

**Nonprofit
Annual Meetings
January 15, 2020**

**AHDC
EAHDC
JLYA
MBDC
MRDC
NTHDC
THADC
THFC**

AHDC

THA Affordable Housing Development Corp.

A non-profit Entity of The Housing Authority of the City of Tampa

Board of Directors Meeting

January 15, 2020



AHDC Meeting Agenda

THA Affordable Housing Development Corp.

January 15, 2020

I. CALL TO ORDER

II. MINUTES FROM THE PREVIOUS MEETING

- *November 15, 2017*

III. NEW BUSINESS

- *Election of Officers*

IV. ADJOURNMENT

**Minutes
of the Annual Meeting
of the Board of Directors
of THA Affordable Housing Development Corporation**

November 15, 2017

I. CALL TO ORDER

Chairwoman Susan Johnson-Velez called the annual meeting of the THA Affordable Housing Development Corporation to order at 10:34 a.m. Other Board members present were Dr. Hazel Harvey, Rubin Padgett, Billi Johnson-Griffin, and legal counsel Ricardo Gilmore. Directors James Cloar, Ben Wacksman and Bemetra Simmons were not in attendance.

II. NEW BUSINESS

Attorney Rick Gilmore opened the floor for nominations for the position of Chair.

Director Harvey nominated Director Susan Johnson-Velez for election to the position of Chair of the Board of Directors of the THA Affordable Housing Development Corporation.

Mr. Gilmore called for further nominations. There being no other nominations, he proclaimed Director Johnson-Velez as the Chair of the Board by acclamation.

Attorney Gilmore opened the floor nominations for the position of Vice Chair.

Director Johnson-Griffin nominated Director James Cloar for the position of Vice Chair.

Mr. Gilmore called for further nominations. There being no other nominations, he proclaimed Director James Cloar as Vice Chair of the Board by acclamation. At this time Attorney Gilmore symbolically returned the gavel to Chairwoman Johnson-Velez.

I. APPROVAL OF MINUTES

Chairwoman Johnson-Velez presented the Minutes of from the meeting held on April 15, 2015. A motion to approve the Minutes from the April 15, 2015 meeting was made by Director Ruben Padgett and seconded by Director Johnson-Griffin:

Director Harvey	Yes
Director Padgett	Yes
Director Johnson-Velez	Yes
Director Johnson-Griffin	Yes

III. ADJOURNMENT

There being no other matters to come before this Board, Chairwoman Johnson-Velez adjourned the meeting at 10:37 a.m.

Approved this 15th Day of January, 2020.

Susan Johnson-Velez, Chairperson

Jerome Ryans, President/Secretary

EAHDC

ENCORE AFFORDABLE HOUSING DEVELOPMENT CORP.

A non-profit Entity of The Housing Authority of the City of Tampa

Board of Directors Meeting

January 15, 2020



EAHDC Meeting Agenda

Encore Affordable Housing Development Corp.

January 15, 2020

I. CALL TO ORDER

II. MINUTES FROM THE PREVIOUS MEETING

- *November 15, 2017*

III. NEW BUSINESS

- *Election of Officers*

IV. ADJOURNMENT

**Minutes
of the Annual Meeting
of the Board of Directors
of the Encore Affordable Housing Development Corporation**

November 15, 2017

I. CALL TO ORDER

Chairwoman Johnson-Velez called the meeting of the Encore Affordable Housing Development Corporation Board of Directors to order at 10:37am. Other Directors in attendance were, Dr. Harvey, Rubin E. Padgett, Billi Johnson-Griffin, and legal counsel, Ricardo Gilmore. Directors James Cloar, Ben Wacksman and Bemetra Simmons were not in attendance.

II. NEW BUSINESS

Attorney Rick Gilmore opened the floor for nominations for the office of Chair.

Director Harvey nominated Susan Johnson-Velez for election to the office of Chair of the Board of Directors of the Encore Affordable Housing Development Corporation.

Mr. Gilmore called for further nominations. Being none, he proclaimed Ms. Johnson-Velez Chair of the Board of Directors by acclamation.

Mr. Gilmore then opened the floor for nominations for the office of Vice Chair. Director Johnson-Velez nominated James Cloar for election to the office of Vice Chair of the Board of Directors of the Encore Affordable Housing Development Corporation.

Mr. Gilmore called for further nominations. Being none, he proclaimed Mr. Cloar Vice Chair by acclamation. At this time Attorney Gilmore symbolically returned the gavel to Chairwoman Johnson-Velez.

III. APPROVAL OF MINUTES

Chairwoman Johnson-Velez presented the Minutes of from the meeting held on April 15, 2015. A motion to approve the Minutes from the April 15, 2015 meeting was made by Director Johnson-Griffin and seconded by Director Padgett:

Director Harvey	Yes
Director Padgett	Yes
Director Johnson-Velez	Yes
Director Johnson-Griffin	Yes

III. ADJOURNMENT

There being no further business to come before this Board, Chairwoman Johnson-Velez adjourned the meeting at 10:39am.

Approved this 15th Day of January, 2020.

Susan Johnson-Velez, Chairperson

Jerome D. Ryans, President/Secretary

JLYA

JL Young Apartments, Inc.

A non-profit Entity of The Housing Authority of the City of Tampa

Board of Directors Meeting

January 15, 2020



JLYA Meeting Agenda

JL Young Apartments, Incorporated

January 15, 2020

I. CALL TO ORDER

II. MINUTES FROM THE PREVIOUS MEETING

- *November 15, 2017*

III. NEW BUSINESS

- *Election of Officers*
- *Presentation of Resolution No. [2020-0002-JLYA](#)*

IV. ADJOURNMENT

**Minutes
of the Annual Meeting
of the Board of Directors
of the JL Young Apartments, Incorporated**

November 15, 2017

I. CALL TO ORDER

Chairwoman Johnson-Velez called the meeting of the JL Young Apartments Incorporated Board of Directors to order at 10:40am. Other Directors in attendance were, Dr. Harvey, Rubin E. Padgett, Billi Johnson-Griffin, and legal counsel, Ricardo Gilmore. Directors James Cloar, Ben Wacksman and Bemetra Simmons were not in attendance.

II. NEW BUSINESS

Attorney Rick Gilmore opened the floor for nominations for the office of Chair.

Director Billi Johnson-Griffin nominated Susan Johnson-Velez for election to the office of Chair of the Board of Directors of the JL Young Apartments Incorporated.

Mr. Gilmore called for further nominations. Being none, he proclaimed Ms. Johnson-Velez Chair by acclamation.

Mr. Gilmore then opened the floor for nominations for the office of Vice Chair.

Director Billi Johnson-Griffin nominated James Cloar for election to the office of Vice Chair of the Board of Directors of the JL Young Apartments Incorporated.

Mr. Gilmore called for further nominations. Being none, he proclaimed Mr. Cloar Vice Chair by acclamation.

III. APPROVAL OF MINUTES

A motion to approve the Minutes from the August 16, 2017 meeting was made by Director Johnson-Griffin and seconded by Director Harvey:

Director Harvey	Yes
Director Padgett	Yes
Director Johnson-Velez	Yes
Director Johnson-Griffin	Yes

III. ADJOURNMENT

There being no further business to come before this Board, Chairwoman Johnson-Velez adjourned the meeting at 10:41am.

Approved this 15th Day of January, 2020.

Susan Johnson-Velez, Chairperson

Jerome D. Ryans, President/Secretary

Resolution

2020-0002-JLYA

**JL YOUNG APARTMENTS, INC.
RESOLUTION SUMMARY SHEET**

1. Describe the action requested of the Board of Directors:

Re: Resolution Number: 2020-0002-JLYA

THE BOARD OF DIRECTORS IS REQUESTED TO APPROVE THE ABOVE-REFERENCED RESOLUTION TO AMEND THE BYLAWS, ARTICLE V FISCAL YEAR TO APRIL 1 - MARCH 31.

2. Requestor:

- A. **Department:** Finance & Accounting
- B. **Project:** JL Young Apartments, Inc.
- C. **Originator:** Eric Davis, Director of Finance & Accounting

3. Cost Estimate (if applicable):

NA

Narrative:

A Resolution to amend the JL Young Apartment By-Laws, Article V Fiscal Year to April 1 - March 31. The By-Laws are similar to the By-Laws we have created for other owner entities as part of the RAD conversion process.

Attachments (if applicable):

Resolution Summary Sheet
Memorandum
Resolution
Bylaws

JL Young Apartments, Inc.

M E M O R A N D U M

Date: January 8, 2020
To: Board of Directors, JL Young Apartments, Inc.
Through: Jerome D. Ryans, President/Secretary
From: Eric Davis, Director of Finance & Accounting
Subject: **Resolution 2020-0002-JLYA**
A RESOLUTION TO AMEND THE BYLAWS

This Resolution is necessary to amend the JL Young Apartment By-Laws, Article V Fiscal Year to April 1 - March 31. The By-Laws are similar to the By-Laws we have created for other owner entities as part of the RAD conversion process.

Attached is a copy of the proposed By-Laws of the Corporation.

If you have any questions ahead of the scheduled Board Meeting please don't hesitate to call Eric Davis, at (813) 341-9101 ext. 3390.

**JL YOUNG APARTMENTS, INC.
RESOLUTION NO. 2020-0002**

**TO ADOPT THE AMENDED AND RESTATED BYLAWS OF JL YOUNG
APARTMENTS, INC.**

WHEREAS, the Board of Directors of JL Young Apartments, Inc., a Florida not for profit corporation (the “Corporation”), desires to adopt the attached Amended and Restated Bylaws of the Corporation (the “Bylaws”).

NOW, THEREFORE, BE IT RESOLVED that the Bylaws be, and the same hereby are, adopted by the Board of Directors of the Corporation.

Adopted this 15th day of January, 2020.

Susan Johnson-Velez, Chairperson

Jerome D. Ryans, President/Secretary

AMENDED AND RESTATED BYLAWS

OF

**JL YOUNG APARTMENTS, INC.
(A Florida Not for Profit Corporation)**

ARTICLE I

NAME

The name of this Corporation shall be JL YOUNG APARTMENTS, INC. (the “Corporation”). It shall function perpetually as a not for profit corporation.

ARTICLE II

PURPOSES

The purposes of the Corporation shall be to:

- a) Promote and advance quality decent, safe, and sanitary affordable housing for, and to engage in or assist in the development or operation of, affordable housing for persons of low and moderate income, including families, elderly, and/or handicapped persons primarily located in, but not limited to, Tampa, Florida, and also developments in the surrounding areas;
- b) Accomplish its purposes as stated herein, in the Articles of Incorporation, and as provided by the Florida Not For Profit Corporation Act (the “Act”), in conjunction with the Housing Authority of the City of Tampa, Florida (the “Authority”), and as a result thereof with the consent and approval of the Authority;
- c) Operate in a manner in which the Authority shall consent to and approve the corporate charter and/or any and all other organic documents of the Corporation, including but not limited to these Bylaws (the “Bylaws”), and any and all amendments, addenda, and/or modifications to said documents;
- d) Operate in a manner in which the Authority shall consent to and approve any and all documents to be executed by and between the Corporation and the U.S. Department of Housing and Urban Development (“HUD”), including but not

limited to the Consolidated Annual Contributions Contract, and any and all amendments, addendums and/or modifications to said documents; and

- e) Operate in a manner in which the Authority shall have the right to directly control and approve any and all operations of the Corporation.

ARTICLE III MEMBERSHIP

The Corporation shall not have any members and, accordingly, all authority that would otherwise be reposed in members shall be exercised by the Board of Directors of the Corporation (the “Board of Directors”) as and to the extent provided or permitted by applicable law.

ARTICLE IV PRINCIPAL OFFICE AND REGISTERED OFFICE AND AGENT

- a) The principal office of the Corporation shall be located in Hillsborough County, Florida. The Corporation may have such other offices, either within or without the State of Florida as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.
- b) The Corporation shall have, and continuously maintain, in the State of Florida a registered office, and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Florida and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE V FISCAL YEAR

The fiscal year for the Corporation shall be April 1 through March 31 annually.

ARTICLE VI RIGHTS AND LIABILITIES OF DIRECTORS

- a) Property Interest of Directors. No director of the Corporation shall have any right, title or interest in or to any property or assets of the Corporation either prior to, or at the time of, any liquidation, termination or dissolution of the Corporation, all of which properties and assets shall at the time of any liquidation, termination

or dissolution vest in the Authority, its lawful successors or assigns in the State of Florida, as provided in the Articles of Incorporation of the Corporation.

- b) Non-Liability of Directors for Debts. The private property of the directors shall be exempt from execution or other liability for any debts of the Corporation, and no director shall be liable or responsible for any debts or liabilities of the Corporation.

ARTICLE VII BOARD OF DIRECTORS

- a) General Powers. Subject to the limitations of the Articles of Incorporation, these Bylaws, and the Act, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the management and affairs of the Corporation shall be controlled by the Board of Directors.
- b) Number and Qualifications. Unless the Articles of Incorporation are amended according to law, the number of directors shall never be less than five (5). The Board of Directors must be composed of the then current Board of Commissioners of the Authority, and each director of the Corporation is only eligible to serve as long as he or she is a current commissioner of the Authority. The Chairperson of the Authority shall be the Chairperson of the Corporation.
- c) Tenure. Each director shall serve until his or her successor has been qualified, provided such qualification is consistent with section (b) of this Article. Each director shall serve for a term which is consistent with that director's term on the Authority's Board of Commissioners.
- d) Annual Meeting. An annual meeting for the installation of officers and directors and the transaction of such other business as is determined by the Chairperson shall be held at such time and place as the directors may determine.
- e) Regular Meetings. The Board of Directors shall meet on a regular basis, at a time and place to be determined by the Secretary, with the advice and consent of the Chairperson.
- f) Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairperson or any two (2) directors. The special meetings

shall be held at a time and place to be determined by the Secretary, with the advice and consent of the Chairperson.

- g) Telephone Meetings. Directors may participate in meetings of the Board of Directors by means of a conference by telephone or similar communications equipment (by which all persons participating can hear each other at the same time), and participation by such means shall constitute presence in person at such a meeting, provided a quorum is present at the actual meeting site.
- h) Notice. Notice of any regular, special, and/or annual meeting of the Board of Directors shall be given at least five (5) days previously thereto by written notice delivered personally, electronically, conspicuously posted, or sent by mail or facsimile transmission to each director at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If given by facsimile, such notice shall be deemed to be delivered at the time evidenced by printed confirmation of such transmission. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.
- i) Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but if less than a majority of the directors are present at said meeting, a majority of the directors present may receive information and/or reports that do not require action by the Board of Directors and adjourn to some other time or until a quorum is obtained.
- j) Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, by the Articles of Incorporation, or by these Bylaws.
- k) Vacancies. Any vacancy occurring in the Board of Directors shall be filled when

the vacancy in the Authority's Board of Commissioners is filled, in accordance with section (b) of this Article.

- l) Compensation. Directors shall not receive any salary for their services, but the Board of Directors by resolution may allow a fixed sum for incurred expenses. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation appropriate to the value therefor.

- m) Contracts and Services. The Board of Directors and officers of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that they may also be acting as individuals, or as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as directors, or otherwise; provided, however, that any contract, transaction, or act on behalf of the Corporation in a manner in which the directors or officers are personally interested: (i) shall be at arms-length; (ii) shall be approved by a majority of the directors of the Corporation who are not personally interested in such contract, transaction, or act (although interested directors may be counted in determining the presence of a quorum at a meeting authorizing such contract, transaction or act); (iii) shall not be violative of any applicable laws of the State of Florida or applicable HUD regulations; and (iv) shall not be violative of the prescriptions in the Articles of Incorporation against the Corporation's use or application of its funds for private benefit; and provided further that, if the Corporation has been declared an exempt organization under Section 503 or Section 507 of the Internal Revenue Code and its regulations as they now exist or as they may be amended, no contract, transaction, or act shall be taken on behalf of the Corporation which would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its regulations as they now exist or as they may be amended. In no event, however, shall any person or other entity dealing with the directors or officers be obligated to inquire into the authority of the directors to enter into and consummate any contract, transaction, or other action.

ARTICLE VIII
OFFICERS, THEIR ELECTION AND DUTIES

- a) Officers. The elected officers of the Corporation shall be a President, Vice-President, Secretary, Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two (2) or more offices may be held by the same person. A failure to elect a President, Vice-President, Secretary, or Treasurer shall not affect the existence of the Corporation.
- b) Election and Term of Office. The officers of the Corporation, except for the President, Vice-President, Secretary, Treasurer, shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.
- c) Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed, but election of an officer shall not of itself create contract rights.
- d) Vacancies. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.
- e) President. Notwithstanding anything contained herein to the contrary, the President/CEO of the Authority shall serve as the President of the Corporation. It shall be the duty of the President to run the day to day operations of the Corporation. The President shall have the authority to hire and terminate employees of the Corporation. The President or his or her designee shall be authorized to sign checks on behalf of the Corporation, and execute contracts, agreements and documents on behalf of the Corporation with the same signing

authority as the Authority's President/CEO has for the Authority. The President shall not receive any compensation for his or her services, but the Board of Directors by resolution may allow a fixed sum for incurred expenses.

- f) Vice-President. Notwithstanding anything contained herein to the contrary, the Chief Operating Officer of the Authority shall serve as the Vice-President of the Corporation. It shall be the duty of the Vice-President to coordinate the activities of committees assigned to him or her and to supervise the chairperson of said committees. In the absence of the President or when so designated, the Vice-President shall perform the duties of the President. The Vice-President shall not receive any compensation for his or her services, but the Board of Directors by resolution may allow a fixed sum for incurred expenses.

- g) Treasurer. Notwithstanding anything contained herein to the contrary, the Chief Financial Officer of the Authority shall serve as the Treasurer of the Corporation. It shall be the duty of the Treasurer to collect and/or receive all money payable to the Corporation and to be custodian of all funds. Funds on behalf of the Corporation shall be expended only upon the presentation of duly authorized vouchers. The Treasurer shall submit a written financial report at all meetings of the Board of Directors and at the annual meeting. The Treasurer shall be responsible for seeing that the financial records of the Corporation are audited annually, and shall then present this audited financial report to the Board of Directors. It shall also be the duty of the Treasurer to issue due bills, issue official receipts to the Board of Directors and maintain an up-to-date record of payments and delinquencies. The Treasurer shall not receive any compensation for his or her services, but the Board of Directors by resolution may allow a fixed sum for incurred expenses.

- h) Secretary. Notwithstanding anything contained herein to the contrary, the President/CEO of the Authority shall also serve as the Secretary of the Corporation. The Secretary shall keep a record of the proceedings of the meetings of the Board of Directors. The Secretary shall be the custodian of all reports belonging to the Corporation. The Secretary shall not receive any compensation for his or her services, but the Board of Directors by resolution may allow a fixed sum for incurred expenses.

ARTICLE IX
COMMITTEES OF DIRECTORS

- a) Appointment. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two (2) or more directors, which committees, to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the Corporation. However, no such committee shall have authority of the Board of Directors in reference to amending, altering, or repealing these Bylaws; electing, appointing, or removing any member of any such committee or any director of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or him or her by law.
- b) Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.
- c) Chairperson. One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members thereof.
- d) Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- e) Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a

quorum and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

- f) Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE X MEETING REQUIREMENTS AND PROCEDURES

- a) Public Meetings. All meetings of the Board of Directors and committee meetings where two (2) or more directors are present, shall be in public session and shall be accessible to all members of the public and all members of the media, and shall comply with applicable government in the sunshine laws and/or regulations, upon advice of counsel to the Authority.
- b) Parliamentary Procedure. The current edition of Robert's Rules of Order, as may be amended in the future, shall be the parliamentary procedure followed by the Board of Directors and all committees of the Board of Directors, except where such parliamentary procedure conflicts with applicable government in the sunshine laws and/or regulations, upon advice of counsel to the Authority.

ARTICLE XI BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors, and committees having any of the authority of the Board of Directors. The financial records of the Corporation shall be audited annually by an auditor selected by the Board of Directors.

ARTICLE XII WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of Florida law or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII
PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No member, director, or employee of or member of a committee of or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors, except as otherwise provided herein; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

ARTICLE XIV
INDEMNIFICATION

The Corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by the Act and the Florida Business Corporation Act.

ARTICLE XV
AMENDMENTS AND REVISIONS

These Bylaws may be altered, amended, repealed, and new bylaws may be adopted, by a majority of the directors present at any meeting, if at least two (2) days' written notice is given of an intention to alter, amend, or repeal these Bylaws, or to adopt new bylaws, at such meeting.

Date Adopted: _____

Attest:

Susan Johnson-Velez,
Chairperson

Jerome D. Ryans,
President/Secretary

MBDC

Mary Bethune Development Corp.

A non-profit Entity of The Housing Authority of the City of Tampa

Board of Directors Meeting

January 15, 2020



MBDC Meeting Agenda

Mary Bethune Development Corp.

January 15, 2020

I. CALL TO ORDER

II. MINUTES FROM THE PREVIOUS MEETING

- *May 15, 2019*

III. NEW BUSINESS

- *Election of Officers*

IV. ADJOURNMENT

**Minutes
of the Regular Meeting
of the Board of Directors
of the Mary Bethune Development Corporation**

May 15, 2019

I. CALL TO ORDER

Chairwoman Johnson-Velez called the meeting of the Mary Bethune Development Corp. Board of Directors to order at 10:08 am. Other Board members present were James Cloar, Ben Dacheballi, Bemetra Simmons and Billi Johnson-Griffin. Director Rubin Padgett, Dr. Hazel Harvey and legal counsel Ricardo Gilmore were not present for this meeting. Attorney Rhonda Stringer replaced Attorney Gilmore for this meeting.

II. APPROVAL OF MINUTES

A motion to approve the Minutes from the November 15, 2017 annual meeting was made by Director Johnson-Griffin and seconded by Director Johnson-Velez:

Director Cloar	Present
Director Dacheballi	Present
Director Simmons	Present
Director Johnson-Velez	Yes
Director Johnson-Griffin	Yes

III. NEW BUSINESS

A motion to approve the following Resolution subject to receipt by the Tampa Housing Authority as presented by Leroy Moore, COO, was made by Director Simmons and seconded by Director Cloar:

- Resolution No. **2019-0002-MBDC**

***TO APPROVE RESOLUTIONS APPROVING MARY BETHUNE HIGHRISE
MIXED-FINANCE AND RAD CLOSING***

Director Cloar	Yes
Director Dacheballi	Yes
Director Simmons	Yes
Director Johnson-Velez	Yes
Director Johnson-Griffin	Yes

III. ADJOURNMENT

There being no further business to come before the board, Chairwoman Johnson-Velez adjourned the meeting at 10:10 am.

Approved this 15th Day of January, 2020.

Susan Johnson-Velez, Chairperson

Jerome D. Ryans, President/Secretary

MRDC

Meridian River Development Corp.

A non-profit Entity of The Housing Authority of the City of Tampa

Board of Directors Meeting

January 15, 2020



MRDC Meeting Agenda

Meridian River Development Corp.

January 15, 2020

I. CALL TO ORDER

II. MINUTES FROM THE PREVIOUS MEETING

- *November 15, 2017*

III. NEW BUSINESS

- *Election of Officers*

IV. ADJOURNMENT

**Minutes
of the Annual Meeting
of the Board of Directors
of the Meridian River Development Corporation**

November 15, 2017

I. CALL TO ORDER

Chairwoman Johnson-Velez called the meeting of the Meridian River Development Corporation Board of Directors to order at 10:42am. Other Directors in attendance were, Dr. Harvey, Rubin E. Padgett, Billi Johnson-Griffin, and legal counsel, Ricardo Gilmore. Directors James Cloar, Ben Wacksman and Bemetra Simmons were not in attendance.

II. NEW BUSINESS

Attorney Rick Gilmore opened the floor for nominations for the office of Chair.

Director Billi Johnson-Griffin nominated Susan Johnson-Velez for election to the office of Chair of the Board of Directors of the Meridian River Development Corporation.

Mr. Gilmore called for further nominations. Being none, he proclaimed Ms. Johnson-Velez Chair by acclamation.

Mr. Gilmore then opened the floor for nominations for the office of Vice Chair.

Director Billi Johnson-Griffin nominated James Cloar for election to the office of Vice Chair of the Board of Directors of the Meridian River Development Corporation.

Mr. Gilmore called for further nominations. Being none, he proclaimed Mr. Cloar Vice Chair by acclamation.

III. APPROVAL OF MINUTES

A motion to approve the Minutes from the March 16, 2016 meeting was made by Director Johnson-Griffin and seconded by Director Padgett:

Director Harvey	Yes
Director Padgett	Yes
Director Johnson-Velez	Yes
Director Johnson-Griffin	Yes

III. ADJOURNMENT

There being no further business to come before this Board, Chairwoman Johnson-Velez adjourned the meeting at 10:45am.

Approved this 15th Day of January, 2020.

Susan Johnson-Velez, *Chairperson*

Jerome D. Ryans, *President/Secretary*

NTHDC

North Tampa Housing Development Corp.
A non-profit Entity of The Housing Authority of the City of Tampa

Board of Directors Meeting

January 15, 2020



NTHDC Meeting Agenda

North Tampa Housing Development Corp.

January 15, 2020

I. CALL TO ORDER

II. APPROVAL OF MINUTES FROM PREVIOUS MEETINGS

- *September 18, 2019*

III. NEW BUSINESS

- *Election of Officers*

IV. ADJOURNMENT

**Minutes
of the Regular Meeting
of the Board of Directors
of the North Tampa Housing Development Corporation**

September 18, 2019

I. CALL TO ORDER

Chairwoman Susan Johnson-Velez called the regular meeting of the Tampa Housing Authority Board of Commissioners to order at 10:08 a.m. Other Board members present were James Cloar, Ben Dachehalli, Bemetra Simmons, Billi Johnson-Griffin and legal counsel Ricardo Gilmore.

II. APPROVAL OF MINUTES

A motion to approve the Minutes from the April 30, 2019 meeting was made by Director Simmons and seconded by Director Cloar:

Director Johnson-Velez	Yes
Director Cloar	Yes
Director Dachehalli	Yes
Director Simmons	Yes
Director Johnson-Griffin	Yes

III. NEW BUSINESS

A motion to approve the Resolution number 2019-0071-NTHDC was made by Director Cloar and seconded by Director Johnson-Griffin:

- *Resolution No. [2019-0071-NTHDC](#)*

[A RESOLUTION TO APPROVE THE TRANSFER AND DONATION OF FUNDS OWNED BY NORTH TAMPA HOUSING DEVELOPMENT CORPORATION, INC., IN AN AMOUNT NOT TO EXCEED ONE HUNDRED THOUSAND DOLLARS \(\\$100,000\), TO THE HOUSING AUTHORITY OF THE CITY OF TAMPA, FLORIDA \("THA"\) IN FURTHERANCE OF ASSISTING THE AUTHORITY WITH PRE-DEVELOPMENT EFFORTS RELATED TO WRDG, LLC.](#)

Director Johnson-Velez	Yes
Director Cloar	Yes
Director Dachehalli	Yes
Director Simmons	Yes
Director Johnson-Griffin	Yes

A motion to approve the Resolution number 2019-0072-NTHDC was made by Director Cloar and seconded by Director Johnson-Griffin:

- *Resolution No. 2019-0072-NTHDC*

A RESOLUTION TO APPROVE THE TRANSFER AND DONATION OF FUNDS OWNED BY NORTH TAMPA HOUSING DEVELOPMENT CORPORATION, INC., IN AN AMOUNT NOT TO EXCEED ONE HUNDRED AND TWENTY-FIVE THOUSAND DOLLARS (\$125,000), TO THE HOUSING AUTHORITY OF THE CITY OF TAMPA, FLORIDA ("THA") IN FURTHERANCE OF ASSISTING THE AUTHORITY WITH PRE-DEVELOPMENT EFFORTS RELATED TO THE BOULEVARD AT WEST RIVER.

Director Johnson-Velez	Yes
Director Cloar	Yes
Director Dachepalli	Yes
Director Simmons	Yes
Director Johnson-Griffin	Yes

A motion to approve the Resolution number 2019-0073-NTHDC was made by Director Cloar and seconded by Director Johnson-Griffin:

- *Resolution No. 2019-0073-NTHDC*

A RESOLUTION TO APPROVE THE TRANSFER AND DONATION OF FUNDS OWNED BY NORTH TAMPA HOUSING DEVELOPMENT CORPORATION, INC., IN AN AMOUNT NOT TO EXCEED FOUR HUNDRED AND SEVENTY-FIVE THOUSAND DOLLARS (\$475,000), TO THE HOUSING AUTHORITY OF THE CITY OF TAMPA, FLORIDA ("THA") IN FURTHERANCE OF ASSISTING THE AUTHORITY WITH PRE-DEVELOPMENT EFFORTS RELATED TO WRDG T3B, LP.

Director Johnson-Velez	Yes
Director Cloar	Yes
Director Dachepalli	Yes
Director Simmons	Yes
Director Johnson-Griffin	Yes

A motion to approve the Resolution number 2019-0074-NTHDC was made by Director Cloar and seconded by Director Johnson-Griffin:

- *Resolution No. 2019-0074-NTHDC*

A RESOLUTION TO APPROVE THE TRANSFER AND DONATION OF FUNDS OWNED BY NORTH TAMPA HOUSING DEVELOPMENT CORPORATION, INC., IN AN AMOUNT NOT TO EXCEED FOUR HUNDRED AND SEVENTY-FIVE THOUSAND DOLLARS (\$475,000), TO THE HOUSING AUTHORITY OF THE CITY OF TAMPA, FLORIDA ("THA") IN FURTHERANCE OF ASSISTING THE AUTHORITY WITH PRE-DEVELOPMENT EFFORTS RELATED TO WRDG T3C, LP.

Director Johnson-Velez	Yes
Director Cloar	Yes
Director Dachepalli	Yes
Director Simmons	Yes
Director Johnson-Griffin	Yes

A motion to approve the Resolution number 2019-0075-NTHDC was made by Director Cloar and seconded by Director Johnson-Griffin:

- *Resolution No. 2019-0075-NTHDC*

A RESOLUTION TO APPROVE THE TRANSFER AND DONATION OF FUNDS OWNED BY NORTH TAMPA HOUSING DEVELOPMENT CORPORATION, INC., IN AN AMOUNT NOT TO EXCEED ONE HUNDRED THOUSAND DOLLARS (\$100,000), TO THE HOUSING AUTHORITY OF THE CITY OF TAMPA, FLORIDA (“THA”) IN FURTHERANCE OF ASSISTING THE AUTHORITY WITH PRE-DEVELOPMENT EFFORTS RELATED TO WRDG T3D, LP.

Director Johnson-Velez	Yes
Director Cloar	Yes
Director Dachepalli	Yes
Director Simmons	Yes
Director Johnson-Griffin	Yes

A motion to approve the Resolution number 2019-0076-NTHDC was made by Director Cloar and seconded by Director Johnson-Griffin:

- *Resolution No. 2019-0076-NTHDC*

A RESOLUTION TO APPROVE THE OPENING OF AN INVESTMENT ACCOUNT AND DESIGNATE THE INDIVIDUALS AUTHORIZED TO MAKE INVESTMENT DECISIONS

Director Johnson-Velez	Yes
Director Cloar	Yes
Director Dachepalli	Yes
Director Simmons	Yes
Director Johnson-Griffin	Yes

Eric Davis, Director of Finance & Accounting reported that NTHDC is an independent entity and does not have the same HUD restrictions as the Authority. He said the committee may choose to take more risk in the NTHDC investments; the decision to increase risk will be made only after given consideration by the investment committee and the Board of Directors; and the committee will update the Board of Directors on a quarterly basis.

Director Simmons asked how much money will be invested of the NTHDC funds. Eric explained that NTHDC has \$11M of idle funds available to invest and the committee will begin by investing \$4M and more in the future only after given consideration by the investment committee, the Board of Directors and Mr. Moore to ensure our capital needs are met for future developments.

A motion to approve the Resolution number 2019-0077-NTHDC was made by Director Cloar and seconded by Director Johnson-Griffin:

- *Resolution No. 2019-0077-NTHDC*

A RESOLUTION TO APPROVE THE TRANSFER AND DONATION OF FUNDS OWNED BY NORTH TAMPA HOUSING DEVELOPMENT CORPORATION, INC., IN AN AMOUNT NOT TO EXCEED ONE MILLION, TWO HUNDRED FIFTY THOUSAND DOLLARS (\$1,250,000), TO THE HOUSING AUTHORITY OF THE CITY OF TAMPA, FLORIDA (“THA”) IN FURTHERANCE OF ASSISTING THE AUTHORITY WITH DEVELOPMENT ACTIVITIES RELATED TO THE TEMPO AT ENCORE DEVELOPMENT.

Director Johnson-Velez	Yes
Director Cloar	Yes
Director Dachepalli	Yes
Director Simmons	Yes
Director Johnson-Griffin	Yes

IV. ADJOURNMENT

There being no further business to come before this Board, Chairwoman Johnson-Velez adjourned the meeting at 10:20 am.

Approved this 15th Day of January, 2020.

Susan Johnson-Velez, Chairperson

Jerome D. Ryans, President/Secretary

THADC

TAMPA HOUSING AUTHORITY DEVELOPMENT CORP.

A non-profit Entity of The Housing Authority of the City of Tampa

Board of Directors Meeting

January 15, 2020



THADC Meeting Agenda

Tampa Housing Authority Development Corp.

January 15, 2020

I. CALL TO ORDER

II. MINUTES FROM THE PREVIOUS MEETING

- *April 15, 2015*

III. NEW BUSINESS

- *Election of Officers*

IV. ADJOURNMENT

**Minutes
of the Regular Meeting
of the Board of Directors
of the Tampa Housing Authority Development Corporation**

November 20, 2019

I. CALL TO ORDER

Chairwoman Johnson-Velez the meeting of the Tampa Housing Authority Development Corporation Board of Directors to order at 9:49am. Other Directors present were Ben Dachepalli, Bemetra Salter-Liggins, Billi Johnson-Griffin and legal counsel Ricardo Gilmore. Director James Cloar was not present for this meeting.

II. APPROVAL OF MINUTES

A motion to approve the Minutes from the August 18, 2018 meeting was made by Director Johnson-Velez and seconded by Director Johnson-Griffin.

Director Velez	Yes
Director Dachepalli	Yes
Director Salter-Liggins	Present
Director Johnson-Griffin	Yes

III. NEW BUSINESS

A motion to approve the following Resolution was made by Director Johnson-Griffin and seconded by Director Salter-Liggins:

- *Resolution No. 2019-0025-THADC*

THE BOARD OF DIRECTORS IS REQUESTED TO AUTHORIZE THE PRESIDENT/CEO OF TAMPA HOUSING AUTHORITY DEVELOPMENT CORPORATION (THADC) TO PERFORM A NUMBER OF ACTIONS ALL NECESSARY FOR THE DEVELOPMENT OF THE BOULEVARD TOWER 1

Director Velez	Yes
Director Dachepalli	Yes
Director Salter-Liggins	Yes
Director Johnson-Griffin	Yes

A motion to approve the following Resolution was made by Director Johnson-Griffin and seconded by Director Salter-Liggins:

- *Resolution No. 2019-0026-THADC*

THE BOARD OF DIRECTORS IS REQUESTED TO AUTHORIZE THE PRESIDENT/CEO OF TAMPA HOUSING AUTHORITY DEVELOPMENT CORPORATION (THADC) TO PERFORM A NUMBER OF ACTIONS ALL NECESSARY FOR THE DEVELOPMENT OF THE BOULEVARD TOWER 2

Director Velez	Yes
Director Dachepalli	Yes
Director Salter-Liggins	Yes
Director Johnson-Griffin	Yes

A motion to approve the following Resolution was made by Director Johnson-Griffin and seconded by Director Salter-Liggins:

- *Resolution No. 2019-0027-THADC*

THE BOARD OF DIRECTORS IS REQUESTED TO AUTHORIZE THE PRESIDENT/CEO OF TAMPA HOUSING AUTHORITY DEVELOPMENT CORPORATION (THADC) TO PERFORM A NUMBER OF ACTIONS ALL NECESSARY FOR THE DEVELOPMENT OF THE BOULEVARD TOWER 3

Director Velez	Yes
Director Dachealli	Yes
Director Salter-Liggins	Yes
Director Johnson-Griffin	Yes

III. ADJOURNMENT

There being no further business to come before this Board, Chairwoman Johnson-Velez adjourned the meeting at 9:52 am.

Approved this 15th Day of January 2020.

Susan Johnson-Velez, Chairperson

Jerome D. Ryans, President/Secretary

THFC

Tampa Housing Funding Corp.

A non-profit Entity of The Housing Authority of the City of Tampa

Board of Directors Meeting

January 15, 2020



THFC Meeting Agenda

Tampa Housing Funding Corp.

January 15, 2020

I. CALL TO ORDER

II. MINUTES FROM THE PREVIOUS MEETING

- *November 15, 2017*

III. NEW BUSINESS

- *Election of Officers*

IV. ADJOURNMENT

**Minutes
of the Annual Meeting
of the Board of Directors
of the Tampa Housing Funding Corporation**

November 15, 2017

I. CALL TO ORDER

Chairwoman Johnson-Velez called the meeting of the Tampa Housing Funding Corporation Board of Directors to order at 10:48am. Other Directors in attendance were, Dr. Harvey, Rubin E. Padgett, Billi Johnson-Griffin, and legal counsel, Ricardo Gilmore. Directors James Cloar, Ben Wacksman and Bemetra Simmons were not in attendance.

II. NEW BUSINESS

Attorney Rick Gilmore opened the floor for nominations for the office of Chair.

Director Billi Johnson-Griffin nominated Susan Johnson-Velez for election to the office of Chair of the Board of Directors of the Tampa Housing Funding Corporation.

Mr. Gilmore called for further nominations. Being none, he proclaimed Ms. Johnson-Velez Chair by acclamation.

Mr. Gilmore then opened the floor for nominations for the office of Vice Chair.

Director Billi Johnson-Griffin nominated James Cloar for election to the office of Vice Chair of the Board of Directors of the Tampa Housing Funding Corporation.

Mr. Gilmore called for further nominations. Being none, he proclaimed Mr. Cloar vice Chair by acclamation.

III. APPROVAL OF MINUTES

A motion to approve the Minutes from the May 18, 2016 meeting was made by Director Johnson-Griffin and seconded by Director Harvey:

Director Harvey	Yes
Director Padgett	Yes
Director Johnson-Velez	Yes
Director Johnson-Griffin	Yes

III. ADJOURNMENT

There being no further business to come before this Board, Chairwoman Johnson-Velez adjourned the meeting at 10:49am.

Approved this 15th Day of January 2020.

Susan Johnson-Velez, *Chairperson*

Jerome D. Ryans, *President/Secretary*