



**HOUSTON**  
HOUSING AUTHORITY

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**MINUTES OF THE HOUSTON HOUSING AUTHORITY  
BOARD OF COMMISSIONERS MEETING**

**MONDAY, NOVEMBER 18, 2024**

**I. CALL TO ORDER**

A Meeting of the Board of Commissioners (“Board”) of the Houston Housing Authority (“HHA”) was held on Monday, November 18, 2024, at the Houston Housing Authority Central Office, 2640 Fountain View Drive, Houston, Texas 77057. Called the meeting to order at 3:00 p.m.

**II. ROLL CALL**

**Present:**

- Joseph “Jody” Proler, Chairman
- Alton Smith, Vice Chairman
- Cynthia Aceves-Lewis, Commissioner  
*arrived at 3:05 pm*
- Stephanie A.G. Ballard, Commissioner
- Eric G. Carter, Commissioner
- Kristy Kirkendoll, Commissioner *arrived at 3:06 pm*
- Kenneth C. Li, Commissioner *arrived at 3:02 pm*
- Jennine Hovell-Cox., Secretary

**ABSENCES:** None

**III. APPROVAL OF THE MINUTES**

- a. Special Board Meeting Minutes: **October 9, 2024**
- b. Board Meeting Minutes: **October 15, 2024**
- c. Special Board Meeting Minutes: **October 29, 2024**
- d. Special Board Meeting Minutes: **November 6, 2024**

Chairman Proler asked for a motion to approve the October 9, October 15, October 29, and November 6, 2024 minutes in seriatim.

On motion by Commissioner Smith and seconded by Commissioner Ballard.

Chairman Proler asked for a motion to approve the minutes for all meetings.

On motion by Commissioner Smith and seconded by Commissioner Ballard, the Board unanimously approved the October 9, October 15, October 29, and November 6, 2024, Meeting Minutes.

**IV. INTRODUCTION OF THE INTERPRETERS**

Chairman Proler offered the use of interpreters to be available to Spanish, Mandarin and Vietnamese speakers who may need assistance for public comments only.

**V. PRESIDENT AND CEO OPERATIONS REPORT**

There was no President and CEO Operations Report

**VI. PUBLIC COMMENTS**

Maddie Lewis. I live at Historical Oaks of Allen Parkway Village. My apartment has a patio. The apartments above have balconies. I am asking the contractor if they could just screen in the balconies because people above throw their trash, gum, etc., or if they have a party, they throw stuff on you. We have called the police and management but management said they cannot do more than what HHA will allow them to do because they are just the property manager. I've been a resident from 1989 up until now, and I would like to know if you all can just screen it.

**CHAIRMAN PROLER STATED WE WILL REVIEW ITEMS OUT OF ORDER.**

**VII. OLD BUSINESS**

- a. **Resolution No. 3825:** Consideration and/or take action to authorize the President & CEO or his designee to execute a Choice Neighborhood Initiative People Strategy Implementation Services Agreement with Urban Strategies, Inc. (USI), the People Lead for the Third Ward Cuney Homes Choice Neighborhood Implementation Grant program.

PRESENTED BY: Lynn Henson, Choice Neighborhood Director.

That the Houston Housing Authority Board of Commissioners authorizes the President & CEO or his designee, to execute a Choice Neighborhood Initiative People Strategy Implementation Services Agreement with Urban Strategies, Inc. (USI), for the grant period of eight years in an amount not to exceed the HUD approved budget of \$10 million dollars, pursuant to the memorandum dated November 14, 2024, from Lynn Henson, Choice Neighborhood Director to Jennine Hovell-Cox, Interim President and CEO.

At this time, I'd like to give you a little bit of background about this project. The Board of Commissioners previously approved the HUD grant agreement for the Cuney Homes Third Ward Choice Neighborhoods program. The CNI program is based on an approved transformation plan that incorporates the three pillars for CNI: Housing, Neighborhood and People. HHA partnered with Urban Strategies, Inc (USI) to service the People need for Cuney Homes Third Ward CNI project and received competitive points in the award of the grant based on the experience of USI in implementing People's strategies for CNI Programs all across the country.

(USI) is a national nonprofit leader in community development, championing equity and innovation across 45 communities in 28 metropolitan areas. Rooted in St. Louis' history and expanding nationally, USI empowers communities through data-driven, people-centered strategies, fostering self-sufficiency and resilience. The USI approach is multifaceted: engaging residents as co-creators and influencing systemic policies to drive tangible change. USI represents a movement towards a future where all children and families will be stable and thriving, supported by unwavering dedication to being results-based, data-driven, and equity-centered. The implementation services agreement will cover the full eight-year period of the CNI grant as required by HUD. Funding for the services provided is based on the HUD approved CNI people budget of \$10 million dollars over the eight-year grant period.

Chairman Proler. Thank you. I have just a comment. As you know, a number of Board members still need to be briefed on the totality of this huge project and undertaking and there is and has been some hesitation

on that, but as it relates to this resolution, I have spoken with the city of Houston and, Amy Conneley, who I believe is here, has had a lot of background from Fort Worth with these people and has given a strong endorsement of them. So with that, again, I want to be very clear, I think I speak for the board when I say that this is a grant that is part of the City of Houston and the Houston Housing Authority. So when we have support from our friends downtown, I feel like, we're in good hands. So, with that, I'll entertain a motion to approve as submitted.

On motion by Chairman Proler and seconded by Commissioner Li. The Board unanimously approved Resolution No. 3825.

***Chairman Proler. We are going to move into Executive Session.***

## **VIII. EXECUTIVE SESSION**

Chairman Proler suspended the Public Session on Monday, November 18, 2024, at 3:09 p.m. to convene an Executive Session to discuss personnel matters including the performance of the President and CEO, legal, and real estate issues in accordance with Sections 551.074, 551.071, and 551.072, respectively, of the Texas Government Code.

## **IX. RECONVENE PUBLIC SESSION to take action on Executive Session items.**

Chairman Proler reconvened the Public Session at 5:09 p.m.

## **X. NEW BUSINESS**

- f. Resolution No. 3837:** Consideration and/or take action to authorize Houston Housing Authority's re-finance of the Arlo Westchase apartments, located at 3505 W. Sam Houston Parkway S, TX 77042.
- g. Resolution No. 3838:** Consideration and/or take action to authorize the Houston Housing Authority's re-finance of the Highpoint at Cypresswood apartments, located at 13920 Mandolin Drive, Houston TX 77070.
- h. Resolution No. 3839:** Consideration and/or take action to authorize the Houston Housing Authority's re-finance of the Waterworks Apartments, located at 604 West 20th St., Houston TX 77008.
- i. Resolution No. 3840:** Consideration and/or take action to authorize the update of the previously approved financing in Resolution No. 3817 for the Cortland Copperleaf Apartments transaction.
- j. Resolution No. 3841:** Consideration and/or take action to authorize the Houston Housing Authority's re-finance of the West Dallas Apartments, located at 2400 West Dallas Street, Houston, Texas 77019.

Chairman Proler. Jay, you don't technically need to read the resolution. I think all the board members are familiar with it. I'd like to do it in seriatim, ask a few questions, and invite any other commissioners to ask questions.

I have 4 questions regarding each of these, each of these 5 resolutions.

- 1) That the Houston Housing Authority has no direct or indirect liability with the lender on any of these refinance transactions. Is that correct?

JAY Mason. Correct.

- 2) That each of these properties and the developers are current on all payments with their existing lenders and are not in default on any covenant defaults,

Jay Mason. Correct

- 3) You all will provide confirmation of updated appraisals on all of these properties in consideration for our approval of these resolutions.

Jay Mason. Correct. We have gathered two and we are waiting on the remainder before we consummate all the transactions.

- 4) All five of these properties were part of an audit of all of the PFCs that were done back in April of this year, and I want to make sure that they are all in payment compliance, they're in occupational compliance, and they are in financial reporting compliance. And if you can tell us that you've answered all my questions.

Jay Mason. Resolution No. 3840 is a transaction that the Board approved on September 19, 2024. However, they have changed their lender, so this development has not been approved yet.

Chairman Proler. So, it hasn't gotten to the reporting requirements.

Jay Mason. That's correct. We are just revising it so that the correct lender is documented as approved by the board.

Chairman Proler. Great, thank you. I have no other questions. Does anyone else have questions?

Commissioner Aceves-Lewis: Related to the other properties, just the compliance as Mr. Proler stated, where are we on that as far as the audit from April 2024?

Jay Mason. A draft audit was done, we are waiting for the final assessment by our financial consultant and I believe that we should have that final assessment by the end of this year. Again, the Houston Housing Authority did a draft audit and so far, we have not seen any anomalies in any of our Affordable housing Houston developments.

Jodie, but as it relates to these five properties, are all of the others compliant with all of the terms and conditions under the PFC agreements that were executed, with the exception of 3840, which you said is not up and operational?

Jay Mason. At this time, yes Sir.

Chairman Proler. Very good, thank you.

Commissioner Aceves-Lewis. Under the initial draft audit, but those numbers were still being audited and they were going to be confirmed. That has not happened, correct?

Jay Mason. So we can't confirm that they're not in compliance until the financial consultant tells us otherwise. So, as of today, in terms of the payments that are being received and the affordability assessments that were done, they are in compliance. There's a second component to this, where they have audited financials and we are reviewing them against the audited financials. We don't have any backup that says that they are or are not, so currently, Affordable Housing Houston is considering them as compliant or until all financial consultant says otherwise.

Commissioner Aceves-Lewis. Is this the consultant we hired after we found out about the lack of compliance? Is that the same one?

Jay Mason. This consultant is just looking at the performance of the affordable housing developments to ensure that, based off of how they're performing and the amount of money that the HHA will receive.

Commissioner Aceves-Lewis. OK, great. And that project was initiated in April?

Jay Mason/Mike Rogers: We think it was initiated in April.

Commissioner Aceves-Lewis. I guess I'm just concerned that it's April, and that we still don't have those final numbers and we're being asked to approve these resolutions.

Jay Mason, I understand, but we have about 129 properties in our portfolio, and that portion of the work just takes time.

Chairman Proler. I'd like to recommend that these be approved in seriatim unless you feel we need to go through each one separately.

Chairman Proler asked for a motion to vote on Resolution Nos. 3837, 3838, 3839, 3840, and 3841 in seriatim.

Commissioner Li motioned. Commissioner Carter seconded.

Chairman Proler asked for a motion to adopt Resolution Nos. 3837, 3838, 3839, 3840, and 3841.

Commissioner Li motioned, and Commissioner Smith seconded.

Chairman Proler called for a vote to adopt Resolution Nos. 3837, 3838, 3839, 3840, and 3841.

Votes were 5 to 2. Commissioners Carter and Aceves-Lewis voted No. Resolutions passed.

**c. Resolution No. 3834:** Consideration and/or to take action to authorize the President & CEO or designee to approve dates for the 2025 Board of Commissioners' Meetings

PRESENTED BY: Donna Dixon, Director of Community Affairs and Customer Service.

That the Houston Housing Authority Board of Commissioners authorizes the Interim President & CEO to negotiate, execute, and make necessary changes and corrections to the dates for the January 2025 – December 2025 Board of Commissioners meetings, pursuant to the memorandum dated November 5, 2024, from Donna Dixon, Director of Community Affairs & Customer Service to Jennine Hovell-Cox, Interim President & CEO.

DATE	TIME	LOCATION
January 28, 2025	3:00 p.m.	2640 Fountain View, Houston, TX 77057
February 18, 2025	3:00 p.m.	2640 Fountain View, Houston, TX 77057
March 18, 2025	3:00 p.m.	2640 Fountain View, Houston, TX 77057
April 15, 2025	3:00 p.m.	2640 Fountain View, Houston, TX 77057
May 20, 2025	3:00 p.m.	2640 Fountain View, Houston, TX 77057
June 17, 2025	3:00 p.m.	2640 Fountain View, Houston, TX 77057
July 15, 2025	3:00 p.m.	2640 Fountain View, Houston, TX 77057
August 19, 2025	3:00 p.m.	2640 Fountain View, Houston, TX 77057

September 16, 2025	3:00 p.m.	2640 Fountain View, Houston, TX 77057
October 21, 2025	3:00 p.m.	2640 Fountain View, Houston, TX 77057
November 18, 2025	3:00 p.m.	2640 Fountain View, Houston, TX 77057
December 16, 2025	3:00 p.m.	2640 Fountain View, Houston, TX 77057

The 2025 Board of Commissioners meeting dates will be the third Tuesday of each month with the exception of January. Due to the holiday, the meeting has been scheduled for the fourth Tuesday of the month.

On motion by Commissioner Smith and seconded by Commissioner Carter. The Board unanimously approved Resolution No. 3834.

**b. Resolution No. 3833:** Consideration and/or take action to amend the Directors and Officers for Related Entities of the Houston Housing Authority.

PRESENTED BY: Marcus Richard, Legal Intern

Resolution number 3833 is That the Houston Housing Authority Board of Commissioners makes appointments and ratifies the membership of the Board of Victory Redevelopment Corporation pursuant to the memorandum dated November 18, 2024, from Lakeshia Jackson, Interim General Counsel to Jennine Hovell-Cox, Interim President & CEO.

The sole purpose of this resolution is to correct the appointments previously made to the Directors of Victory Redevelopment Corporation. Any actions previously taken by parties with authority by virtue of this resolution on behalf of the entity listed herein are hereby ratified and approved as the action of such entity.

Chairman Proler asked for a motion. Commissioner Smith motioned.

Commissioner Carter. I don't understand, are you reducing the number of board members that are directors?

Marcus. Yes, we are. In the signed official version of the 2000 bylaws, it states that there are supposed to be 3 members, and those three members were correctly stated as the Director of Finance, the CEO of the housing authority, and also the head of the Board of Commissioners. And that is the only signed copy that we have to go off. And then in the April 2024 Revolution 3768, it was incorrectly stated that there would be more board members than that.

Commissioner Carter. I see what they have done. Originally, they planned for one board member. We thought there were two and now we want to go back to one. Is one adequate? I don't sit on any of those companies. But what I didn't want to do is reduce the number of active board members, because I don't want to do anything that reduces oversight.

Chairman Proler. Agreed

Commissioner Aceves-Lewis. It is reduced to one "Board" member.

Chairman Proler: Yes, there will be one "Board" member, but there will still be three people on the board, just as before.

Marcus: The three positions will be held by Mr. Proler, Ms. Hovell-Cox, Mike Rogers.

Commissioner Aceves-Lewis. And why not make it or change it so it's similar to APV Redevelopment, which has two appointed "board" members?

Marcus. We talked about potentially doing that at a later date, but this was just to rectify a previous resolution.

Commissioner Carter. Why don't we do it now if we are going to add two "board" members to the VRC board instead of waiting?

Secretary Hovell-Cox. We would have to amend the bylaws. The issue is that during the last board meeting of Victory Redevelopment, which was in 2020, there was a resolution that reference that the amended 2005 bylaws. We cannot locate a signed copy of any bylaws that were amended in 2005 and so the only signed copy of the bylaws that we have is the ones that were originally drafted in 2000. And so being that those were executed, the bylaws in 2000 were executed. They referenced 3 board members, and so, being that, we cannot locate 2005...

Commissioner Carter. Why don't we do an amendment to the bylaws?

Secretary Hovell-Cox. We can do that, but we have transactions that need to close; from what I understand, Shannon Hunter can correct me, under the name of Victory Redevelopment we need to correct the reference in the previous resolution and the board minutes.

Commissioner Carter. Is that time-sensitive?

Secretary Hovell-Cox. Yes.

Commissioner Carter. I'm not opposed to doing something that is time-sensitive. I just don't want this to slip through the cracks now that we know we have a problem.

Secretary Hovell-Cox. Oh, absolutely yes, Sir.

Commissioner Carter. If that's the case, then I am ok with it.

Commissioner Aceves-Lewis agreed.

Commissioner Carter. Let's make a point to put it on the agenda soon so we can deal with it; that's fair enough.

Shannon Hunter, Development Council to the HHA. What you just articulated is the correct way to amend the bylaws of that particular corporation. The Housing Authority cannot amend the bylaw of Victory Redevelopment Corporation. The corporation has bylaws that govern its operation and set forth the process for amending it. It is not within the purview of the HHA board to amend the bylaws of Victory Redevelopment under state law. So, you can do that, but you cannot do that here. His resolution is just corrective. It states four board members, but the bylaws only provide for three. So what you passed in April includes REID Vice President as a director. As a practical point, that position is empty in any case. So as a practical matter, you're not reducing the number of Directors in that corporation,

Commissioner Aceves-Lewis. But "board" members you are reducing the number.

Ms. Hunter. You're not because the REID Vice President is not a board member.

Commissioner Aceves-Lewis. No, but the Vice Chair was on there also.

Commissioner Carter. Counsel, can you fix it so the Victory has two "board" members on it?

Ms. Hunter. If it is that is the pleasure of the Victory board, absolutely. You would have to notice that in accordance with Toma, have that meeting for the agenda and take that action.

Commissioner Carter. Who owns Victory Redevelopment?

Marcus. With all of this being said, there are 4 technical positions, but the direct language for the bylaws states and/or. So, it's a conditional statement basically saying one of the two can be there or both can be there if there are two positions to fill. In this case, right now, there are not 2 positions to fill.

Commissioner Carter. Thank you but my question is, *(did not finish the question)*

Chairman Proler. Well, why don't we approve it as it's been requested and come back at our next meeting and add another board member to it.

Commissioner Carter. She's telling us we can't.

Ms. Hunter. No sir. I am saying the HHA Board cannot amend the Victory Redevelopment bylaws. The VRC board certainly can amend the bylaws. Reading from the bylaws "The board of directors shall consist of three directors as set forth in the articles of incorporation". What was passed before when you named 4 directors and officers which is just inaccurate. Certainly, if the board of this entity wants to amend its own bylaws, there's a process by which that can be done.

Commissioner Carter. Is it an entity owned by HHA?

Ms. Hunter. It is a sponsored affiliate of the Houston Housing Authority.

Commissioner Aceves-Lewis. So, we would do it at this time, like after this is adjourned?

Chairman Proler. No, because you're not a member of it.

Commissioner Aceves-Lewis. Not "we", "they". *(she references the VRC board members)*

Ms. Hunter. But you have to notice the meeting like any other meeting.

Commissioner Aceves-Lewis. Not this meeting but next month?

Ms. Hunter. Yes.

Chair Proler asked for a motion to approve.

On motion by Commissioner Smith and seconded by Commissioner Carter. The Board unanimously approved Resolution No. 3833.

- d. Resolution No. 3835:** Consideration and/or take action to authorize the renewal of employee health and welfare benefits effective January 1, 2025, specifically regarding Health and Welfare Renewal Decisions for Medical, Vision, and Life AD&D.



PRESENTED BY: Justin Lee, Human Resource Administrator

This resolution reads That the Houston Housing Authority Board of Commissioners authorizes the Interim President & CEO or designee to take all necessary actions to negotiate, execute, and approve the current contracts for Medical Renewal at 0% rate pass; Dental Rate Guarantee until 2026; Vision Rate Guarantee until 2026; Basic Life AD&D increase 17.8% or \$8k increase; Voluntary Life AD&D rate pass; Short and Long Term Disability in Rate Guarantee until 2026, provided by HHA to all active full-time employees with an effective date of January 1, 2025, pursuant to the November 14, 2024, memorandum from Rizvan Quadri, Director of Human Resources, Training & Development to Jennine Hovell-Cox, Interim President & CEO

Chairman Proler. That's really impressive because I don't know of any health insurance program or property casualty insurance that has not gone through the roof.

On motion by Commissioner Li and seconded by Commissioner Smith. The Board unanimously approved Resolution No. 3835.

Chairman Proler. We are waiting please for one additional resolution and I'm sorry for the delay.

- e. **Resolution No. 3836:** Consideration and/or take any appropriate employment action concerning the President and CEO of the Houston Housing Authority.

The Board of the Houston Housing Authority has been presented with a proposal from Mr. David A. Northern, Sr. that he resign his employment as President and CEO of the Houston Housing Authority, effective immediately, in exchange for a severance payment of 6 months' salary; cost of the continuation of insurance benefits for 6 months or until Mr. Northern makes alternative arrangements, whichever period is shorter; and the execution of a mutual release and settlement agreement that includes a non-disparagement agreement. The parties will negotiate a mutual release to be executed by the Board and Mr. Northern. Because the proposed resignation and execution of mutual release agreements is in the public's interest, I move that upon confirmation from Mr. Northern's attorney, Mr. Patrick Yarborough, that the Board accept Mr. Northern's proposal.

Patrick Yarborough. Mr. Chairman and members of the Board, I am David Northern's attorney and I'm authorized by him to confirm this agreement on his behalf today. Mr. Northern therefore resigns effective today in accordance with this agreement.

Chairman Proler. I'll call for a second.

Commissioner Carter seconded the motion.

Chairman Proler. Do I have any discussion? I see none. All in favor? Votes were 6 to 1 in favor. Chairman Proler voted no. Resolution No. 3836 was approved.

## **XI. ADJOURNMENT**

Chairman Proler asked for a motion to adjourn.

On motion by Commissioner Li and seconded by Commissioner Carter.

Chairman Proler declared the meeting adjourned at 5:44 p.m.