



RESOLUTION NO. 23-07

**RESOLUTION OF HARRIS COUNTY HOUSING AUTHORITY AS THE
SPONSOR OF HCHA DEVELOPMENT CORPORATION APPOINTING
NEW DIRECTORS AND AUTHORIZING THE AMENDMENT OF
HCHA DEVELOPMENT CORPORATION'S BYLAWS**

WHEREAS, by Resolution No. 17-06, the Board of Commissioners of Harris County Housing Authority (HCHA) authorized the formation of HCHA Development Corporation (HCHA Development), a public facility corporation, under Chapter 303 of the Local Government Code (Chapter 303); and

WHEREAS, the Certificate of Formation for HCHA Development was filed with the Secretary of State of Texas and that office issued the Certificate of Incorporation for HCHA Development on January 30, 2017; and

WHEREAS, as required by Chapter 303, the Certificate of Formation appointed the initial Directors of HCHA Development; and

WHEREAS, under the Certificate of Formation and Bylaws of HCHA Development, the only persons qualified to serve as Directors of HCHA Development are (a) HCHA Commissioners, (b) the Executive Director of HCHA; (c) HCHA officers, and (d) HCHA staff members; and

WHEREAS, several of the Directors last appointed are no longer qualified to serve as Directors and, as a consequence, under the terms of the Certificate of Formation have automatically resigned; and

WHEREAS, Sections 303.035 and 303.038 of Chapter 303 and the Bylaws provide that HCHA appoint the Directors of HCHA Development and further provide that HCHA must approve any amendments to the Bylaws; and

WHEREAS, Article I of the Bylaws contains out of date information concerning the principal office of HCHA Development and the Bylaws will benefit from an amendment clarifying that its principal office is located at the same address as HCHA's principal office; and

WHEREAS, Article III, Section 4, of the Bylaws provides, in part, that persons eligible to serve as Directors of HCHA Development are limited to persons serving HCHA, including "a staff person of the Authority who has been appointed by the Board of Commissioners of HCHA"; however, HCHA's Board of Commissioners does not appoint HCHA's staff, so this language may cause confusion, and the Bylaws will benefit from an amendment clarifying who may serve as a Director; and

WHEREAS, when a regular meeting of HCHA Development's Board of Directors is appropriate, the meeting always follows the regular meeting of HCHA's Board of Commissioners and Article III, Section 8(a), of the Bylaws (pertaining to the location, time, and place of regular meetings of the Board of Directors), will benefit from an amendment establishing this practice; and

WHEREAS, Article IV, Section 1, of the Bylaws provides, in part, that the officers of HCHA Development "shall hold office until the next regular meeting of the Board or until their successors are elected and qualified," which language may conflict with Chapter 303, has caused some confusion, and will benefit from an amendment clarifying its meaning;

NOW, THEREFORE, BE IT RESOLVED, by HCHA's Board of Commissioners that the following six individuals are qualified to serve and hereby appointed to serve as the Directors of HCHA Development:

Gerald Womack
Joe Villarreal
Joe Ellis
Adriana Tamez
Asheley Gilbert
Melissa Quijano

BE IT FURTHER RESOLVED, that HCHA's Board of Commissioners authorizes HCHA Development to adopt the First Amendment to the Bylaws of HCHA Development Corporation attached hereto and incorporated herein, amending only Article I; Article III, Sections 4 and 8(a); and Article IV, Section 1.

BE IT FURTHER RESOLVED, that as amended under the authority given by this resolution, the Bylaws of HCHA Development are ratified and approved.

PASSED by the Board of Commissioners this 15th day of February 2023.

Chair: _____

Gerald Womack

Acting Secretary: _____

Melissa Quijano