

**PATHWAYS ASSET MANAGEMENT, 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  
PATHWAYS ASSET MANAGEMENT, 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 April 20, 2023
2. Presentation, Discussion, and Possible Action regarding Resolution No. 00012: 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. 00013: Election of Officers for the Pathways Asset Management

**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 este 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.

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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.

**PATHWAYS ASSET MANAGEMENT, INC.**

**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 PAMI Minutes Summary**

**PATHWAYS ASSET MANAGEMENT, INC.  
BOARD OF DIRECTORS  
ANNUAL BOARD MEETING**

**April 20, 2023**

**SUMMARY OF MINUTES**

**PATHWAYS ASSET MANAGEMENT, INC. (PAMI) BOARD OF DIRECTORS ANNUAL BOARD MEETING NOTICE WAS POSTED FOR 12:00 P.M. ON THURSDAY, APRIL 20, 2023, AND WAS 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 Pathways Asset Management, Inc., 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  
Mary Apostolou, Vice-Chairperson  
Edwina Carrington, 2<sup>nd</sup> Vice-Chairperson  
Charles Bailey, 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** – 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. **Vice-Chairperson Apostolou** seconded the motion. The motion Passed (4-Ayes and 0-Nays).

**ITEM 2: Presentation, Discussion, and Possible Action regarding Resolution No. 00010: 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. 00010 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. 00010: 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. **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. 00011: Election of new Officers for Pathways Asset Management, Inc.**

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 Pathways Asset Management, Inc. Board of Directors. Resolution No. 00011 approves the following board officers: Chairperson-Dr. Tyra Duncan-Hall; Vice-Chairperson-Mary Apostolou; 2nd Vice-Chairperson-Edwina Carrington.

**2<sup>nd</sup> Vice-Chairperson Carrington** moved to Approve Resolution No. 00011: Election of new Officers for Pathways Asset Management, Inc. The new officers for Pathways Asset Management, Inc. are Chairperson-Dr. Tyra Duncan-Hall; Vice-Chairperson-Mary Apostolou; 2nd Vice-Chairperson-Edwina Carrington. **Vice-Chairperson Apostolou** seconded the motion. The motion Passed (4-Ayes and 0-Nays).

**Chairperson Duncan-Hall** moved to adjourn the meeting. **2<sup>nd</sup> Vice-Chairperson Carrington** 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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**Dr. Tyra Duncan-Hall, Chairperson**

**PATHWAYS ASSET MANAGEMENT, INC.**

**BOARD ACTION REQUEST**

**RESOLUTION NO. 00012**

**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. 00012: 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. 00012: 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. 00012 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. 00012 to ratify all actions taken by the Board of Directors during the 2023-2024 Fiscal Year.

**RESOLUTION NO. 00012**

**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 Pathways Asset Management Board of Directors during the 2023-2024 Fiscal Year, the Pathways Asset Management 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 Pathways Asset Management'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 Pathways Asset Management 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 21<sup>st</sup> of March 2024.

\_\_\_\_\_  
Michael G. Gerber, Secretary

\_\_\_\_\_  
Chairperson



**PATHWAYS ASSET MANAGEMENT, INC.**

**BOARD ACTION REQUEST**

**RESOLUTION NO. 00013**

**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. 00013:  
Election of Officers for the Pathways Asset Management

**BUDGETED ITEM:** N/A

**TOTAL COST:** N/A

**ACTION**

Motion to approve Resolution No. 00013 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 Pathways Asset Management Board of Directors. A list of current officers is attached.

**ATTACHMENTS:**

- ▣ **2024 PAMI Slate of Officers**
- ▣ **PAMI Bylaws**

**RESOLUTION NO. 00013**

**ELECTION OF THE OFFICERS OF THE PATHWAYS ASSET MANAGEMENT  
BOARD OF DIRECTORS**

**WHEREAS**, the Pathways Asset Management 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 Pathways Asset Management 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

**Pathways Asset Management, Inc.**  
**Board of Directors**

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

Current Officers

Chairperson: Tyra Duncan-Hall  
Vice-Chairperson: Mary Apostolou  
2<sup>nd</sup> Vice-Chairperson: Edwina Carrington

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: \_\_\_\_\_

developments owned and operated by the Housing Authority of the City of Austin (HACA), the governmental agency for the benefit of which PAMI was organized. These social and human services will be support activities that enrich the health and welfare of residents of HACA and PAMI developments, such as sports programs, educational programs, training programs, family counseling, and related services.

**ARTICLE3**  
**DIRECTORS**

**SECTION 3.1 BOARD OF DIRECTORS**

The Affairs of the Corporation shall be managed by the Board of Directors which will consist of no less than five (5) members of the Board of Commissioners of the Housing Authority of the City of Austin or their successors.

**SECTION 3.2 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 3.3 DUTIES**

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, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof

**SECTION 3.4 ACTION BY CONSENT OF BOARD WITHOUT MEETING**

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, and with the same force and effect as a unanimous vote of Directors, if all members of the Board consent in writing to the action. Such consent may be given individually or collectively.

**SECTION 3.5 TERM OF OFFICE**

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

**SECTION 3.6 VACANCIES**

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.

**SECTION 3.7 REMOVAL OF DIRECTORS**

The entire Board of Directors or 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 3.8 PLACE OF MEETINGS**

Meetings of the Board of Directors shall be held at any place within or without the City of Austin that may be designated from time to time by resolution of Board or by written consent of all members of the Board.

**SECTION 3.9 REGULAR MEETINGS**

Regular meetings of the Board of Directors shall be held at such times as the Directors may determine.

**SECTION 3.10 CALL OF SPECIAL MEETING**

Special meetings of the Board of Directors for any purpose may be called at any time by the President or, if the President is absent or unable or refuses to act, by any Vice President or any two Directors. Written notices of the special meetings, stating the time and in general terms the purpose or purposes thereof, shall be mailed one week before, or telegraphed or personally delivered to each Director not later than five days before, the day appointed for the meeting.

**SECTION 3.11 QUORUM**

The presence at any Directors' meeting of a majority of the authorized number of Directors shall be necessary to constitute a quorum to transact any business, except to adjourn. If a quorum is present, every act done or resolution passed by a majority of the Directors present shall be the act of the Board of Directors.

**SECTION 3.12 CONDUCT OF MEETING**

At every meeting of the Board of Directors, the President shall preside, or in the absence, a Vice President designated by the President, or in the absence of such designation, a Chairman chosen by the majority of the Directors present. The Secretary of the Corporation shall act as Secretary of the Board of Directors. When the Secretary is absent from any meeting, the Chairman may appoint any person to act as Secretary of the meeting.