

**AUSTIN AFFORDABLE CONTRACTORS
PFC, INC.**

**BOARD OF DIRECTORS
Annual Meeting**

**Thursday, March 21, 2024
12:00 PM**

Chalmers Courts East, 1700 E. 3rd Street
To attend via Zoom: <https://tinyurl.com/HACABoard>
Austin, TX

**PUBLIC NOTICE OF A MEETING
TAKE NOTICE OF A BOARD OF DIRECTORS
ANNUAL BOARD MEETING
OF THE AUSTIN AFFORDABLE CONTRACTORS PFC, INC.**

**TO BE HELD AT
Chalmers Courts East, 1700 E. 3rd Street
To attend via Zoom: <https://tinyurl.com/HACABoard>
Austin, TX
(512.477.4488)**

**Thursday, March 21, 2024
12:00 PM**

CALL TO ORDER, ROLL CALL

CERTIFICATION OF QUORUM

Public 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 June 15, 2023
2. Presentation, Discussion, and Possible Action regarding Resolution No. 00002: Approval to ratify all actions taken by the Board of Directors during FYE 2024, 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. Discussion, Consideration and Possible Action of Resolution No. 00003: Election of the Officers of the Austin Affordable Contractors PFC., 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 will receive program updates from the President/CEO and other senior 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.

AUSTIN AFFORDABLE CONTRACTORS PFC, INC.

BOARD ACTION REQUEST

ITEM NO. 1.

MEETING DATE: March 21, 2024

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 June 15, 2023

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 June 15, 2023.

ATTACHMENTS:

- ▣ **20230615 AACPFC Minutes Summary**

**AUSTIN AFFORDABLE CONTRACTORS PFC, INC.
BOARD OF DIRECTORS
REGULAR BOARD MEETING**

June 15, 2023

SUMMARY OF MINUTES

AUSTIN AFFORDABLE CONTRACTORS PFC, INC. (AACPFC) BOARD OF DIRECTORS REGULAR BOARD MEETING NOTICE WAS POSTED FOR 1:00 PM ON THURSDAY, JUNE 15, 2023, AND WAS HELD 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 Regular Board Meeting of the Austin Affordable Contractors PFC, Inc., of June 15, 2023, to order at 1:21 pm. The meeting was held at 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
Mary Apostolou, 2nd Vice-Chairperson
Dr. Tyra Duncan-Hall, Director
Carl S. Richie, Jr., Director

MEMBER(S) ABSENT:

Charles Bailey, Vice-Chairperson

ALSO IN ATTENDANCE:

Sarah Scott, Coats Rose

STAFF PRESENT:

Barbara Chen, Jorge Vazquez, Keith Swenson, Leilani Lim-Villegas, Lisa Garcia, Michael Cummings, Michael Gerber, Nidia Hiroms, Orly Cabrera, 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.

ACTION ITEMS

APPROVAL OF THE FOLLOWING ITEMS PRESENTED IN THE BOARD MATERIALS

ITEM 1: Presentation, Discussion, and Possible Action on Resolution No. 00001 by the Board of Directors of Austin Affordable Contractors Public Facility Corporation (“PFC”) to take such actions necessary or convenient to ratify the formation of the PFC and organizational formalities

During its February 2023 Board meeting, the Board of Commissioners of the Housing Authority of the City of Austin approved the creation of a new Public Facility Corporation (PFC) named Austin Affordable Contractors Public Facility Corporation. This PFC will be used exclusively as the general contractor on future new construction developments.

As this was the first meeting of the Austin Affordable Contractors Public Facility Corporation, staff asked the Board to conduct the first organizational meeting, elect officers and adopt bylaws.

Director Richie moved the Approval of Resolution No. 00001 by the Board of Directors of Austin Affordable Contractors Public Facility Corporation (“PFC”) to take such actions necessary or convenient to ratify the formation of the PFC and organizational formalities. **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 Richie moved to adjourn the meeting. **2nd Vice-Chairperson Apostolou** seconded the motion. The motion Passed (4-Ayes and 0-Nays).

The meeting adjourned at 1:53 pm.

Michael G. Gerber, Secretary

Edwina Carrington, Chairperson

AUSTIN AFFORDABLE CONTRACTORS PFC, INC.

BOARD ACTION REQUEST

RESOLUTION NO. 00002

ITEM NO. 2.

MEETING DATE: March 21, 2024

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

ITEM TITLE: Presentation, Discussion, and Possible Action regarding Resolution No. 00002: Approval to ratify all actions taken by the Board of Directors during FYE 2024, 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. 00002: which ratifies all actions taken by the Board of Directors during the 2023-2024 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. 00002 was drafted to ensure all actions taken by the Board during FYE 2024 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 2023-2024 Fiscal Year by the Board of Directors are fully enforceable.

Staff Recommendation:

Staff recommends Board approval of Resolution No. 00002 to ratify all actions taken by the Board of Directors during the 2023-2024 Fiscal Year.

RESOLUTION NO. 00002

APPROVAL TO RATIFY ALL ACTIONS TAKEN BY THE BOARD OF DIRECTORS DURING FYE 2024, 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 Austin Affordable Contractors PFC, Inc. Board of Directors during the 2023-2024 Fiscal Year, the Austin Affordable Contractors PFC, Inc. 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 AACPFC'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 2023-24 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 2023-24 Fiscal Year is fully enforceable.

NOW, THEREFORE, BE IT RESOLVED, the Austin Affordable Contractors PFC, Inc. Board of Directors hereby ratifies and affirms all actions and votes taken by the Board of Directors during 2023-2024 Fiscal Year.

PASSED, APPROVED AND ADOPTED this 21st day of March 2024.

Michael G. Gerber, Secretary

Chairperson

AUSTIN AFFORDABLE CONTRACTORS PFC, INC.

BOARD ACTION REQUEST

RESOLUTION NO. 00003

ITEM NO. 3.

MEETING DATE: March 21, 2024

STAFF CONTACT: Michael Gerber, President & CEO

ITEM TITLE: Discussion, Consideration and Possible Action of Resolution No. 00003: Election of the Officers of the Austin Affordable Contractors PFC., INC.

BUDGETED ITEM: N/A

TOTAL COST: N/A

ACTION

Motion to approve Resolution No. 00003: Approval of the slate of officers for the positions of President, Vice-President, Secretary, Treasurer

SUMMARY

Background:

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 reappointed or re-elected.

Process:

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

ATTACHMENTS:

- ❑ **220240321 AACPFC Slate of Officers**
- ❑ **AACPFC Bylaws**

RESOLUTION NO. 00003

**ELECTION OF THE OFFICERS OF THE AUSTIN AFFORDABLE
CONTRACTORS PFC
BOARD OF DIRECTORS**

WHEREAS, the Austin Affordable Contractors PFC has established bylaws for its operations;

WHEREAS, Article 9 Board of Directors, a) states that the affairs of the Corporation shall be managed by the Board of Directors which shall be composed of the Commissioners of the Authority. The Board of Directors shall automatically change each time the Commissioners of the Authority change. The initial Board of Directors shall be composed of five (5) directors.

WHEREAS, The Board of Directors shall elect a President, Vice-President, Secretary, Treasurer and any other officers that the Corporation considers necessary to serve as executive officers of the Corporation, as more specifically provided in the Corporation's bylaws. The Authority's President and CEO shall serve as the Secretary of the Corporation to provide administrative support services for the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors for the Austin Affordable Contractors PFC approves new board officers for the positions of the President, Vice-President, Secretary and Treasurer.

President _____

Vice-President _____

Secretary _____

Treasurer _____

PASSED, APPROVED, AND ADOPTED this 21st day of March, 2024.

Michael G. Gerber, Secretary

Chairperson

Austin Affordable Contractors PFC
Board of Directors

Election of Officers
March 21, 2024

Current Officers

President: Sylvia Blanco

Vice-President: Ron Kowal

Secretary: Michael Gerber

Treasurer: Biliang Chen

APPROVED:

President: _____

Vice-President: _____

Secretary: _____

Treasurer: _____

MAY 16 2023

Corporations Section

**CERTIFICATE OF FORMATION
OF
AUSTIN AFFORDABLE CONTRACTORS PUBLIC FACILITY CORPORATION**

A PUBLIC FACILITY CORPORATION AND
INSTRUMENTALITY OF
THE HOUSING AUTHORITY OF THE CITY OF AUSTIN

Pursuant to the Texas Business Organizations Code, Austin Affordable Contractors Public Facility Corporation (the "Corporation"), a nonprofit corporation incorporated under the laws of the State of Texas, and public nonprofit corporation under the Public Facility Corporation Act, as amended, Chapter 303, Texas Local Government Code (the "Act") with the approval of the Board of Commissioners of the Housing Authority of the City of Austin (the "Authority"), as evidenced by the resolution attached hereto as Exhibit "A" and made a part of this Certificate of Formation for all purposes, does hereby adopt the following Certificate of Formation for the Corporation:

**ARTICLE ONE
NAME**

The name of the Corporation is the "Austin Affordable Contractors Public Facility Corporation".

**ARTICLE TWO
AUTHORIZATION**

The Corporation is a nonprofit public corporation.

**ARTICLE THREE
DURATION**

Subject to the provisions of Article Thirteen hereof, the period of duration of the Corporation is perpetual.

**ARTICLE FOUR
PURPOSE AND LIMITATIONS**

(a) The Corporation is organized exclusively for the purpose of assisting the Authority in financing, refinancing, owning or providing public facilities. The Corporation shall have and possess the broadest possible powers to finance obligations issued or incurred in accordance with existing law, to provide for the acquisition, construction, rehabilitation, renovation, repair, equipping, furnishing and placement in service of public facilities of the Authority under the terms of the Act. The corporation is authorized to issue "bonds" as defined and permitted by the Act on behalf of the Authority; provided, however, no bonds, notes, interim certificates, or other evidence of indebtedness may be issued by the Corporation unless such

bonds are first approved by resolution of the Authority. The Corporation is a public corporation, a constituted authority, and a public instrumentality within the meaning of the Act, the United States Treasury Department, the rulings of the Internal Revenue Service prescribed and promulgated pursuant to section 103 and 141 of the Internal Revenue Code of 1986, as amended, and the Corporation is authorized to act on behalf of the Authority as provided in this Certificate of Formation.

(b) In the fulfillment of its corporate purpose, the Corporation shall have and may exercise the powers described in paragraph (a) of this Article, together with all of the other powers granted to corporations that are incorporated under the Act, and to the extent not in conflict with the Act, the Corporation shall additionally have and may exercise all of the rights, powers, privileges, authorities, and functions given by the general laws of the State to nonprofit corporations under the Texas Non-Profit Corporation Act, as amended, Texas Revised Civil Statutes Annotated Article 1396-101, et seq., or any other applicable laws of the State.

(c) The Corporation shall have the purposes and powers permitted by the Act, but the Corporation does not have, and shall not exercise the powers of sovereignty of the Authority, including the power to tax, eminent domain, or police power. However, for the purposes of the Texas Tort Claims Act (Subchapter A, Chapter 101, Texas Civil Practice and Remedies Code), the Corporation is a governmental unit and its actions are governmental functions.

(d) No bonds or other obligations, contracts, or agreements of the Corporation are or shall ever be deemed to be or constitute the contracts, agreements, bonds, other debt instruments, or other obligations or the lending of credit, or a grant of the public money or things of value, of, belonging to, or by the State, the Authority, or any other political corporation, subdivision or agency of the State, or a pledge of the faith and credit of any of them. Any and all of such contracts, agreements, bonds or other debt instruments, and other obligations, contracts and agreements shall be payable solely and exclusively from the revenues and funds received by the Corporation from the sources authorized by the Act and from such other sources as may be otherwise lawfully available and belonging to the Corporation from time to time.

(e) The Authority, in its sole discretion, may alter the Corporation's structure, name, organization, programs, or activities; consistent with the Act and subject to limitations provided by law relating to the impairment of contracts entered into by the Corporation.

ARTICLE FIVE FINANCING

(a) Before the consummation of the sale and delivery of any bonds, the Corporation shall obtain approval by the Authority, evidenced by the adoption of a written resolution.

(b) In the exercise of the powers of the Corporation, the Corporation may enter into a loan, lease, trust, or other agreements as authorized by the Act that are necessary and appropriate to the fulfillment of the public purpose of the Corporation, all of which agreements (and the specific uses, and the method of withdrawals and expenditure of the proceeds of the bonds) must be included as a part of the approval process of the Authority required by paragraph (a) above.

ARTICLE SIX
MEMBERS

The Corporation has no members and is a non-stock corporation.

ARTICLE SEVEN
AMENDMENTS

This Certificate of Formation may be amended at any time as provided in the Act, to make any changes and add any provisions that might have been included in the Certificate of Formation in the first instance. Any amendment may be accomplished in either of the following manners:

(a) The members of the board of directors of the Corporation shall file with the Authority a written application requesting approval of the amendments to the Certificate of Formation, specifying in such application the amendments proposed to be made. The Authority shall consider such application and, if it shall, by appropriate resolution, duly find and determine that it is advisable that the proposed amendments be made, it shall approve the form of the proposed amendments. The board of directors of the Corporation may then amend the Certificate of Formation by adopting such amendment at a meeting of the board of directors. The Corporation's president or vice president and the secretary of the Authority shall execute the amendment on behalf of the Corporation. The amendment and a certified copy of the resolution of the Authority shall be delivered to the Secretary of State as required by the Act; or

(b) The Authority may, at its sole discretion, and at any time, amend this Certificate of Formation and alter or change the structure, name, organization, programs or activities of the Corporation, or terminate or dissolve the Corporation (subject to the provisions of the Act) by resolution as otherwise provided in the Act.

ARTICLE EIGHT
ADDRESS

The street address of the initial registered office of the Corporation is 1124 South IH 35, Austin, Texas 78704, and the name of its initial registered agent at that address is Michael Gerber.

ARTICLE NINE
BOARD OF DIRECTORS

(a) The affairs of the Corporation shall be managed by a board of directors, which shall be composed of the Commissioners of the Authority. The board of directors shall automatically change each time the Commissioners of the Authority change. Any director shall cease to be a director at the time he or she ceases to be a Commissioner of the Authority. A majority of the entire membership of the board of directors, including any vacancies, is a quorum.

(b) The initial board of directors shall be composed of five (5) directors. The names and street addresses of the persons who are to serve as the initial directors are as follows:

NAMES	ADDRESSES
Carl S. Richie, Jr.	1124 South IH 35, Austin, Texas 78704
Charles C. Bailey	1124 South IH 35, Austin, Texas 78704
Dr. Tyra Duncan-Hall	1124 South IH 35, Austin, Texas 78704
Edwina Carrington	1124 South IH 35, Austin, Texas 78704
Mary Apostolou	1124 South IH 35, Austin, Texas 78704

Each director shall serve an initial six year term, as subject to the terms of the Act.

(c) The directors shall serve without compensation, but they shall be reimbursed for their actual expenses incurred in the performance of their duties as directors.

(d) The board of directors shall elect a president, vice president, secretary, treasurer and any other officers that the Corporation considers necessary, to serve as executive officers of the Corporation, as more specifically provided in the Corporation's bylaws. The Authority's President and CEO shall serve as the Secretary of the Corporation to provide administrative support services for the Corporation.

(e) Meetings of the board of directors are subject to the Texas Open Meetings Act, Texas Government Code, Chapter 551, and the Corporation is subject to the Texas Public Information Act, Texas Government Code, Chapter 552.

ARTICLE TEN BYLAWS

The initial bylaws of the Corporation shall be adopted by the Corporation's board of directors and shall, together with these Certificate of Formation, govern the initial affairs of the Corporation until and unless amended in accordance with the provisions of the Act and these Certificate of Formation. The bylaws and each amendment and repeal of the bylaws must be approved by the Authority of the Authority by resolution.

ARTICLE ELEVEN INCORPORATOR

The name and street address of each incorporator is:

<u>Name</u>	<u>Address</u>
William D. Walter, Jr.	Terrace 2, 2700 Via Fortuna, Suite 350 Austin, TX 78746

ARTICLE TWELVE
AUTHORITY APPROVAL

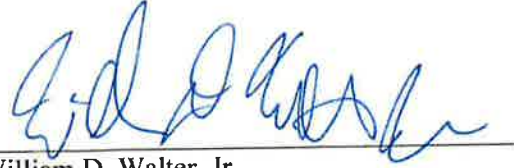
(a) The Authority has specifically authorized the Corporation by resolution to act on its behalf to further the public purposes stated in this Certificate of Formation, and the Authority has by resolution approved this Certificate of Formation. A copy of this resolution is on file among the permanent public records of the Authority and the Corporation.

(b) The Authority is the Corporation's "Sponsor" (as defined by the Act) and has caused this Corporation to be created. The address of the Authority is 1124 South IH 35, Austin, Texas 78704.

ARTICLE THIRTEEN
TERMINATION

The Authority, by written resolution, may authorize and direct the termination of the Corporation. However, the Corporation shall not be terminated, and its business shall not be terminated, by act of the Authority or otherwise, so long as the Corporation shall be obligated to pay any bonds.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of March 20, 2023.

A handwritten signature in blue ink, appearing to read "W.D. Walter, Jr.", is written over a horizontal line.

William D. Walter, Jr.,
Incorporator