

# **EQUITY CLT**

## **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  
EQUITY, CLT**

**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. 00011: 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. 00012: Election of Officers for the Equity CLT

**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.

**EQUITY CLT**  
**BOARD ACTION REQUEST**  
**ITEM NO. 1.**

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**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 Equity CLT Minutes Summary**

**EQUITY CLT  
BOARD OF DIRECTORS  
ANNUAL BOARD MEETING**

**April 20, 2023**

**SUMMARY OF MINUTES**

**EQUITY CLT 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**

Charles Bailey, HACA Vice-Chairperson called the Board of Directors Annual Board Meeting of Equity CLT, 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:**

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

**MEMBER(S) ABSENT:**

Carl S. Richie, Jr., Director

**ALSO PRESENT:**

Bill Walter, Coats Rose  
Lauren Aldredge, Cokinis 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** – 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 24, 2022**

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

**ITEM 2: Presentation, Discussion, and Possible Action regarding Resolution No. 00009: 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 Duncan-Hall** moved the Approval of Resolution No. 00009: 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. **2<sup>nd</sup> Vice-Chairperson Apostolou** seconded the motion. The motion Passed (4-Ayes and 0-Nays).

**ACTION ITEMS**

**ITEM 3: Presentation, Discussion, and Possible Action regarding Resolution No. 00010: Election of new Officers for the Equity CLT**

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 Equity CLT Board of Directors. Resolution No. 00010 approves the following board officers: Chairperson-Edwina Carrington; Vice-Chairperson-Charles Bailey; 2<sup>nd</sup> Vice-Chairperson-Mary Apostolou.

**Chairperson Carrington** moved to Approve Resolution No. 00010: Election of new Officers for Equity CLT. The new officers for Equity CLT are Chairperson-Edwina Carrington; Vice-Chairperson-Charles Bailey; 2<sup>nd</sup> Vice-Chairperson-Mary Apostolou. **2<sup>nd</sup> Vice-Chairperson Apostolou** seconded the motion. The motion Passed (4-Ayes and 0-Nays).

**2<sup>nd</sup> Vice-Chairperson Apostolou** moved to adjourn the meeting. **Director Duncan-Hall** seconded the motion. The motion

Passed (4-Ayes and 0-Nays).

The meeting adjourned at 1:12 p.m.

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**Michael G. Gerber, Secretary**

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**Edwina Carrington, Chairperson**

**EQUITY CLT**  
**BOARD ACTION REQUEST**  
**RESOLUTION NO. 00011**  
**ITEM NO. 2.**

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**MEETING DATE:** March 21, 2024

**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 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. 00011: 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. 00011 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. 00011 to ratify all actions taken by the Equity CLT's Board of Directors during the 2023-2024 Fiscal Year.

**RESOLUTION NO. 00011**

**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 Equity CLT Board of Directors during the 2023-2024 Fiscal Year, the Equity CLT 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 Equity CLT'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 Equity CLT 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



**EQUITY CLT**  
**BOARD ACTION REQUEST**  
**RESOLUTION NO. 00012**  
**ITEM NO. 3.**

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**MEETING DATE:** March 21, 2024

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

**ITEM TITLE:** Presentation, Discussion, and Possible Action regarding Resolution No. 00012:  
Election of Officers for the Equity CLT

**BUDGETED ITEM:** N/A

**TOTAL COST:** N/A

**ACTION**

Motion to approve Resolution No. 00012 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 officers for the Equity CLT Board of Directors. A list of current officers is attached.

**ATTACHMENTS:**

- ▣ **2024 Equity Slate of Officers**
- ▣ **Equity CLT Bylaws**

**RESOLUTION NO. 00012**

**ELECTION OF THE OFFICERS OF THE EQUITY CLT BOARD OF DIRECTORS**

**WHEREAS**, the Equity CLT 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 Equity CLT 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

**Equity CLT**  
**Board of Directors**

**Election of Officers**  
**March 21, 2024**

Current Officers

Chairperson: Edwina Carrington

Vice-Chairperson: Chuck Bailey

2<sup>nd</sup> Vice-Chairperson: Mary Apostolou

Chairperson: \_\_\_\_\_  
Nominated by: \_\_\_\_\_  
Seconded by: \_\_\_\_\_

Vice-Chair: \_\_\_\_\_  
Nominated by: \_\_\_\_\_  
Seconded by: \_\_\_\_\_

2<sup>nd</sup> Vice-Chair: \_\_\_\_\_  
Nominated by: \_\_\_\_\_  
Seconded by: \_\_\_\_\_

**APPROVED:**

Chairperson: \_\_\_\_\_

Vice-Chairperson: \_\_\_\_\_

2<sup>nd</sup> Vice-Chairperson: \_\_\_\_\_

**SECTION 3. IRC SECTION 501(C)(3) PURPOSES.** Notwithstanding any other provision of these bylaws, the Corporation is intended to and shall operate exclusively subject to the restrictions and one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

**SECTION 4. SPECIFIC OBJECTIVES AND PURPOSES.** The Corporation will provide permanently affordable, sustainable housing to low-income families and individuals located in the area of operation of the Housing Authority under applicable law. Housing provided by the Corporation will be made available exclusively to individuals and families whose income is at or below 80% of the area median income. To achieve this objective and purpose, the Corporation will provide one or more housing projects by use of a community land trust model. Under that model, the Corporation will acquire and hold improved or unimproved land for the benefit of developing and preserving long-term affordable housing projects. The Corporation will retain ownership of the land on which the housing project is located, but will sell the house and other improvements to eligible and qualified purchasers subject to the Corporation's ground lease and with appropriate controls over the purchaser's resale of those improvements. Those resale controls will provide a return on the purchaser's equity while also ensuring the continuing affordability of the housing project for future purchasers. To achieve this purpose the Corporation is authorized to exercise all powers granted to a Housing Authority under § 392.052 of the Texas Local Government Code, specifically including without limitation the authority to provide decent, safe, and sanitary urban or rural housing for persons of low income, including buildings, land, equipment, facilities, and other real or personal property for necessary, convenient, or desirable appurtenances, streets, sewers, water service, and parks, or for other purposes, including site preparation, gardening, administrative, community, health, recreational, educational, or welfare purposes, and to plan buildings and other improvements, acquire property, demolish structures, construct, reconstruct, alter, and repair improvements, and perform other related work.

### **ARTICLE 3 DIRECTORS**

**SECTION I. BOARD OF DIRECTORS.** 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.

**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; and
- e) Register their address with the Secretary of the Corporation, and notices of meetings mailed or telegraphed 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 the Corporation. Except as otherwise authorized by resolution of the Corporation, the Chairperson shall sign all contracts, deeds, and other instruments made by the Corporation. At each meeting, the Chairperson shall submit such recommendations and information as he/she may consider proper concerning the business, affairs and policies of the Corporation.
- 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 the Corporation 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 the Corporation 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 the Corporation, shall act as Secretary of the meetings of the Corporation and record all votes, and shall keep a record of the proceedings of the Corporation 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 in safe custody, the seal of the Corporation and shall have power to affix such seal to all contracts and such instruments authorized to be executed by the Corporation.

The Board hereby designates and authorizes the Secretary of the Corporation to execute any and all documents that are necessary to enter into binding contracts on behalf of the Corporation and the Board. He/she shall have the care and custody of all funds of the Corporation and shall deposit in the name of the Corporation in such banks as the Corporation 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 the Corporation. Except as otherwise authorized by a resolution of the Corporation, 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 Commissioners, shall render to the