



**HATC Action Item VI. A.
May 7, 2020**

Resolution No. HATC-2020-07: To Appoint Directors of Travis County Facilities Corporation ("TCFC").

WHEREAS, the Housing Authority of Travis County, Texas ("HATC") is the sponsor of TCFC pursuant to Chapter 303, Texas Local Government Code;

WHEREAS, Section 2.1 of the Bylaws of TCFC provides, in part, that

"The Board of Directors shall consist of three Directors, each of whom shall be appointed by the Board of Commissioners of the [HATC]."

NOW, THEREFORE, BE IT RESOLVED, that all of the current directors of TCFC are hereby removed;

FURTHER RESOLVED, that the following persons be and hereby are appointed to fill the vacancies on the Board of Directors of TCFC and to serve as directors of TCFC to serve until their successors are duly appointed:

Eddie Karam
Robbye Meyer
Ann Denton

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of HATC hereby:

1. Approves Resolution HATC-2020-07,
2. Authorizes the Executive Vice President to execute all relevant policies and procedures.

Passed and approved the 7th day of May 2020.

DocuSigned by:
Eddie Karam
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Eddie Karam, Chairman, Board of Commissioners

Attested and approved as to form:

Patrick B. Howard
Patrick B. Howard, Executive Director

HATC Action Item VI.A
May 7, 2020

Resolution No. HATC-2020-07: To Appoint Directors of the Travis County Facilities Corporation

Background Information:

In accordance with **Article II, Section 2.1 of the Bylaws of Travis County Facilities Corporation**, entitled *Appointment, Powers, and Terms of Office*, HATC Board of Commissioners are to appoint Three (3) Directors to Travis County Facilities Corporation (TCDC), to serve a six-year term. Today's proposed action complies with such terms outlined in the TCDC Bylaws.

Requested Action:

Consideration and appropriate action regarding **Resolution No. HATC-2020-07: To Appoint Directors of the Travis County Facilities Corporation**

Alternate Option:

The Board of Commissioners could elect to Not Appoint Directors.

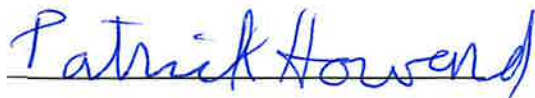
Fiscal Impact:

N/A

Attachment:

- A. Excerpt from HATC Certificate of Resolution, executed January 10, 2001

Prepared and Approved by:



Patrick B. Howard, *CEO/Executive Director*

EXHIBIT "B"
BYLAWS
OF
TRAVIS COUNTY FACILITIES CORPORATION

ARTICLE I

POWERS AND PURPOSES

Section 1.1. Issuance of Obligations; Financing of Program. In order to implement the purposes for which the Travis County Facilities Corporation (the "Corporation") was formed, as set forth in its Articles of Incorporation, the Corporation may issue obligations to finance all or part of the cost of any "public facility" as defined in Chapter 303, Local Government Code, as amended (the "Act") and loan the proceeds of the obligations to other entities.

Section 1.2. Books and Records; Review of Financial Statements. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the Corporation may be inspected by any Director or his or her agent or attorney for any proper purpose at any reasonable time, and at all times the Board of Commissioners (the "Board of Commissioners") of the Housing Authority of Travis County, Texas (the "Authority"), will have access to the books, records, and financial statements of the Corporation.

Section 1.3. Powers in General The Corporation may exercise all powers granted under the Act, consistent with its Articles of Incorporation, and the resolution of the Board of Commissioners of the Authority

ARTICLE II

BOARD OF DIRECTORS

Section 2.1. Appointment, Powers, Number, and Term of Office. The Board of Directors shall exercise all of the powers of the Corporation, subject to the restrictions imposed by law, the Articles of Incorporation, and these Bylaws

The Board of Directors shall consist of three Directors, each of whom shall be appointed by the Board of Commissioners of the Authority. The term of each directorship (including the initial Directors) is six years

The Directors constituting the first Board of Directors shall be those Directors named in the Articles of Incorporation, each of whom, as well as any subsequent Directors, subject to the following paragraph, shall serve for the term to which he or she is appointed or until his or her successor is appointed by the Board of Commissioners of the Authority.

Any Director may be removed from office at any time by the Board of Commissioners of the Authority, for cause or at will. Any vacancies occurring in the Board of Directors shall be filled by appointment by the Board of Commissioners of the Authority

Section 2.2. Meetings of Directors in General. The Board of Directors may hold its meetings at any place authorized by the Act, as the Board of Directors may from time to time determine, provided that, in the absence of any such determination by the Board of Directors, the meetings shall be held at the principal office of the Corporation. The Board of Directors shall conduct its meetings in accordance with the requirements of the Act

Section 2.3. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places as shall be designated, from time to time, by resolution of the Board of Directors. Notice of regular meetings need not be given to Directors, but if notice is required by law to be given to anyone else, such notice will be given in the manner prescribed by law.

Section 2.4. Special Meetings Special meetings of the Board of Directors shall be held whenever called by the President, the Secretary/Treasurer, or a majority of the Directors then in office or upon advice of or request by the Board of Commissioners of the Authority.

The Secretary/Treasurer shall give notice to each Director of each special meeting in person, or by mail, telephone, or facsimile transmission, at least two hours before the meeting. Notice required by law to be given to anyone else shall be given in the manner prescribed by law. Unless otherwise indicated in the notice thereof, any and all matters pertaining to the purposes of the Corporation may be considered and acted upon at a special meeting. At any meeting at which every Director is present, even though without any notice, any matter pertaining to the purpose of the Corporation may be considered and acted upon.

Section 2.5. Quorum. A majority of the Directors fixed by these bylaws shall constitute a quorum for the consideration of matters pertaining to the purposes of the Corporation. The act of a majority of the Directors present at a meeting at which a quorum is in attendance shall constitute the act of the Board of Directors, unless the act of a greater number is required by law.

Section 2.6. Conduct of Business. At the meetings of the Board of Directors, matters pertaining to the purposes of the Corporation shall be considered in such order as from time to time the Board of Directors may determine.

Section 2.7. Compensation of Directors Directors shall not receive any compensation for their services as Directors except that they shall be reimbursed for their actual expenses incurred in the performance of their official duties