

EQUITY CLT

BOARD OF DIRECTORS Annual Meeting

**Thursday, April 3, 2025
8:00 AM**

HACA Central Office, 1124 S. Interstate Highway 35
Join Zoom Meeting <https://bit.ly/4kyDaNm> Meeting ID: 889 9118 6444
Passcode: 800710
Austin, TX

**PUBLIC NOTICE OF A MEETING
TAKE NOTICE OF A BOARD OF DIRECTORS
ANNUAL BOARD MEETING
EQUITY, CLT**

**TO BE HELD AT
HACA Central Office, 1124 S. Interstate Highway 35
Join Zoom Meeting <https://bit.ly/4kyDaNm> Meeting ID: 889 9118 6444 Passcode: 800710
Austin, TX
(512.477.4488
Thursday, April 3, 2025
8:00 AM**

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 March 21, 2024
2. Presentation, Discussion, and Possible Action regarding Resolution No. 00014: Election of new Officers for 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 x 2104.

EQUITY CLT
BOARD ACTION REQUEST
ITEM NO. 1.

MEETING DATE: April 3, 2025

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 March 21, 2024

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 March 21, 2024.

ATTACHMENTS:

- ▣ **20240321 Equity Minutes Summary**

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

March 21, 2024

SUMMARY OF MINUTES

EQUITY, CLT (HACA) BOARD OF DIRECTORS ANNUAL BOARD MEETING NOTICE WAS POSTED FOR 12:00 P.M. ON THURSDAY, MARCH 21, 2024, AND WAS HELD AT CHALMERS COURTS EAST, 1700 E. 3RD STREET, AUSTIN, TX AND VIRTUALLY

CALL TO ORDER, ROLL CALL, CERTIFICATION OF QUORUM

Dr. Tyra Duncan-Hall, Director called the Board of Directors Annual Board Meeting of Equity, CLT, of March 21, 2024, to order, at 12:19 p.m. The meeting was held at Chalmers Courts East, 1700 E. 3rd Street, Austin, TX

Roll call certified a quorum was present.

MEMBERS PRESENT:

Edwina Carrington, Chairperson (via Zoom)
Charles Bailey, Vice-Chairperson (via Zoom)
Mary Apostolou, 2nd Vice-Chairperson
Dr. Tyra Duncan-Hall, Director
Carl S. Richie, Jr., Director

MEMBER(S) ABSENT:

ALSO IN ATTENDANCE:

Lauren Aldredge, Cokinios Law Firm

STAFF PRESENT:

Ann Gass, Barbara Chen, Jimi Teasdale, Jorge Sanchez, Keith Swenson, Kelly Crawford, Leilani Lim-Villegas, Lisa Garcia, Michael Cummings, Michael Gerber, Nidia Hiroms, Nora Velasco, and Ron Kowal

PUBLIC COMMUNICATION – None.

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 April 20, 2023

Director Duncan-Hall moved the Approval of the Board Minutes Summary for the Board Meeting held on April 20, 2023. **2nd Vice-Chairperson Apostolou** seconded the motion. The motion Passed (5-Ayes and 0-Nays).

ITEM 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 resolutions

Director Duncan-Hall moved the Approval of 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. **2nd Vice-Chairperson Apostolou** seconded the motion. The motion Passed (5-Ayes and 0-Nays).

ACTION ITEMS

ITEM 3: Presentation, Discussion, and Possible Action regarding Resolution No. 00012: Election of Officers for the Equity CLT

With the current officer terms expiring at the end of April 2024, and new terms beginning May 1, 2024, it is necessary for the Board to elect officers for Equity CLT Board of Directors. Resolution No. 00012 approves the following board officers: Chairperson-Edwina Carrington; Vice-Chairperson-Charles Bailey; 2nd Vice-Chairperson-Mary Apostolou.

Director Duncan-Hall moved to Approve Resolution No. 00012: Election of Officers for Equity CLT. The officers for Equity CLT are Chairperson-Edwina Carrington; Vice-Chairperson-Charles Bailey; 2nd Vice-Chairperson-Mary Apostolou. **Director Richie** seconded the motion. The motion Passed (5-Ayes and 0-Nays).

2nd Vice-Chairperson Apostolou moved to adjourn the meeting. **Director Duncan-Hall Carrington** seconded the motion. The motion Passed (5-Ayes and 0-Nays).

The meeting adjourned at 2:35 p.m.

Michael G. Gerber, Secretary

Chairperson

EQUITY CLT
BOARD ACTION REQUEST
RESOLUTION NO. 00014
ITEM NO. 2.

MEETING DATE: April 3, 2025

STAFF CONTACT: Michael Gerber, President & CEO

ITEM TITLE: Presentation, Discussion, and Possible Action regarding Resolution No. 00014:
Election of new Officers for Equity CLT

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, and new terms beginning May 1, 2025, it is necessary for the Board to elect new officers for Equity CLT Board of Directors. Current officers are listed below:

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

ATTACHMENTS:

- ▣ **2025 Equity Slate of Officers**
- ▣ **Equity CLT Bylaws**

RESOLUTION NO. 00014

ELECTION OF THE OFFICERS OF EQUITY CLT BOARD OF DIRECTORS

WHEREAS, 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 Equity CLT 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 3rd day of April 2025.

Michael G. Gerber, Secretary

Chairperson

**2025 Equity CLT
Board of Directors**

**Election of Officers
April 3, 2025**

Current Officers

Chairperson: Edwina Carrington

Vice-Chairperson: Chuck 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: _____

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