

MINUTES

**HDP MASON HOUSING CORPORATION
MINUTES OF THE BOARD MEETING OF
JULY 12, 2023
SMART CORNER - 4TH FLOOR CONFERENCE ROOM
1122 BROADWAY, SAN DIEGO, CA 92101**

ATTENDANCE:

Board Members Present:

Chair Jeff Davis

Vice Chair Gary Gramling

Board Member Ryan Clumpner

Board Member Eugene “Mitch” Mitchell

Not present:

Board Member Justine Nielsen

Counsel Chuck Christensen

Counsel Irene Kuei

10 CALL TO ORDER

Chair Davis called the Meeting to order at 9:08 a.m.

20 NON-AGENDA PUBLIC COMMENT

There were no public comments.

30 HDP MASON BOARD MEMBER COMMENTS

There were no Board Member comments.

40 HDP MASON BOARD CHAIR COMMENTS

There were no HDP Mason Board Chair comments.

50 APPROVAL OF THE MINUTES

The minutes of the December 15, 2022, HDP Mason Board of Directors Meeting were approved on a motion by Board Member Gramling, seconded by Board Member Mitchell and passed by a vote of 3-0. Board Member Clumpner abstained.

Chair Davis adjourned the HDP Mason Board meeting at 9:13 a.m. to reconvene the HDP Board meeting.

Chair Davis reconvened the HDP Mason Board meeting at 9:15 a.m.

CONSENT AGENDA

Motion by Board Member Gramling to approve Items 100, 101 and 102 on Consent. For Item 101, Chair Davis recommended that Board Member Gary Gramling serve as the HDP Mason Board Secretary. Seconded by Board Member Mitchell and passed by a vote of 4-0.

100 HDP23-002 Approve the Appointment of a Board Member

That the HDP Mason Corporation (HDP Mason) Board of Directors (Board) take the following actions:

- 1) Approve the appointment of San Diego Housing Commission (Housing Commission) Vice Chair Ryan Clumpner as a member of the HDP Mason Board of Directors.
- 2) Find that the foregoing action is just and reasonable as to HDP for purposes of California Corporations Code 5234.

101 HDP23-004 Elect the HDP Mason Board Secretary

That the HDP Mason Housing Corporation (HDP Mason) Board of Directors (Board) take the following actions:

- 1) Elect the Secretary of the HDP Mason Board of Directors
- 2) Find that the foregoing action is just and reasonable as to HDP for purposes of California Corporations Code 5234.

102 HDPM23-001 Amendment to the HDP Mason Housing Corporation Bylaws

That the HDP Mason Housing Corporation (HDP Mason) Board of Directors (Board) 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.
- 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.

Adjournment

Chair Davis adjourned the meeting at 9:15 a.m.

Respectfully submitted,

Scott Marshall

Scott Marshall
Vice President of Communications and
Government Relations
HDP Mason Housing Corporation

Approved by,

Emily S. Jacobs

Emily S. Jacobs
Executive Vice President
HDP Mason Housing Corporation