

**Notice of Joint Special Meeting of the
Wilmer Economic Development Corporation, Type A
and Wilmer Community Development Corporation, Type B**

**1-844-992-4726 (Toll Free) or 408-418-9388
Access code: 146 129 0869**



Tuesday, August 18, 2020 at 6:00 pm

Important Notice Regarding Public Participation:

Due to the COVID-19 (coronavirus) public health emergency, and in an effort to reduce face-to-face contact, Governor Greg Abbott has granted a temporary suspension of certain provisions of the Texas Open Meetings Act. While preserving government transparency and maintaining government operations, the meeting will be conducted by teleconference. The meeting will be broadcast live via telephone conference by dialing any of the following phone numbers:

- 1-844-992-4726 (Toll Free) or 408-418-9388
 - Access code: 146 128 0869
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CALL TO ORDER

*Wilmer Economic Development Corporation, Type A
Wilmer Community Development Corporation, Type B*

CITIZENS' COMMENTS:

In an effort to continue to allow members of the public to address the Board may do so at one of the following temporary alternate options:

- **Electronic Mail (E-mail):** Submit your name, address, and subject and/or agenda item(s) to City Secretary at mortiz@cityofwilmer.net by 5:00 p.m. on Tuesday, August 18, 2020.
- **By phone.** Please call 1-844-992-4726 (Toll Free) or 408-418-9388; Access code: 146 129 0869 before the Call to Order and provide your name, address, and subject and/or agenda item(s).

CONSENT AGENDA:

Items listed under the consent agenda are considered routine and are generally enacted in one motion. The exception to this rule is that a Board Member may request one or more items to be removed from the consent agenda for separate discussion and action.

Wilmer Economic Development Corporation, Type A Only

1. Consider approval of minutes from the Economic Development Corporation, Type A Regular Meeting held on June 2, 2020.

Wilmer Community Development Corporation, Type B Only

2. Consider approval of minutes from the Community Development Corporation, Type B Joint Special Meeting held on May 18, 2020 and Regular Meeting held on May 19, 2020.

ACTION:

3. Discuss and consider recommending approval of the proposed fiscal year 2020/2021 budget for the Wilmer Economic Development Corporation (WEDC), Type A and Wilmer Community Development Corporation (WCDC), Type B for the fiscal year beginning October 1, 2020 ending September 30, 2021 providing that expenditures for said fiscal year shall be in accordance with said budget.

ADJOURNMENT

EXECUTIVE SESSION: The Boards and Commissions reserve the right to convene into executive session on any posted agenda item pursuant to Section 551.071(2) of the Texas Government Code to seek legal advice concerning such subject.

ACCESSIBILITY STATEMENT: Meetings of the Boards and Commissions are held in municipal facilities are wheelchair accessible. For sign interpretive services, call the City Secretary's office, 972-441-6373, or TDD 1-800-735-2989, at least 72 hours prior to the meeting. Reasonable accommodation will be made to assist your needs.

PURSUANT TO SECTION 30.06 PENAL CODE (TRESPASS BY HOLDER WITH A CONCEALED HANDGUN), A PERSON LICENSED UNDER SUBCHAPTER H, CHAPTER 411, GOVERNMENT CODE (HANDGUN LICENSING LAW), MAY NOT ENTER THIS PROPERTY WITH A CONCEALED HANDGUN.

CONFORME A LA SECCION 30.06 DEL CODIGO PENAL (TRASPASAR PORTANDO ARMAS DE FUEGO CON LICENCIA) PERSONAS CON LICENCIA BAJO DEL SUB-CAPITULO 411, CODIGO DEL GOBIERNO (LEY DE PORTAR ARMAS), NO DEBEN ENTRAR A ESTA PROPIEDAD PORTANDO UN ARMA DE FUEGO OCULTADA.

PURSUANT TO SECTION 30.07 PENAL CODE (TRESPASS BY HOLDER WITH AN OPENLY CARRIED HANDGUN), A PERSON LICENSED UNDER SUBCHAPTER H, CHAPTER 411, GOVERNMENT CODE (HANDGUN LICENSING LAW), MAY NOT ENTER THIS PROPERTY WITH A HANDGUN THAT IS CARRIED OPENLY.

CONFORME A LA SECCION 30.07 DEL CODIGO PENAL (TRASPASAR PORTANDO ARMAS DE FUEGO AL AIRE LIBRE CON LICENCIA) PERSONAS CON LICENCIA BAJO DEL SUB-CAPITULO H, CAPITULO 411, CODIGO DE GOBIERNO (LEY DE PORTAR ARMAS), NO DEBEN ENTRAR A ESTA PROPIEDAD PORTANDO UN ARMA DE FUEGO AL AIRE LIBRE.

CERTIFICATE

I hereby certify the above Notice of Meeting was posted at the Wilmer City Hall on August 14, 2020 at 5:00 p.m. and copies thereof were provided to the Wilmer Economic Development Corporation (EDC), Type A Board members and Wilmer Community Development Corporation (WCDC), Type B Board members.



Mayra A. Ortiz, City Secretary

Confirmation of Agenda Removal on _____, 2020.

CITY OF WILMER

**Joint Economic Development Corporation and Community
Develop**

1.

Meeting Date: 08/18/2020

Submitted by: Mayra Ortiz, City Secretary

Agenda Caption:

Consider approval of minutes from the Economic Development Corporation, Type A Regular Meeting held on June 2, 2020.

Background:

Attached for your review and consideration are minutes from the meeting held on June 2, 2020.

Public Information Considerations:

This item is being considered at a meeting of the EDC noticed in accordance with the Texas Open Meetings Act.

Options/Alternatives:

1. EDC Board members may approve the minutes, as presented.
2. EDC Board members may deny the minutes and direct staff.

Recommendation:

Staff recommends approval, as presented.

Attachments

June 2, 2020 Minutes

**MINUTES OF THE WILMER ECONOMIC
DEVELOPMENT CORPORATION, TYPE 4A
REGULAR MEETING
CITY OF WILMER
JUNE 2, 2020**

Board members Present

Candy Madrigal, Vice President
Emmanuel Wealthy
Michael Wasserman
Elizabeth Barrientos
Pamela Wash

City Staff

Rona Stringfellow, City Administrator
Mayra Ortiz, City Secretary

Call to Order

With a quorum present, the Regular Meeting of the Wilmer Economic Development Corporation (4A) was called to order by Vice President Madrigal at 6:21 p.m. on Tuesday, June 2, 2020. Due to the COVID-19 (coronavirus) state of emergency and consistent with the Governor's Order regarding modifications to the Texas Open Meetings Act, and executive orders regarding the public, the meeting was broadcast live via telephone conference.

Invocation

Boardmember Wealthy gave the invocation.

Citizens Comments:

No citizens were pre-registered.

Consent Agenda

Vice President Madrigal read the consent agenda.

- 1. Consider approval of minutes from the Economic Development Corporation, Type A Joint Special Meeting held on May 18, 2020.**

MOTION: Boardmember Wealthy made a motion, seconded by Boardmember Barrientos to approve consent item 1. The vote was cast 5 for, 0 against. The motion carried unanimously.

- 2. Discuss and consider election of a President, Vice President, and Secretary.**

MOTION: Boardmember Wash made a motion, seconded by Vice President Madrigal to elect Elizabeth Barrientos as President. The vote was cast 5 for, 0 against. The motion carried unanimously.

MOTION: Boardmember Wasserman made a motion, seconded by Boardmember Barrientos to elect Candy Madrigal as Vice President. The vote was cast 5 for, 0 against. The motion carried unanimously.

Boardmember Wealthy nominated Pamela Wash for Secretary. Boardmember Wash declined the nomination.

MOTION: Boardmember Madrigal made a motion, seconded by Boardmember Wash to elect Michael Wasserman as Secretary. The vote was cast 5 for, 0 against. The motion carried unanimously.

ADJOURNMENT

There being no further business, Vice President Madrigal adjourned the regular session at 6:28 p.m.

ATTEST:

APPROVED:

Michael Wasserman, Board Secretary

Elizabeth Barrientos, President

CITY OF WILMER

Joint Economic Development Corporation and Community Develop

2.

Meeting Date: 08/18/2020

Submitted by: Mayra Ortiz, City Secretary

Agenda Caption:

Consider approval of minutes from the Community Development Corporation, Type B Joint Special Meeting held on May 18, 2020 and Regular Meeting held on May 19, 2020.

Background:

Attached for your review and consideration are minutes from the training session on the Texas Open Meetings Act and Regular Meeting held on Tuesday, May 19, 2020.

Public Information Considerations:

This item is being considered at a meeting of the CDC noticed in accordance with the Texas Open Meetings Act.

Options/Alternatives:

1. CDC Board members may approve the minutes, as presented.
2. CDC Board members may deny the minutes and direct staff.

Recommendation:

Staff recommends approval, as presented.

Attachments

May 18, 2020 Minutes

May 19, 2020 Minutes

**MINUTES OF THE WILMER COMMUNITY DEVELOPMENT
CORPORATION, TYPE 4B
JOINT SPECIAL MEETING
CITY OF WILMER
MAY 18, 2020**

Board members Present

Sheila Petta, President
Rhonda C. Henry
Victor Pena
Laura Jacobs
LaKesha Williams

City Staff

Rona Stringfellow, City Administrator
Joe Flores, Director of Community Development
Terry Capehart, Consulting City Planner
Valerie Jones, Permit Technician
Terry Welch, Consulting Legal Service
Mayra Ortiz, City Secretary

Call to Order

With a quorum present, the Joint Special Meeting of the Wilmer Community Development Corporation (4B) was called to order by President Petta at 7:05 p.m. on Monday, May 18, 2020. Due to the COVID-19 (coronavirus) state of emergency and consistent with the Governor's Order regarding modifications to the Texas Open Meetings Act, and executive orders regarding the public, the meeting was broadcast live via telephone conference.

1. Welcome.

City Secretary Ortiz welcomed Mayor, Council, and all Boards, Commissions, and Committees to the training.

2. Training Session regarding Texas Open Meetings Act and Planning and Zoning Issues in Texas, with Questions and Answer Session following training.

Consulting Legal Service Welch led the training.

ADJOURNMENT

There being no further business, President Petta adjourned the regular session at 8:34 p.m.

ATTEST:

APPROVED:

Victor Pena, Board Secretary

Rhonda C. Henry, President

**MINUTES OF THE WILMER COMMUNITY DEVELOPMENT
CORPORATION, TYPE 4B
REGULAR MEETING
CITY OF WILMER
MAY 19, 2020**

Board members Present

Sheila Petta, President
Rhonda C. Henry
Victor Pena
Laura Jacobs
LaKesha Williams

City Staff

Rona Stringfellow, City Administrator
Joe Flores, Director of Community Development
Terry Capehart, Consulting City Planner
Valerie Jones, Permit Technician
Terry Welch, Consulting Legal Service
Mayra Ortiz, City Secretary

Call to Order

With a quorum present, the Regular Meeting of the Wilmer Community Development Corporation (4B) was called to order by President Petta at 6:19 p.m. on Tuesday, May 19, 2020. Due to the COVID-19 (coronavirus) state of emergency and consistent with the Governor's Order regarding modifications to the Texas Open Meetings Act, and executive orders regarding the public, the meeting was broadcast live via telephone conference.

Citizens Comments:

No citizens were pre-registered.

1. Discuss and consider election of a President, Vice President, and Secretary.

Nominations for President were Victor Pena, Rhonda Henry, LaKesha Williams, and Sheila Petta.

A roll call vote was cast 4 for, 1 against [Petta] to elect Rhonda C. Henry as President. The vote carried.

Nominations for Vice President were Victor Pena, LaKesha Williams, and Sheila Petta.

A roll call vote was cast 3 for, 2 against [Petta and Williams] to elect Victor Pena as Vice President. The vote carried.

Vice President Pena nominated Laura Jacobs for Secretary. Boardmember Jacobs declined the nomination.

Nominations for Vice President were Victor Pena, LaKesha Williams, and Sheila Petta.

A roll call vote was cast 4 for, 1 against [Petta] to elect LaKesha Williams as Secretary. The vote carried.

ADJOURNMENT

There being no further business, President Petta adjourned the regular session at 6:31 p.m.

ATTEST:

APPROVED:

Victor Pena, Board Secretary

Rhonda C. Henry, President

CITY OF WILMER

Joint Economic Development Corporation and Community Develop

3.

Meeting Date: 08/18/2020

Goal(s): Effective Municipal Operations

Submitted by: Patrick Harvey, Consulting Finance Director

Agenda Caption:

Discuss and consider recommending approval of the proposed fiscal year 2020/2021 budget for the Wilmer Economic Development Corporation (WEDC), Type A and Wilmer Community Development Corporation (WCDC), Type B for the fiscal year beginning October 1, 2020 ending September 30, 2021 providing that expenditures for said fiscal year shall be in accordance with said budget.

Background:

In accordance with bylaws established for the WEDC and WCDC, both corporations shall approve budgets prior to City Council consideration.

Operational Considerations:

The WEDC proposed FY 2021 budget provides total revenue of \$1,122,500 and total expenditures of \$795,274. The WCDC proposed FY 2021 budget provides total revenue of \$1,122,500 and total expenditures of \$795,274.

Public Information Considerations:

This item is being considered at a joint meeting of the Economic Development Corporation, Type A and Community Development Corporation, Type B noticed in accordance with the Texas Open Meetings Act.

Fiscal Impact:

The proposed budget is a plan for revenues and expenditures related to the operations of the City.

Options/Alternatives:

1. Board members may recommend approval, as presented.
2. Board members may recommend denial.

Recommendation:

Staff recommends approval of the proposed fiscal year 2020/2021 budget for the Wilmer Economic Development Corporation, Type A and Wilmer Community Development Corporation, Type B.

Attachments

FY 2020-2021 Proposed Budget
WEDC, Type A Bylaws
WCDC, Type A Bylaws

FY 2020 – 2021 PROPOSED BUDGET



*Presented By: Rona Stringfellow, City Administrator
Patrick Harvey, Finance Consultant*

City of Wilmer, Texas
Budget Summary
Wilmer Economic Development Corporation, Type A (Fund 10)

	Actual 2018-2019	Amended 2018-2019	Projected 2018-2019	Proposed 2019-2020
Beginning Fund Balance	1,222,988	1,739,931	1,739,931	\$1,318,780
Revenues				
Sales Tax	663,457	1,050,000	1,155,000	1,102,500
Interest	8,824	40,000	22,408	20,000
Total Revenues	\$672,281	\$1,090,000	\$1,177,408	\$1,122,500
Total Available Funds	1,895,269	2,829,931	\$2,917,339	\$2,441,280
Expenditures				
Current:				
Personnel	\$ -	\$77,133	\$54,542	\$58,022
Supplies	-	20,750	16	-
Other Services and Charges	155,338	338,045	47,322	-
Performance Agreements	-	-	873,296	112,252
Medline Agreement	-	540,560	623,383	625,000
Capital Outlay:	-	1,325,000	-	-
Total Expenditures	155,338	2,301,488	1,598,560	795,274
Ending Fund Balance	\$1,739,931	\$528,443	\$1,318,780	\$1,646,006

Established to account for sales tax and other revenues accumulated and restricted to expenditures for community development.

City of Wilmer, Texas
Budget Summary
Wilmer Community Development Corporation, Type B (Fund 9)

	Actual 2018-2019	Amended 2018-2019	Projected 2018-2019	Proposed 2019-2020
Beginning Fund Balance	1,253,430	1,771,179	1,771,179	\$1,347,686
Revenues				
Sales Tax	663,457	1,050,000	1,155,000	1,102,500
Interest	9,011	40,000	20,000	20,000
Total Revenues	\$672,468	\$1,090,000	\$1,175,000	\$1,122,500
Total Available Funds	1,925,898	2,861,179	\$2,946,179	\$2,470,186
Expenditures				
Current:				
Personnel	\$ -	\$77,133	\$54,542	\$58,022
Supplies		20,750	16	-
Other Services and Charges	154,719	338,045	47,255	-
Performance Agreements	-	-	873,296	112,252
Medline Agreement		540,560	623,383	625,000
Capital Outlay		1,325,000	-	-
Total Expenditures	154,719	2,301,488	1,598,493	795,274
Ending Fund Balance	\$1,771,179	\$559,691	\$1,347,686	\$1,674,913

Established to account for sales tax and other revenues accumulated and restricted to expenditures for community development.

Capital Outlay

Wilmer South Infrastructure	100,000
Other	300,000
Cactus Environmental	50,000
I-45 Waterline	825,000
Star Transit	50,000
	1,325,000

Performance Agreements

Prime Rail (payment 4 of 5)	46,114
City of Wilmer (Wastewater Main rehabilitation)	66,138
Cactus Reclamation Services	50,000
City of Wilmer (Water line Construction: Autumn Breeze, Liberty Crossing)	823,296

**City of Wilmer, Texas
Budget Summary
General Capital Fund (Fund 11)**

	Actual 2018-2019	Amended 2019-2020	Projected 2019-2020	Proposed 2020-2021
Beginning Fund Balance	775,576	2,221,216	2,221,216	\$4,589,762
Revenues				
Proceeds from Tax Notes	1,857,000	3,427,500	3,427,500	-
Intergovernmental - DISD	-	105,393	1,538,070	628,432
Reimbursement for Sunrise Road	-	-	39,000	37,000
Intergovernmental - COVID Relief	-	-	84,647	-
Interest	36,221	50,716	50,716	-
Total Revenues	\$1,893,221	\$3,583,609	\$5,139,932	\$665,432
Transfers:				
From W&S Fund	-	-	100,000	-
I45 Water line reimbursement:				
From Wilmer EDC	-	-	823,296	-
From Wilmer CDC	-	-	823,296	-
Total Available Funds	2,668,797	5,804,825	9,107,740	5,255,193
Expenditures				
Current:				
General Government	\$11,091	\$0	\$0	\$0
Office Equipment	-	-	84,647	-
Computer Equipment/Software	-	22,577	30,012	197,424
Public Safety	71,712	-	-	-
Public Works	53,748	-	-	-
Goode Road Engineering	-	540	540	-
Phase 2 Sunrise Road Study	-	6,400	39,000	37,000
Library	-	4,450	4,450	-
Debt Service:				
Principal, Interest and Charges	59,365	-	-	-
Capital Outlay:				
General Government	251,665	-	-	-
Public Safety	-	-	-	-
Ambulance	-	220,935	220,935	-
New Fire Station	-	142,817	811,426	816,468
Police Vehicles	-	113,626	113,626	125,000
Goode Road Construction	-	-	1,538,070	628,432
Public Works Vehicles	-	30,120	78,128	-
Beltline Road Repairs	-	42,000	42,000	-
Total Expenditures	447,581	583,465	2,962,834	1,804,324
Transfers:				
To W&S Fund	-	105,793	1,555,145	712,554
Total Expenditures and Transfers	-	689,258	4,517,979	2,516,878
Ending Fund Balance	\$2,221,216	5,115,567	\$4,589,762	\$2,738,315

Established to account for revenues accumulated and restricted to expenditure for capital outlays.

City of Wilmer, Texas
Budget Summary
General Capital Fund (Fund 11)

NOTES

This sheet provides a list of spending for the current fiscal year (2020) and the proposed list for FY 2021

	<u>FY 2020</u>	<u>FY 2021</u>
Computer Equipment/Software		
City Infrastructure Migration		67,025
Internet and WAN Services		34,096
Open Gov Implementation		96,303
 Transfers to W&S Fund		
City water line engineering	1,980	
145 water line engineering	3,240	
145 water line construction	1,198,524	712,554
Repayment to Dallas County for Pinto Pump Project	100,000	
Engineering services	1,815	
Water main tap installation - new fire station	9,783	
Fire station sewer line engineering	7,310	
Construction of new fire station sewer line	72,159	
Dewberry sewer repair	2,480	
RT&E Rural Water	11,360	
Pleasant Run Lift Station Repair	23,994	
Plug Water Well No.1	122,500	

Capital outlays purchased by the General Capital fund on behalf of the Water and Sewer Fund are treated like capital contributions from developers, as required by generally accepted governmental accounting principles.

RESOLUTION NO. 2015-0716A

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF WILMER, TEXAS, APPROVING TYPE A ECONOMIC DEVELOPMENT.

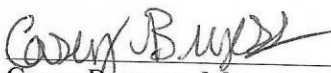
WHEREAS, the Type A Board approved the Economic Development Bylaws

WHEREAS, the City Council approve the Type A Economic Development ByLaws

NOW THEREFORE BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF WILMER, TEXAS AUTHORIZE THE MAYOR TO EXECUTE THE TYPE A ECONOMIC DEVELOPMENT BYLAWS

DULY PASSED AND APPROVED BY THE CITY COUNCIL OF THE CITY OF WILMER ON THIS 16th day of July 2015

APPROVED:


Casey Burgess, Mayor

ATTEST:


Elizabeth Lopez, City Secretary



BYLAWS OF WILMER TYPE A
ECONOMIC DEVELOPMENT CORPORATION

ARTICLE I

Section 1. Purpose: The corporation is incorporated for the purposes set forth in its Articles of Incorporation, the same to be accomplished on behalf of the City of Wilmer, Texas (the "City") as its duly constituted authority and instrumentality in accordance with the Development Corporation Act of 1979, Tex. Rev. Civ. Stat. Ann. Art. 5190.6 (the "Act") as amended, and other applicable laws.

Section 2. Powers: In the fulfillment of its corporate purpose, the corporation shall be governed by Section 4A of the Act, and shall have all the powers set forth and conferred in its Articles of Incorporation, in the Act, and in other applicable law, subject to the limitations prescribed herein.

ARTICLE II

OFFICES

Section 1. Principal Office: The principal office of the corporation in the State of Texas shall be located in the City of Wilmer, Dallas County, Texas.

Section 2. Registered Office and Registered Agent: The registered office of the corporation shall be maintained in the City of Wilmer, Dallas County, Texas, where the corporation shall maintain a registered office and a registered agent as provided in the Act. The Board of Directors shall be authorized to establish business offices as well as to change the location of any business office of the corporation.

ARTICLE III

The corporation shall have no members or stockholders.

ARTICLE IV

BOARD OF DIRECTORS

There are five (5) Directors of the corporation.

Section 1. Powers, Numbers and Term of Office

- a. The property and affairs of the corporation shall be managed and controlled by the Board of Directors (the "Board") and, subject to the restrictions imposed by law, by the Articles of Incorporation and by

the Bylaws, the Board shall exercise all the powers of the corporation.

b. The Board shall be responsible for the proper discharge of its duties assigned in these Bylaws. Policies shall be submitted for the City Council approval with review and comment by the Board.

c. The Directors shall serve a two year term or until a successor is appointed, or until his or her resignation or removal, as herein provided. Unless otherwise provided, terms shall expire on September 30th. Members may be reappointed, provided no Board member shall serve more than six consecutive years.

d. Directors shall be appointed by and serve at the will and pleasure of the City Council and any Director may be removed from office by the City Council.

Section 2. Meetings of Directors: The Directors may hold their meetings at such place or places as the Board may from time to time determine; provided, however, in the absence of any such determination by the Board, the meeting shall be held at the principal office of the corporation as specified in Article II of these Bylaws.

Section 3. Board Attendance: Unless special consideration is granted by the Board to accommodate a Director who is temporarily inactive for good cause, the City Council shall be advised of and may remove any Director who is absent from 3 consecutive ^{of} five total Board meetings in any 12 month period. ✓

Section 4. Open Meetings Act: All meetings and deliberations of the Board shall be called, convened, held and conducted, and notice shall be given to the public in accordance with the Texas Open Meetings Act, Ch. 551, Tex. Govt. Code Ann., as amended.

Section 5. Notice of Meetings: to the extent that the Open Meeting Act conflicts with provisions of this section, the Open Meeting Act shall govern.

- a. Regular meetings of the Board shall be held, without the necessity of written notice to Directors, at such times and places as shall be designated from time to time by Board. Special meetings of the Board shall be held whenever called by the president or by a majority of the directors.
- b. The Secretary shall give notice to each Director for any emergency meeting (as defined in the Texas Open Meetings Act) in person or telephone, at least two (2) hours before the meeting. Unless otherwise indicated in the notice thereof, any and all matters pertaining to the purposes of the corporation may be considered and acted upon at a special meeting. At any meeting at which every Director shall be

present, even though without any individual notice, any matter pertaining to the purpose of the corporation may be considered and acted upon consistent with applicable law.

- c. Whenever any notice is required to be given to Board, said notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid wrap addressed to the person entitled hereto at his or her post office address as it appears on the books of the corporation, and such notice shall be deemed to have been given on the day of such mailing, except where a Director attends a meeting for the express purpose of objection to the transaction of any business on the grounds that the meeting is not lawfully called or convened. The business to be transacted and the purpose of any regular or special meeting of the Board must be specified in the notice or waiver of notice of such meeting. A waiver of notice in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 6. Annual Meeting: The last meeting of the corporation's fiscal year shall be designated as the Annual Meeting. It will be held at a time and place designated by the Board.

Section 7. Quorum: A majority of all the Directors shall constitute a quorum for the conduct of the official business of the corporation. The affirmative vote of a majority of the Directors present at a meeting at which a quorum is in attendance shall constitute the Board action, unless the act of a greater number is required by the law.

Section 8. Conduct of Business:

- a. At the meetings of the Board, matters pertaining to the business of the corporation shall be considered in accordance with rules of procedure as prescribed by the Board or the law.
- b. At all meetings of the Board, the President shall preside, and in the absence of the President, the Vice President shall exercise the powers of the President.
- c. The Secretary of the corporation shall act as secretary of all meetings of the Board, but in absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting.

Section 9. Compensation of Directors: Directors shall not receive a salary or any other compensation for their service as Directors. However, Directors may be reimbursed for their actual and reasonable expense incurred in the performance of their duties. All expenses will be approved by the majority of the Board.

Section 10. General Powers

- Review and approve economic development projects authorized by law
- Develop policies and operating procedures that do not conflict with the city policy
- Acquire or lease property (land or buildings) within the city limits or, with council approval, outside the city limits
- Plan, develop, improve and sell or lease land
- Build or rehabilitate buildings for sale or lease
- Sell or lease property by installment payments or otherwise
- Make secured or unsecured loans or loan guarantees
- May borrow funds and issue bonds with City Council approval
- Develop and implement financial/incentive programs to attract and retain business
- Sue or be sued in the corporation's name
- Develop long-range goals and programs for the city and the corporation
- Appoint standing or ad hoc committees which may include individuals who are not members of the Board
- Employ personnel as may be needed to conduct the business of the corporation
- Contract for support services with other organizations necessary to conduct the business of the corporation
- Market and promote the city and amenities consistent with the purposes and duties set out in the Bylaws.
- Provide funding to develop infrastructure for specific economic development projects.

ARTICLE V

OFFICERS

Section 1. Titles and Terms of Office:

- a. The officers of the corporation shall be a President, a Vice President, an Executive Director, a Secretary and Treasurer, and such officers as the Board may from time to time elect or appoint. One person may hold more than one office, except that the President shall not hold the office of Vice President or Secretary, and the Executive Director and Secretary cannot be the same person. Terms of office shall be one (1) year, ending March 31, provided an officer may be reelected.
- b. All officers shall be elected by and be subject to removal from office at any time, by a vote of a majority of the Board.
- c. A vacancy in the office of any officer shall be filled for the remaining term by a vote of a majority of the Board.

Section 2. President: The President shall be the presiding officer of the Board, with the following authority:

- a. Shall preside over all meetings of the Board.
- b. Shall vote on all matters coming before the Board.
- c. Shall have the authority, upon notice to the members of the Board, to call a special meeting of the Board when in his or her judgment such a meeting is required.
- d. Shall have the authority to appoint, with Board approval, standing committees to aid and assist the Board in its business undertaking or other matters incidental to the operation and functions of the Board.
- e. Shall have the authority to appoint, with the Board approval, ad hoc committees which may address issues of temporary nature of concern or which have a temporary affect on the business of the Board.

In addition to the above mentioned duties, the President shall sign with the Secretary of the Board or other designated person any deed, mortgage, bonds, contracts, or other instruments which the Board has approved and unless the execution of said document has been expressly

delegated to some other officer or agent of the corporation by appropriate Board resolution, by a specific provision of these Bylaws, or by statute. In general, the President shall perform all duties incident to the office, and such other duties as shall be prescribed from time to time by the Board.

Section 3. Vice President: The Vice President shall have such powers and duties as may be prescribed by the Board and shall exercise the powers of the President during that officer's absence or inability to act. Any action taken by the Vice President in the performance of the duties of the President shall be presumptive evidence of the President's absence or inability to act at the time such action was taken.

Section 4. Treasurer: The Treasurer shall have the responsibility to monitor the handling, custody and security of all funds and securities of the corporation in accordance with these Bylaws. The Treasurer shall see to the entry in the books of the corporation full and accurate accounts of all monies received and paid out on account of the corporation. The Treasurer shall, at the expense of the corporation, give such bond for the faithful discharge of his duties in such a form and amount as the Board may require.

Section 5. The Secretary: The Secretary shall keep the minutes of all meetings of the Board in books provided for that purpose, shall give and serve all notices, may sign with the President in the name of the corporation, and/or attest the signature thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the corporation; shall have charge of the corporate books, records, documents and instruments, except the papers as the Board may direct, all of which shall at all reasonable times be open to public inspection upon application at the office of the corporation during business hours, in accordance with the Texas Public Information Act, Ch. 552, Tex. Govt. Code Ann., as amended and shall in general perform all duties incident to the office of the Secretary subject to the control of the Board. The Secretary will forward a copy of the minutes to the City Secretary for distribution as needed.

Section 6. Election of Officers: The President, Vice President, Secretary, and Treasurer shall be elected from among the members of the Board.

Section 7. Compensation: Officers who are members of the Board shall not receive any salary or compensation for their services, except that they may be reimbursed for their actual and reasonable expenses incurred in the performance of their duties hereunder. Other officers, who are not members of the Board may be compensated as directed by the Board.

Section 8. Personnel: The Corporation may establish full-time and/or part-time personnel positions.

Section 9. Contracts for Service: The Corporation may contract with any qualified and appropriate person, association, corporation or governmental entity to perform and discharge designated task which will aid or assist the board in the performance of its duties. However, no such contract shall ever be approved or entered into which seeks or attempts to divest the Board

of its discretion and policy-making functions in discharging the duties herein above set forth in this section.

ARTICLE VI

FUNCTIONAL CORPORATE DUTIES AND REQUIREMENTS

Section 1. Economic Development Plan and Program of Work: The Board shall research, develop and prepare, and submit to the Council for its approval, a long-range plan for the economic development of the City of Wilmer. Annually, the Board will submit to the Council an annual work plan, budget, an assessment of the local economic development environment and an evaluation of past performance for the Council's review and approval.

Section 2. Annual Corporate Budget: The Corporation will prepare an annual budget and submit said budget to the City Council for approval via the City Secretary by July 1 of each year for the upcoming fiscal year. The budget document will be prepared in either the same format as the City's or as required by the City Council.

Section 3. Books, Records, Audits:

- a. The corporation shall keep and properly maintain, in accordance with generally accepted accounting principles, complete books, records, accounts, and financial statements pertaining to its corporate funds, activities, and affairs.
- b. The books, records, accounts, and financial statements of the corporation shall be audited at least once each fiscal year by an outside, independent auditing and accounting firm retained by the City of Wilmer to conduct their annual audit. Such audit shall be at the expense of the corporation.

Section 4. Deposit and Investment of Corporate Funds:

- a. All proceeds from the issuance of bonds, notes, other debt instruments ("Debt Obligations") issued by the corporation shall be deposited and invested as provided in the resolutions, orders, indentures, or other documents authorizing or relating to the issuance.
- b. All other monies of the corporation shall be deposited, secured, and/or invested in the manner provided for the deposit, security and/or investment of the public funds of the City. The Board shall designate authorized signatures on all payment authorization and/or check requests. The accounts reconciliation and investment of such funds

and accounts may be reviewed by anyone during normal business hours on written request, and reimbursement for any expenses may be reviewed at the principal offices of the corporation.

- c. The Board may require any officer or employee of the corporation, who has charge of any corporate funds, to give bond for the faithful discharge of his or her duties. The premium of any such bond shall be paid by the corporation.

Section 5. Expenditures of Corporate Money: The monies of the corporation, including sales and use taxes collected pursuant to Section 4A of the Act, monies derived from the repayment of loans, rents received from the lease or use of property, the proceeds from the investment of funds of the corporation, the proceeds from the sale of property, and the proceeds derived from the sale of obligations, may be expended by the corporation for any of the purposes authorized by the Act, subject to the following limitation:

- a. Expenditures for the proceeds of obligations shall be identified and described in orders, resolutions, indentures or other agreements submitted to and approved by the City Council prior to the sale and delivery of the obligations to the purchasers thereof required by Section 6 of this Article.
- b. All other proposed expenditures shall be made in accordance with and shall be set forth in the annual budget required by Section 2 of this Article.

Section 6. Issuance of Obligations: No obligations, including refunding obligations, shall be sold and delivered by the corporation unless the City Council shall have approved such obligations by action taken no more than sixty (60) days prior to the date of sale of the obligations.

Section 7. Conflicts of Interest: A Board member or officer of the corporation may not lend money to or borrow money from the corporation or otherwise transact business with the corporation. All Directors and officers shall at all times comply with all applicable state or city conflict of interest laws, or ordinances.

Section 8. Gifts: The Board may accept, on behalf of the corporation, any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the corporation.

ARTICLE VII

MISCELLANEOUS

Section 1. Fiscal Year: The fiscal year of the corporation shall be the same as the fiscal year of the City

Section 2. **Seal:** The seal of the corporation shall be determined by the Board.

Section 3. **Resignation:** Any Director or officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein; or, if no time is specified, at the time of its receipt by the President or secretary. The acceptance of the resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 4. **Approval or Advice and Consent by the Council:** To the extent that these Bylaws refer to any approval by the City or the Council or refer to advice and consent by the Council, such approval, or advice and consent shall be evidenced by a certified copy of a resolution, order, or motion duly adopted by the Council.

Section 5. **Services of City Staff and Officers:** The corporation shall have the right to utilize the services of City personnel for usual and routine matters, provided that the performance of such service does not materially interfere with the other duties of such personnel of the City. Permission will be obtained from the City Administrator if said employee is a member of his staff or from the Mayor or his representative if the employee reports directly to the Council. The corporation will pay reasonable compensation to the City for such services.

Section 6. **Indemnification of Directors, Officers and Employees:**

- a. As provided in the Act, the corporation is, for the purposes of the Texas Tort Claims Act (Subchapter A, Chapter 101, Civil Practices and Remedies Code), a governmental unit and its actions are governmental functions.
- b. The corporation shall indemnify a person who was, is or has been threatened to be made a defendant or respondent in a proceeding because the person is or was a Board member, officer, employee, or agent, but only if the determination to indemnify is made in accordance with the provision of Article 1396-2.22A of the Texas Civil Statutes, as amended.
- c. The corporation shall indemnify each and every member of the Board, its officers, its employees, its agents, to the fullest extent permitted by law and not otherwise covered by insurance, against any and any actions or omissions that may arise out of the functions and activities of the corporation.
- d. The corporation may purchase and maintain insurance on behalf of any Board member, officer, employee or agent of the corporation, or on behalf of any personnel serving at the request of the corporation as a Board member, officer, employee, or agent of another corporation, partnership, joint venture, or other enterprise, against any liability

asserted against that person and incurred by that person in any such capacity or arising out of any such status with regard to the corporation, whether or not the corporation has the power to indemnify that person against liability for any of those acts.

- e. Any indemnification or liability insurance provided under this Section may be obtained through the City's general insurance coverage.

ARTICLE VIII

EFFECTIVE DATE AMENDMENTS

Section 1. **Effective Date:** These Bylaws shall become effective upon the occurrence of the following events:

1. The adoption of these Bylaws by the Board, and
2. The approval of these Bylaws by the City Council.

Section 2. **Amendments to Articles of Incorporation and Bylaws:** The Articles of Incorporation and the Bylaws may be amended or repealed and amended articles of incorporation and bylaws may be adopted by an affirmative vote of at least three (3) Board members present at any regular meeting or at any special meeting, if at least five (5) days written notice is given of an intention to amend or repeal the articles of incorporation and bylaws or to adopt new articles or incorporation and bylaws at such meeting. Any amendment of the articles of incorporation and bylaws will be effective upon approval by the City Council.

RESOLUTION NO. 2015-0716B

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF WILMER, TEXAS, APPROVING TYPE B COMMUNITY ECONOMIC DEVELOPMENT CORPORATION BYLAWS.

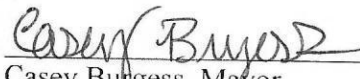
WHEREAS, the Type B Community Economic Development approved the Bylaws,

WHEREAS, the City Council approve Type B Community Economic Development Bylaws.

NOW THEREFORE BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF WILMER, TEXAS AUTHORIZE THE MAYOR TO EXECUTE THE TYPE B COMMUNITY ECONOMIC DEVELOPMENT BYLAWS

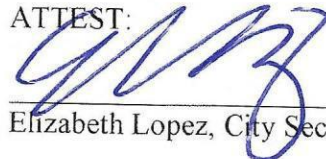
DULY PASSED AND APPROVED BY THE CITY COUNCIL OF THE CITY OF WILMER ON THIS 16th day of July 2015

APPROVED:



Casey Buttress, Mayor

ATTEST:



Elizabeth Lopez, City Secretary



BYLAWS OF
WILMER COMMUNITY DEVELOPMENT CORPORATION TYPE B

ARTICLE I

Section 1: Purpose

The corporation is incorporated for the purposes set forth in its Articles of Incorporation, the same to be accomplished on behalf of the City of Wilmer, Texas (the "City") as its duly constituted authority and instrumentality in accordance with the Development Corporation Act of 1979, as amended, Tx. Rev. Civ. Stat. Ann. Art. 5190.6 (the "Act"), and other applicable laws.

Section 2: Powers

In the fulfillment of its corporate purpose, the corporation shall be governed by Section 4B or the Act, and shall have all the powers set forth and conferred in its Articles of Incorporation, in the Act, and in other applicable law, subject to the limitations prescribed herein.

ARTICLE II – OFFICES

Section 1: Principal Office

The principal office of the corporation in the State of Texas shall be located in the City of Wilmer, Dallas County, Texas.

Section 2: Registered Office and Registered Agent

The registered office of the corporation shall be maintained in the City of Wilmer, Dallas County, Texas, where the corporation shall maintain a registered office and a registered agent as provided in the Act. The Board of Directors shall be authorized to establish business offices as well as to change the location of any business office of the corporation.

ARTICLE III

The corporation shall have no members or stockholders.

ARTICLE IV – BOARD OF DIRECTORS

There are seven (7) Directors of the corporation.

Section 1: Powers, Numbers and Term of Office

- a. The property and affairs of the corporation shall be managed and controlled by the Board of Directors (the "Board") and, subject to the restriction imposed by law, by the Articles of Incorporation and by these Bylaws. The Board shall exercise all the powers of the corporation
- b. The corporation shall be responsible for the proper discharge of its duties assigned in these Bylaws. Policies shall be submitted for Council approval with review and comment by the JEDC Board.
- c. The Directors shall serve a two (2) year term or until a successor is appointed, or until his or her resignation or removal, as herein provided. Unless otherwise provided, terms shall expire on September 30. Members may be reappointed provided no Board member shall serve more than six consecutive years.
- d. Directors shall be appointed by and serve at the will and pleasure of the City Council and any Director may be removed from office by the City Council.

Section 2: Meetings of Directors

The Directors may hold their meetings at suchy place or places, but in any event within the City, as the Board may from time to time determine; provided however, in the absence of any such determination by the Board, the meeting shall be held at the principal office of the corporation as specified in Article II of these Bylaws. The Mayor, City Council members, and City Secretary may attend any meeting of the Board, including regular, special and executive session.

Section 3: Board Attendance

Unless special consideration is granted by the Board to accommodate a Director who is temporarily inactive for good cause, the City Council shall be advised of and may remove any Director who is absent from three consecutive or five total Board meetings in any 12 month period.

Section 4: Open Meetings Act

All meetings and deliberations of the Board shall be called, convened, held and conducted, and notice shall be given to the public, in accordance with the Texas Open Meetings Act, Ch. 551, Tex. Govt. Code Ann. As amended.

Section 5: Notice of Meetings

To the extent that the Open Meetings Act conflicts with the provisions of this section, the Open Meetings Act shall govern.

- a. Regular meetings of the Board shall be held, without the necessity of written notice to Directors, at such times and places as shall be designated from time to time by the Board. Special meetings of the Board shall be held whenever called by the President or by a majority of the Directors.
- b. The secretary shall give notice to each Director for any emergency meeting (as defined in the Texas Open Meetings Act) in person or telephone, at least two (2) hours before the meeting. Unless otherwise indicated in the notice thereof, any and all matters pertaining to the purposes of the corporation may be considered and acted upon at a special meeting. At any meeting at which every Director shall be present, even though without any individual notice, any matter pertaining to the purpose of the Corporation may be considered and acted upon consistent with applicable law.
- c. Whenever any notice is required to be given to the Board, said notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid wrap addressed to the person entitled hereto at his or her post office address as it appears on the books of the corporation, and such notice shall be deemed to have been given on the day of such mailing, except where a Director attends a meeting for the express purpose of objection to the transaction of any business on the grounds that the meeting is not lawfully called or convened. The business to be transacted and the purpose of any regular or special meeting of the Board must be specified in the notice or waiver of notice of such meeting. A waiver of notice in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 6 – Annual Meeting

The last meeting of the corporation's fiscal year shall be designated as the Annual Meeting. It will be held at a time and place designated by the Board and in conjunction with a special called or regular meeting of the City Council.

Section 7 – Quorum

A majority of the Directors shall constitute a quorum for the conduct of the official business of the corporation.

Section 8 – Conduct of Business

- a. At the meetings of the Board, matters pertaining to the business of the corporation shall be considered in accordance with rules of procedure as prescribed by the Board or the law.
- b. At all meetings of the Board, the president shall preside, and in the absence of the President, the vice president shall exercise the powers of the President.
- c. The secretary of the corporation shall act as secretary of all meetings of the Board, but in absence of the secretary, the presiding officer may appoint any person to act as secretary of the meeting.

Section 9 – Compensation of Directors

Directors shall not receive a salary or any other compensation for their service as Directors. However, Directors may be reimbursed for their actual and reasonable expense incurred in the performance of their duties. All expenses will be approved by the majority of the Board.

Section 10 – General Powers

- Review and approve projects authorized by law
- Develop policies and operating procedures that do not conflict with the city policy
- Acquire or lease property (land or buildings) within the city limits or, with council approval, outside the city limits
- Plan, develop, improve and sell or lease land
- Build or rehabilitate buildings for sale or lease
- Sell or lease property by installment payments or otherwise
- Make secured or unsecured loans or loan guarantees
- May borrow funds and issue bonds with City Council approval
- Develop and implement financial/incentive programs to attract and retain business
- Sue or be sued in the corporation's name

- Develop long-range goals and programs for the city and the corporation
- Appoint standing or ad hoc committees which may include individuals who are not members of the Board
- Employ personnel as may be needed to conduct the business of the corporation
- Market and promote the City and amenities consistent with the purposes and duties set out in the Bylaws
- Provide funding to develop infrastructure for specific economic development projects

ARTICLE V – OFFICERS

Section 1 – Titles and Terms of Office

- a. The officers of the corporation shall be a President, a vice president, an executive director, a secretary and treasurer, and such officers as the Board may from time to time elect or appoint. One person may hold more than one office, except that the President shall not hold the office of vice president or secretary, and the executive director and secretary cannot be the same person. Terms of office shall be one (1) year, ending September 30, provided an officer may be reelected.
- b. All officers shall be elected by and be subject to removal from office at any time by a vote of a majority of the entire Board.
- c. A vacancy in the office of any officer shall be filled for the remaining term by a vote of a majority of the entire Board.

Section 2 – President

The President shall be the presiding officer of the Board, with the following authority:

- a. Shall preside over all meetings of the Board
- b. Shall vote on all matters coming before the Board
- c. Shall have the authority, upon notice to the members of the Board, to call a special meeting of the Board when in his or her judgment such a meeting is required

- d. Shall have the authority to appoint, with Board approval, standing committees to aid and assist the Board in its business undertaking or other matters incidental to the operation and functions of the Board.

In addition to the above mentioned duties, the President shall sign with the Secretary of the Board or other designated person any deed, mortgage, bonds, contracts, or other instruments which the Board has approved and unless the execution of said document has been expressly delegated to some other officer or agent of the corporation by appropriate Board resolution, by a specific provision of these Bylaws, or by statute. In general, the President shall perform all duties incident to the office, and such other duties as shall be prescribed from time to time by the Board.

Section 3 – Vice President

The vice president shall have such powers and duties as may be prescribed by the Board and shall exercise the powers of the President during that officer's absence or inability to act. Any action taken by the vice president in the performance of the duties of the President shall be presumptive evidence of the President's absence or inability to act at the time such action was taken.

Section 4 – Treasurer

The treasurer shall have the responsibility to monitor the handling, custody and security of all funds and securities of the corporation in accordance with these Bylaws. The treasurer shall see to the entry in the books of the corporation full and accurate accounts of all monies received and paid out on account of the corporation. The treasurer shall, at the expense of the corporation, give such bond for the faithful discharge of the treasurer's duties in such a form and amount as the Board may require.

Section 5 – The Secretary

The secretary shall keep the minutes of all meetings of the Board in books provided for that purpose, shall give and serve all notices, may sign with the President in the name of the corporation, and/or attest the signature thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the corporation; shall have charge of the corporate books, records, documents and instruments, except the papers as the Board may direct, all of which shall at all reasonable times be open to public inspection upon application at the office of the corporation during business hours, in accordance with the Texas Public Information Act, Ch. 552, Tex. Govt. Code Ann., as amended; and shall in general perform all duties incident to the office of the secretary subject to the control of the Board. The secretary will forward a copy of the minutes to the city secretary for distribution as needed.

Section 6 – Election of Officers

The President, vice president, secretary, and treasurer shall be elected from among the members of the Board.

Section 7 – Compensation

Officers who are members of the Board shall not receive any salary or compensation for their services, except that they may be reimbursed for their actual and reasonable expenses incurred in the performance³ of their duties hereunder.

Section 8 – Personnel

The corporation may establish full-time and/or part-time personnel positions.

Section 9 – Contracts for Service

The corporation may contract with any qualified and appropriate person, association, corporation or governmental entity to perform and discharge designated task which will aid or assist the Board in the performance of its duties. However, no such contract shall ever be approved or entered into which seeks or attempts to divest the Board of its discretion and policy-making functions in discharging the duties herein above set forth in this section.

ARTICLE VI – FUNCTIONAL CORPORATE DUTIES AND REQUIREMENTS

Section 1 – Economic Development Plan and Program of Work

The Board shall research, develop and prepare, and submit to the Council for its approval, a long-range plan for the economic development of the City of Wilmer. Annually, the Board will submit to the Council an annual work plan, budget, an assessment of the local economic development environment and an evaluation of past performance for the Council's review and approval.

Section 2 – Annual Corporate Budget

The corporation will prepare an annual budget and submit said budget to the City Council for approval via the City Secretary by July 1 of each year for the upcoming fiscal year. The budget document will be prepared in either the same format as the City's or as required by the City Council.

Section 3 – Books, Records, Audits

- a. The corporation shall keep and properly maintain, in accordance with generally accepted accounting principles, complete books, records, accounts, and financial statements pertaining to its corporate funds, activities, and affairs.
- b. The books, records, accounts, and financial statements of the corporation shall be audited at least once each fiscal year by an outside independent auditing and accounting firm retained by the City of Wilmer to conduct their annual audit. Such audit shall be at the expense of the corporation.

Section 4 – Deposit and Investment of Corporate Funds

- a. All proceeds from the issuance of bonds, notes, other debt instruments (“Debt Obligations”) issued by the corporation shall be deposited and invested as provided in the resolutions, orders, indentures, or other documents authorizing or relating to the issuance.
- b. All other monies of the corporation shall be deposited, secured, and/or invested in the manner provided for the deposit, security and/or investment of the public funds of the City. The Board shall designate authorized signatures on all payment authorization and/or check requests. The accounts reconciliation and investment of such funds and accounts may be reviewed by anyone during normal business hours on written request, and reimbursement for any expenses may be reviewed at the principal offices of the corporation.
- c. The Board may require any officer or employee of the corporation, who has charge of any corporate funds, to give bond for the faithful discharge of his or her duties. The premium of any such bond shall be paid by the Corporation.

Section 5 – Expenditures of Corporate Money

The monies of the corporation, including sales and use taxes collected pursuant to Section 4B of the Act, monies derived from the repayment of loans, rents received from the lease or use of property, the proceeds from the investment of funds of the corporation, the proceeds from the sale of property, and the proceeds derived from the sale of obligations, may be expended by the corporation for any of the purposes authorized by the Act, subject to the following limitation:

- a. Expenditures for the proceeds of obligations shall be identified and described in orders, resolutions, indentures or other agreements submitted to and approved by the City Council prior to the sale and delivery of the obligations to the purchasers thereof required by Section 6 of this Article.
- b. All other proposed expenditures shall be made in accordance with and shall be set forth in the annual budget required by Section 2 of this Article.

Section 6 – Issuance of Obligations

No obligations, including refunding obligations, shall be sold and delivered by the corporation unless the City Council shall have approved such obligations by action taken no more than sixty (60) days prior to the date of sale of the obligations.

Section 7 – Conflicts of Interest

A Board member or officer of the corporation may not lend money to or borrow money from the corporation or otherwise transact business with the corporation. All Directors and officers shall at all times comply with all applicable state or city conflicts of interest laws, charter provisions or ordinances.

Section 8 - Gifts

The Board may accept, on behalf of the corporation, any contribution, gift, bequest, or device for the general purposes or for any special purposes of the corporation.

ARTICLE VII – MISCELLANEOUS

Section 1 – Fiscal Section 1 – Fiscal Year

The fiscal year of the corporation shall be the same as the fiscal year of the City.

Section 2 – Seal

The seal of the corporation shall be determined by the Board.

Section 3 – Resignation

Any Director or officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein; or, if no time is specified, at the time of its receipt by the President or secretary. The acceptance of the resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 4- Approval or Advice and Consent by the Council

To the extent that these Bylaws refer to any approval by the City or the Council or refer to advice and consent by the Council, such approval, or advice and consent shall be evidenced by a certified copy of a resolution, order, or motion duly adopted by the Council.

Section 5 – Services of City Staff and Officers

The corporation shall have the right to utilize the services of City personnel for usual and routine matters, provided that the performance of such service does not materially interfere with the other duties of such personnel of the City. Permission will be obtained from the City Manager if said employee is a member of his staff or from the Mayor or his/her representative if the employee reports directly to the Council. The corporation will pay reasonable compensation to the City for such services.

Section 6 – Indemnification of Directors, Officers and Employees

- a. As provided in the Act, the corporation is, for the purposes of the Texas Tort Claims Act (Sub-Chapter A, Chapter 101, Civil Practices and Remedies Code), a governmental unit and its actions are governmental functions.
- b. The corporation shall indemnify a person who was, is or has been threatened to be made a defendant or respondent in a proceeding because the person is or was a Board member, officer, employee, or agent, but only if the determination to

indemnify is made in accordance with the provision of Article 1396-2.22A of the Texas Civil Statutes, as amended.

- c. The corporation shall indemnify each and every member of the Board, its officers, its employees, its agents, to the fullest extent permitted by law and not otherwise covered by insurance, against any and all actions or omissions that may arise out of the functions and activities of the corporation.
- d. The corporation may purchase and maintain insurance on behalf of any Board member, officer, employee or agent of the corporation, or on behalf of any personnel serving at the request of the corporation as a Board member, officer, employee, or agent of another corporation, partnership, joint venture, or other enterprise, against any liability asserted against that person and incurred by that person in any such capacity or arising out of any such status with regard to the corporation, whether or not the corporation has the power to indemnify that person against liability for any of those acts.

ARTICLE VIII – EFFECTIVE DATE AMENDMENTS

Section 1 – Effective Date

These Bylaws shall become effective upon the occurrence of the following events:

1. The adoption of these Bylaws by the Board, and
2. The approval of these Bylaws by the City Council.

Section 2 – Amendments to Articles of Incorporation and Bylaws

The Articles of Incorporation and the Bylaws may be amended or repealed and amended articles of incorporation and bylaws may be adopted by an affirmative majority vote of Board members present at any regular meeting or at any special meeting, if at least five (5) days written notice is given of an intention to amend or repeal the articles of incorporation and bylaws or to adopt new articles of incorporation and bylaws at such meeting. Any amendment of the articles of incorporation and bylaws will be effective upon approval by the City Council.