

SOUTH CONGRESS PFC

**BOARD OF DIRECTORS
Annual Meeting**

**Thursday, April 20, 2023
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
OF THE SOUTH CONGRESS PFC**

**TO BE HELD AT
HACA Central Office, 1124 S. Interstate Highway 35
Austin, TX
(512.477.4488)
Thursday, April 20, 2023
12:00 PM**

CALL TO ORDER, ROLL CALL

CERTIFICATION OF QUORUM

Public Communication (Note: There will be a three-minute time limitation)

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 August 18, 2022
2. Presentation, Discussion, and Possible Action regarding Resolution No. 00013: Approval to ratify all actions taken by the Board of Directors during FYE 2023, 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

3. Presentation, Discussion, and Possible Action regarding Resolution No. 00014: Election of new Officers for the South Congress 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: April 20, 2023

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 August 18, 2022

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 August 18, 2022.

ATTACHMENTS:

- ▣ **081822 SCPFC Minutes Summary**

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

August 18, 2022

SUMMARY OF MINUTES

SOUTH CONGRESS PFC (HACA) BOARD OF DIRECTORS REGULAR BOARD MEETING NOTICE WAS POSTED FOR 12:00 P.M. ON THURSDAY, AUGUST 18, 2022, AND WAS HELD AT THE HACA CENTRAL OFFICE, 1124 S. IH 35, AUSTIN, TX AND VIRTUALLY

CALL TO ORDER, ROLL CALL, CERTIFICATION OF QUORUM

Edwina Carrington, SCPFC Chairman called the Board of Directors Regular Board Meeting of the South Congress PFC, of August 18, 2022, to order, at 12:03 pm. The meeting was held at the HACA Central Office, 1124 S. IH 35, Austin, TX and virtually.

Roll call certified a quorum was present on the call.

MEMBERS PRESENT:

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

MEMBER(S) ABSENT:

Carl S. Richie, Jr., Director

ALSO ON THE CALL:

Orlando Cabrera, Arnall Golden Gregory Law Firm (virtually)
Wilson Stoker, Cokinos (virtually)
Bill Walter, Coats Rose (virtually)

STAFF PRESENT ON THE CALL:

Andrea Galloway, Ann Gass, Michael Cummings, Michael Gerber, Nidia Hiroms, Ron Kowal, Suzanne Schwertner, and Sylvia Blanco

PUBLIC COMMUNICATION – (3 minute time limit)

NONE

Public communication was opened 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 24, 2022

2nd Vice-Chairperson Apostolou moved the Approval of the Board Minutes Summary for the Board Meeting held on March 24, 2022. Director Duncan-Hall seconded the motion. The motion Passed (4-Ayes and 0-Nays).

ITEM 2: Presentation, Discussion and Possible Action on Resolution No. 00012: 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: (i) acquire a leasehold interest in certain real property located in Austin, Texas (the “Land”) 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 Vega II (the “Project”); (ii) Sublease the Land to Vega Avenue Phase II Owner LP, a Delaware limited partnership (the “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 (iii) 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 second phase multi-family project called Vega II on Vega Avenue and Patton Ranch Road, on the St. Andrews campus. In June of 2020, the Board of the South Congress PFC approved phase one of the development. Phase one, now called The Markson, will provide 330 units with 165 units at rents below 80% AMI.

Once built, Phase two will provide 50% of its units to individuals and families earning 80% area median family income with 10% of these affordable units targeted to residents at 60% of area median family income. Located in the high opportunity area off Southwest Parkway, this property meets AAHC's goals of providing housing in areas of town where affordability does not exist. The property, as with all AAHC's properties will accept qualifying tenants with Housing Choice Vouchers upon completion. In addition to the Vega site, AAHC and NRP have previously partnered twice, one property being SOCO II on South Congress and another property at the Highland Mall site which is currently under construction.

Vega II Multifamily will provide 334 units: 8 studios (463-504 sq ft), 158 one bedroom/one bath (633-915 sq ft), 104 two bedroom/two bath (1091-1380 sq ft) and 64 three bedroom/three bath (1886-2054 sq ft). All three bedroom/three bath units are townhomes. Of these townhomes, seven will be affordable to tenants earning 80% AMI and seven will be affordable to tenants earning 60% AMI.

Located at 5711 Vega Avenue, Austin, TX 78735 (corner of Patton Ranch Road and Vega Avenue), community amenities will include resort style pool with cabanas, fire pit and grilling stations as well as outdoor kitchen station with fridge, sink and TV, 1,750 square foot clubhouse with cyber lounge/work from home space, state of the art fitness studio with connected toddler room and outdoor rec equipment, secondary courtyard with Bocce, dog wash station and dog park, and bike parking/repair station.

The site is adjacent to St. Andrew's Episcopal School (Austin's #2 ranked private school) and is directly across the street from Regents School (#1 ranked private school in Austin). NXP (4,000 employees), AMD (1,900 employees), Arm Ltd (700 employees), and YETI's new corporate headquarters all reside within one mile of the property.

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 St. Andrew's Episcopal School 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 St. Andrew's Episcopal School.

The property will be developed using a combination of equity from NRP and JP Morgan Chase of approximately \$27,000,000 and conventional debt through PNC Bank not to exceed \$62,000,000. The anticipated closing is September 2022 with construction start in October 2022.

Director Duncan-Hall moved the Approval of Resolution No. 00012: 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: (i) acquire a leasehold interest in certain real property located in Austin, Texas (the "Land") 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 Vega II (the "Project"); (ii) Sublease the Land to Vega Avenue Phase II Owner LP, a Delaware limited partnership (the "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 (iii) 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 (4-Ayes and 0-Nays).

EXECUTIVE SESSION

The Board did not recess into Executive Session.

Director Duncan-Hall moved to adjourn the meeting. **2nd Vice-Chairperson Apostolou** seconded the motion. The motion Passed (4-Ayes and 0-Nays).

The meeting adjourned at 2:35 pm.

Michael G. Gerber, Secretary

Edwina Carrington, Chairperson

SOUTH CONGRESS PFC
BOARD ACTION REQUEST
RESOLUTION NO. 00013
ITEM NO. 2.

MEETING DATE: April 20, 2023

STAFF CONTACT: Michael Gerber, President & CEO

ITEM TITLE: Presentation, Discussion, and Possible Action regarding Resolution No. 00013: Approval to ratify all actions taken by the Board of Directors during FYE 2023, 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. 00013: which ratifies all actions taken by the Board of Directors during the 2022-2023 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. 00013 was drafted to ensure all actions taken by the Board during FYE 2023 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 2022-2023 Fiscal Year by the Board of Directors are fully enforceable.

Staff Recommendation:

Staff recommends Board approval of Resolution No. 00013 to ratify all actions taken by the Board of Directors during the 2022-2023 Fiscal Year.

RESOLUTION NO. 00013

APPROVAL TO RATIFY ALL ACTIONS TAKEN BY THE BOARD OF DIRECTORS DURING FYE 2023, 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 South Congress PFC Board of Directors during the 2022-2023 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 South Congress PFC'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 2022-23 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 2022-23 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 2022-2023 Fiscal Year.

PASSED, APPROVED AND ADOPTED this 20th day of April 2023.

Michael G. Gerber, Secretary

Edwina Carrington, Chairperson

SOUTH CONGRESS PFC
BOARD ACTION REQUEST
RESOLUTION NO. 00014
ITEM NO. 3.

MEETING DATE: April 20, 2023

STAFF CONTACT: Michael Gerber, President & CEO

ITEM TITLE: Presentation, Discussion, and Possible Action regarding Resolution No. 00014:
Election of new Officers for the South Congress PFC

BUDGETED ITEM: N/A

TOTAL COST: N/A

ACTION

Motion to approve Resolution No. 00014 approving new board officers for positions of Chairperson, Vice-Chairperson and 2nd Vice-Chairperson.

SUMMARY

Background:

With the current officer terms expiring at the end of April 2023, and new terms beginning May 1, 2023, it is necessary for the Board to elect new officers for the South Congress PFC Board of Directors. A list of current officers is attached.

ATTACHMENTS:

- ▣ **2023 SCPFC Current Officers and Ballot**
- ▣ **SCPFC Bylaws**

RESOLUTION NO. 00014

ELECTION OF THE OFFICERS OF THE SOUTH CONGRESS PFC BOARD OF DIRECTORS

WHEREAS, the South Congress PFC has established bylaws for its operations;

WHEREAS, Article 2 Board of Directors, Section 2.1, (b) states that the affairs of the Corporation shall consist of the members of the Board of Commissioners of the Housing Authority of the City of Austin. The number of directors may be changed by amendment to the Bylaws, but such number must be at least three (3): (1) Chairperson; (2) Vice Chairperson; (2) Second Vice Chairperson; and (3) Secretary.

WHEREAS, Article 2 Board of Directors, Section 2, states the Directors constituting the initial Board shall be those directors named in the Certificate of Formation. Successor directors shall have the qualifications and shall be appointed to the terms set forth in the Certificate of Formation.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors for the South Congress PFC 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 20th day of April, 2023.

<hr style="border: 0; border-top: 1px solid black; margin-bottom: 5px;"/> Michael G. Gerber, Secretary	<hr style="border: 0; border-top: 1px solid black; margin-bottom: 5px;"/> Chairperson
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**South Congress PFC
Board of Directors**

**Election of Officers
April 20, 2023**

Current Officers

Chairperson: Edwina Carrington
Vice-Chairperson: Charles Bailey
2nd Vice-Chairperson: Mary Apostolou

Chairperson: _____
Nominated by: _____
Seconded by: _____

Vice-Chair: _____
Nominated by: _____
Seconded by: _____

2nd Vice-Chair: _____
Nominated by: _____
Seconded by: _____

APPROVED:

Chairperson: _____
Vice-Chairperson: _____
2nd Vice-Chairperson: _____

**BYLAWS OF
SOUTH CONGRESS PUBLIC FACILITY CORPORATION,
A PUBLIC FACILITY CORPORATION**

**ARTICLE I
PURPOSE AND POWERS**

Section 1.1 Purpose. South Congress Public Facility Corporation (the “Corporation”) is incorporated for the purposes set forth in its Certificate of Formation, the same to be accomplished on behalf of the Housing Authority of the City of Austin (the “Authority”) as its duly constituted authority and instrumentality in accordance with the Public Facility Corporation Act, as amended, Chapter 303, Texas Government Code (the “Act”), and other applicable laws.

Section 1.2 Powers. In the fulfillment of its corporate purpose, the Corporation shall be governed by the Act, and shall have all the powers set forth and conferred in its Certificate of Formation, in the Act, and in other applicable law, subject to the limitations prescribed therein and herein and to the provisions thereof and hereof.

Section 1.3 Nonprofit Corporation. The Corporation shall be a public, nonprofit corporation and no part of its set earnings remaining after payment of its bonds and expenses shall inure to the benefit of any person other than the Authority.

**ARTICLE II
BOARD OF DIRECTORS**

Section 2.1 Powers, Number and Term of Office.

(a) The property and affairs of the Corporation shall be managed and controlled by a board of directors (the “Board”) subject to the restrictions imposed by law, the Act, the Certificate of Formation, and these Bylaws, the Board shall exercise all of the powers of the Corporation.

(b) The Board shall consist of the members of the Board of Commissioners of the Authority. The number of directors may be changed by amendment to these Bylaws, but such number must be at least three (3).

(c) The directors constituting the initial Board shall be those directors named in the Certificate of Formation. Successor directors shall have the qualifications and shall be appointed to the terms set forth in the Certificate of Formation.

(d) Any director may be removed from office by the Authority under the same terms, conditions and procedures as Commissioners of the Authority.