

AMENDMENT TO BYLAWS

Housing Development Partners (HDP)

HDP Mason Housing Corporation (HDP Mason)

July 12, 2023

Josh Hoffman
Vice President of Real Estate Development



Amendment to Bylaws

Introduction

- San Diego City Council Select Committee on San Diego Housing Commission (SDHC) Oversight and Reform met throughout 2022.
 - September 12, 2022: SDHC provided an informational presentation about HDP.
 - November 14, 2022: Committee unanimously requested that SDHC's President & CEO draft an amendment to HDP's bylaws and present it to the SDHC Board of Commissioner and HDP's Board of Directors for approval.
 - Amend bylaws to replace one of the two “at large” seats on HDP's Board of Directors with a member of the Housing Authority of the City of San Diego.
 - To be appointed by the City Council.

Amendment to Bylaws

Board Composition

- Current Bylaws Section 5.02(b)
 - HDP and HDP Mason Boards of Directors consist of:
 - SDHC's President & CEO
 - Two SDHC Commissioners
 - Two “at large” residents designated by SDHC
- Amendment to Bylaws
 - HDP and HDP Mason Boards of Directors will consist of:
 - SDHC's President & CEO
 - Two SDHC Commissioners
 - A Member of the Housing Authority who would be appointed by the Council President and confirmed by the City Council
 - One at large resident designated by SDHC

Amendment to Bylaws

Staff Recommendations

That the HDP Board of Directors take the following actions:

- 1) Approve an amendment to Section 5.02(b)(3) of HDP's bylaws to require that one of the "at large" seats on HDP's Board of Directors be filled by a member of the Housing Authority of the City of San Diego, who will be appointed by the San Diego City Council President and Confirmed by the San Diego City Council. Approval of the amendment to the bylaws is subject to and contingent upon approval by the San Diego Housing Commission (Housing Commission) Board of Commissioners.

Amendment to Bylaws

Staff Recommendations (Continued)

- 2) Authorize HDP's Executive Vice President, or designee, to execute all documents and instruments that are necessary and/or appropriate to implement these approvals, in a form approved by HDP's legal counsel, and take such actions as are necessary and/or appropriate to implement these approvals.
- 3) Find that the foregoing actions are just and reasonable as to HDP for purposes of California Corporations Code 5234.

Amendment to Bylaws

Staff Recommendations (Continued)

That the HDP Mason Board of Directors take the following actions:

- 1) Approve an amendment to Section 5.02(b)(3) of HDP Mason's bylaws to require that one of the "at large" seats on HDP Mason's Board of Directors be filled by a member of the Housing Authority of the City of San Diego, who will be appointed by the San Diego City Council President and Confirmed by the San Diego City Council. Approval of the amendment to the bylaws is subject to and contingent upon approval by the San Diego Housing Commission (Housing Commission) Board of Commissioners.

Amendment to Bylaws

Staff Recommendations (Continued)

- 2) Authorize HDP Mason's Executive Vice President, or designee, to execute all documents and instruments that are necessary and/or appropriate to implement these approvals, in a form approved by HDP Mason's legal counsel, and take such actions as are necessary and/or appropriate to implement these approvals.
- 3) Find that the foregoing actions are just and reasonable as to HDP Mason for purposes of California Corporations Code 5234.

Amendment to Bylaws

Questions/Comments