

MINUTES

HOUSING DEVELOPMENT PARTNERS

HDP MASON BOARD MEETING

DECEMBER 10TH, 2021

VIRTUAL CONFERENCE

ATTENDANCE

Present Board Members: Richard Gentry, Gary Gramling, Stefanie Benvenuto

Counsel: Irene Kuei

HDP Staff: Emily Jacobs, Josh Hoffman, Josiah Denmark, Nathan Simpson, Lourdes Valdez, Renata Spellman, Aliscia Anderson

Present on behalf of SDHC: Charles Christensen, Jeff Davis, Scott Marshall, Suket Dayal, Debra Fischle-Faulk, Emmanuel Arellano, George Hunt, Julie Conserva, Susie Cawood, Claudia Gomez, Ngoc Dang, Karen Betts, Mercy Maestro, Garford Alexander

Absent: Pari Zaker

1. CALL TO ORDER

President, CEO Mr. Gentry called Board Meeting to order at 11:04 A.M.

2. PUBLIC COMMENTS

There were no public comments.

3. APPROVAL OF MINUTES OF THE DECEMBER 10TH, 2021 BOARD MEETING

- a. Approval of the minutes of the December 10th, 2021 Board Meeting

PRESIDENT, CEO MR. GENTRY PRESENTED THE REQUEST FOR APPROVAL.

MOTION BY COMMISSIONER GRAMLING, SECONDED BY COMMISSIONER BENVENUTO AND PASSED BY A VOTE OF 3-0.

4. DETERMINATION BY CHAIR OF CONSENT AGENDA

There were no items on the agenda for consent.

5. BOARD OF DIRECTOR COMMENTS

There were no Board of Director comments.

6. SENIOR VICE PRESIDENT COMMENTS

There were no Senior Vice President comments.

ACTON ITEMS

7. AUTHORIZATION OF HDP SIGNATORIES

- a. Authorization of HDP Signatories

PRESIDENT, MR. GENTRY PRESENTED THE REQUEST FOR APPROVAL.

MOTION BY COMMISSIONER GRAMLING, SECONDED BY COMMISSIONER BENVENUTO AND PASSED BY A VOTE OF 3-0.

8. APPROVAL OF THE 2022 BOARD MEETING SCHEDULE

- b. Approval of the 2022 Board Meeting schedule

PRESIDENT, CEO MR. GENTRY PRESENTED THE REQUEST FOR APPROVAL.

MOTION BY COMMISSIONER GRAMLING, SECONDED BY COMMISSIONER BENVENUTO AND PASSED BY A VOTE OF 3-0.

9. APPROVAL OF THE 2022 PROPERTY BUDGET

- c. Approval of the 2022 Property Budget

PRESIDENT, CEO MR. GENTRY PRESENTED THE REQUEST FOR APPROVAL.

MOTION BY COMMISSIONER GRAMLING, SECONDED BY COMMISSIONER BENVENUTO AND PASSED BY A VOTE OF 3-0.

Informational Items

- 10. Resignations – Tracey McDermott and Roberta Spoon
- 11. HDP Mason Housing Corporation 2020 Audit
- 12. Q3 HDP Mason Corporate Financials
- 13. Q3 Property Budget to Actual

14. Adjournment

President, CEO Mr. Gentry adjourned the Board Meeting at 11:56 A.M.

Next regularly scheduled meeting (subject to Board Approval): December 15th, 2022

Respectfully submitted,

Jeff Davis
Interim President
Housing Development Partners

Stefanie Benvenuto
Secretary
Housing Development Partners

Attachment A

Conflict Disclosure and Mutual Director Statement

Two San Diego Housing Commissioners (the “Commissioners”), which include Stefanie Benvenuto and one Commissioner position being vacant, and Chief Executive Officer (“CEO”) of the San Diego Housing Commission, Richard Gentry, are each directors of Housing Development Partners of San Diego (“HDP”), a California nonprofit public benefit corporation qualified as an Internal Revenue Code Section 501(c)(3) corporation for federal purposes. Any Commissioner, who is also a director of HDP as of the date of this staff report Commissioners and CEO Gentry receive no compensation for their service on the HDP’s Board of Directors and/or as officers of HDP. Pursuant to the provisions of Government Code Sections 1091.5(a)(7) and 1091.5(a)(8), Commissioners and CEO Gentry each have a “non-interest” as described in Government Code Section 1091.5 for purposes of their action on Housing Commission matters associated with this matter, if any. This disclosure shall be incorporated into the record of the San Diego Housing Commission, if and when this matter is heard by the Commission.

Further, as members of the Board of Commissioners of the Housing Commission, the Commissioners are legally entitled to vote and be counted for quorum purposes in this HDP matter. Further, Mr. Gentry is not compensated by HDP and he sits on the Board of Directors of HDP. He is legally entitled to vote and to be counted for quorum purposes for this HDP matter.

None of HDP’s board members has a financial interest in this action item that would legally preclude their participation under the provisions of Government Code Sections 1090 and/or 87100 et. seq.

Further, the San Diego Housing Commission is a public agency and the Commissioners are not compensated for their service as Commissioners of the San Diego Housing Commission. Further, Mr. Gentry’s compensation from a public agency, the San Diego Housing Commission, is a non interest under the provisions of Government Code Section 1091.5(a)(9) as well as for the purposes of Government Code Section 87100 et. seq. Mr. Gentry’s compensation with SDHC is not a financial interest that would, in any way, preclude him being counted for quorum purposes or voting on these matters before HDP.

Further, to the extent that HDP is a public agency for local Ethics Ordinance purposes, neither the Commissioners nor Director Gentry have any conflicts of interest under the local ethics ordinance that would preclude their, or any of their, actions in this matter or from being counted for quorum purposes.

This disclosure shall be and is hereby documented in the official records of the HDP. Similar disclosures will be made in the records of the San Diego Housing Commission, if and when this matter his heard by the Commission.

MUTUAL DIRECTORS STATEMENT:

To the extent that the Commissioners may be considered to be “directors” of the Commission for purposes of California Corporations Code Section 5234 and, hence, common directors with HDP, a vote on this matter should incorporate a finding that these transactions are just and reasonable as to HDP.