

San Mateo County Community Colleges Educational Housing Corporation
Board of Directors | Regular Meeting
April 20, 2023 | 3:00 p.m.

The San Mateo County Community Colleges Educational Housing Corporation Board of Directors will meet in-person at the San Mateo County Community College District Office (3401 CSM Drive, San Mateo, CA 94402) on April 20, 2023.

Observing the Meeting

Members of the public who wish to observe the meeting may attend in-person or by accessing the following link or calling the following telephone number at the beginning of the meeting:

Zoom Meeting ID: <https://smccd.zoom.us/j/83717980338>

Dial-In: 1 669 444 9171 | **Webinar ID:** 83717980338

Providing Public Comment on NON-AGENDA Items

To make a comment regarding a non-agenda item, members of the public:

1. If in person, may seek recognition at the speaker's lectern when called upon by the Board President, or
2. If remote, once in the Zoom meeting (via above link), can utilize the "raise hand" function on the bottom right corner of the screen. This will allow for the Board President to recognize members for comment and will allow staff to activate audio access to individual participants. Members of the public who "raise their hand" will be called upon in the order they appear.
3. Members of the public making comment are reminded of the 3-minute time limit for comment.

Members of the public may also submit written comments on non-agenda items via email to housing@smccd.edu. The length of the emailed comment should be commensurate with the three minutes customarily allowed for verbal comments, which is approximately 300 words. Emails received by 12:00 p.m. on April 20, 2023 will be provided to Housing Board members.

Accommodations

Individuals who require special assistance or a disability-related modification or accommodation to participate in this meeting, or who have a disability and wish to request an alternative format for the agenda, meeting notice, agenda packet or other writings that may be distributed at the meeting, should contact Carina Warne, Executive Assistant to the Chancellor, by 5:00 p.m. on April 19, 2023 at (650) 358-6877 or via email at warnec@smccd.edu.

**San Mateo County Community Colleges Educational Housing Corporation
Board of Directors | Regular Meeting
April 20, 2023 | 3:00 p.m.**

In Person at 3401 CSM Drive, San Mateo, CA 94402

Members of the Public may also participate via Zoom.

Zoom Meeting ID: <https://smccd.zoom.us/j/83717980338>

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AGENDA

I. Call to Order and Roll Call

II. Public Comments on Non-Agenda Items

III. BLVD Residential Updates

IV. Information Items

- a. Joint Study Session with the Board of Trustees May 10, 2023

V. Discussion Items

- a. Discuss Amendments to the Educational Housing Board Corporation Bylaws

VI. Action Items

- a. Approval of Minutes of January 19, 2023 Meeting
- b. Approval of Minutes of January 30, 2023 Meeting
- c. Consideration of Awarding of Contract for College Vista Cabinet and Countertop Replacement Project

VII. Statements from Directors

VIII. Adjourn

HOUSING BOARD REPORT

PREPARED FOR: Educational Housing Corporation Board of Directors

PREPARED BY: Richard Storti, Executive Vice Chancellor

MEETING DATE: April 20, 2023

REPORT SUBJECT: Discuss Amendments to the Educational Housing Board Corporation Bylaws

At its meeting on January 30, 2023, the Housing Board began a discussion on various amendments to the Educational Housing Board Corporation Bylaws. The current Educational Housing Board Corporation Bylaws are attached for review and amendment.

The Bylaws of the San Mateo Colleges Educational Housing Corporation were originally approved by the Board of Trustees of the College District in January 2004, and subsequently amended and approved in 2011. Those Bylaws delegate to the Housing Corporation Board the responsibility of reviewing and amending the Bylaws as needed, subject to the approval of the Board of Trustees.

This item is presented for Board discussion, not as an action item, at this time.

BYLAWS

OF

**SAN MATEO COUNTY COLLEGES
EDUCATIONAL HOUSING CORPORATION,**

**A CALIFORNIA NONPROFIT
PUBLIC BENEFIT CORPORATION**

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**BYLAWS
OF
SAN MATEO COUNTY COLLEGES EDUCATIONAL HOUSING
CORPORATION,
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

ARTICLE I

NAME

The name of this corporation is **SAN MATEO COUNTY COLLEGES EDUCATIONAL HOUSING CORPORATION** (the “Corporation”).

ARTICLE II

OFFICES OF THE CORPORATION

Section 1. Principal Office

The principal office for the transaction of the activities and affairs of the Corporation (“Principal Office”) shall be located in San Mateo County, California.

Section 2. Other Offices

The Board may at any time establish branch or subordinate offices at any place where the Corporation is qualified to conduct its activities.

ARTICLE III

PURPOSES

Section 1. Purposes

The purposes of this Corporation are (1) to advance education by supporting the San Mateo County Community College District in its efforts to attract and retain qualified educational employees through the management and operation of affordable housing for such employees; (2) to solicit gifts of money, real property, or personal property, to manage all such assets received by the Corporation, and to use and apply the whole or any part of the income and/or principal of such assets exclusively in the management and operation of affordable housing for educational faculty and staff; and (3) to engage in any other activities reasonably related to such purposes.

Section 2. Limitations

The purposes for which the Corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and Sections 214 and 23701d of the California Revenue and Taxation Code, as amended. Notwithstanding

any other provision of the Corporation's Articles of Incorporation or these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law), or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

Section 3. Dedication of Assets

The Corporation's assets are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or Officer of the Corporation.

ARTICLE IV

MEMBERSHIP

The Corporation shall have no members within the meaning of the California Nonprofit Public Benefit Corporation Law. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Corporation's Board of Directors (the "Board"), subject to Article V, Section 2. All rights which would otherwise vest in the members shall vest in the Directors.

ARTICLE V

BOARD OF DIRECTORS

Section 1. General Corporate Powers

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or Bylaws regarding actions that require the approval of the San Mateo County Community College District Board of Trustees, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

Section 2. Specific Powers

Without prejudice to the general powers set forth in Section 1 of this Article, but subject to the same limitations, the Directors shall have the power to:

- (a) Appoint and remove all the Corporation's Officers, agents, and employees; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation and require from them security for faithful performance of their duties.
- (b) Supervise the Corporation's Officers, agents, and employees to ensure that they perform their duties properly.

- (c) Meet at such time and place as required by these Bylaws.
- (d) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the Corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
- (e) Adopt or amend the Articles of Incorporation or Bylaws of the Corporation, subject to the approval of the San Mateo County Community College District Board of Trustees.
- (f) Adopt or revise the Corporation's annual budget or long-range plan, subject to the approval of the San Mateo County Community College District Board of Trustees.
- (g) Appoint outside auditors.
- (h) Create a taxable or tax-exempt subsidiary, subject to the approval of the San Mateo County Community College District Board of Trustees.
- (i) Acquire a controlling interest in another entity, subject to the approval of the San Mateo County Community College District Board of Trustees.
- (j) Merge, dissolve, or transfer all or substantially all of the Corporation's assets, subject to the approval of the San Mateo County Community College District Board of Trustees.

Section 3. Authorized Number and Qualifications

The Board shall consist of at least seven (7) but no more than nine (9) Directors, with the precise number of Directors within this range to be determined by the San Mateo County Community College District Board of Trustees. One director shall be recommended for membership by the Academic Senate of the District and a second Director shall be recommended by the CSEA chapter. The qualifications for Directors shall be as established as needed by the San Mateo County Community College District Board of Trustees from time to time.

Section 4. Restriction on Interested Persons as Directors

No more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. An interested person is:

- (a) any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise; and
- (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person.

However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

Section 5. Appointment and Term of Office

The Directors shall be appointed by the San Mateo County Community College District Board of Trustees. Directors shall serve for staggered four (4)-year terms, with approximately one-third of the Directors being appointed each year. A Director may serve a maximum of two consecutive four (4)-year terms, but may serve again after taking a one (1)-year hiatus. Each Director, including a Director appointed to fill a vacancy, shall hold office until expiration of the term for which appointed and until a successor has been appointed and qualified.

Section 6. Events Causing Vacancy

A vacancy or vacancies on the Board shall exist on the occurrence of the following:

- (a) the death or resignation of any Director;
- (b) the declaration by action of the Board or the San Mateo County Community College District Board of Trustees of a vacancy in the office of a Director who has been declared of unsound mind by an order of any court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law;
- (c) the removal of a Director in accordance with Article V, Section 8, below; or
- (d) an increase in the authorized number of Directors.

Section 7. Resignations

Except as provided below, any Director may resign by giving written notice to the President or the Vice President/Secretary of the Corporation. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the San Mateo County Community College District Board of Trustees may elect a successor to take office as of the date that the resignation becomes effective. Except on notice to the Attorney General of California, no Director may resign if the Corporation would be left without a duly appointed Director or Directors.

Section 8. Removal

The San Mateo County Community College District Board of Trustees may remove a Director from office if:

- (a) The Director fails to attend three (3) consecutive regular meetings of the Board without a leave of absence approved by the President; or
- (b) The Director otherwise fails to meet any qualification criteria in effect when the Director began his or her current term of office; or

- (c) The Director is removed for good cause in accordance with Corporations Code Section 5221.

Section 9. Filling Vacancies

A vacancy on the Board shall be filled by a person appointed by San Mateo County Community College District Board of Trustees, to serve the remaining term of the Director whose position became vacant.

Section 10. No Vacancy on Reduction in Number of Directors

No reduction in the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

Section 11. Compensation and Reimbursement

Directors and Officers shall not receive compensation for their services as Directors and Officers. They may receive reimbursement of expenses, as approved by the President and Treasurer.

Section 12. Board President's Authority to Act on Behalf of the Board

If a situation arises that, pursuant to these Bylaws, would ordinarily require approval of the full Board, but action and/or a decision is needed before a Board meeting can reasonably be noticed and convened, the Board President, acting in consultation with the District's Executive Vice Chancellor, may act on behalf of the Board to the full extent reasonably necessary to 1) protect or preserve Corporation assets or 2) protect residents' health or safety. Such action shall be presented at the next meeting of the Corporation Board for ratification.

ARTICLE VI
DIRECTORS' MEETINGS

Section 1. Place of Meetings

Meetings of the Board shall be held at any place within California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the Principal Office of the Corporation.

Section 2. Method of Meetings

All meetings of the Board are subject to and will comply with the requirements of the California open meetings act titled the Ralph M. Brown Act set forth in Cal. Govt. Code Section 54950 *et seq.*

Section 3. Annual Meeting

The Board shall hold a regular annual meeting for purposes of organization, election of Officers, and transaction of other business.

Section 4. Other Regular Meetings

Other regular meetings of the Board may be held at such time and place as the Board may fix from time to time.

Section 5. Authority to Call Special Meetings

Special meetings of the Board for any purpose may be called at any time by the President, the Vice President/Secretary, or any two (2) Directors.

Section 6. Quorum

A majority of the Directors then in office plus one Director shall constitute a quorum for the transaction of business, except to adjourn.

Section 7. Voting

Each Director shall be entitled to one (1) vote on each matter before the Board. Directors shall not be permitted to vote by proxy. The affirmative vote of a majority of the Directors then in office shall be the act of the Directors, except as otherwise provided in these Bylaws and subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to:

- (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest;
- (b) approval of certain transactions between corporations having common directorships;
- (c) creation of and appointments to committees of the Board; and
- (d) indemnification of Directors.

Section 8. Adjournment

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 9. Conflicts of Interest

(a) Duty to disclose material financial interest or common directorship. Any Director who has a material financial interest in a transaction to which the Corporation is a party or who is a director of another corporation or association with which the Corporation proposes to enter into a contract or transaction shall promptly disclose such material financial interest or common directorship to the Board. Such disclosure shall be made a part of the record of the Board's meetings.

(b) Procedure for considering transaction involving an interested Director. The Board shall not approve a transaction in which a Director has disclosed a material financial interest

unless the Board takes all of the following actions and records in the written meeting minutes that such actions were taken. The Board shall:

- i) Make a finding that the Corporation is entering into the transaction for its own benefit.
- ii) Make a finding that the transaction is fair and reasonable to the Corporation at the time the Corporation enters into the transaction.
- iii) Before consummating the transaction or any part of it, authorize or approve the transaction in good faith by a vote of a majority of the Directors then in office without counting the vote of the interested Director(s), and with knowledge of the material facts of the transaction and the Director's interest in the transaction. No action by a Board committee shall satisfy this requirement.
- iv) Before authorizing or approving the transaction, consider and in good faith determine after reasonable investigation under the circumstances that the Corporation cannot obtain a more advantageous arrangement with reasonable effort under the circumstances.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes or approves a contract or transaction.

(c) Procedure for considering transaction involving a common Director. The Board shall not approve a transaction involving a common Director unless the Board takes all of the following actions and records in the written meeting minutes that such actions were taken. The Board shall, after full disclosure of all the material facts of the transaction and the common directorship, authorize or approve the contract or transaction in good faith by a vote sufficient without counting the vote of the common Director(s).

(d) Because the knowledge of the interested or common Director may assist the Board in reaching an informed and reasonable decision, the foregoing requirements shall not prevent any interested or common Director from briefly stating his position on the transaction or from answering questions of other Directors.

(e) Each new Director shall be advised of the requirements contained in this Article VI, Section 9 upon becoming a Director.

ARTICLE VII

COMMITTEES

Section 1. Committees of the Board

The Board may create one or more committees, each consisting of not more than three Directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting.

Any such committee shall have such authority of the Board, except that no committee, regardless of Board action, may:

- (a) Fill vacancies on the Board or on any committee that has the authority of the Board;
- (b) Amend or repeal these Bylaws or adopt new Bylaws;
- (c) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- (d) Create any other committees of the Board or appoint the members of committees of the Board;
- (e) Approve any contract or transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code; or
- (f) Approve any action which the San Mateo County Community College District Board of Trustees is required to approve.

Section 2. Meetings and Action of Committees of the Board

Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board action or, if there is none, by action of the committee of the Board. The Board may adopt rules for the government of any committee, provided they are consistent with these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

ARTICLE VIII

OFFICERS

Section 1. Officers of the Corporation

The Officers of the Corporation shall be a President, a Vice President/Secretary, and a Treasurer. The Corporation may also have, in the Board's discretion such other Officers as may be appointed in accordance with Section 3 of this Article. Any number of offices may be held by the same person, except that neither the Vice President/Secretary nor the Treasurer may serve concurrently as the President.

Section 2. Election of Officers

The Officers of the Corporation, except those appointed by the President under Section 3 of this Article, shall be chosen annually by the Board and shall serve at the pleasure of the Board, subject to the rights, if any, of any Officer under any contract of employment.

Section 3. Other Officers

The Board may appoint and may authorize the President to appoint any other Officers the Corporation may require. Each Officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined by the Board.

Section 4. Removal of Officers

Without prejudice to any rights of an Officer under any contract of employment, any Officer may be removed with or without cause by the Board.

Section 5. Resignation of Officers

Any Officer may resign at any time by giving written notice to the Corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

Section 6. Vacancies in Office

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office; provided, however, that vacancies need not be filled on an annual basis.

ARTICLE IX

RESPONSIBILITIES OF OFFICERS

Section 1. President

The President shall preside at meetings of the Board, shall be the Chief Executive Officer of the Corporation, and shall supervise, direct, and control the Corporation's activities, affairs, and Officers. The President shall have such other powers and duties as the Board or the Bylaws may prescribe.

Section 2. Vice President/Secretary

If the President is absent or disabled, the Vice President/Secretary shall perform all duties of the President. When so acting, the Vice President/Secretary shall have all powers of and be subject to all restrictions on the President. The Vice President/Secretary shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

The Vice President/Secretary shall keep or cause to be kept, at the Corporation's Principal Office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board and committees of the Board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, and the names of those present at Board and

committee meetings. The Vice President/Secretary shall keep or cause to be kept, at the Principal Office in California, a copy of the Articles of Incorporation and Bylaws, as amended to date.

The Vice President/Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these Bylaws to be given. The Vice President/Secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

Section 3. Treasurer

The Treasurer shall serve as the Chief Financial Officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Treasurer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times.

The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate, shall disburse the Corporation's funds as the Board may order, shall render to the President and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.

ARTICLE X

INDEMNIFICATION

Section 1. Right of Indemnity

To the fullest extent permitted by law, the Corporation or the San Mateo County Community College District shall indemnify the Corporation's Directors, Officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 2. Approval of Indemnity

On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification.

Section 3. Insurance

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees, and other agents, against any liability asserted against or incurred by any Officer, Director, employee, or agent in such capacity or arising out of the Officer's, Director's employee's, or agent's status as such.

ARTICLE XI

RECORDS AND REPORTS

Section 1. Maintenance and Inspection of Corporate Records

The Corporation shall keep:

- (a) Adequate and correct books and records of account; and
- (b) Written minutes of the proceedings of its Board.

The Board, without submitting a written request for inspection, shall have the right at all reasonable times to inspect such books and records. Inspection may be made in person or by authorized agent and includes the right to make photocopies and extracts.

Section 2. Maintenance and Inspection of Articles and Bylaws

The Corporation shall keep at its Principal Office the original or a copy of the Articles of Incorporation and the Bylaws, as amended to date, which shall be open to inspection by the Directors at all reasonable times during office hours.

Section 3. Annual Statement of Certain Transactions and Indemnifications

The Corporation shall annually prepare and furnish to San Mateo County Community College District Board of Trustees and each Director a statement of any transaction or indemnification of the following kind within one hundred twenty (120) days after the end of the Corporation's fiscal year:

- (a) Any transaction:
 - in which the Corporation, its parent, or its subsidiary was a party;

- in which an “interested person” had a direct or indirect material financial interest; and
- which involved more than \$50,000, or was one of a number of transactions with the same interested person involving, in the aggregate, more than \$50,000.

For purposes of this subparagraph (a), an “interested person” is either of the following:

- Any Director or Officer of the Corporation, or its parent or subsidiary (a person holding a mere common directorship shall not be deemed an “interested person” for purposes of this subparagraph); or
- Any holder of more than 10 percent of the voting power of the Corporation, its parent, or its subsidiary.

The statement shall include a brief description of the transaction, the names of the interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest; provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

- Any indemnifications aggregating more than \$10,000 paid during the fiscal year to any Officer or Director of the Corporation under Article X, Sections 1 and 2 of these Bylaws.

Section 4. Corporate Loans and Guaranties

The Corporation shall not make any loan of money or property to or guaranty the obligation of any Director or Officer, except as expressly allowed under California Corporations Code Section 5236.

ARTICLE XII

CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

ARTICLE XIII

AMENDMENTS

Section 1. Right to Amend Articles and Bylaws

The Corporation's Articles of Incorporation and these Bylaws may be adopted, amended, or repealed only upon the approval of San Mateo County Community College District Board of Trustees and a majority of Directors present at a duly held Board meeting.

ARTICLE XIV

DISSOLUTION

Section 1. Election to Dissolve

This Corporation may elect to wind up and dissolve in any manner permitted by Section 6610 of the California Corporations Code or its successor statute.

Section 2. Distribution Upon Dissolution

On dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to the San Mateo County Community College District, or its successor, or, with the approval of the San Mateo County Community College District Board of Trustees, to a nonprofit fund, foundation or corporation which is established and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

CERTIFICATE OF VICE PRESIDENT/SECRETARY

I, the undersigned, do hereby certify:

That I am the duly elected and acting Vice President/Secretary of **SAN MATEO COUNTY COLLEGES EDUCATIONAL HOUSING CORPORATION**, a California nonprofit public benefit corporation; and

That the foregoing Bylaws, comprising fourteen (14) pages, including this page, constitute the Bylaws of said Corporation, as duly amended at a meeting of the Board of Directors held on January 20, 2010 and that they have not been amended or modified since that date.

Executed on _____, 2010, at _____.

_____, Vice President/Secretary



Minutes of the Educational Housing Corporation Special Board Meeting

January 19, 2023

**In-Person at the District Office (3401 CSM Drive, San Mateo, CA 94402)
and ZOOM Webinar**

Attendees:	Other Attendees:
Michael Pierce, President	Michael Claire, SMCCCD
Michael Guingona	Richard Storti, SMCCCD
Richard Holober	Bernata Slater, SMCCCD
	Carina Warne, SMCCCD
Absent:	Bob Talbott, BLVD Residential
Dennis McBride, Treasurer	Yaakov Strauss, BLVD Residential
Jessica Marshall	Jonathan Garcia, BLVD Residential
	Stephanie Montenegro, BLVD Residential

Call to Order and Roll Call

The meeting was called to order at 3:04 p.m. Members in attendance are listed above. A quorum was not established; therefore, no action could be taken.

Public Comments on Non-Agenda Items

None

Staff Updates

Mr. Claire introduced Mr. Storti, Executive Vice Chancellor of Administrative Services and announced that he will take over the oversight of the District Faculty & Staff Housing Program.

BLVD Residential Updates

Mr. Strauss gave an update on behalf of BLVD Residential. He said BLVD Residential has been serving as the property manager for the District Housing Program for about 18 months.

BLVD Residential just recently completed the College Vista Painting Project, which was an overall success. He said there is another upcoming project at College Vista to replace cabinets and countertops as well.

Townhall meetings with all residents are being held every 3-4 months.

Mr. Strauss, Ms. Montenegro and Ms. Warne also discussed the status of vacancies at all three complexes and the status of the housing waitlist.

Discussion of Board Composition and Filling Vacancies

Mr. Pierce said there are two positions that need to be filled on the Housing Board. The Vice President/Secretary position is currently vacant and the Treasurer position will be vacant on February 1st due to the end of Mr. McBride's term. There are also several vacancies on the Housing Board.

Mr. Pierce suggested a special meeting be scheduled soon to appoint these positions and discuss filling vacancies. Mr. Holober said it is imperative that there is a full board because there is business to transact. He suggested potential names of Board members should be forwarded to Chancellor Claire.

Election of Officer

No action taken.

ACTION ITEMS

Adoption of Resolution to Make Findings Allowing Continued Remote Meetings Under Brown Act

No action taken.

Consideration of One Year Extension of Property Manager Contract for BLVD Residential

No action taken.

Adoption of Budgets for FY 2022-2023

No action taken.

Approval of Minutes of June 14, 2022 Meeting

No action taken.

Approval of Minutes of July 5, 2022 Meeting

No action taken.

Setting of Meeting Dates for 2023

No action taken.

INFORMATION ITEMS

Discussion of the Future of Faculty & Staff Housing

Mr. Pierce talked about the need for alignment between the Educational Housing Board and the Board of Trustees. He said the Housing Board needs an action plan for the future of housing. Mr. Holober agreed and said there are new Trustees on the Board of Trustees that need to learn about faculty and staff housing. Mr. Guingona suggested discussing this item at the Board Retreat in February.

Mr. Pierce said there are many options when it comes to faculty and staff housing. For example, Stanford University has “for sale” housing that is purchased solely by faculty and staff. He also mentioned Build OS, which manufactures and builds factory built multi-family housing units.

Discussion of Potential Revision to Housing Policy Regarding Definition of First-Time-Home Buyer

Ms. Warne said staff has received a number of inquiries from employees who have sought clarification on the definition of first-time home buyer. In particular, employees have explained that due to the high cost of housing, they have with other members of their family, jointly purchased a home. However, as examples, the employee’s “ownership” experience is not one of total ownership (as they may be one of three or four owners of a home) or they do not live in the home, but other members of their families do.

The Board discussed the definition of first time-home buyer and the set criteria. Mr. Holober said the board should review and discuss these qualifications more in depth. He said if an employee has their name on the title of a property, then they have some ownership and an advantage over others.

Mr. Pierce asked if the district practices due diligence by checking if employees are homeowners. He also said some people are renting tenants by choice, not by economic necessity. Mr. Pierce said another scenario to consider is if an employee is not living in the home, but is earning rental revenue from the home.

Review of Reserve Study for College Vista & Cañada Vista

Mr. Strauss said that reserve studies, in general, are guides and are not exact. Reserve studies estimate the depreciation of an asset, but the actual life of an asset can be different. He said reserve studies help us plan for projects and future maintenance expenses. For example, Mr. Strauss said the hot water heaters are close to expiring and BLVD Residential will work with the District to repair or replace those items.

Mr. Pierce asked about investments that are mentioned in the reserve study. Ms. Slater this study has been called the Trower Study in the past. She said for both College Vista and Cañada Vista there are capital reserves and maintenance reserves. The College Vista capital reserve is set aside for emergency expenditures and is being used, per Board of Trustees direction, to fund and support the Promise Scholars Program. Ms. Slater also mentioned that the capital reserve was used to help fund the major repairs at Cañada Vista.

Mr. Pierce mentioned electric vehicle charging stations. Mr. Talbott said every garage at College Ridge already has a charge plug available. Also, there are charge point charging stations next to the carports that are open for anyone to use and charge an electric vehicle. Mr. Holober said the district in general has been very proactive with electric vehicle charging stations.

Adjourn

The meeting was adjourned at 4:23 p.m.



Minutes of the Educational Housing Corporation Special Board Meeting

January 30, 2023

**In-Person at the District Office (3401 CSM Drive, San Mateo, CA 94402)
and ZOOM Webinar**

Attendees:	Other Attendees:
Michael Pierce, President	Michael Claire, SMCCCD
Dennis McBride, Treasurer	Richard Storti, SMCCCD
Michael Guingona	Bernata Slater, SMCCCD
Richard Holober	Carina Warne, SMCCCD
Jessica Marshall	Bob Talbott, BLVD Residential
Brittney Sneed	Yaakov Strauss, BLVD Residential
	Jonathan Garcia, BLVD Residential
	Stephanie Montenegro, BLVD Residential

Call to Order and Roll Call

The meeting was called to order at 4:04 p.m. Members in attendance are listed above.

Public Comments on Non-Agenda Items

None

Election of Officers

Mr. Holober motioned to nominate himself to serve as Vice President/Secretary. There were no other nominations. The motion carried unanimously, with all members voting aye.

It was moved by Mr. Holober to elect Mr. Guingona to serve as Treasurer. There were no other nominations. The motion carried unanimously, with all members voting aye.

INFORMATION ITEMS

Discussion of Taking Board Action without a Meeting

Mr. Pierce thanked Mr. Storti for including the Educational Housing Corporation bylaws in the board packet. He said, in reviewing the bylaws, it is clear that the board does not have authority to take board action without a meeting. He said the President of the board in consort with Mr. Storti may act on emergency items if needed. He said the board may like to consider thinking about making an exception to this rule for special circumstances. Mr. Pierce also said, with the

Board of Trustees approval, the housing board may like to consider modifying the bylaws at some time in the near future.

Mr. McBride noted that in reviewing the bylaws, the housing board composition structure is imbalanced because there are several employees and Trustees on the Housing Board. Mr. Holober agreed that a majority of the housing board should be external to the organization and not employed by the District. Mr. McBride said the housing board needs to be quicker in filling board vacancies. Mr. Pierce suggested that the board forward names to Chancellor Claire and Executive Vice Chancellor Storti.

Discussion of the Future of Faculty & Staff Housing

Mr. Pierce started the conversation regarding future Faculty & Staff Housing. He said the Facilities Master Plan document provides a clear vision of where future Faculty & Staff Housing might be located. Mr. Pierce discussed the idea of having a joint study session with the Board of Trustees to discuss the vision, timeline and direction of future housing.

Mr. McBride said the housing board, in collaboration with the Board of Trustees, needs to decide if there is a need for additional Faculty & Staff Housing and how it will be funded.

Ms. Marshall said there is still a lot of interest from employees for District provided housing.

It was moved by Mr. Pierce and seconded by Mr. McBride to set up a Joint Study Session with the Board of Trustees to discuss the Future of Faculty & Staff Housing. The motion carried unanimously, with all members voting aye.

ACTION ITEMS

Adoption of Resolution to Make Findings Allowing Continued Remote Meetings Under Brown Act

It was moved by Mr. Holober and seconded by Mr. Guingona to approve Adoption of Resolution to Make Findings Allowing Continued Remote Meetings Under Brown Act. The motion carried unanimously, with all members voting aye.

Mr. Claire noted that after February 28th all Brown Act meetings will be required to be held in-person.

Consideration of One Year Extension of Property Manager Contract for BLVD Residential

The Board discussed the consideration of a one-year extension for BLVD Residential's property manager contract. Mr. Pierce said BLVD Residential was retained by the District for property management services after Kenny Realty departed. He said the original agreement was a one-year contract with the option for two one-year extensions. Mr. McBride said this type of agreement protects both parties in the contract.

The Board also discussed seeing the results of the resident feedback survey and sending out another feedback survey to residents.

It was moved by Mr. Guingona and seconded by Mr. Holober to approve the One Year Extension of Property Manager Contract for BLVD Residential. The motion carried unanimously, with all members voting aye.

Adoption of Budgets for FY 2022-2023

It was moved by Mr. Holober and seconded by Mr. Guingona to approve the Adoption of Budgets for FY 2022-2023. The motion carried unanimously, with all members voting aye.

Approval of Minutes of June 14, 2022 Meeting

It was moved by Mr. Guingona and seconded by Mr. Holober to approve the Minutes of June 14, 2022 Meeting. Mr. Guingona, Mr. Holober, Mr. McBride and Ms. Marshall voting aye. Mr. Pierce and Ms. Sneed abstained. The motion carried.

Approval of Minutes of July 5, 2022 Meeting

It was moved by Mr. Holober and seconded by Mr. Guingona to approve the Minutes of July 5, 2022 Meeting. Mr. Guingona, Mr. Holober, Mr. McBride, Ms. Marshall and Mr. Pierce voting aye. Ms. Sneed abstained. The motion carried.

Setting of Meeting Dates for 2023

The proposed meeting dates for 2023 are April 20th, July 13th and October 19th.

It was moved by Mr. Guingona and seconded by Mr. Holober to approve the Meeting Dates for 2023. The motion carried unanimously, with all members voting aye.

Statements from Directors

Mr. Holober said he reviewed the Housing Board bylaws and suggested amendments for discussion in the wording regarding board composition. He suggested this item be agendaized for the next meeting.

Mr. Pierce asked about a joint Study Session with the Board of Trustees to discuss the Future of Faculty & Staff Housing. Mr. Claire said there are provisions in the Board of Trustees calendar for Study Sessions and this item may be added to an existing Study Session agenda.

Adjourn

The meeting was adjourned at 4:49 p.m.

HOUSING BOARD REPORT

PREPARED FOR: Educational Housing Corporation Board of Directors

PREPARED BY: Richard Storti, Executive Vice Chancellor

MEETING DATE: April 20, 2023

REPORT SUBJECT: Consideration of Awarding of Contract for College Vista Cabinet & Countertop Replacement Project

College Vista (at the College of San Mateo) was opened in 2005. Now more than 15 years into its use, there are several units at the complex in need of kitchen and bathroom cabinet and countertop replacements. The current cabinets and countertops are peeling and deteriorating. As such, a cabinet and countertop replacement project is warranted.

At the request of Staff, BLVD Residential obtained quotes from vendors for cabinet and countertop replacements, and two vendors responded as listed below:

VENDOR	BID PRICE
A. C. Enterprise	\$177, 415
Apartment Services Company (ASC)	\$125, 160

Based on the quotes above, BLVD Residential is recommending (and Staff concurs) that a contract be awarded to Apartment Services Company (ASC) for this project.

The funding for this project will come from the Housing Program reserves.

RECOMMENDATION

Staff recommends that the Housing Board:

- 1) Authorize BLVD Residential to execute a contract with Apartment Services Company (ASC) for the cabinet and countertop replacement project in an amount not to exceed \$125,160, with a 10% contingency.