: Presentation, Discussion, and Possible Action regarding Resolution No. 00011: 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. 00011: which ratifies all actions taken by the Board of Directors during the 2021-2022 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. 00011 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 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 2021-2022 Fiscal Year by the Board of Directors are fully enforceable.

Staff Recommendation:

Staff recommends Board approval of Resolution No. 00011 to ratify all actions taken by the Board of Directors during the 2021-2022 Fiscal Year.

RESOLUTION NO. 00011

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 South Congress PFC Board of Directors during the 2021-2022 Fiscal Year, the South Congress PFC 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 South Congress PFC 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 South Congress PFC 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.

Michael G. Gerber, Secretary

Edwina Carrington, Chairperson