

**PATHWAYS ASSET MANAGEMENT, INC.**

**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  
PATHWAYS ASSET MANAGEMENT, INC.**

**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 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. 00006: Election of new Officers for Pathways Asset Management, 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.

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\*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.

**PATHWAYS ASSET MANAGEMENT, INC.**

**BOARD ACTION REQUEST**

**ITEM NO. 1.**

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**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 PAMI Minutes Summary**

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

**March 21, 2024**

**SUMMARY OF MINUTES**

**PATHWAYS ASSET MANAGEMENT, INC. (HACA) BOARD OF DIRECTORS ANNUAL BOARD MEETING NOTICE WAS POSTED FOR 12:00 P.M. ON THURSDAY, MARCH 21, 2024, AND WAS AT CHALMERS COURTS EAST, 1700 E. 3<sup>RD</sup> STREET, AUSTIN, TX AND VIRTUALLY**

**CALL TO ORDER, ROLL CALL, CERTIFICATION OF QUORUM**

Dr. Tyra Duncan-Hall, Chairperson called the Board of Directors Annual Board Meeting of PATHWAYS ASSET MANAGEMENT, INC., of March 21, 2024, to order, at 12:20 p.m. The meeting was held at Chalmers Courts East, 1700 E. 3rd Street, 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 (via Zoom)  
Charles Bailey, Director (via Zoom)  
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**

**Vice-Chairperson Apostolou** moved the Approval of the Board Minutes Summary for the Board Meeting held on April 20, 2023. **Director Bailey** seconded the motion. The motion Passed (5-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 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**

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

**ACTION ITEMS**

**ITEM 3: Presentation, Discussion, and Possible Action regarding Resolution No. 00013: Election of Officers for the Pathways Asset Management, Inc.**

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 Pathways Asset Management, Inc. Board of Directors. Resolution No. 00013 approves the following board officers: Chairperson-Dr. Tyra Duncan-Hall; Vice-Chairperson-Mary Apostolou; 2nd Vice-Chairperson-Edwina Carrington.

**Director Richie** moved to Approve Resolution No. 00013: Election of Officers for Pathways Asset Management, Inc. The officers for Pathways Asset Management, Inc. are Chairperson-Dr. Tyra Duncan-Hall; Vice-Chairperson-Mary Apostolou; 2nd

Vice-Chairperson-Edwina Carrington. **Director Bailey** seconded the motion. The motion Passed (5-Ayes and 0-Nays).

**2<sup>nd</sup> Vice-Chairperson Carrington** moved to adjourn the meeting. **Vice-Chairperson Apostolou** seconded the motion. The motion Passed (5-Ayes and 0-Nays).

The meeting adjourned at 2:36 p.m.

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**Michael G. Gerber, Secretary**

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**Chairperson**

**PATHWAYS ASSET MANAGEMENT, INC.**

**BOARD ACTION REQUEST**

**RESOLUTION NO. 00006**

**ITEM NO. 2.**

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**MEETING DATE:** April 3, 2025

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

**ITEM TITLE:** Presentation, Discussion, and Possible Action regarding Resolution No. 00006:  
Election of new Officers for Pathways Asset Management, Inc.

**BUDGETED ITEM:** N/A

**TOTAL COST:** N/A

**ACTION**

Motion to approve Resolution No. 00006 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 Pathways Asset Management, Inc. Board of Directors. Current officers are listed below:

Chairperson: Tyra Duncan-Hall

Vice-Chairperson: Mary Apostolou

2nd Vice-Chairperson: Edwina Carrington

**ATTACHMENTS:**

- ▣ **2025 PAMI Slate of Officers**
- ▣ **PAMI Bylaws**

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**RESOLUTION NO. 00006**

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

**WHEREAS**, 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 Pathways Asset Management 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**



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

**Election of Officers**  
**April 3, 2025**

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.