

**AUSTIN AFFORDABLE CONTRACTORS PFC
ANNUAL BOARD MEETING**

**Tuesday, March 17, 2026
12:00 PM**

1124 S. IH 35,

Join Zoom Meeting <http://bit.ly/3NcemPm> Meeting ID: 851 4410 7960; Passcode:
363411
Austin, TX

**PUBLIC NOTICE OF A MEETING
TAKE NOTICE OF A BOARD OF DIRECTORS
ANNUAL MEETING
OF THE AUSTIN AFFORDABLE CONTRACTORS PFC**

**TO BE HELD AT
1124 S. IH 35,**

**Join Zoom Meeting <http://bit.ly/3NcemPm> Meeting ID: 851 4410 7960; Passcode: 363411
Austin, TX
(512.477.4488)**

**Tuesday, March 17, 2026
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 3, 2025

ACTION ITEMS

2. Presentation, Discussion, and Possible Action regarding Resolution No. 00007: Approval of Revisions to the Austin Affordable Contractors PFC Certificate of Formation and Bylaws
3. Presentation, Discussion, and Possible Action regarding Resolution No. 00006: Election of new Officers for the Austin Affordable Contractors PFC (AACPFC)

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.

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; TTYusers route through Relay Texas at 711. For more information on HACA, please contact Nidia Hiroms at 512.477.4488 x 2104.

AUSTIN AFFORDABLE CONTRACTORS PFC

BOARD ACTION REQUEST

**Executive
ITEM 1.**

MEETING DATE: March 17, 2026
STAFF CONTACT: Nidia Hiroms
ITEM TITLE: Presentation, Discussion, and Possible Action regarding the Approval of the Board Minutes Summary for the Board Meeting held on April 3, 2025
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 3, 2025.

SUMMARY

Background:

Process:

Staff Recommendation:

ATTACHMENTS:

20250403 AACPFC Final Minutes Summary

**AUSTIN AFFORDABLE CONTRACTORS PFC, INC.
BOARD OF DIRECTORS
ANNUAL BOARD MEETING**

APRIL 3, 2025

SUMMARY OF MINUTES

THE AUSTIN AFFORDABLE CONTRACTORS PFC, INC. (AACPFC) BOARD OF DIRECTORS ANNUAL MEETING NOTICE WAS POSTED FOR 8:00 AM ON THURSDAY, APRIL 3, 2025, AND WAS HELD AT THE HACA CENTRAL OFFICE, 1124 S. IH 35, AUSTIN, TX AND VIRTUALLY

CALL TO ORDER, ROLL CALL, CERTIFICATION OF QUORUM

The Board of Directors Annual Board Meeting of the Austin Affordable Contractors PFC, Inc., of April 3, 2025, was called to order by Carl S. Richie, Jr. HACA Chairperson, at 8:17 am. The meeting was held at the HACA Central Office, 1124 S. IH 35, TX 78704

Roll call certified a quorum was present.

MEMBERS PRESENT:

Edwina Carrington, Chairperson
Mary Apostolou, 2nd Vice-Chairperson
Carl S. Richie, Jr., Director
Dr. Tyra Duncan-Hall, Director

MEMBER(S) ABSENT:

ALSO IN ATTENDANCE:

Lauren Aldredge, Cokinios Law Firm
Bill Walter, Coats Rose

STAFF PRESENT:

Ann Gass, Barbara Chen, Brittley Baker, Crystal James, Daniel Ruiz, Jimi Teasdale, Jorge Vazquez, Katie Richardson, Keith Swenson, Kelly Crawford, Ken Bodden, Laura Bodai, Leilani Lim-Villegas, Lisa Garcia, Michael Cummings, Michael Gerber, Nidia Hiroms, Ron Kowal, Suzanne Schwertner and Sylvia Calderon

PUBLIC COMMUNICATION – NONE

Director Richie left the meeting at 9:02 am

CONSENT ITEMS

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 October 17, 2024

2nd Vice-Chair Apostolou moved to Approve the Board Minutes Summary for the Board Meeting held on October 17, 2024.

Director Duncan-Hall seconded the motion. The motion Passed (3-Ayes and 0-Nays).

ITEM 2: Presentation, Discussion, and Possible Action regarding Resolution No. 00003: Election of new Officers for the Austin Affordable Contractors PFC

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 the Austin Affordable PFC Board of Directors. The Board elected the following:

Chairperson: Edwina Carrington
Vice-Chairperson: Mary Apostolou
2nd Vice-Chairperson: Carl S. Richie, Jr.

2nd Vice-Chair Apostolou moved to Approve Resolution No. 00003: Election of new Officers for the Austin Affordable Contractors PFC. The Board elected the following: Chairperson: Edwina Carrington; Vice-Chairperson: Mary Apostolou; 2nd Vice-Chairperson: Carl S. Richie, Jr. **Director Duncan-Hall** seconded the motion. The motion Passed (3-Ayes and 0-Nays).

EXECUTIVE SESSION

The Board did not recess into Executive Session.

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

April 3, 2025

Page 1 of 2

Page 5 of 19

Passed (3-Ayes and 0-Nays).

The meeting adjourned at 10:17 am.

Michael G. Gerber, Secretary

Chairperson

AUSTIN AFFORDABLE CONTRACTORS PFC

BOARD ACTION REQUEST

Executive ITEM 2.

MEETING DATE: March 17, 2026
STAFF CONTACT: Michael Gerber
ITEM TITLE: Presentation, Discussion, and Possible Action regarding Resolution No. 00007: Approval of Revisions to the Austin Affordable Contractors PFC Certificate of Formation and Bylaws
BUDGETED ITEM: N/A
TOTAL COST: N/A

ACTION

Presentation, Discussion, and Possible Action regarding Resolution No. 00007: Approval of Revisions to the Austin Affordable Contractors PFC Certificate of Formation and Bylaws.

SUMMARY

Background:

This item requests Board approval of proposed amendments to the Certificate of Formation and bylaws of the Austin Affordable Contractors PFC (AACPFC) to reflect conforming updates and to address identified governance issues related to subsidiary board vacancy appointments.

Process:

Outside general counsel conducted a comprehensive review of HACA's bylaws and the bylaws of all subsidiary entities. The review included conforming updates associated with the Authority's approved name change to Austin Housing Authority and an analysis of board appointment and vacancy-filling provisions across the Authority's subsidiary entities.

Summary of Proposed Changes:

- Conforming and technical updates to reflect the approved organizational name change across governing documents.
- Uniform amendments to the bylaws of six subsidiary entities to vest board vacancy-filling authority exclusively in Austin Housing Authority's Board of Commissioners by majority vote.

Approval of the proposed revisions will reflect the approved new organization name, address governance risks, strengthen subsidiary board independence, ensure legal compliance, and maintain consistency across governing documents.

Staff Recommendation:

Approval of Revisions to the Austin Affordable Contractors PFC Certificate of Formation and Bylaws.

ATTACHMENTS:

Austin Affordable Contractors PFC Amended Bylaws redlined

RESOLUTION NO. 00007

A RESOLUTION APPROVING REVISIONS TO AUSTIN AFFORDABLE CONTRACTORS PFC CERTIFICATE OF FORMATION AND BYLAWS

WHEREAS, the Board of Commissioners has oversight responsibility for the Housing Authority of the City of Austin (d/b/a Austin Housing Authority) and its subsidiary entities;

WHEREAS, outside general counsel reviewed the bylaws of the Authority and its subsidiaries and recommended revisions for conformity and governance compliance;

WHEREAS, the Board finds the proposed revisions to be in the best interest of the Authority and its subsidiaries;

NOW, THEREFORE, IT IS HEREBY RESOLVED, that:

1. The revised Certificate of Formation and bylaws are approved by Austin Affordable Contractors PFC Board of Directors.
2. The President & CEO is authorized to finalize and maintain the approved bylaws.

PASSED, APPROVED AND ADOPTED this 17th day of March, 2026.

Michael Gerber, Secretary

Chairperson

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**CERTIFICATE OF FORMATION
OF**

AUSTIN AFFORDABLE CONTRACTORS PUBLIC FACILITY CORPORATION

A PUBLIC FACILITY CORPORATION AND
INSTRUMENTALITY OF
THE HOUSING AUTHORITY OF THE CITY OF AUSTIN

Pursuant to the Texas Business Organizations Code, Austin Affordable Contractors Public Facility Corporation (the "Corporation"), a nonprofit corporation incorporated under the laws of the State of Texas, and public nonprofit corporation under the Public Facility Corporation Act, as amended, Chapter 303, Texas Local Government Code (the "Act") with the approval of the Board of Commissioners of the Austin Housing Authority (AHA) (legally the Housing Authority of the City of Austin (the "Authority"), as evidenced by the resolution attached hereto as Exhibit "A" and made a part of this Certificate of Formation for all purposes, does hereby adopt the following Certificate of Formation for the Corporation:

**ARTICLE ONE
NAME**

The name of the Corporation is the "Austin Affordable Contractors Public Facility Corporation".

**ARTICLE TWO
AUTHORIZATION**

The Corporation is a nonprofit public corporation.

**ARTICLE THREE
DURATION**

Subject to the provisions of Article Thirteen hereof, the period of duration of the Corporation is perpetual.

**ARTICLE FOUR
PURPOSE AND LIMITATIONS**

(a) The Corporation is organized exclusively for the purpose of assisting the Authority in financing, refinancing, owning or providing public facilities. The Corporation shall have and possess the broadest possible powers to finance obligations issued or incurred in accordance with existing law, to provide for the acquisition, construction, rehabilitation, renovation, repair, equipping, furnishing and placement in service of public facilities of the Authority under the terms of the Act. The corporation is authorized to issue "bonds" as defined and permitted by the Act on behalf of the Authority; provided, however, no bonds, notes, interim certificates, or other evidence of indebtedness may be issued by the Corporation unless such

bonds are first approved by resolution of the Authority. The Corporation is a public corporation, a constituted authority, and a public instrumentality within the meaning of the Act, the United States Treasury Department, the rulings of the Internal Revenue Service prescribed and promulgated pursuant to section 103 and 141 of the Internal Revenue Code of 1986, as amended, and the Corporation is authorized to act on behalf of the Authority as provided in this Certificate of Formation.

(b) In the fulfillment of its corporate purpose, the Corporation shall have and may exercise the powers described in paragraph (a) of this Article, together with all of the other powers granted to corporations that are incorporated under the Act, and to the extent not in conflict with the Act, the Corporation shall additionally have and may exercise all of the rights, powers, privileges, authorities, and functions given by the general laws of the State to nonprofit corporations under the Texas Non-Profit Corporation Act, as amended, Texas Revised Civil Statutes Annotated Article 1396-101, et seq., or any other applicable laws of the State.

(c) The Corporation shall have the purposes and powers permitted by the Act, but the Corporation does not have, and shall not exercise the powers of sovereignty of the Authority, including the power to tax, eminent domain, or police power. However, for the purposes of the Texas Tort Claims Act (Subchapter A, Chapter 101, Texas Civil Practice and Remedies Code), the Corporation is a governmental unit and its actions are governmental functions.

(d) No bonds or other obligations, contracts, or agreements of the Corporation are or shall ever be deemed to be or constitute the contracts, agreements, bonds, other debt instruments, or other obligations or the lending of credit, or a grant of the public money or things of value, of, belonging to, or by the State, the Authority, or any other political corporation, subdivision or agency of the State, or a pledge of the faith and credit of any of them. Any and all of such contracts, agreements, bonds or other debt instruments, and other obligations, contracts and agreements shall be payable solely and exclusively from the revenues and funds received by the Corporation from the sources authorized by the Act and from such other sources as may be otherwise lawfully available and belonging to the Corporation from time to time.

(e) The Authority, in its sole discretion, may alter the Corporation's structure, name, organization, programs, or activities; consistent with the Act and subject to limitations provided by law relating to the impairment of contracts entered into by the Corporation.

ARTICLE FIVE FINANCING

(a) Before the consummation of the sale and delivery of any bonds, the Corporation shall obtain approval by the Authority, evidenced by the adoption of a written resolution.

(b) In the exercise of the powers of the Corporation, the Corporation may enter into a loan, lease, trust, or other agreements as authorized by the Act that are necessary and appropriate to the fulfillment of the public purpose of the Corporation, all of which agreements (and the specific uses, and the method of withdrawals and expenditure of the proceeds of the bonds) must be included as a part of the approval process of the Authority required by paragraph (a) above.

**ARTICLE SIX
MEMBERS**

The Corporation has no members and is a non-stock corporation.

**ARTICLE SEVEN
AMENDMENTS**

This Certificate of Formation may be amended at any time as provided in the Act, to make any changes and add any provisions that might have been included in the Certificate of Formation in the first instance. Any amendment may be accomplished in either of the following manners:

(a) The members of the board of directors of the Corporation shall file with the Authority a written application requesting approval of the amendments to the Certificate of Formation, specifying in such application the amendments proposed to be made. The Authority shall consider such application and, if it shall, by appropriate resolution, duly find and determine that it is advisable that the proposed amendments be made, it shall approve the form of the proposed amendments. The board of directors of the Corporation may then amend the Certificate of Formation by adopting such amendment at a meeting of the board of directors. The Corporation's president or vice president and the secretary of the Authority shall execute the amendment on behalf of the Corporation. The amendment and a certified copy of the resolution of the Authority shall be delivered to the Secretary of State as required by the Act; or

(b) The Authority may, at its sole discretion, and at any time, amend this Certificate of Formation and alter or change the structure, name, organization, programs or activities of the Corporation, or terminate or dissolve the Corporation (subject to the provisions of the Act) by resolution as otherwise provided in the Act.

**ARTICLE EIGHT
ADDRESS**

The street address of the initial registered office of the Corporation is 1124 South IH 35, Austin, Texas 78704, and the name of its initial registered agent at that address is Michael Gerber.

**ARTICLE NINE
BOARD OF DIRECTORS**

(a) The affairs of the Corporation shall be managed by a board of directors, which shall be composed of the Commissioners of the Authority. ~~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 a majority vote of the Board of Commissioners of the Austin Housing Authority. The board of directors shall automatically change each time the Commissioners of the Authority change. Any director shall cease to be a director at the time he or she ceases to be a Commissioner of the Authority.~~ A majority of the entire membership of the board of directors, including any vacancies, is a quorum.

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(b) The initial board of directors shall be composed of five (5) directors. The names and street addresses of the persons who are to serve as the initial directors are as follows:

NAMES	ADDRESSES
Carl S. Richie, Jr.	1124 South IH 35, Austin, Texas 78704
Dr. Tyra Duncan-Hall	1124 South IH 35, Austin, Texas 78704
Edwina Carrington	1124 South IH 35, Austin, Texas 78704
Mary Apostolou	1124 South IH 35, Austin, Texas 78704

Each director shall serve an initial six year term, as subject to the terms of the Act.

(c) The directors shall serve without compensation, but they shall be reimbursed for their actual expenses incurred in the performance of their duties as directors.

(d) The board of directors shall elect a president, vice president, secretary, treasurer and any other officers that the Corporation considers necessary, to serve as executive officers of the Corporation, as more specifically provided in the Corporation's bylaws. The Authority's President and CEO shall serve as the Secretary of the Corporation to provide administrative support services for the Corporation.

(e) Meetings of the board of directors are subject to the Texas Open Meetings Act, Texas Government Code, Chapter 551, and the Corporation is subject to the Texas Public Information Act, Texas Government Code, Chapter 552.

**ARTICLE TEN
BYLAWS**

The initial bylaws of the Corporation shall be adopted by the Corporation's board of directors and shall, together with these Certificate of Formation, govern the initial affairs of the Corporation until and unless amended in accordance with the provisions of the Act and these Certificate of Formation. The bylaws and each amendment and repeal of the bylaws must be approved by the Authority of the Authority by resolution.

**ARTICLE ELEVEN
INCORPORATOR**

The name and street address of each incorporator is:

<u>Name</u>	<u>Address</u>
William D. Walter, Jr.	Terrace 2, 2700 Via Fortuna, Suite 350 Austin, TX 78746

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**ARTICLE TWELVE
AUTHORITY APPROVAL**

(a) The Authority has specifically authorized the Corporation by resolution to act on its behalf to further the public purposes stated in this Certificate of Formation, and the Authority has by resolution approved this Certificate of Formation. A copy of this resolution is on file among the permanent public records of the Authority and the Corporation.

(b) The Authority is the Corporation's "Sponsor" (as defined by the Act) and has caused this Corporation to be created. The address of the Authority is 1124 South IH 35, Austin, Texas 78704.


**ARTICLE THIRTEEN
TERMINATION**

The Authority, by written resolution, may authorize and direct the termination of the Corporation. However, the Corporation shall not be terminated, and its business shall not be terminated, by act of the Authority or otherwise, so long as the Corporation shall be obligated to pay any bonds.

Bylaws Amended 3/17/26

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IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of March 20, 2023.



William D. Walter, Jr.,
Incorporator

4859-0964-5639.v4

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AUSTIN AFFORDABLE CONTRACTORS PFC

BOARD ACTION REQUEST

Executive ITEM 3.

MEETING DATE: March 17, 2026
STAFF CONTACT: Michael Gerber
ITEM TITLE: Presentation, Discussion, and Possible Action regarding Resolution No. 00006: Election of new Officers for the Austin Affordable Contractors PFC (AACPFC)
BUDGETED ITEM: N/A
TOTAL COST: N/A

ACTION

SUMMARY

Background:

Motion to approve Resolution No. 0006 approving new board officers for positions of Chairperson, Vice-Chairperson and 2nd Vice-Chairperson.

Process:

With the current officer terms expiring at the end of April, and new terms beginning May 1, 2026, it is necessary for the Board to elect new officers for the Austin Affordable Contractors PFC (AACPFC) Board of Directors.

Current officers are listed below:

Chairperson: Edwina Carrington
Vice-Chairperson: Mary Apostolou
2nd Vice-Chairperson: Carl S. Richie, Jr.

Staff Recommendation:

The Chairperson, Vice-Chairperson, and Second Vice-Chairperson shall be elected at the annual meeting of the AACPFC from the Directors of the AACPFC, and shall hold office for two years or until their successors are elected and qualified.

ATTACHMENTS:

2026 AACPF Officers Roster

RESOLUTION NO. 00006
ELECTION OF THE OFFICERS OF THE AUSTIN AFFORDABLE CONTRACTORS
PFC (AAPFC) BOARD OF DIRECTORS

WHEREAS, the Austin Affordable Contractors PFC has established bylaws for the operation of the public housing authority;

WHEREAS, Article 9 Board of Directors of the Certificate of Formation, the affairs of the Corporation shall be managed by a board of directors, which shall be composed of the Commissioners of the Authority. 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 a majority vote of the Board of Commissioners of the Austin Housing Authority.

NOW, THEREFORE, BE IT RESOLVED that effective March 17, 2026, the Board of Directors for the Austin Affordable Contractors PFC 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 17th day of March 2026.

Michael Gerber, Secretary

Chairperson

Austin Affordable Contractors PFC

**Board of Directors
Election of Officers
March 17, 2026**

Current Officers

Chairperson: Edwina Carrington

Vice-Chairperson: Mary Apostolou

2nd Vice-Chairperson: Carl S. Richie, Jr.

Officers Elect

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: _____