

BLUEPRINT HOUSING SOLUTIONS



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
BLUEPRINT HOUSING SOLUTIONS**

**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 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 April 20, 2023
2. Presentation, Discussion, and Possible Action regarding Resolution No. 00014: 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. Presentation, Discussion, and Possible Action regarding Resolution No. 00015: Election of Officers for the Blueprint Housing Solutions

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 x2104.

BLUEPRINT HOUSING SOLUTIONS

BOARD ACTION REQUEST

ITEM NO. 1.

MEETING DATE: March 21, 2024

STAFF CONTACT: Nidia Hiroms, Executive Assistant

ITEM TITLE: Presentation, Discussion, and Possible Action regarding the Approval of the Board Minutes Summary for the Board Meeting held on April 20, 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 April 20, 2023.

ATTACHMENTS:

- ▣ **20230420 BHS Minutes Summary**

**BLUEPRINT HOUSING SOLUTIONS
BOARD OF DIRECTORS
ANNUAL BOARD MEETING**

April 20, 2023

SUMMARY OF MINUTES

BLUEPRINT HOUSING SOLUTIONS BOARD OF DIRECTORS ANNUAL BOARD MEETING NOTICE WAS POSTED FOR 12:00 P.M. ON THURSDAY, APRIL 20, 2023, AND WAS HELD AT THE HACA CENTRAL OFFICE, 1124 S. IH 35, AUSTIN, TX

CALL TO ORDER, ROLL CALL, CERTIFICATION OF QUORUM

Chuck Bailey, HACA Vice-Chairperson called the Board of Directors Annual Board Meeting of the Blueprint Housing Solutions, of April 20, 2023, to order, at 12:18 p.m. The meeting was held at the HACA Central Office, 1124 S. IH 35, Austin, TX

Roll call certified a quorum was present on the call.

MEMBERS PRESENT:

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

MEMBER(S) ABSENT:

Carl S. Richie, Jr., Director

ALSO PRESENT:

Bill Walter, Coats Rose
Lauren Aldredge, Cokinoss Law Firm

STAFF PRESENT:

Barbara Chen, Jorge Sanchez, Keith Swenson, Kelly Crawford, Leilani Lim-Villegas, Lisa Garcia, Michael Gerber, Nidia Hiroms, Ron Kowal, Suzanne Schwertner, and Sylvia Blanco

PUBLIC COMMUNICATION – Public 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 24, 2022

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

ITEM 2: Presentation, Discussion, and Possible Action regarding Resolution No. 00012: 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

Upon past advisement of legal counsel, Resolution No. 00012 was drafted to ensure all actions taken by the Board of Directors during FYE 2023 be ratified, thus ensuring resolution of any irregularities during the voting process taken by the Directors. This is an action that is 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 FYE 2023 by the Board of Directors are fully enforceable.

Chairperson Duncan-Hall moved the Approval of Resolution No. 00012: 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. **Director Apostolou** seconded the motion. The motion Passed (4-Ayes and 0-Nays).

ACTION ITEMS

ITEM 3: Presentation, Discussion, and Possible Action regarding Resolution No. 00013: Election of new Officers for the Blueprint Housing Solutions

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 Blueprint Housing Solutions Board of Directors. Resolution No. 00013 approves the following board officers: Chairperson-Dr. Tyra Duncan-Hall and Vice-Chairperson-Edwina Carrington

Vice-Chairperson Carrington moved to Approve Resolution No. 00013: Election of new Officers for Blueprint Housing Solutions. The new officers for Blueprint Housing Solutions are Chairperson-Dr. Tyra Duncan-Hall and Vice-Chairperson-Edwina Carrington. **Director Apostolou** seconded the motion. The motion Passed (4-Ayes and 0-Nays).

Director Bailey moved to adjourn the meeting. **Director Apostolou** seconded the motion. The motion Passed (4-Ayes and 0-Nays).

The meeting adjourned at 1:11 p.m.

Michael G. Gerber, Secretary

Dr. Tyra Duncan-Hall, Chairperson

BLUEPRINT HOUSING SOLUTIONS

BOARD ACTION REQUEST

RESOLUTION NO. 00014

ITEM NO. 2.

MEETING DATE: March 21, 2024

STAFF CONTACT: Michael Gerber, President & CEO

ITEM TITLE: Presentation, Discussion, and Possible Action regarding Resolution No. 00014: 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. 00014: 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. 00014 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. 00014 to ratify all actions taken by the Board of Directors during the 2023-2024 Fiscal Year.

RESOLUTION NO. 00014

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 Blueprint Housing Solutions, Inc. Board of Directors during the 2023-2024 Fiscal Year, the Blueprint Housing Solutions, 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 BHS'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 Blueprint Housing Solutions, 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

BLUEPRINT HOUSING SOLUTIONS

BOARD ACTION REQUEST

RESOLUTION NO. 00015

ITEM NO. 3.

MEETING DATE: March 21, 2024

STAFF CONTACT: Michael Gerber, President & CEO

ITEM TITLE: Presentation, Discussion, and Possible Action regarding Resolution No. 00015: Election of Officers for the Blueprint Housing Solutions

BUDGETED ITEM: N/A

TOTAL COST: N/A

ACTION

Motion to approve Resolution No. 00015 approving 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, and new terms beginning May 1, 2024, it is necessary for the Board to elect new officers for the Blueprint Housing Solutions Board of Directors. A list of current officers is attached.

ATTACHMENTS:

- ▣ **2024 BHS Election of Officers**
- ▣ **BHS Bylaws**

RESOLUTION NO. 00015

ELECTION OF THE OFFICERS OF THE BLUEPRINT HOUSING SOLUTIONS BOARD OF DIRECTORS

WHEREAS, the Blueprint Housing Solutions has established bylaws for its operations;

WHEREAS, Article 3 Directors, Section 1, states that the affairs of the Corporation shall be managed by the Board of Directors which will consist of the following Officers of the Board of Commissioners of the Housing Authority of the City of Austin: (1) Chairperson; (2) Vice Chairperson; (2) Second Vice Chairperson; and (3) Secretary.

WHEREAS, Article 3 Directors, Section 6, states vacancies on the Board of Directors shall exist upon: (a) the death, resignation, or removal of any Director; (b) an increase in the authorized number of Directors. If vacancies should occur for either of these two reasons, positions will be filled by the person designated to appoint candidates to the Board of Commissioners of the Housing Authority of the City of Austin.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors for the Blueprint Housing Solutions approves 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 21st day of March 2024.

Michael G. Gerber, Secretary

Chairperson

Blueprint Housing Solutions, Inc.
Board of Directors

Election of Officers
March 21, 2024

Current Officers

Chairperson: Dr. Tyra Duncan-Hall

Vice-Chairperson: Edwina Carrington

Chairperson: _____
Nominated by: _____
Seconded by: _____

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

APPROVED:

Chairperson: _____

Vice-Chairperson: _____

**BYLAWS
OF
BLUEPRINT HOUSING SOLUTIONS, INC.**

**ARTICLE 1
CORPORATE OFFICES**

SECTION 1. REGISTERED OFFICES

The address of the registered office of the Corporation is: 1124 South IH-35, Austin, Texas 78704. The registered office may be changed only by filing duly made with the Secretary of the State of Texas.

SECTION 2. PRINCIPAL OFFICE

The address of the principal office of the Corporation is: 1124 South IH-35, Austin, Texas 78704.

SECTION 3. CHANGE OF ADDRESS

The designation of the county or state of the Corporation's principal office may be changed by amendment to these Bylaws.

**ARTICLE 2
NONPROFIT PURPOSES**

SECTION 1. IRC SECTION 115 PURPOSES

This Corporation is organized exclusively for one or more of the purposes as specified in Section 115 of the Internal Revenue Code, including, for such purposes as the making of distributions to organizations that qualify as exempt organizations under Section 115 of the Internal Revenue Code.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

Blueprint Housing Solutions, Inc. (hereafter "Blueprint Housing Solutions") is organized exclusively for such purposes as:

- a) engaging in or assisting in the development or operation of low income housing, including consulting, training and outsourcing services; and
- b) the making of distributions to organizations that qualify as exempt organizations under Section 115 of the Internal Revenue Code, or the corresponding section of any future federal code.

**ARTICLE 3
DIRECTORS**

SECTION 1. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by the Board of Commissioners of the Housing Authority of the City of Austin (HACA). The Commissioners of HACA shall elect three of the Commissioners to serve as the following Board Officers: (1) Chairperson; (2) Vice-Chairperson; and (3) Second Vice-Chairperson. There shall also be a Secretary of the Board of Commissioners who will not be a Commissioner, but rather the President and CEO of HACA. The HACA Board of Commissioners shall constitute and is referred to hereinafter as the Board of Directors.

SECTION 2. POWERS

The business and affairs of the Corporation and all corporate powers shall be exercised by or under the authority of the Board of Directors and shall be subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws.

SECTION 3. DUTIES GENERALLY

It shall be the duty of the Directors to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation.
- c) Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly;
- d) Meet at such times and places as required by these Bylaws;
- e) Register their address with the Secretary of the Corporation. Notices of meetings mailed, sent by facsimile, emailed or personally delivered to them at such addresses shall be valid notices thereof.

SECTION 4. DUTIES AS TO EACH DIRECTOR

- a) **Chairperson** – The Chairperson shall preside at all meetings of Blueprint Housing Solutions. Except as otherwise authorized by resolution of Blueprint Housing Solutions, the Chairperson shall sign all contracts, deeds, and other instruments made by Blueprint Housing Solutions. At each meeting, the Chairperson shall submit such recommendations and information as he/she may consider proper concerning the business, affairs and policies of Blueprint Housing Solutions.
- b) **Vice-Chairperson** – The Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson and in case of the resignation or death of the Chairperson, the Vice-Chairperson shall perform such duties as are imposed on the Chairperson until such time as Blueprint Housing Solutions shall appoint a new Chairperson.
- c) **Second Vice Chairperson** – The Second Vice-Chairperson shall perform the duties of the Vice-Chairperson in the absence or incapacity of the Vice-Chairperson. In the event of the resignation or death of the Vice-Chairperson, the Second Vice-Chairperson shall perform such duties as imposed on the Vice-Chairperson until such a time as Blueprint Housing Solutions shall appoint a new Vice-Chairperson.
- d) **Secretary** – The Secretary shall be the President/Chief Executive Officer of the Housing Authority of the City of Austin. The Secretary shall keep the record of Blueprint Housing Solutions, shall act as Secretary of the meetings of Blueprint Housing Solutions and record all votes, shall keep a record of the proceedings of Blueprint Housing Solutions in a journal of proceedings to be kept for such purpose,

and shall perform all duties incident to his/her office. He/she shall keep the seal of Blueprint Housing Solutions in safe custody and shall have power to affix such seal to all contracts and such instruments authorized to be executed by Blueprint Housing Solutions.

The Board hereby designates and authorizes the Secretary of Blueprint Housing Solutions to execute any and all documents that are necessary to enter into binding contracts on behalf of Blueprint Housing Solutions and the Board. He/she shall have the care and custody of all funds of Blueprint Housing Solutions and shall deposit in the name of Blueprint Housing Solutions in such banks as Blueprint Housing Solutions may select. The Secretary shall sign all orders and checks for the payment of money and shall pay out and disburse such moneys under the direction of Blueprint Housing Solutions. Except as otherwise authorized by a resolution of Blueprint Housing Solutions, all such orders and checks shall be countersigned by the Chairperson. The Secretary shall keep regular book of accounts showing receipts and expenditures and, if requested to do so by one or more of the Directors, shall render to Blueprint Housing Solutions, at each regular meeting, an account of his/her transactions and also of the financial condition of Blueprint Housing Solutions. He/she shall give such bond for the faithful performance of his/her duties as Blueprint Housing Solutions may determine. The compensation of the Secretary shall be determined by Blueprint Housing Solutions.

In absence of the Secretary, the Assistant Secretary, who shall be the Vice-President of Blueprint Housing Solutions, shall have such powers and perform such duties as the Secretary, respectively, or as the Board of Directors or President may prescribe. During the lengthy absence of the Secretary, the Assistant Secretary may respectively perform the functions of the Secretary.

SECTION 5. TERM OF OFFICE

Directors shall be entitled to hold office until their successors are appointed and qualified.

SECTION 6. VACANCIES

Vacancies on the Board of Directors shall exist upon: (a) the death, resignation, or removal of any Director; or (b) an increase in the authorized number of Directors. If vacancies should occur for either of these two reasons, positions will be filled by the person designated to appoint candidates to the Board of Commissioners of the Housing Authority of the City of Austin.

SECTION 7. REMOVAL OF DIRECTORS

Any individual Director may be removed from office if the Director ceases to serve as a member of the Board of Commissioners of the Housing Authority of the City of Austin.

SECTION 8. PLACE OF REGULAR MEETINGS

The regular meetings of the Board of Directors shall be held at the same place as the regular meetings of the Housing Authority of the City of Austin. Generally, that place will be at 1124 South IH-35 in Austin, Texas, unless the Directors, by resolution, designate another place at the previous regular meeting. However, every quarter, a