

Wylie Economic Development Corporation- Notice of Work Session



August 09, 2021 – 8:30 AM
Council Conference Room - 300 Country Club Road, Building #100,
Wylie, Texas 75098

CALL TO ORDER

INVOCATION & PLEDGE OF ALLEGIANCE

COMMENTS ON NON-AGENDA ITEMS

Any member of the public may address Board regarding an item that is not listed on the Agenda. Members of the public must fill out a form prior to the meeting in order to speak. Board requests that comments be limited to three minutes for an individual, six minutes for a group. In addition, Board is not allowed to converse, deliberate or take action on any matter presented during citizen participation.

WORK SESSION

WS1. Discussion regarding WEDC Property holdings and Future Developments.

Recess the WEDC Board Work Session to conduct a driving tour to WEDC-owned properties and sites around Wylie. The driving tour will conclude by 11:00 a.m. with Work Sessions resuming in the Council Conference Room at that time. A quorum of the City Council and/or Wylie Economic Development Board may or may not be present for this Tour, and no action will be taken during this Tour.

WS2. Discussion regarding WEDC Properties, Future Land Use, and the Comprehensive Plan Advisory Committee.

WS3. Discussion regarding Strategic Planning and Long-Term Goals.

WS4. Discussion regarding WEDC Bylaws.

WS5. Discussion regarding Board Member Responsibilities, Vision/Mission Statement, Long-term Goals, Action Plan, and Board Member Handbook.

FUTURE AGENDA ITEMS

ADJOURNMENT

CERTIFICATION

I certify that this Notice of Work Session was posted on August 6, 2021 at 8:30 a.m. on the outside bulletin board at Wylie City Hall, 300 Country Club Road, Building 100, Wylie, Texas, a place convenient and readily accessible to the public at all times.

Stephanie Storm, City Secretary

Date Notice Removed

The Wylie Municipal Complex is wheelchair accessible. Sign interpretation or other special assistance for disabled attendees must be requested 48 hours in advance by contacting the City Secretary's Office at 972.516.6020. Hearing impaired devices are available from the City Secretary prior to each meeting.

If during the course of the meeting covered by this notice, the Board should determine that a closed or executive meeting or session of the Board or a consultation with the attorney for the City should be held or is required, then such closed or executive meeting or session or consultation with attorney as authorized by the Texas Open Meetings Act, Texas Government Code § 551.001 et. seq., will be held by the Board at the date, hour and place given in this notice as the Board may conveniently meet in such closed or executive meeting or session or consult with the attorney for the City concerning any and all subjects and for any and all purposes permitted by the Act, including, but not limited to, the following sanctions and purposes:

Texas Government Code Section:

§ 551.071 – Private consultation with an attorney for the City.

§ 551.072 – Discussing purchase, exchange, lease or value of real property.

§ 551.073 – Discussing prospective gift or donation to the City.

§ 551.074 – Discussing personnel or to hear complaints against personnel.

§ 551.076 – Discussing deployment of security personnel or devices or security audit.

§ 551.087 – Discussing certain economic development matters.

AGENDA REPORT

Meeting Date: August 9, 2021
Department: WEDC
Prepared By: Jason Greiner
Date Prepared: 8/5/21

Item Number: WS1
(Staff Use Only)
Account Code: _____
Exhibits: _____

Subject

Discussion regarding WEDC Property holdings and Future Developments.

Recommendation

No action is requested by staff for this item.

Discussion

Staff has provided the following to the Board in preparation for all Work Sessions.

- WEDC Property Inventory
- WEDC Property Map
- Jackson Street – Mixed Use
- Wylie Civic Center - City 19 Acre Mixed Use
- WEDC Board Tour/Agenda

Wylie Economic Development Corporation

Inventory Subledger (Land)
June 30, 2021

| | Property | Purchase Date | Address | Acreage | Improvements | Cost Basis | Sub-totals | |
|-----------------------|--------------------|---------------|-----------------------------------|----------------|------------------------|---------------|-------------------------|-------------------------|
| Cooper St. | McMasters | 7/12/05 | 709 Cooper | 0.4750 | \$ - | n/a | \$ 202,045.00 | |
| | Heath | 12/28/05 | 706 Cooper | 0.4640 | \$ 32,005.00 | 3,625 | \$ 186,934.22 | |
| | Perry | 9/13/06 | 707 Cooper | 0.4910 | \$ - | Demo | \$ 200,224.00 | |
| | Bowland/Anderson | 10/9/07 | Cooper Dr. | 0.3720 | \$ - | n/a | \$ 106,418.50 | |
| | Duel Products | 9/7/12 | 704 Cooper Dr. | 0.5000 | \$ - | n/a | \$ 127,452.03 | |
| | Randack | 10/23/12 | 711-713 Cooper Dr. | 1.0890 | \$ 217,500.00 | 8,880 | \$ 400,334.00 | |
| | Lot 2R3 | 7/24/14 | Cooper Dr. | 0.9500 | \$ - | n/a | \$ 29,056.00 | \$ 1,252,463.75 |
| Industrial Ct. | Jarrard | 12/22/16 | 201 Industrial Ct | 0.2900 | \$ 32,893.00 | Demo | \$ 300,493.00 | \$ 300,493.00 |
| Regency Dr. | Regency Pk. | 6/4/10 | 25 Steel Road | 0.6502 | \$ - | n/a | \$ 25,170.77 | \$ 25,170.77 |
| Commerce Dr. | Hobart Investments | 11/12/13 | Commerce | 1.6000 | \$ - | n/a | \$ 156,819.50 | |
| | Hobart | 1/6/14 | 605 Commerce | 1.0650 | \$ 396,263.00 | 20,000 | \$ 386,380.00 | |
| | Dallas Whirlpools | 11/22/16 | 900-908 Kirby | 4.7900 | \$ 128,925.00 | 9,000 | \$ 2,182,080.30 | \$ 2,725,279.80 |
| Downtown | Heath | 3/17/14 | 104 N. Jackson | 0.1720 | \$ - | Demo | \$ 220,034.00 | |
| | Udoh | 2/12/14 | 109 Marble | 0.1700 | \$ - | n/a | \$ 70,330.00 | |
| | Peddicord | 12/12/14 | 100 W. Oak St | 0.3481 | \$ 155,984.00 | 4,444 | \$ 486,032.00 | |
| | City Lot | 12/12/14 | 108/110 Jackson | 0.3479 | \$ - | n/a | | |
| | Jones (K&M) | 9/3/15 | 106 N. Birmingham | 0.2100 | \$ 42,314.00 | 4,125 | \$ 190,596.10 | |
| | FBC Lot | 6/15/16 | 111 N. Ballard St | 0.2000 | \$ - | n/a | \$ 150,964.00 | |
| | FFA Village | 1/7/18 | 102. N. Birmingham | 0.1700 | \$ 35,390.00 | Demo | \$ 99,804.00 | \$ 1,217,760.10 |
| Alanis Dr. | White Property | 12/12/14 | Alanis | 6.6328 | \$ - | n/a | \$ 420,336.00 | \$ 420,336.00 |
| South Ballard | Birmingham Trust | 6/3/15 | 505 - 607 S. Ballard | 1.1190 | \$ - | n/a | \$ 409,390.00 | |
| | Murphy | 3/7/19 | 701 S. Ballard | 0.2000 | \$ 115,724.00 | 1,312 | \$ 172,487.04 | |
| | Braley | 7/22/19 | 503 S. Ballard | 0.2558 | \$ 50,762.00 | Demo | \$ 177,397.96 | \$ 759,275.00 |
| Squire Dr. | Gallagher | 3/14/18 | Squire-lot 2-4 | 2.6720 | \$ 100,404.00 | 6,000 | \$ 573,844.35 | \$ 573,844.35 |
| Brown & 78 | Turner | 12/5/18 | 504 E. Brown | 1.0220 | \$ 84,077.00 | Demo | \$ 308,179.81 | |
| | Wallace | 12/18/18 | 502 E. Brown | 0.1870 | \$ 24,637.00 | 680 | \$ 204,775.00 | |
| | Karan | 12/28/18 | 300 E. Brown | 2.3866 | \$ - | 0 | \$ 1,250,391.20 | |
| | O'Donald | 1/7/19 | 410 E. Brown | 0.1870 | \$ 64,421.00 | 940 | \$ 177,043.75 | |
| | Weatherford | 2/12/19 | 303 Marble | 2.1740 | \$ - | 0 | \$ 757,488.00 | |
| | Brothers JV | 2/26/19 | 306 & 308 N. 2nd Street | 0.3770 | \$ - | n/a | \$ 145,923.04 | |
| | Pulliam | 2/27/19 | 300 N. 2nd Street | 0.2570 | \$ 122,764.00 | 1,364 | \$ 218,472.20 | |
| | Swayze | 4/18/19 | 208 N. 2nd Street | 0.2580 | \$ 73,313.00 | Demo | \$ 187,501.40 | |
| | Swayze | 5/9/19 | 204 N. 2nd Street | 0.2580 | \$ 121,781.00 | Demo | \$ 187,658.20 | |
| | Kreymer | 10/9/19 | 302 N. 2nd Street | 0.1290 | \$ 72,609.00 | 1,386 | \$ 187,941.76 | |
| | KCS | 11/22/19 | Hwy 78 Frontage | 2.5363 | \$ - | 0 | \$ 674,110.20 | |
| | City of Wylie | 5/14/20 | ROW Purchase/Alleys | 1.8800 | \$ - | 0 | \$ 81,713.00 | |
| | Collin County | 5/7/20 | SWC Hwy 78 & Marble | 0.3590 | \$ - | 0 | \$ 75,964.20 | |
| | Collin County | 5/7/20 | 414 S. 2nd Street (NWC Hwy 78 & 8 | 1.2260 | \$ - | 0 | \$ 296,152.20 | |
| | TxDOT | 2/21/21 | SWC Hwy 78 & Brown | 0.2209 | \$ - | 0 | \$ 78,540.00 | \$ 4,831,853.96 |
| Total | | | | 38.6916 | \$ 1,871,766.00 | 61,756 | \$ 12,106,476.73 | \$ 12,106,476.73 |



Yellow Star = Individual WEDC Owned Property



Yellow Shape = Assemblage of WEDC Properties



Regency Business Park

544 Industrial Park

544 Gateway Property



Premier South Business Park

Premier Business Park



Tom Thumb



 Yellow Star = Individual WEDC Owned Property
 Yellow Shape = Assemblage of WEDC Properties

**Wylie
Logistics
Park**

Walmart



**Downtown
Properties**

**Brown & 78
Properties**

**544 Gateway
Property**

**SBO
Properties**

**Cooper Dr.
Properties**



Downtown Wylie Mixed Use Project

City of Wylie

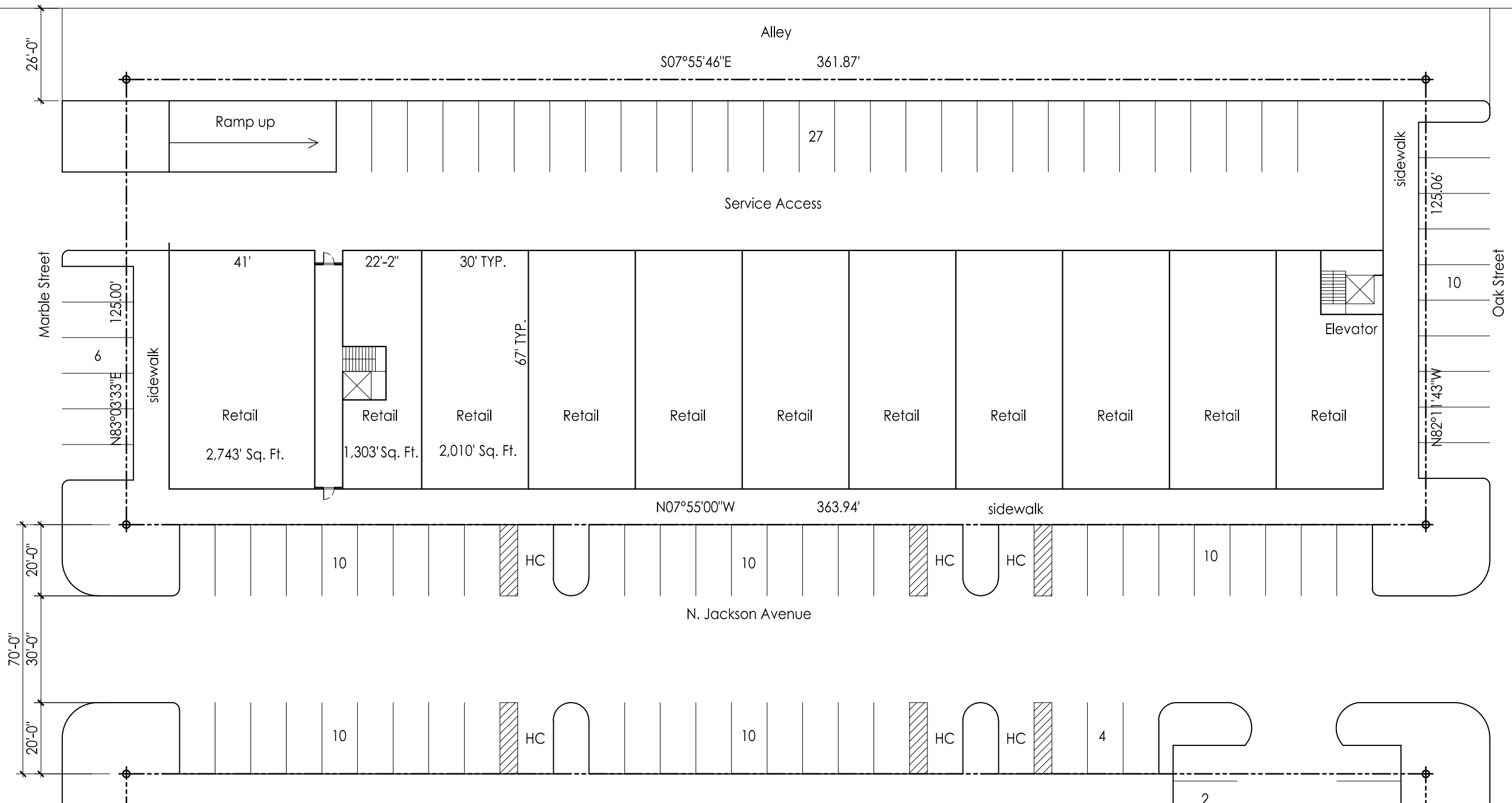
December 8, 2015



McCarthy Architecture

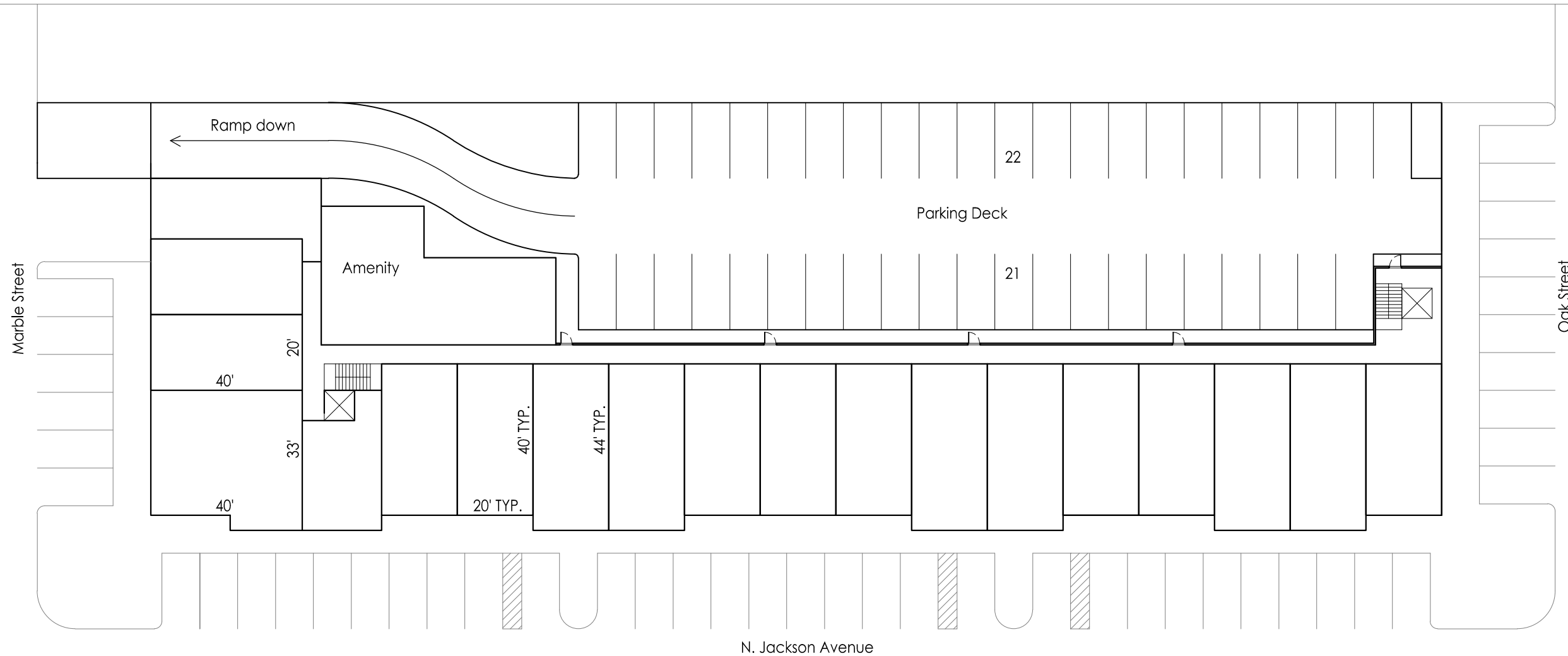


Jackson Street Elevation



| | | |
|---|------------------------|-----------------|
| Total retail | 21,820' Sq. Ft. | |
| Parking deck | 15,581' Sq. Ft. | |
| Total living units 2nd floor | 16,166' Sq. Ft. | 19 units |
| Total living units 3rd floor | 18,296' Sq. Ft. | 22 units |
| Total living units | 34,462' Sq. Ft. | 41 units |
| Total parking spaces at street | 46 | |
| Total parking spaces at alley | 27 | |
| Total parking spaces 2nd floor | 43 | |
| Total parking spaces | 116 | |
| Total required parking for retail | 55 | |
| Total required parking for living units | 82 | |
| Total required parking | 137 | |

MCCARTHY ARCHITECTURE
 Wylie Downtown Mixed Use - Scheme A
 Street Level (Retail) Site Plan
 Scale: 1/32" = 1'-0"

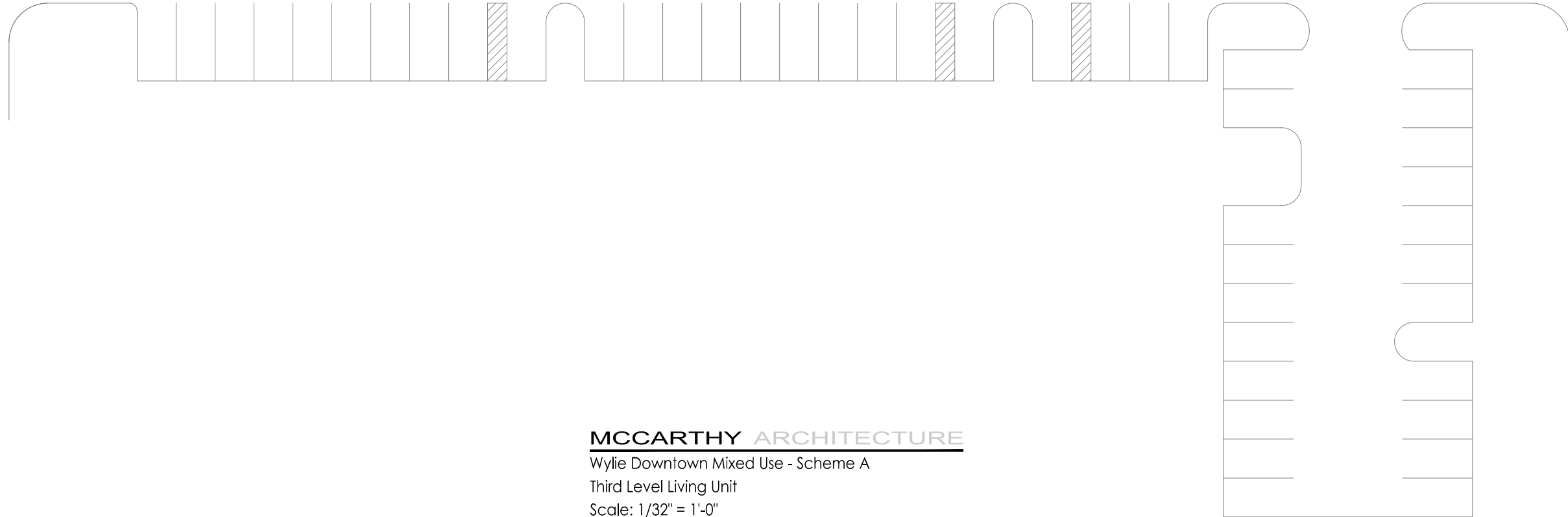
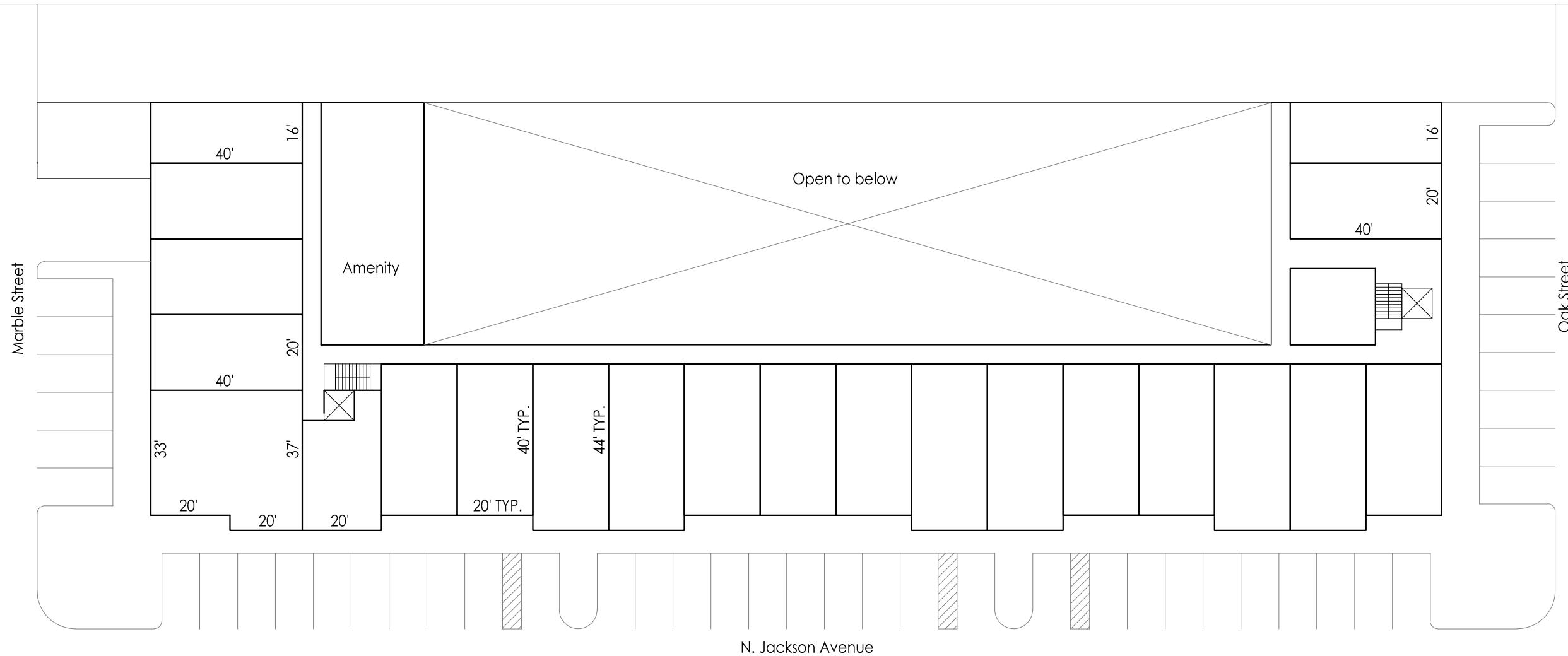


MCCARTHY ARCHITECTURE

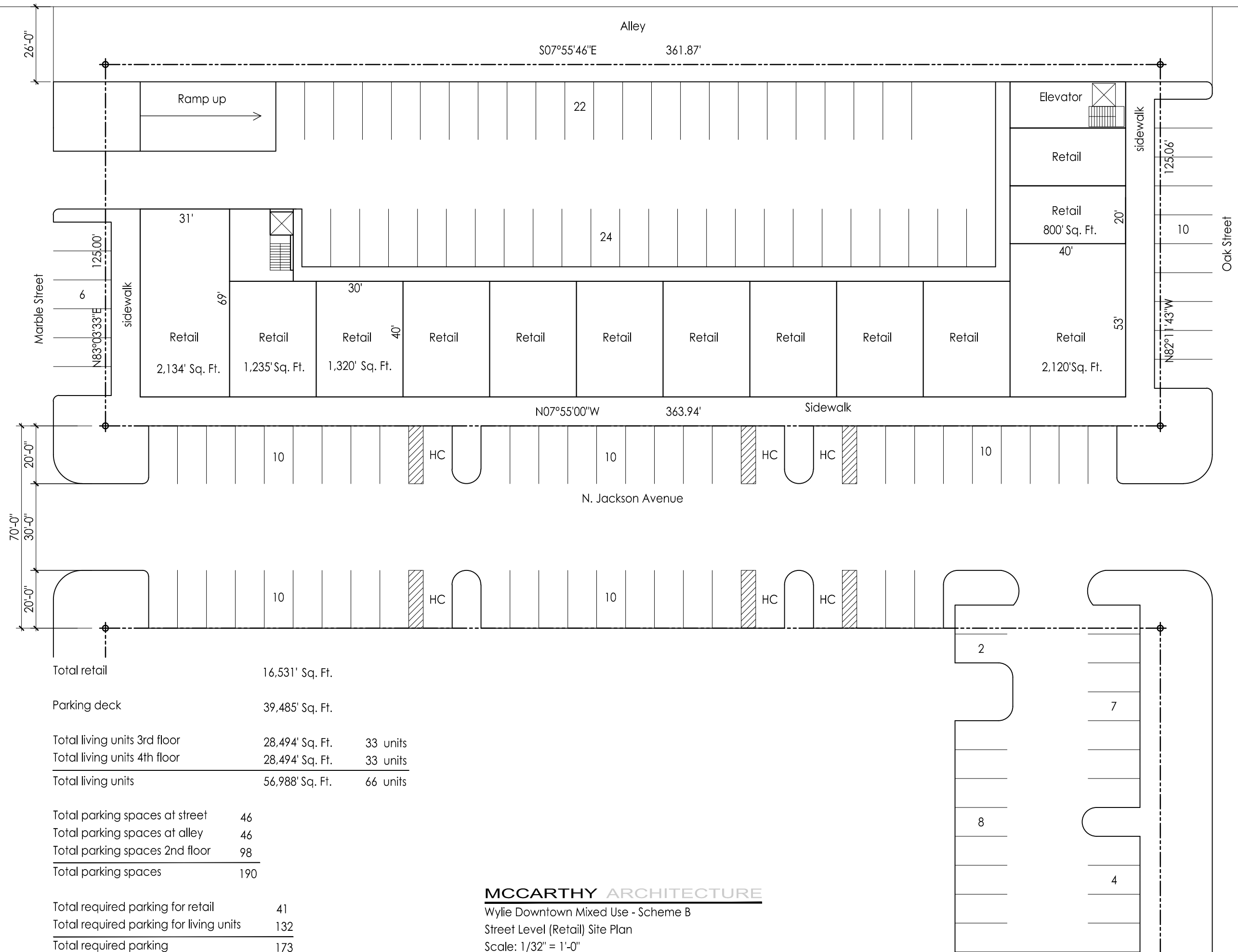
Wylie Downtown Mixed Use - Scheme A

Second Level Living Unit

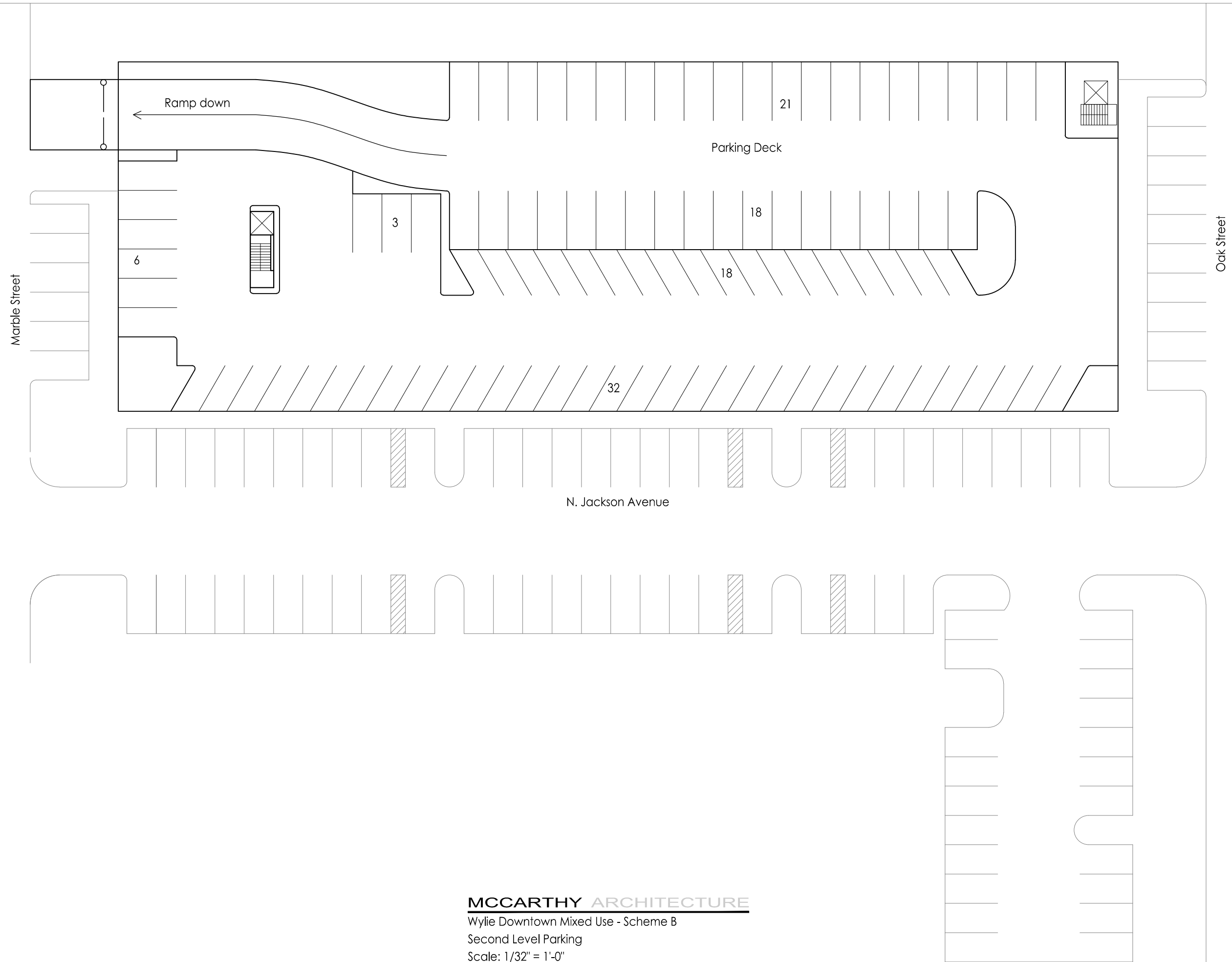
Scale: 1/32" = 1'-0"



MCCARTHY ARCHITECTURE
 Wylie Downtown Mixed Use - Scheme A
 Third Level Living Unit
 Scale: 1/32" = 1'-0"



MCCARTHY ARCHITECTURE
 Wylie Downtown Mixed Use - Scheme B
 Street Level (Retail) Site Plan
 Scale: 1/32" = 1'-0"

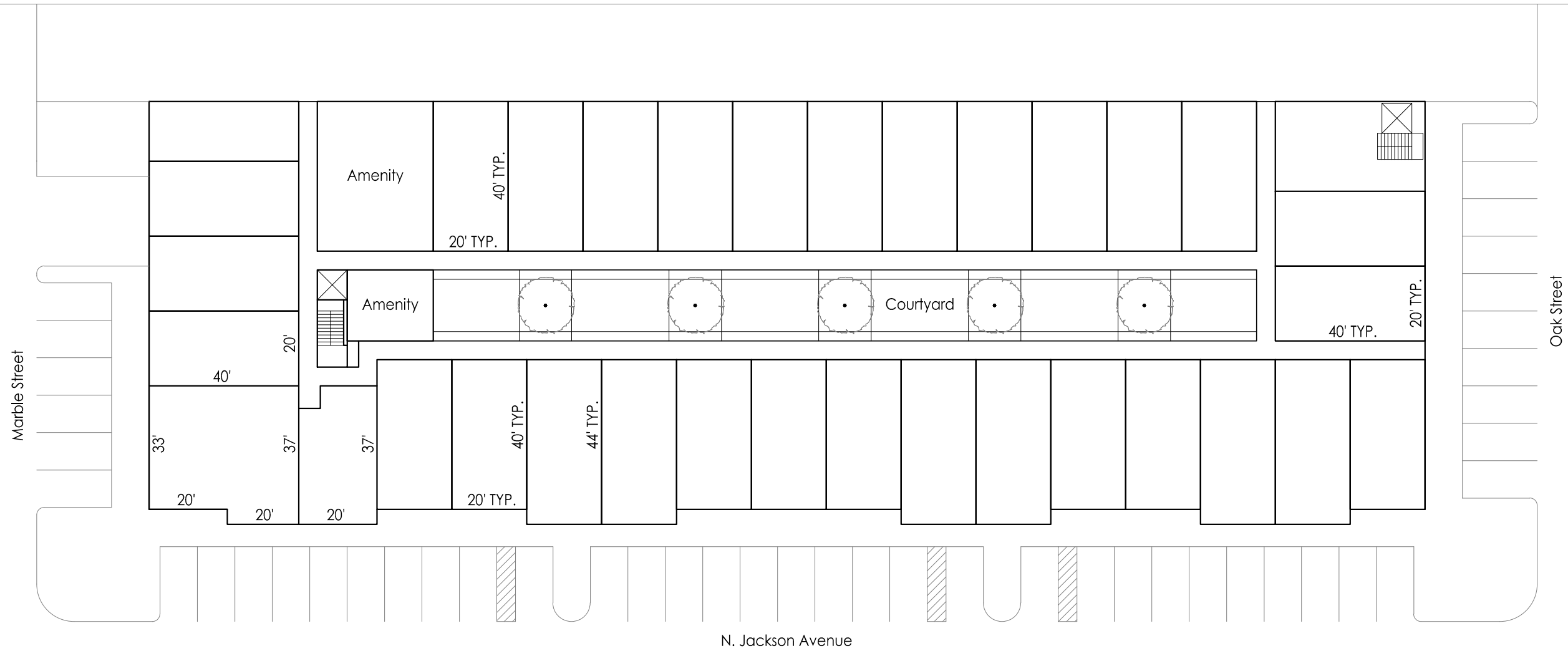


MCCARTHY ARCHITECTURE

Wylie Downtown Mixed Use - Scheme B

Second Level Parking

Scale: 1/32" = 1'-0"

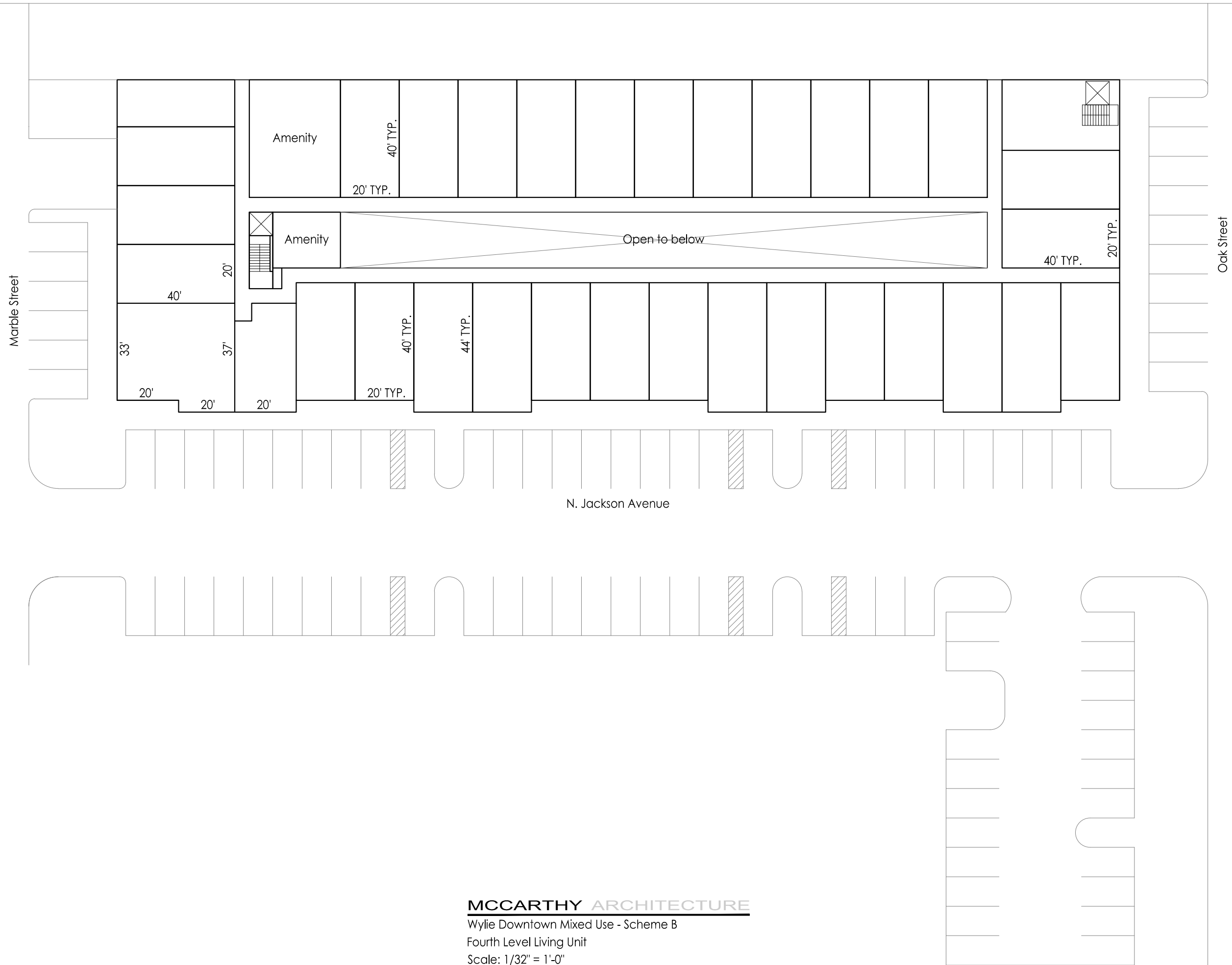


MCCARTHY ARCHITECTURE

Wylie Downtown Mixed Use - Scheme B

Third Level Living Unit

Scale: 1/32" = 1'-0"

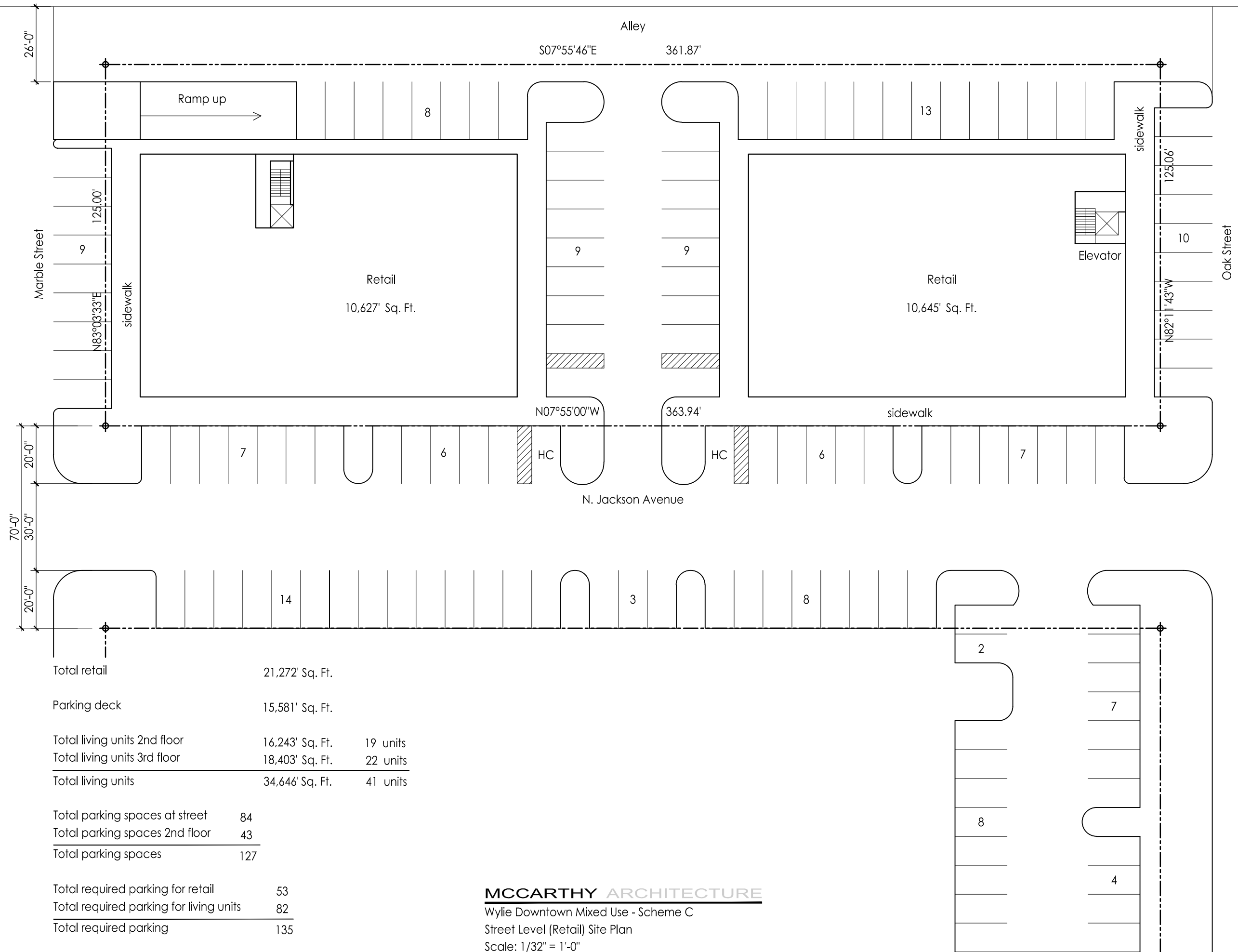


MCCARTHY ARCHITECTURE

Wylie Downtown Mixed Use - Scheme B

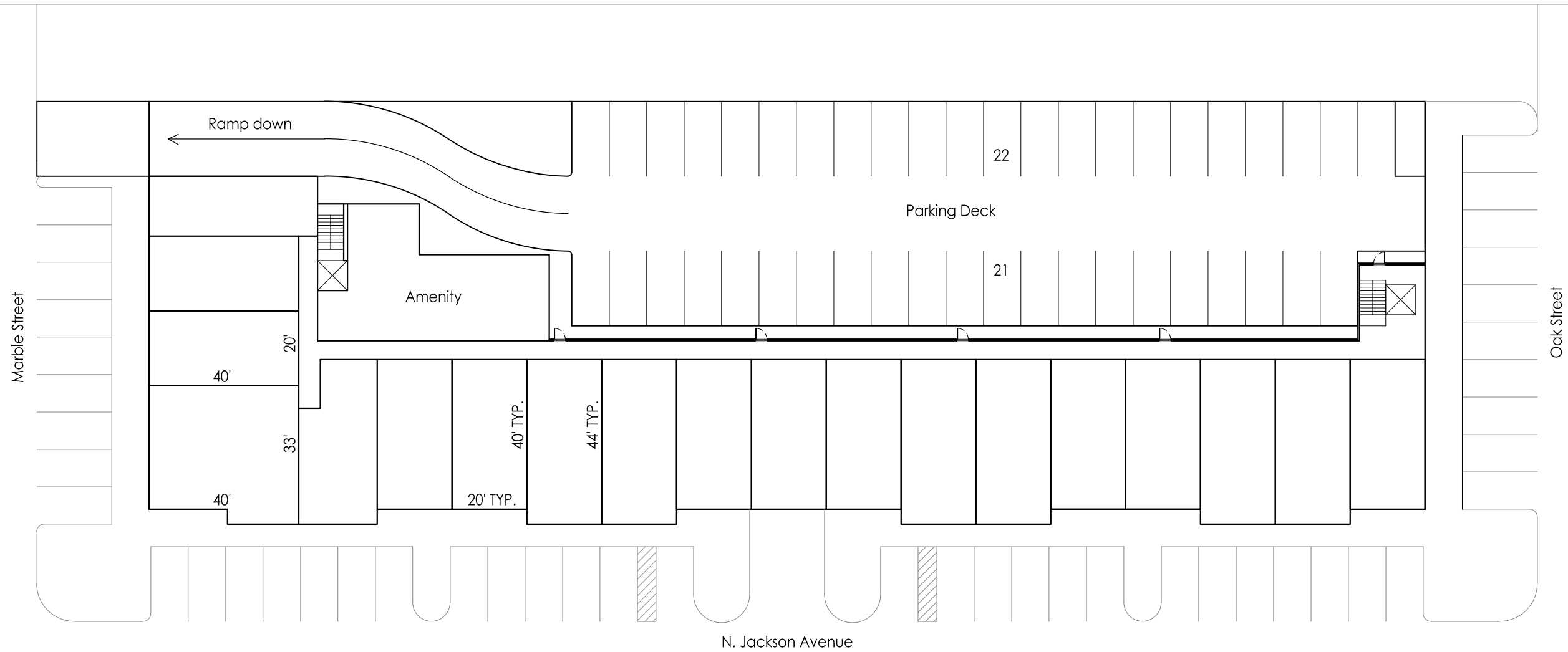
Fourth Level Living Unit

Scale: 1/32" = 1'-0"



| | | |
|---|------------------------|-----------------|
| Total retail | 21,272' Sq. Ft. | |
| Parking deck | 15,581' Sq. Ft. | |
| Total living units 2nd floor | 16,243' Sq. Ft. | 19 units |
| Total living units 3rd floor | 18,403' Sq. Ft. | 22 units |
| Total living units | 34,646' Sq. Ft. | 41 units |
| Total parking spaces at street | 84 | |
| Total parking spaces 2nd floor | 43 | |
| Total parking spaces | 127 | |
| Total required parking for retail | 53 | |
| Total required parking for living units | 82 | |
| Total required parking | 135 | |

MCCARTHY ARCHITECTURE
 Wylie Downtown Mixed Use - Scheme C
 Street Level (Retail) Site Plan
 Scale: 1/32" = 1'-0"



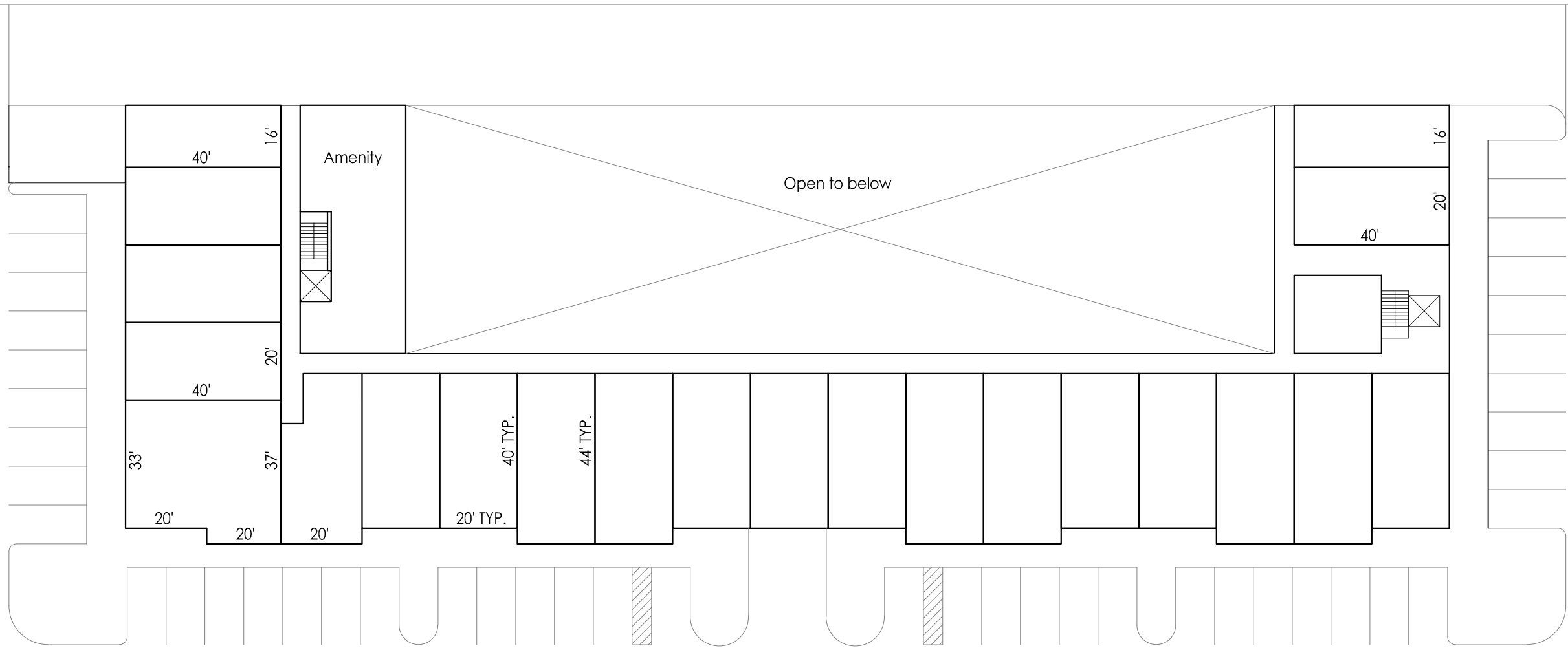
MCCARTHY ARCHITECTURE

Wylie Downtown Mixed Use - Scheme C

Second Level Living Unit

Scale: 1/32" = 1'-0"

Marble Street



Oak Street

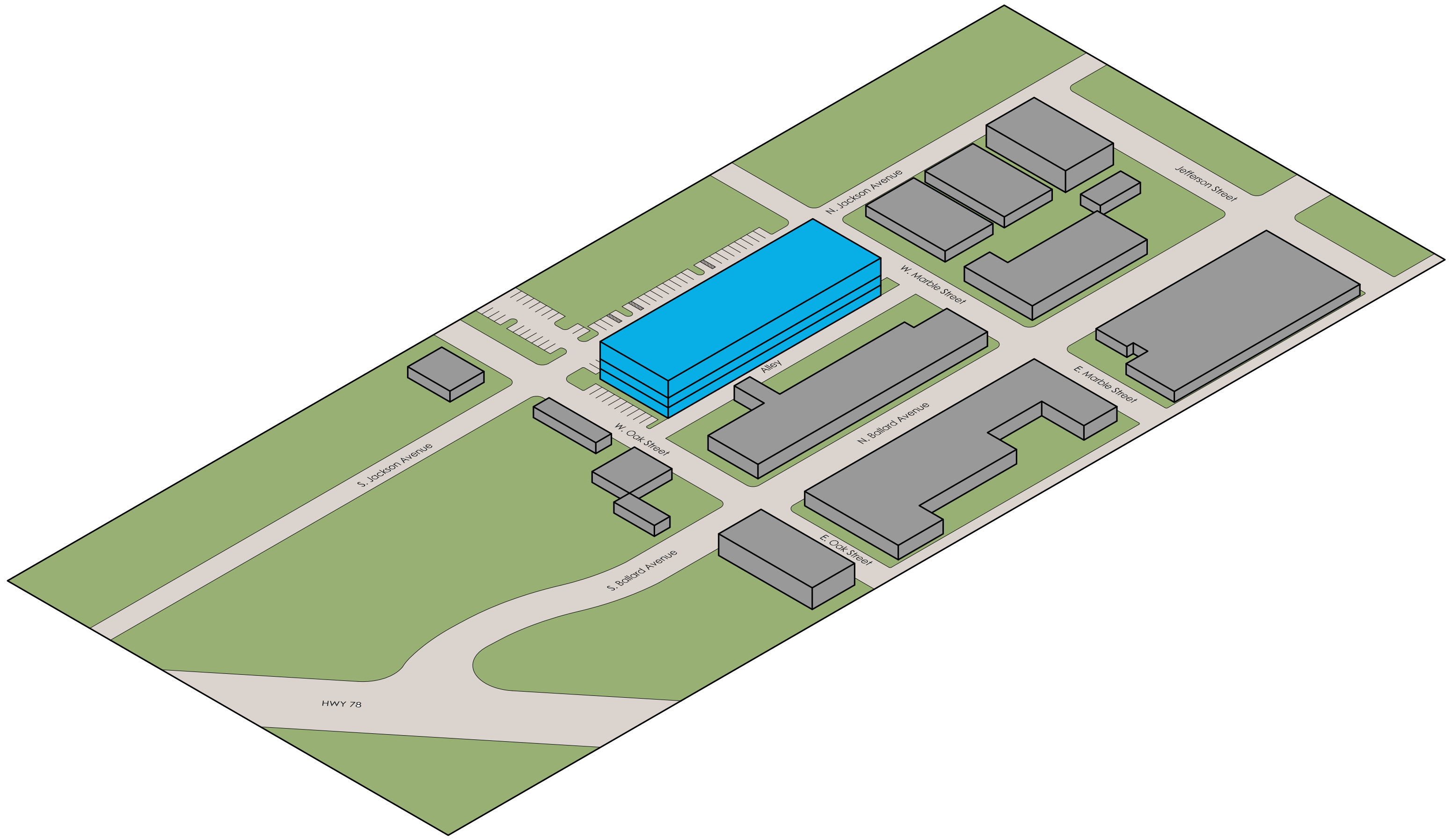
N. Jackson Avenue

MCCARTHY ARCHITECTURE

Wylie Downtown Mixed Use - Scheme C

Third Level Living Unit

Scale: 1/32" = 1'-0"



HWY 78

S. Jackson Avenue

S. Ballard Avenue

W. Oak Street

Alley

N. Ballard Avenue

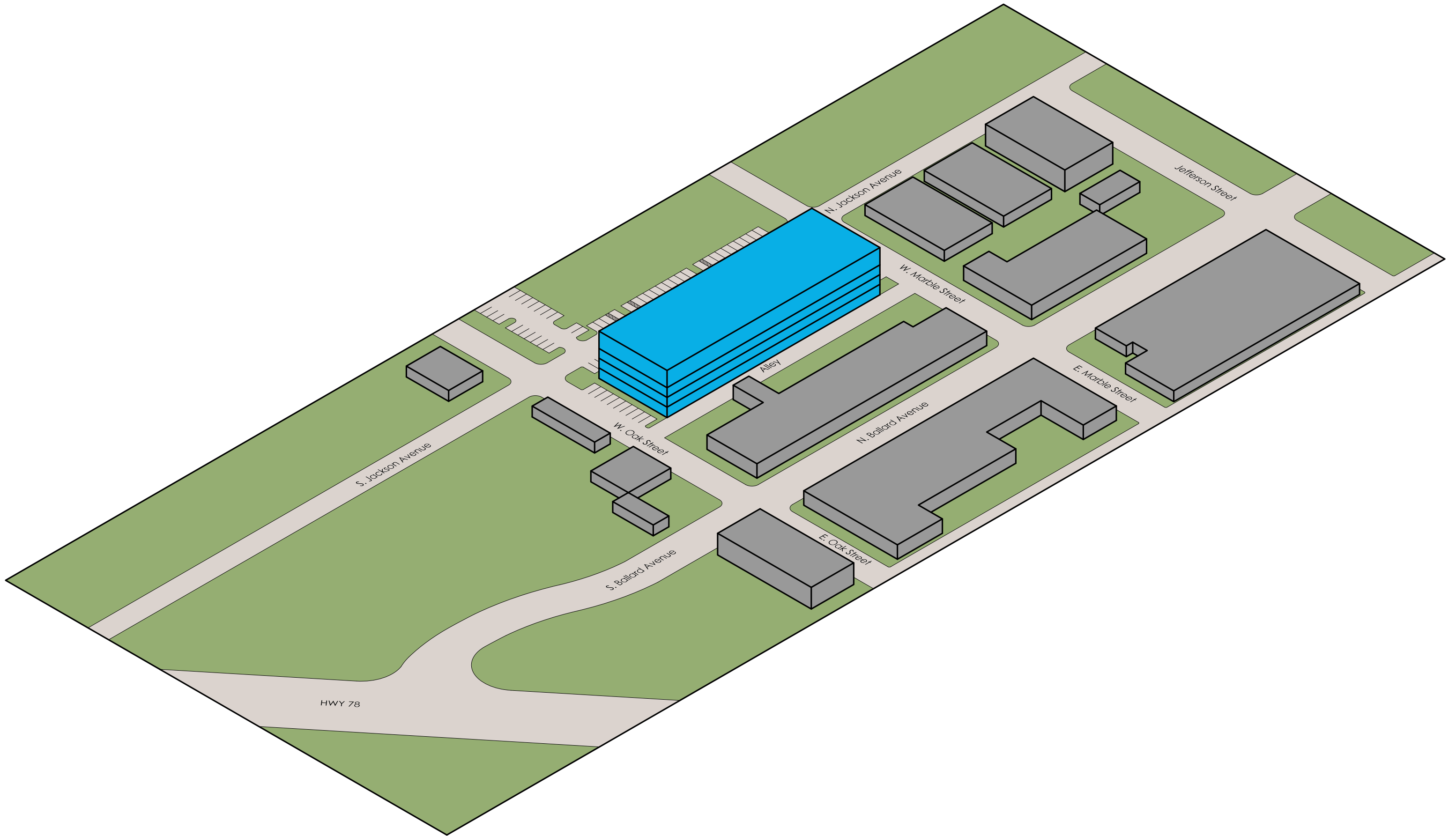
E. Oak Street

N. Jackson Avenue

W. Marble Street

E. Marble Street

Jefferson Street





Jackson Street Elevation



Conceptual Master Planning



Wylie Civic Center

544 Parcel

4 June 2014



Proposed Site 19.1 acres



north

PBK



Mixed Use
Retail at Street
Living & Office Above
Pedestrian Focused
Interactive Streetscapes
Control Vehicular Traffic
Pocket Greenspaces

Town Center Concept





Monumental Public Elements

Street Front Parking Storefront Visibility









Entertainment Destination





Generous Walkways
Landscape
Casual Seating
Illumination

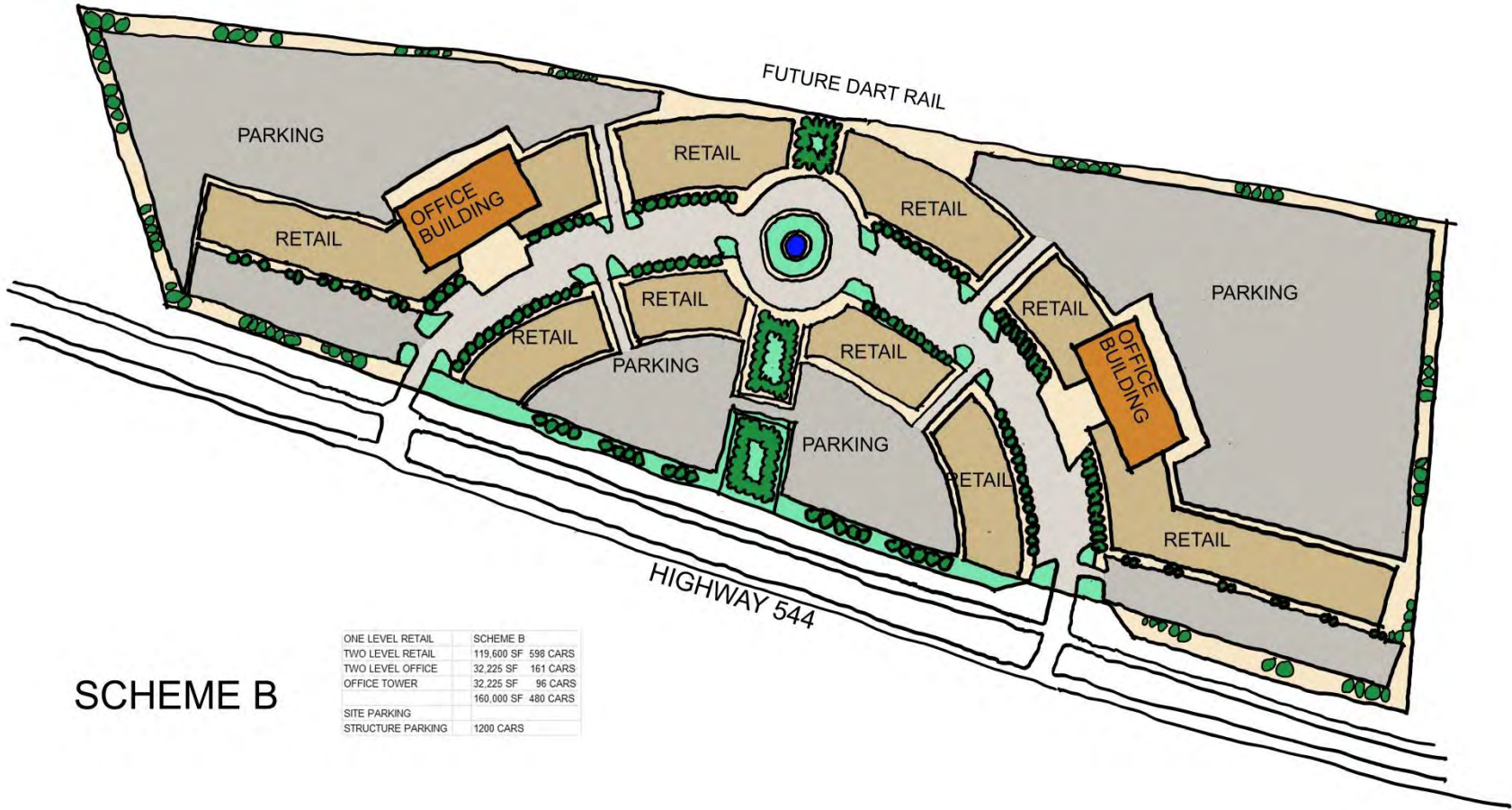






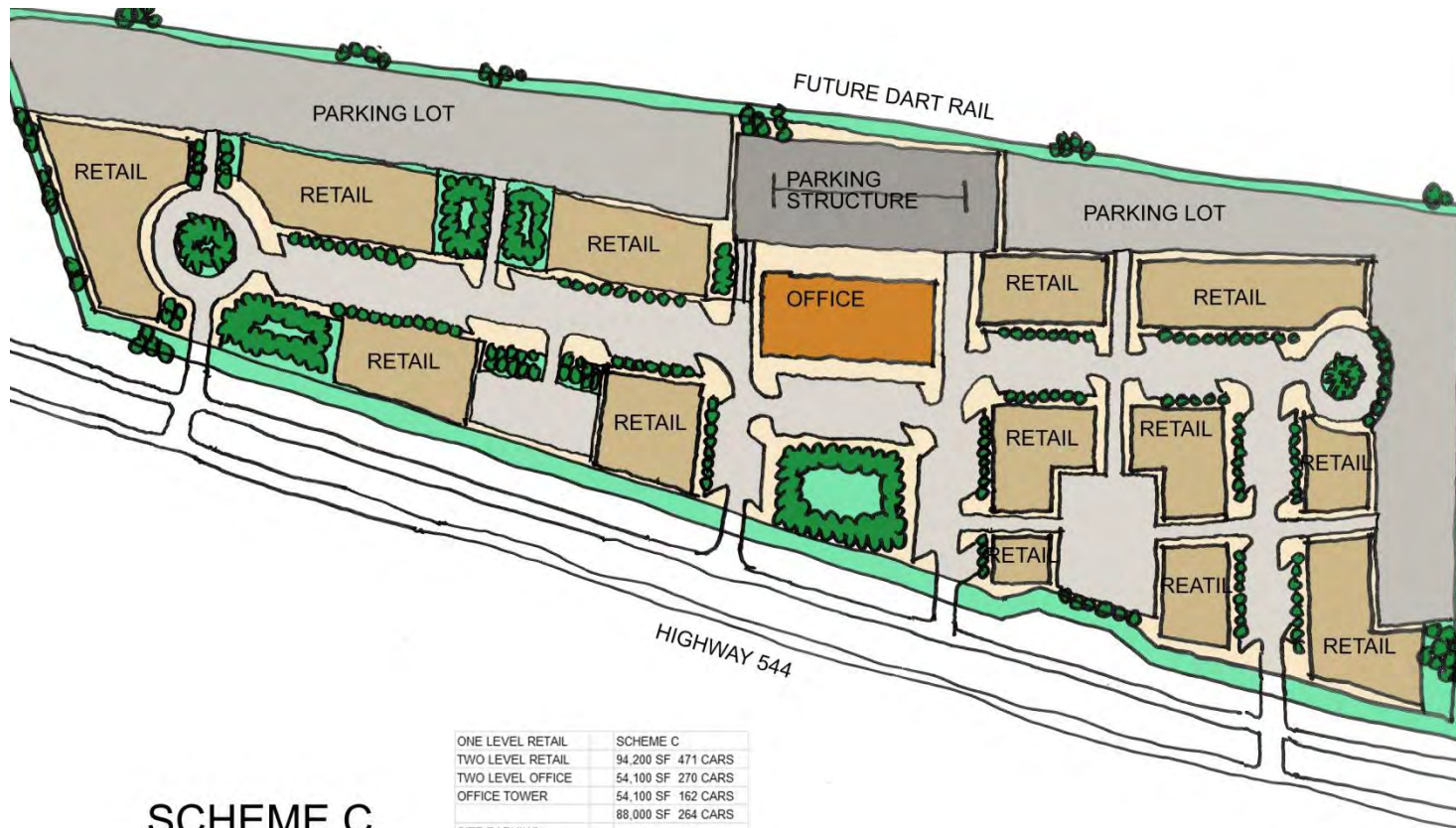
SCHEME A

| SCHEME A | |
|-------------------|--------------------|
| ONE LEVEL RETAIL | 85,000 SF 425 CARS |
| TWO LEVEL RETAIL | 51,400 SF 257 CARS |
| TWO LEVEL OFFICE | 51,400 SF 154 CARS |
| OFFICE TOWER | 96,000 SF 288 CARS |
| | |
| SITE PARKING | 850 CARS |
| STRUCTURE PARKING | 280 CARS |



SCHEME B

| | | |
|-------------------|------------|----------|
| ONE LEVEL RETAIL | SCHEME B | |
| TWO LEVEL RETAIL | 119,600 SF | 598 CARS |
| TWO LEVEL OFFICE | 32,225 SF | 161 CARS |
| OFFICE TOWER | 32,225 SF | 96 CARS |
| | 160,000 SF | 480 CARS |
| SITE PARKING | | |
| STRUCTURE PARKING | 1200 CARS | |



SCHEME C

| | |
|-------------------|--------------------|
| ONE LEVEL RETAIL | SCHEME C |
| TWO LEVEL RETAIL | 94,200 SF 471 CARS |
| TWO LEVEL OFFICE | 54,100 SF 270 CARS |
| OFFICE TOWER | 54,100 SF 162 CARS |
| | 88,000 SF 264 CARS |
| SITE PARKING | |
| STRUCTURE PARKING | 900 CARS |
| | 270 CARS |

Comparison

| | | SCHEME A | | SCHEME B | | SCHEME C | |
|--------------------|--------|-----------|----------|------------|----------|-----------|----------|
| | | Size | Parking | Size | Parking | Size | Parking |
| One Level Retail | | 85,000 SF | 425 Cars | 119,600 SF | 598 Cars | 94,200 SF | 471 Cars |
| Two Levels | Retail | 51,400 SF | 257 Cars | 32,225 SF | 161 Cars | 54,100 SF | 270 Cars |
| | Office | 51,400 SF | 154 Cars | 32,225 SF | 96 Cars | 54,100 SF | 162 Cars |
| Office Tower | | 96,000 SF | 288 Cars | 160,000 SF | 480 Cars | 88,000 SF | 264 Cars |
| Surface Parking | | 850 CARS | 850 Cars | 1200 Cars | | 900 Cars | |
| Structured Parking | | 280 CARS | 280 Cars | | | 270 Cars | |



Bus will head our way at 8:45 AM

Pickup / Depart 9:00 to 9:15 AM

7400 Country Club Dr, Wylie, TX 75098

Driving Tour 9:15 to 10:00 – Page 1

- Brown Street – EDC Property
- Ballard Ave – EDC Property
- Marble Street – Church building, parking lot, EDC Property
- Birmingham Street – ABC, UP, Alley, Parker, EDC Property
- Jackson St - McClure, EDC Property
- South Ballard –SBO, City/EDC Property, Tibbals
- North Hwy 78 - Fuel City, KCS / Northpoint Development
- Windco Circle – Deanan Popcorn

Driving Tour 10:00 to 10:45 – Page 2

- Alanis / Martinez Lane – SAF Holland, Tower/Ascend, Savage Precision, EDC Property
- Cooper Street – CFA/WB Redevelopment, Extruders, EXCO, Mann Made
- FM 544 Gateway Property – EDC Property
- Commerce/Business Way – 544 Gateway, EDC Property
- Sanden Blvd. – Sanden International, CoW 19 AC, LaQuinta, Holiday Inn
- Hensley Lane – Carlisle, Lone Star Circuits, Tower/Extruders, Pella, Barco, EXCO
- Regency Business Park/Hooper – Steel Road, GDA, Helmberger
- Regency Business Park/Capital – DCU, Cardinal Strategies
- Woodbridge Crossing – Vista Properties / McClure
- Woodbridge Centre – Hillside, Cary Albert, THR, Wynmark, OSD

Arrive at City Hall between 10:45 and 11:00 AM

300 Country Club Rd, Wylie, TX 75098

TX-78, Wylie, TX 75098

105 S Ballard Ave, Wylie, TX 75098

Wylie Outdoor Power, 300 E Marble St,

206 S Birmingham St, Wylie, TX 75098

201 W Marble St, Wylie, TX 75098

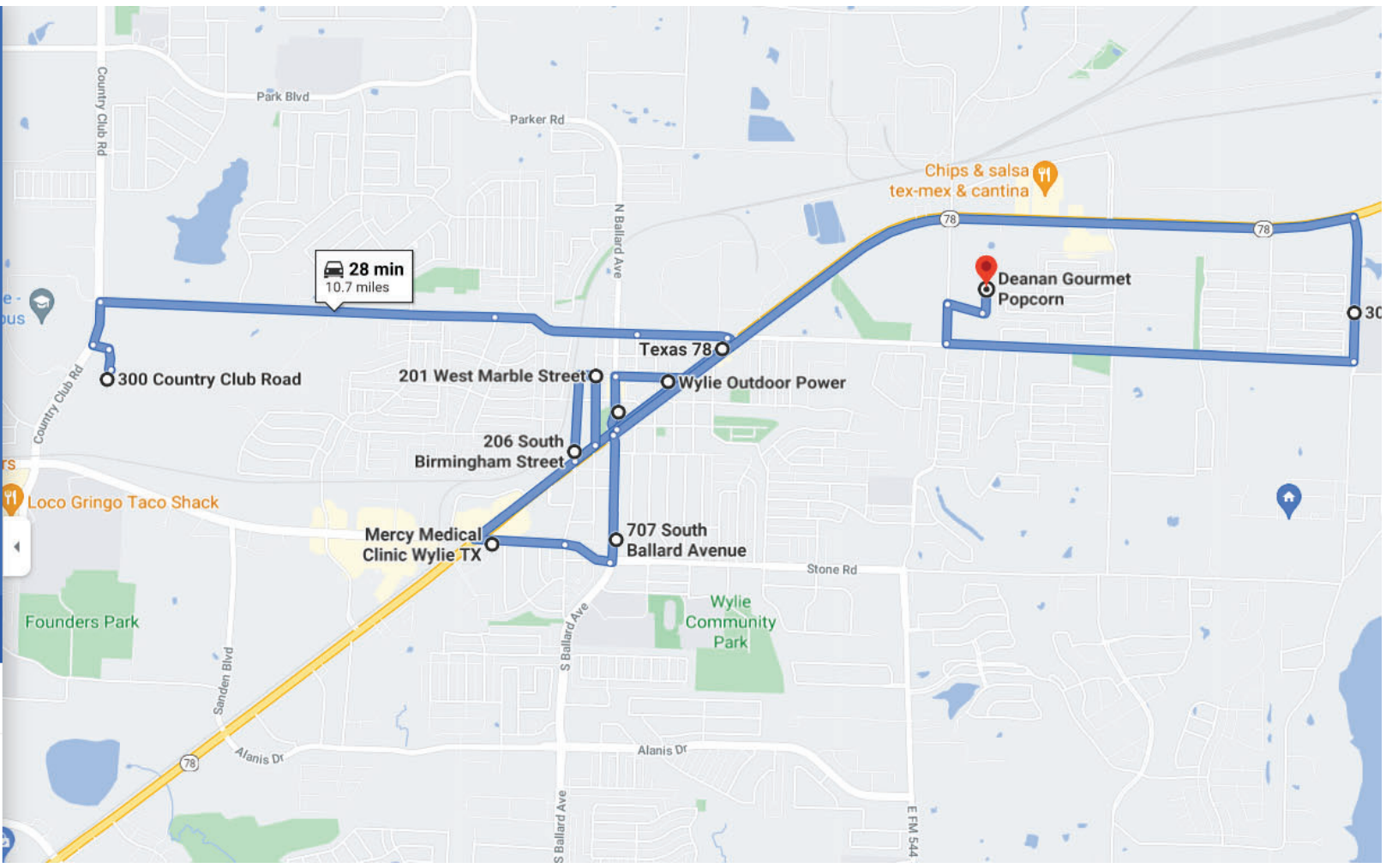
Mercy Medical Clinic Wylie TX, 615 S, T

707 S Ballard Ave, Wylie, TX 75098

302 Capps Dr, Wylie, TX 75098

Deanan Gourmet Popcorn, 216 Windco

OPTIONS



Send directions to your phone

via W Brown St 28 min

28 min without traffic 10.7 miles

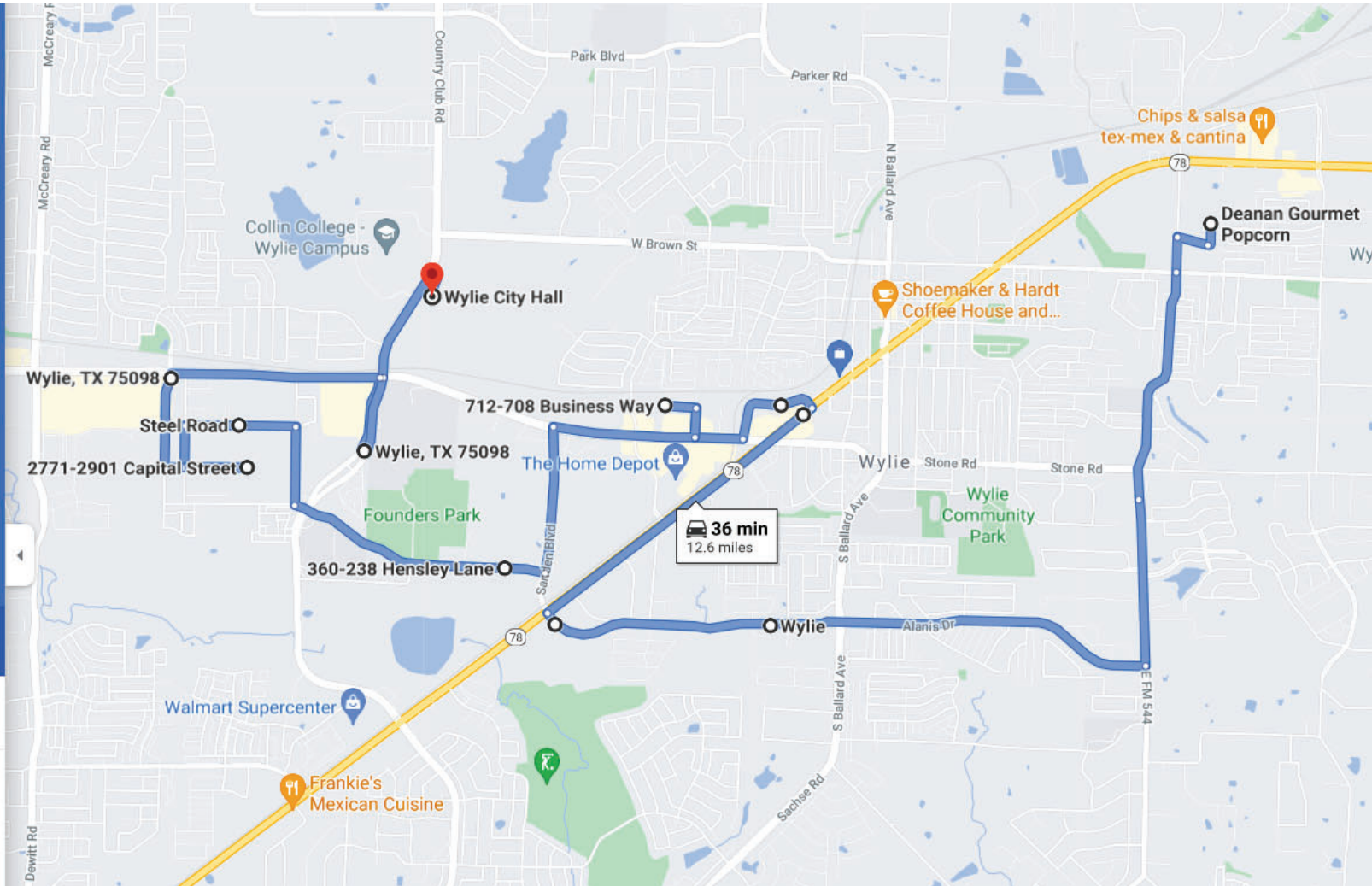
DETAILS

- Deanan Gourmet Popcorn, 216 Windco
 - Wylie, Texas
 - 711-705 Cooper Dr, Wylie, TX 75098
 - 712-708 Business Way, Wylie, TX 75098
 - 360-238 Hensley Ln, Wylie, TX 75098
 - Steel Rd, Wylie, TX 75098
 - 2771-2901 Capital St, Wylie, TX 75098
 - Wylie, Texas 75098
 - Wylie, Texas 75098
 - Wylie City Hall, 300 Country Club Dr #10
- OPTIONS

Send directions to your phone

via N W A Allen Blvd and Alanis Dr 36 min
 36 min without traffic 12.6 miles

DETAILS





ECONOMIC DEVELOPMENT
RESEARCH PARTNERS

*International Economic
Development Council*

INTRODUCTION TO ECONOMIC DEVELOPMENT



ECONOMIC DEVELOPMENT
RESEARCH PARTNERS

International Economic
Development Council

What is Economic Development?

The intentional practice of improving a community's economic well-being and quality of life.

It includes a broad range of activities to retain, create and attract high-quality jobs, and to foster the growth of a resilient tax base and an inclusive economy.

It is a collaborative effort involving industry, government and myriad community stakeholders focused on improving a community's competitiveness.



One word to describe economic development





Challenges



Businesses need

- Access to land, skilled labor, capital and utilities
- Networks and connections that increase competitiveness



Workers need

- Quality jobs
- Education and training
- Opportunities for advancement



Communities need

- Funding for basic services
- Quality of life amenities
- Economic diversification and resilience

Economic Developers can help!!



ECONOMIC DEVELOPMENT
RESEARCH PARTNERS

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Development Council*

Role of an Economic Developer

Analyst

Understand the strengths, weaknesses and comparative advantages of the local community, providing quantitative and qualitative information to key players.

Advocate

Protect the interests of households and businesses, advocating for the good of the entire community

Visionary

Able to look past short-term goals to champion a vision for the greater economic horizon



Catalyst

Enthusiastically support community initiatives and incentivize investment by public and private actors

Gap Filler

Assist when markets and institutions cannot meet the needs of the community or businesses

Educator

Inform a wider community about the costs and benefits of development initiatives



One word to describe economic developer





Core activities





Ways and means

Finance and incentives

Loans, bond programs, seed funds, grants, tax credits, equity

Navigating systems

Zoning, permitting, regulations, incentives access and compliance, etc.

Business climate

Advocacy around transportation, taxes and regulation, infrastructure, telecommunications, education, and other community services and amenities

Marketing

Community promotion, targeted business recruitment, land and buildings

Technical assistance

Helping companies identify and access resources for workforce development, technology commercialization, small business development, new business formation, exporting, etc.

Partnerships, networks and connections

Creating links among businesses, governments, nonprofits, educational entities, neighborhood groups and other organizations to further common goals

Analysis and planning

Analyzing local economic data, assessing competitive advantages and disadvantages, understanding broad economic trends, strategic planning,



ECONOMIC DEVELOPMENT
RESEARCH PARTNERS

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Development Council*

Keys to success for an economic development program

- 1 An economic development **strategic plan** that has a widely accepted vision in addition to measureable indicators of success and failure
- 2 A **strong understanding** of the local economy, its strengths, weaknesses, opportunities and threats
- 3 Programs that are built on local **comparative advantages**
- 4 Local leadership that stimulates **cooperation** and **collaboration** among different actors in the community
- 5 Sustained **funding** for economic development over a long period of time
- 6 Striving for excellence in **customer service**
- 7 Professional economic developer



Key Players





Government Resources

Federal

- Departments/ministries such as agriculture, commerce, construction, urban development, energy, finance, transportation & infrastructure, and treasury
- Provide funds and services to state and local governments

State

- Provide tax credits, tax abatements and other incentives to fund local initiatives
- State loan funds and technical assistance for businesses and real estate development

Local

- Financing (grants and loans), tax increment financing, incentives, infrastructure, front-end development costs, business technical assistance, streamlined and efficient development process



Types of Economic Development Orgs (EDOs)

- State and local governments
- Chambers of commerce
- Port authorities
- Development authorities
- Empowerment zones and enterprise communities
- Incubators, accelerators and research parks
- Technology transfer organizations
- State enterprise zones
- Business improvement districts
- Community development banks
- Public-private partnerships
- Community development corporations/certified development corporations
- Local redevelopment corporations
- Industrial development corporations



Fostering partnerships

- Economic development is much more than business attraction



- Fostering public-partnerships with existing community organizations
- Supporting business retention and expansion, entrepreneurship
- Partnerships within workforce development, real estate, higher education, etc.



ECONOMIC DEVELOPMENT
RESEARCH PARTNERS
*International Economic
Development Council*

International Economic Development Council (IEDC)

- Non-profit, non-partisan membership organization serving economic developers
- Economic developers promote economic well-being and quality of life for their communities
- IEDC members engaged in wide variety of settings – governments, public-private partnerships, chambers of commerce, universities
- Members serve to:
 - Create high-quality jobs
 - Develop vibrant communities
 - Improve quality of life in the region
- Certification program – Certified Economic Developer (CEcD), Accredited Economic Development Organization (AEDO)

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ECONOMIC DEVELOPMENT PROGRAMS HELP...

ENTREPRENEURS ACHIEVE THEIR DREAMS



Economic developers help with:

- Expedited permitting and licensing
- Gap financing
- Technical assistance

EXISTING BUSINESSES EXPAND



Economic developers help with:

- Infrastructure improvements
- Export assistance
- Tax abatement

NEW BUSINESSES FIND SITES AND WORKERS



Economic developers help with:

- Community and economic data
- Site improvements
- Incentive negotiations

WORKERS GET TRAINING



Economic developers help with:

- Partnering with businesses and workforce development organizations to design training programs for workers

REVITALIZE NEIGHBORHOODS



Economic developers help with:

- Strategic Planning
- Placemaking

PARTNER ORGANIZATIONS GET DATA



Economic developers help with:

- Data and insights into local business
- Access to business leaders

PROMOTE THE COMMUNITY



Economic developers help with:

- Advocating for business friendly policies
- Marketing the community to domestic and international businesses

ASSIST DISASTER IMPACTED COMMUNITIES



Economic developers help with:

- Pre-disaster planning
- Post-disaster recovery
- Long-term resiliency

WHY A

BUSINESS RETENTION AND EXPANSION

PROGRAM MATTERS

Did you know that about **80 percent** of new jobs and capital investment comes from companies that already exist in your community?

The main goals of business retention are to provide assistance with issues that could force a company to fail or close, and to prevent companies from relocating to a new community.

The main goal of business expansion is to help businesses grow!

A successful BRE program also provides data and intelligence to strategically attract new companies to a community and foster the creation of new businesses.

A BUSINESS RETENTION AND EXPANSION (BRE) PROGRAM

- Preserves and increases local jobs
- Preserves and increases local tax revenues
- Maintains or diversifies the local economy
- Maintains or diversifies access to goods and services

WHAT KINDS OF HELP DO BUSINESSES NEED?

- Finding land or buildings for future operations
- Securing financing for new equipment or operations
- Finding or training new workers
- Help with permitting, licensing, or infrastructure needs
- Technical assistance for exporting, market development, post-disaster continuity, and other growth opportunities and challenges

WHO BENEFITS FROM A BUSINESS RETENTION AND EXPANSION PROGRAM?



Businesses benefit from community support to solve problems that would cause them to fail, close or move away



People benefit from having local job opportunities... choices among a range of employers, types of jobs and industries... and local access to shopping and services



The community benefits from a stable tax base, business civic engagement, vitality and local pride



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WHAT

ECONOMIC DEVELOPMENT

DOES FOR A COMMUNITY

A vibrant economy is the result of deliberate choices and actions. All communities need a person or an organization that wakes up every day charged with improving the health of the local economy.

That's what economic developers and economic development organizations do.

Economic development is programs, policies and activities that seek to improve the economic well-being and quality of life for a community by creating and retaining jobs and providing a stable tax base.

Ultimately, economic development is a revenue strategy for a community, generating additional tax dollars from new business investment.

ECONOMIC DEVELOPMENT PROGRAMS AIM TO...

- Bring new businesses in and promote the community as a location for economic activity
- Help existing local businesses solve problems that would cause them to fail, close, or move away
- Help local businesses grow and expand
- Work with partners to prepare residents for available careers, connect businesses to skilled workers, and build the pipeline of future workers in the community
- Help entrepreneurs and new firms start up and access the resources they need to succeed
- Improve a community's quality of life

ECONOMIC DEVELOPMENT MAKES A BIG DIFFERENCE IN A COMMUNITY!



Employer payroll flows through the local economy, supporting retailers, restaurants and service providers



An expanded and diversified tax base lowers tax rates for residents



Growing more and better jobs gives people dignity, choice, and the means to support themselves and their families



Community improvements, downtown and in neighborhoods, create vibrant places where people want to live, work and play



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FOREIGN DIRECT INVESTMENT:

WHY IT MATTERS TO A COMMUNITY

When a foreign-owned firm decides to invest outside its home country, it can choose among thousands of places around the globe.

Why not your community?

Foreign direct investment (FDI) creates high-paying jobs, spurs innovation, and drives exports, making it essential to economic growth and prosperity in U.S. communities.

Communities that don't integrate with the global economy risk being left behind – but that integration doesn't happen on its own.

To attract foreign investment to a community, economic developers build relationships with targeted foreign firms, industries and communities. It's a process that requires strategy and persistence, but when done effectively can lead to transformative economic growth for a community.

IN ADDITION TO DIVERSIFYING ECONOMIES AND EXPANDING TAX REVENUES, FOREIGN FIRMS OFTEN:

- Import innovation, new ideas and diversity
- Support local businesses by opening export markets abroad
- Enhance a community's reputation among other international firms as an attractive place to invest
- Make local economies more resilient to regional and national fluctuations

FDI HAS A BIG IMPACT ON THE U.S. ECONOMY!



Amount foreign direct investors spent to acquire, establish, or expand businesses in the U.S. in 2018

\$296.4 BILLION



Number of U.S. workers employed by foreign-owned firms in 2017

7.6 MILLION



Average annual compensation of U.S. workers at foreign-owned firms in 2016

\$81,000



Amount foreign-owned firms contributed to U.S. exports in 2017

\$382 BILLION



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MARKETING AND BUSINESS ATTRACTION

WHY IT MATTERS TO THE LOCAL ECONOMY

Today's businesses can locate anywhere – but they'll only come to your community if they know about it, and if the community has what they need.

Marketing and business attraction is about more than just selling business sites, or attracting businesses – it's a means of promoting the community as a viable location for economic activity.

There are likely dozens, if not hundreds, of other communities competing for any one new business investment. To attract new businesses, a community must target its marketing and attraction efforts based on what is available to meet the client's needs.

ATTRACTING NEW BUSINESSES TO A COMMUNITY REQUIRES...

- Knowing the community's assets and strengths (infrastructure, living costs, tax rates, etc.)
- Knowing what industries are the best prospects for the community
- Crafting a community's marketing message and providing accurate information to potential investors
- Communicating an effective message that reaches the target audience (site selection professionals and companies looking to move or expand)
- Undertaking strategic improvements that will make the community a more appealing location for investment

HOW DOES MARKETING AND BUSINESS ATTRACTION BENEFIT A COMMUNITY?



Builds and diversifies the local economy with new firms



Brings in new investment and revenues, expanding the tax base



Increases the number and type of jobs available to residents



Spurs investment in community assets, improving the quality of life



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WHY IT MATTERS

ENTREPRENEURSHIP AND SMALL BUSINESS DEVELOPMENT

Entrepreneurs create wealth in a community - for themselves, for the people they employ and for the local economy.

Today's small businesses are the innovators and job generators of tomorrow.

Nearly all net new jobs are generated by firms that are one to five years old!

Not only do new businesses create jobs and opportunities - they bring in new tax revenues, lowering the burden on residents. And, growing businesses are more likely to stay where they launch - in the community that nurtured their growth and where they are well connected. Small businesses also:

- Participate in civic groups and community initiatives
- Help diversify the local economy
- Enliven and revitalize neighborhoods and downtowns

HOW ECONOMIC DEVELOPMENT PARTNERS SUPPORT SMALL BUSINESSES AND ENTREPRENEURS

- Incubators, shared office or lab space, and other supportive facilities to start up and grow
- Business plan development
- Guidance and connections for financing, marketing, and product development
- Assistance with grant and loan applications
- Hiring, training and managing staff

The economic developer's role is to work with other service providers in a community to help entrepreneurs and small business owners overcome obstacles to business growth and development.



Support for entrepreneurship



New business formation, survival, and growth



Job creation, economic growth and innovation



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WHY WORKFORCE DEVELOPMENT

MATTERS TO ECONOMIC DEVELOPMENT

To succeed in the U.S. workforce, some post-secondary education is almost always essential: **80 percent** of good jobs available today require some education beyond high school.

In today's economy, both businesses and workers are highly mobile.

Companies choose to locate in places that have the skilled workers they need. Communities must work at attracting, retaining and growing a skilled workforce.

In fact, a skilled workforce is the number one reason a business will choose to locate in a community. In a world where every person and every place are in competition, workforce development strategies are a win-win for both firms and regions.

WHAT IS WORKFORCE DEVELOPMENT?

Efforts that prepare people for education and available careers, and connect businesses to skilled workers. For example:

- Job training and retraining
- Vocational education
- Basic skills (e.g., literacy, math)
- Hard skills (e.g., welding, IT)
- Soft skills (e.g., work ethic, attitude)

A skilled workforce gives people the economic mobility and higher earning power to support themselves and their families, offers businesses the workers they need to compete in the global economy, and provides communities a stronger tax base to maintain and improve their quality of life.

WHO BENEFITS FROM WORKFORCE DEVELOPMENT PROGRAMS?



Employers prosper by meeting their labor force needs with skilled workers



People upgrade their skills and advance in their careers, increasing income and wealth



Communities gain a higher quality workforce, improving their competitiveness as a location for business



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2021 Goals & Objectives

Downtown Revitalization and Expansion

- Brown & 78 Redevelopment - Infrastructure / Engineering
- NTMWD – Water Line Relocation
- TxDOT Median Improvements / Decel Lanes
- Plan/Install Additional Parking

544 Gateway Property

- Utility Build-Out
- Market/Sale of City and WEDC Pad Sites

Industrial Development on Alanis

- Field Work / Engineering

Partner with KCS for Wylie Logistics Park

- Infrastructure / Engineering
- Marketing Plan / Promotion

Expand/Promote BRE and Workforce Programs

- Expand relationships with Community Resource Partners
 - Career Fair/ Hiring Events / Seminars / HR Roundtable
- Grow MFG Day/Month
 - Increased Participation
 - Expanded Hours for General Public
 - Workforce Luncheon
- Expand/Promote Entrepreneurship and Small Business Assistance Programs
 - Establish a new Small Business/EconDev Week

FIRST AMENDED BYLAWS
OF
WYLIE ECONOMIC DEVELOPMENT CORPORATION
A NON-PROFIT CORPORATION
WYLIE, TEXAS

SECTION I

OFFICES

1.01 Registered Office and Registered Agent

The Corporation shall have and continuously maintain in the State of Texas a registered Office, and a registered agent whose Office is identical with such registered Office, as required by the Texas Non-Profit Corporation Act. The Board of Directors may, from time to time, change the registered agent and/or the address of the registered office, provided that such change is appropriately reflected in these Bylaws and in the Articles of Incorporation.

The registered office of the Corporation is located at, 108 W. Marble, Wylie, Texas 75098, and at such address is the Corporation, whose mailing address is P.O. Box 1467, Wylie, Texas 75098. The registered agent of the Corporation shall be the President of the Corporation.

1.02 Principal Office

The principal office of the Corporation in the State of Texas shall be located in the City of Wylie, County of Collin, and it may be, but need not be, identical with the registered office of the Corporation.

SECTION II
PURPOSES

2.01 Purposes

The Corporation is a non-profit corporation specifically governed by Section 4A of Tex.Rev.Civ.Stat.art. 5190.6, as amended from time to time, (the "Texas Development Corporation Act of 1979"). The purpose of the Wylie Economic Development Corporation, is to promote and develop industrial and manufacturing enterprises to promote and encourage employment and the public welfare, in accordance with the Articles of Incorporation.

SECTION III
MEMBERS

3.01 Members

The Corporation shall have no members.

SECTION IV
BOARD OF DIRECTORS

4.01 Board of Directors

The business and affairs of the Corporation and all corporate powers shall be exercised by or under authority of the Board of Directors (the "Board"), appointed by the governing body of the City of Wylie, and subject to applicable limitations imposed by the Texas Non-Profit Corporation Act, the Development Corporation Act of 1979, the Articles of Incorporation, and these Bylaws. The Board may, by contract, resolution, or otherwise, give general or limited or special power and authority to the officers and employees of the Corporation to transact the general business or any special business of the Corporation, and may give powers of attorney to agents of the Corporation to transact any special business requiring such authorization.

The Board may plan and direct its work through a Director of Economic Development, who will be charged with the responsibility of carrying out the Corporation's program as adopted and planned by the Board. The Board may contract with another entity for the services of a director.

4.02 Number and Qualifications

The authorized number of Directors of this Board shall be five (5).

The Directors of the Corporation shall be appointed by and serve at the pleasure of the Wylie City Council. The number of Directors shall be five (5). Each Director shall meet at least one (1) of the following qualifications:

- (a) serve, or have served, as Chief Executive Officer of a company; or
- (b) serve, or have served, in a position of executive management of a company; or
- (c) serve, or have served, in a professional capacity.

In addition to the above qualifications:

- (1) each Director must have lived in the City Limits or operated a business in the City Limits for a minimum of one (1) year; and
- (2) each Director must live in the City Limits during the tenure of office.

The City Council shall consider an individual's experience, accomplishments, and educational background in appointing members to the Board to ensure that the interests and concerns of all segments of the community are considered. The Board may make recommendations of individuals to the council for appointment to the Board.

4.03 Bonds and Insurance

(1) The corporation shall all provide a General Liability Policy, including Board Members, and a Public Officials Liability Policy for Board Members of not less than one million dollars (\$1,000,000). The corporation shall also provide a Fidelity Bond covering all employees and Board Members of not less than one hundred thousand dollars (\$100,000.00). The bonds and insurance referred to in this section shall be considered for the faithful accounting of all moneys and things of value coming into the hands of the offices. The bonds and insurance shall be obtained from accredited, surety, and insurance companies authorized to do business in the State of Texas.

(2) All premiums for the liability insurance and fidelity bonds will be maintained and funded at the total expense of the corporation. Copies of bonds and insurance policies shall be filed with the City Secretary, and furnished to the corporation and Board Members.

4.04 General Duties of the Board

1. The Board shall develop an overall economic development plan for the City which shall include and set forth intermittent and/or short term goals which the Board deems necessary to accomplish compliance with its overall economic development plan. Such plan shall be approved by the City Council of the City of Wylie. The overall development plan developed by the Board shall be one that includes the following elements:

- a. An economic development strategy to permanently bolster the business climate throughout the city.
- b. Strategies to fully utilize the assets of the city which enhance economic development.
- c. Identification of strategies to coordinate public, private, military and academic resources to develop and enhance business opportunities for all citizens of Wylie. This plan shall include methods to improve communication and cooperation between the above mentioned entities.

- d. Assurance of accountability of all tax moneys expended for the implementation of the overall economic development plan.
- e. Identification of strategies and provide for implementation of identified strategies for direct economic development as defined in this Section.
- f. An annual work plan outlining the activities, tasks, projects and programs to be undertaken by the Board during the upcoming fiscal year.
- g. To assist the Board in the implementation of the overall economic development plan, the Board may seek out and employ a Director of Economic Development. The Director of Economic Development shall be responsible to the Board and shall act as the Board's chief administrative officer and shall assist the Board in carrying out the duties of the Board as set forth in this section. The Board shall, in the annual budget, make provisions for the Compensation to be paid to the Director of Economic Development and such compensation so established by the Board shall comprise the salary and benefits paid to the Director of Economic Development for his/her services
- h. The Director of Economic Development shall be hired by the Board and may be removed by a vote of 3 members of the Board.

2. The Board shall review and update its overall economic development plan from time to time to ensure that said plan is up to date with the current economic climate and is capable of meeting Wylie's current economic development needs.

3. The Board shall expend, in accordance with State law, the tax funds received by it on direct economic development where such expenditures will have a direct benefit to the citizens of Wylie.

As used in the article "direct economic development" shall mean the expenditure of such tax funds for programs that directly accomplish or aid in the accomplishment of creating identifiable new jobs or retaining identifiable existing jobs including job training and/or planning and research activities necessary to promote said job creation. The Corporation's focus will be primarily in the areas of:

- a. Business retention and expansion
- b. Business attraction

4. The Wylie Economic Development Corporation shall make reports to the City Council of the City of Wylie. The Wylie Economic Development Corporation shall discharge this requirement by reporting to the City Council in the following manner:

- a. The Wylie Economic Development Corporation shall make a detailed report to the City Council once each year. Such report shall include, but not be limited to, the following:
 1. A review of all expenditures made by the Board in connection with their activities involving direct economic development as defined in this article, together with a report of all other expenditures made by the Board.
 2. A review of the accomplishments of the Board in the area of direct economic development.
 3. The policies and strategy followed by the Board in relation to direct economic development together with any proposed changes in such activities.
 4. A review of the activities of the Board in areas of endeavor other than direct economic development together with any proposed changes in such activities.
 5. The annual required report shall be made to the City Council no later than January 31 of each year.
 6. The annual report shall be considered by the City Council for its review and acceptance.
- b. The Board shall be regularly accountable to the City Council for all activities undertaken by them or on their behalf, and shall report on all activities of the Board, whether discharged directly by the Board or by any person, firm, corporation, agency, association or other entity on behalf of the Board. This report shall be made by the Board to the City Council semi-annually with the first report being made each succeeding six (6) months. The semi-annual report shall include the following:
 1. Accomplishments to date as compared with the overall plan or strategy for direct economic development.
 2. Anticipated short term challenges during the next semi-annual reporting period together with recommendations to meet such short term challenges.

3. Long term issues to be dealt with over the succeeding twelve-month period or longer period of time, together with recommendations to meet such issues with emphasis to be placed on direct economic development.
4. A recap of all budgeted expenditures to date, together with a recap of budgeted funds left unexpended and any commitment made on said unexpended funds.

4.05 Implied Duties

The Development Corporation of Wylie, Inc. is authorized to do that which the Board deems desirable to accomplish any of the purposes or duties set out or alluded to in Section 4.04 of these Bylaws and in accordance with State law.

4.06 Tenure

The initial terms of office for the Directors shall be two (2) Directors with three (3) year terms, two (2) Directors with two (2) year terms, and one (1) Director with a one (1) year term, as designated by the Mayor and City Council. After the initial term of office, the Directors shall serve for three (3) years, and Directors may serve for an unlimited number of consecutive terms.

4.07 Meetings; Notice; Conduct

The Board shall attempt to meet at least once each month within the city of Wylie, at a place and time to be determined by the President. All meetings of the Board shall provide notice thereof as provided and as required by the Texas Open Meetings Act. Any member of the Board may request that an item be placed on the agenda by delivering the same in writing to the secretary of the Board prior to the posting of the notice required by the Texas Open Meetings Act. The President of the Board shall set regular meeting dates and times at the beginning of his/her term. Special Meetings may be called by any member of the Board in accordance with the provisions of the Texas Open Meetings Act.

The notice shall contain information regarding the particular time, date, and location of the meeting and the agenda to be considered. All meetings shall be conducted in accordance with the Texas Open Meetings Act.

The annual meeting of the Board of Directors shall be held in January of each year.

The Board may retain the services of a recording secretary if required.

4.09 Attendance; Vacancy

Regular attendance of the Board meetings is required of all Members. The following number of absences may require replacement of a member: three (3) consecutive absences, or attendance reflecting absences constituting 50% of the meetings over a 12-month period. In the event replacement is indicated, the member will be counseled by the President and, subsequently, the President shall submit in writing to the City Secretary the need to replace the Board member in question. Any vacancy on the Board shall be filled by appointment by the City Council of a new member or members meeting the qualifications set out in Section 4.02 above.

4.10 Quorum

A majority of the entire membership of the Board of Directors shall constitute a quorum and shall be required to convene a meeting. If there is an insufficient number of Directors present to convene the meeting, the presiding officer shall adjourn the meeting.

4.11 Compensation

The duly appointed members of the Board shall serve without compensation, but shall be reimbursed for actual or commensurate cost of travel, lodging and incidental expense while on official business of the Board in accordance with State law.

4.12 Voting; Action of the Board of Directors

Directors must be present in order to vote at any meeting. Unless otherwise provided in these Bylaws or in the Articles of Incorporation or as required by law, the act of a simple majority present shall be the act of the Board of Directors. In the event that a Director is aware of a conflict of interest or potential conflict of interest, with regard to any particular vote, the Director shall bring the same to the attention of the meeting and shall abstain from the vote, unless the Board determines that no conflict of interest exists. Any Director may bring to the attention of the meeting any apparent conflict of interest or potential conflict of interest of any other Director, in which case the Board shall determine whether a true conflict of interest exists before any vote shall be taken regarding that particular matter. The Director as to whom a question of interest has been raised shall refrain from voting with regard to the determination as to whether a true conflict exists.

4.13 Board's Relationship with City Council

In accordance with State law, the City Council shall require that the Wylie Economic Development Corporation be responsible to it for the proper discharge of its duties assigned in this article. The Board shall determine its policies and direction within the limitations of the duties herein imposed by applicable laws, the Articles of Incorporation, these Bylaws, contracts entered into with the City, and budget and fiduciary responsibilities.

4.14 Board's Relationship with Administrative Departments of the City

Any request for services made to the administrative departments of the City shall be made by the Board of its designee in writing to the City Manager. The City Manager may approve such request for assistance from the Board when he finds such requested services are available within the administrative departments of the City and that the Board has agreed to reimburse the administrative department's budget for the costs of such services so provided.

SECTION V OFFICERS

5.01 Officers of the Corporation

The elected officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer. The Board may resolve to elect one or more Assistant Secretaries or one or more Assistant Treasurers as it may consider desirable. Such officers shall have the authority and perform the duties of the office as the Board may from time to time prescribe or as the Secretary or Treasurer may from time to time delegate to his or her respective Assistant. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

5.02 Selection of Officers

The President and Vice President shall be elected by the Board and shall serve a term of one (1) year. On the expiration of the term of office of the President and Vice President, the Board shall select from among its Members individuals to hold such office. The term of office of the President and Vice President shall always be for a period of one year; provided, however, that the President and Vice President continue to serve until the election of their successors.

The Secretary and Treasurer shall be selected by the members of the Board and shall hold office for a period of one (1) year; provided, however, that they shall continue to serve until the election of their successors. Elections shall be held at the annual meeting of the Board.

Any officer meeting the qualifications of these Bylaws may be elected to succeed himself or to assume any other office of the Corporation.

5.03 Vacancies

Vacancies in any office which occur by reason of death, resignation, disqualification, removal, or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term of that office in the same manner as other officers are elected to office.

5.04 President

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

1. Shall preside over all meetings of the Board.
2. Shall have the right to vote on all matters coming before the Board.
3. Shall have the authority, upon notice to the members of the Board, to call a special meeting of the Board when in his judgment such meeting is required.
4. Shall have the authority to appoint standing committees to aid and assist the Board in its business undertakings of other matters incidental to the operation and functions of the Board.
5. Shall have the authority to appoint ad hoc committees which may address issues of a temporary nature or 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 any deed, mortgage, bonds, contracts, or other instruments which the Board of Directors 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 of Directors.

5.05 Vice President

In the absence of the President, or in the event of his or her inability to act, the Vice President shall perform the duties of the President. When so acting, the Vice President shall have all power of and be subject to all the same restrictions as upon the President. The Vice President shall also perform other duties as from time to time may be assigned to him or her by the President.

5.06 Secretary

The Secretary shall keep or cause to be kept, at the registered office a record of the minutes of all meetings of the Board and of any committees of the Board. The Secretary shall also file a copy of said Minutes with the City and the same to be given, in accordance with the provisions of these Bylaws, or as required by the Texas Open Meetings Act or the Texas Open Records Act or other applicable law. The Secretary shall be custodian of the corporate records and seal of the Corporation, and shall keep a register of the mailing address and street address, if different, of each director.

5.07 Treasurer

The Treasurer shall be bonded for the faithful discharge of his/her duties with such surety or sureties and in such sum as the Board of Directors shall determine by Board resolution, but in no event shall the amount of such bond be less than an amount equal to the average of the sums which the Treasurer has access to and the ability to convert during a twelve (12) month period of time. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation. The Treasurer shall receive and give receipt for money due and payable to the Corporation from any source whatsoever, and shall deposit all such moneys in the name of the Corporation in such bank, trust corporation, and/or other depositories as shall be specified in accordance with Article VII of these Bylaws. The treasurer shall, in general, perform all the duties incident to that office, and such other duties as from time to time assigned to him by the President of the Board.

5.08 Assistant Secretaries and Assistant Treasurers

The Assistant Secretaries and Assistant Treasurers, if any, shall in general, perform such duties as may be assigned to them by the Secretary or the Treasurer, or by the President of the Board of Directors.

5.09 Director of Economic Development

The Corporation may employ a Director of Economic Development. The Director of Economic Development shall serve as the Chief Executive Officer of the Corporation and shall oversee all administrative functions of the Corporation. The Director shall develop policies and procedures for the Corporation including financial, accounting, and purchasing policies and procedures to be approved by the Board and City Council.

5.10 Other Employees

The Corporation may employ such full or part-time employees as needed to carry out the programs of the Corporation.

5.11 Contracts for Services

The Corporation may, contract with any qualified and appropriate person, association, corporation or governmental entity to perform and discharge designated tasks 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 Directors of its discretion and policy-making functions in discharging the duties herein above set forth in this section.

SECTION VI COMMITTEES

6.01 Qualifications for Committee Membership

Members of committees shall be appointed by the President, and approved by the Board. Committee members need not be members of the Wylie Economic Development Corporation unless required by these Bylaws or Board resolution.

6.02 Standing Committees

The President shall have authority to appoint the following standing committees of the Board and such other committees as the Board may deem appropriate in the future:

1. **Budget, Finance and Audit Committee:** This committee shall have the responsibility of working with the Director, or the contractual entity performing as Director as the case may be, in the formation and promotion of the annual budget of the Board. The Committee shall present such budget to the Board and, upon approval, shall present, in accordance with these Bylaws, said budget to the City Council. In addition to the preparation of the budget, the committee shall keep the Board advised in such matters. The Committee shall further have the responsibility to oversee and work with auditors of the City or outside auditors when audits of the Board are being performed.
2. **Committee for Business Retention and Expansion:** This committee shall work with the Director of Economic Development and shall keep the Board informed of all development and activities concerning business retention and expansion.
3. **Committee for New Business Attraction and Recruitment:** This committee shall work with the Director of Economic Development and shall keep the Board informed of all developments and activities concerning business attraction and recruitment.

6.03 Special Committees

The President may determine from time to time that other committees are necessary or appropriate to assist the Board of Directors, and shall designate, subject to Board approval, the members of the respective committees.

No such committee shall have independent authority to act for or instead of the Board of Directors with regard to the following matters: amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any Director or Officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking the proceedings thereof; adopting a plan

for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee.

The designation and appointment of any such committee and delegation to that committee of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or on him/her by law or these Bylaws.

6.04 Term of Committee Members

Each member of a committee shall continue as such until the next appointment of the Board of Directors and until his or her successor on the committee is appointed, unless the committee shall be sooner terminated or unless such member has ceased to serve on the Board of Directors, or unless such member be removed from such committee.

Any committee member may be removed from committee membership by the President, with Board approval, whenever in their judgment the best interests of the Corporation would be served by such removal.

6.05 Vacancies on Committees

Vacancies in the membership of any committee may be filled in the same manner as provided with regard to the original appointments to that committee.

6.6 Ex-Officio Members

The City Manager or his designee and the Mayor or his designee may attend all meetings of the Board of Directors or Committees. These representatives shall not have the power to vote in the meetings they attend. Their attendance shall be for the purpose of ensuring that information about the meeting is accurately communicated to the City Council and to satisfy the City Council obligation to control the powers of the Corporation.

SECTION VII FINANCIAL ADMINISTRATION

The Corporation may contract with the City for financial and accounting services. The Corporation's financing and accounting records shall be maintained according to the following guidelines:

7.01 Fiscal Year

The fiscal year of Corporation shall begin on October 1 and end on September 30 of the following year.

7.02 Budget

A budget for the forthcoming fiscal year shall be submitted to, and approved by, the Board of Directors and the City Council of the City of Wylie. In submitting the budget to the City Council, the Board of Directors shall submit the budget on forms prescribed by the City Manager and in accordance with the annual budget preparation schedule as set forth by the City Manager. The budget shall be submitted to the City Manager for inclusion in the annual budget presentation to the City Council.

7.03 Contracts

As provided in Article V above, the President and Secretary shall execute any contracts or other instruments which the Board has approved and authorized to be executed, provided, however, that the Board may by appropriate resolution authorize any other officer or officers or any other agent or agents, including the Director of Economic Development, to enter into contracts or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority may be confined to specific instances or defined in general terms. When appropriate, the Board may grant a specific or general power of attorney to carry out some action on behalf of the Board, provided, however that no such power of attorney may be granted unless an appropriate resolution of the Board authorizes the same to be done.

7.04 Checks and Drafts

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed or bear the facsimile of the President or the Treasurer, or such other person as designated by the Board.

7.05 Deposits

All funds of the Wylie Economic Development Corporation shall be deposited on a regular basis to the credit of the Corporation in a local bank which shall be federally insured.

7.06 Gifts

The Wylie Economic Development Corporation may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

7.07 Purchasing

All purchases made and contracts executed by the Corporation shall be made in accordance with the requirements of the Texas Constitution and statutes of the State of Texas.

7.08 Investments

Temporary and idle funds which are not needed for immediate obligations of the Corporation may be invested in any legal manner provided in Tex.Rev.Civ.Stat.Ann.Art. 842a-2 (Public Funds Investment Act).

7.09 Bonds

Any bonds issued by the Corporation shall be in accordance with the statute governing this corporation but in any event, no bonds shall be issued without approval of the City Council after review and comment by the city's bond counsel and financial advisor.

7.10 Uncommitted Funds

Any uncommitted funds of the Corporation at the end of the fiscal year shall be considered a part of the Fund Balance.

The Undesignated Fund Balance may be committed for any legal purpose provided the Corporation's Board of Directors and the City Council both approve such commitment. This may include the establishment of a Permanent Reserve Fund which shall be accumulated for the purpose of using the interest earnings of such fund to finance the operation of the Corporation.

SECTION VIII BOOKS AND RECORDS

8.01 Books and Records

The Corporation shall keep correct and complete books and records of all actions of the Corporation, including books and records of account and the minutes of meeting of the Board of Directors and of any committee having any authority of the Board and to the City Council. All books and records of the Corporation may be inspected by Directors of the Corporation or his/her agent or attorney at any reasonable time; and any information which may be designated as public information by law shall be open to public inspection at any reasonable time. The Texas Open Records Act and Open Meetings Act shall apply to disclosure of public information. The Board of Directors shall provide for an annual financial audit to be performed by a competent independent audit firm.

8.02 Monthly Reports

The Corporation shall provide the City Council monthly summaries of proposed dispersal of funds for anticipated projects, and funds that are dispersed over \$50,000.00.

SECTION IX SEAL

9.01 Seal

The Board of Directors shall obtain a corporate seal which shall bear the words "Wylie Economic Development Corporation"; the Board may thereafter use the corporate seal and may later alter the seal as necessary without changing the corporate name; but these Bylaws shall not be construed to require the use of the corporate seal.

SECTION X PROGRAM

10.01 Authorization

The Corporation shall carry out its program subject to its Articles of Incorporation and these Bylaws, and such resolutions as the Board may from time to time authorize.

10.02 Program

The program of the Wylie Economic Development Corporation shall be to assist, stimulate, and enhance economic development in Wylie, Texas, subject to applicable State and Federal law, these Bylaws, and the Articles of Incorporation.

SECTION XI PARLIAMENTARY AUTHORITY

11.01 Amendments to Bylaws

These Bylaws may be amended or repealed and new Bylaws may be adopted by an affirmative vote of four (4) of the authorized Directors serving on the Board, at a special or regular meeting of the Directors held for such specific purpose, and the notice requirements stated herein above regarding special and regular meetings shall apply. The Directors of the Corporation present at a properly called meeting of the Board may, by a vote of four (4), in accord with the requirements of Article IV herein above, amend or repeal and institute new

Bylaws, provided that at least ten (10) days prior to the meeting, written notice setting forth the proposed action shall have been given to the directors, and public notice regarding such action given according the requirements of the Texas Open Meetings Act.

Notwithstanding the foregoing, no amendment shall become effective unless the City Council approves the amendment.

SECTION XII DISSOLUTION

12.01 Dissolution

On petition of ten (10) percent or more of the registered voters of the City of Wylie requesting an election on the dissolution of the Corporation, the City Council shall order an election on the issue. The election must be conducted according to the applicable provision of the Election Code. The ballot for the election shall be printed to provide for voting for or against the proposition:

“Dissolution of the “Wylie Economic Development Corporation”

If a majority of voters voting on the issue approve the dissolution, the Corporation shall continue operations only as necessary to pay the principal of and interest on its bonds and to meet obligations incurred before the date of the election and, to the extent practicable, shall dispose of its assets and apply the proceeds to satisfy those obligations. When the last of the obligations is satisfied, any remaining assets of the Corporation shall be transferred to the City, and the Corporation is dissolved.

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SECTION XIII INDEMNITY

13.01 Indemnity

The Board of Directors shall authorize the Corporation to pay or reimburse any current or former Director or Officer of the Corporation for any costs, expenses, fines, settlements, judgments, and other amounts, actually and reasonably incurred by such person in any action, suit, or proceeding to which he or she is made a party by reason of holding such position as Officer or Director; provided, however, that such Officer or Director shall not receive such indemnification if he/she be finally adjudicated in such instance to be guilty of negligence or misconduct in office. The indemnification herein provided shall also extend to good faith expenditures incurred in anticipation of, or preparation for, threatened or proposed litigation. The Board of Directors may, in proper cases, extend the indemnification to cover the good faith settlement of any such action, suit, or proceedings, whether formally instituted or not.

SECTION XIV
MISCELLANEOUS

14.01 Relation to Articles of Incorporation

These Bylaws are subject to, and governed by, the Articles of Incorporation and applicable State statutes under which the Corporation is organized.

**BYLAWS OF THE
BALCH SPRINGS INDUSTRIAL AND
ECONOMIC DEVELOPMENT CORPORATION**

(TYPE A)

ARTICLE I

PURPOSE AND POWERS

SECTION 1. REGISTERED OFFICE AND REGISTERED AGENT.

The Balch Springs Industrial and Economic Development Corporation (the "Corporation") shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act., and state law. The Registered Agent for the Corporation shall be the City Manager, subject that the Board of Directors (the "Board") may, from time to time, change the registered agent and/or the address of the registered office, subject to City Council approval, provided that such change is appropriately reflected in these Bylaws and in the Articles of Incorporation (the "Articles").

The registered office of the Corporation is located at 3117 Hickory Tree, Balch Springs, Dallas County, Texas, and at such address is the Corporation, whose mailing address is 3117 Hickory Tree, Balch Springs, Texas, 75180. Said address shall also serve as the principal office of the Corporation and Board.

SECTION 2. PURPOSE.

The Corporation is incorporated as a non-profit corporation for the purposes set forth in the Articles the same to be accomplished on behalf of the City of Balch Springs, Texas (the "City") as its duly constituted authority and instrumentality in accordance with the Texas Development Corporation Act, Chapters 501, 502, and 504, Texas Local Government Code, other applicable laws, and the ordinances and resolutions of the City of Balch Springs, including all permissible projects prescribed by the Act, and to promote economic and industrial development, to eliminate unemployment and underemployment, to promote and encourage employment and the public welfare, to promote and encourage commercial and industrial expansion and development within the City, and to further any lawful purpose authorized for Type A Corporations by Chapters 501, 502, and 504, Texas Local Government Code.. The Corporation shall be a non-profit corporation as defined by the Internal Revenue Code 1986, as amended, and the applicable regulations of the United States Treasury Department and the rulings of the Internal Revenue Service of the United States prescribed and promulgated thereunder.

SECTION 3. POWERS.

In the fulfillment of its corporate purpose, the Corporation shall be governed by Chapters 501, 502, and 504, Texas Local Government Code, and shall have all of the powers set forth and conferred by such statutes for Type A Corporations, and in other applicable laws, subject to the limitations prescribed therein and herein and to the provisions thereof and hereof.

ARTICLE II

BOARD OF DIRECTORS

SECTION 1. NUMBER OF TERM OF OFFICE

- A. The property and affairs of the Corporation shall be managed and controlled by a Board and, subject to the restrictions imposed by law, by the Articles and these Bylaws, the Board shall exercise all of the powers of the Corporation.
- B. The Board shall consist of five (5) directors and two (2) alternates, each of whom shall be appointed by the City Council. Alternate directors shall meet all qualifications of regular directors imposed by law, ordinance or resolution and shall serve only in the absence of a regular director, at the request of the presiding officer.
- C. Three (3) members of the first Board shall serve terms of one (1) year and three (3) members shall serve terms of two (2) years. The respective terms of the initial directors shall be determined by the City Council. Thereafter, each successive member of the Board shall be appointed and serve for two (2) years or until a successor is appointed as hereinafter provided.
- D. Any director may be removed from office by the City Council at will. A vacancy of any director's position, which occurs by reason of death, resignation, disqualification, removal, or otherwise, shall be filled by the City Council.

SECTION 2. VACANCIES AND RESIGNATIONS.

A vacancy in any position of director which occurs by reason of death, resignation, disqualification, removal, or otherwise, shall be filled as prescribed in Article 11, Section 1. A vacancy in the office of President or Vice President which occurs by reason of death, resignation, disqualification, removal, or otherwise, shall be filled by election by the Board, from the remaining directors, for the unexpired portion of the term of that office.

Any director may resign at any time. Such resignation shall be made in writing, addressed to the Mayor and the City Secretary, and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the City Secretary.

SECTION 3. MEETINGS OF DIRECTORS.

For meetings of the Board or committees, notice thereof shall be provided and set forth in accordance with the Texas Open Meetings Act, Chapter 551 of the Texas Local Government Code. Any member of the Board, officers of the Corporation or Mayor, may have an item placed on the agenda by delivering the same in writing to the Secretary of the Board no less than ten business days prior to the date of the Board meeting. Each agenda of a Board meeting shall contain an item, titled "Citizens Comments", to allow public comment to be made by the general public concerning Board related matters. However, no official or formal action or vote may be taken on any comment made by citizens during Citizens Forum.

The annual meeting of the Board shall be on the date established in November or other date established by the Board of Directors each year, at 5:30 p.m. The Board shall hold regular and special meetings, in the corporate limits of the City, at such place or places as the Board may from time to time determine, and in conformance with the Texas Open Meetings Act.

SECTION 4. QUORUM.

A quorum is a majority of the Board, being not less than three (3) members, and shall be present for the conduct of the official business of the Corporation. The act of two (2) or more directors at a meeting at which a quorum is in attendance shall constitute the act of the Board and of the Corporation, unless the act of a greater number is required by these Bylaws, policies/procedures of the Board, City Council resolution/ordinance, or state law.

SECTION 5. CONDUCT OF BUSINESS.

- A. At the meetings of the Board, matters pertaining to the business of the Corporation shall be considered in accordance with the rules of procedure as from time to time prescribed by the Board. Unless otherwise adopted by the Board, the rules of procedures of the City Council shall be the rules of procedures for the Board.
- 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 Corporation, but in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting. The Secretary shall keep minutes of the transactions of the Board and committee meetings and shall cause such official minutes to be recorded in books kept for that purpose in the principal office of the Corporation.

SECTION 6. COMMITTEES OF THE BOARD.

An official committee of the Board shall consist of two (2) or more directors. It is provided, however, that all final official actions of the Corporation may be exercised only by the Board. Each committee so designated shall keep regular minutes of the transactions of its meetings and shall cause such minutes to be recorded in books kept for that purpose in the principal office of the Corporation.

SECTION 7. COMPENSATION OF DIRECTORS.

The directors, including the President and Vice President, shall not receive any salary or compensation for their services. However, directors may be reimbursed for their actual expenses incurred in the performance of their duties hereunder, including but not limited to the cost of travel, lodging and incidental expenses reasonably related to the corporate duties of the Board. Travel expenses incurred by directors for both regular and special meetings are not eligible for reimbursement.

ARTICLE III

OFFICERS

SECTION 1. TITLES AND TERM OF OFFICE.

The President and Vice President shall be elected by the Board and shall serve a term of one (1) year, subject to removal at will by the Board. The respective terms of the initial President and Vice President shall be determined by the City Council. The President and Vice President shall continue to serve until their successors are appointed as provided in Article II, Section 1.

SECTION 2. POWERS AND DUTIES OF THE PRESIDENT.

The President shall be the chief executive officer of the Corporation, and shall, subject to the authority of the Board and paramount authority and approval of the City Council, preside at all meetings of the Board, and absent any different designation by a majority of the Board, shall sign and execute all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, and notes in the name of the Corporation. In addition, the President shall:

- A. call both regular and special meetings of the Board and establish the agenda for such;
- B. have the right to vote on all matters coming before the Board;
- C. have the authority to appoint standing or study committees to aid and assist the Board in its business undertaking or other matters incidental to the operation and functions of the Board;

- D. perform all duties incident to the office, and such other duties as shall be prescribed from time to time by the Board, subject to approval by the City Council;
- E. appear before the City Council on a periodic basis to give a report on the status of activities of the Corporation; and
- F. appear before the City Council, or be represented by his designee, regarding any item being considered by the City Council concerning the Corporation.

SECTION 3. VICE PRESIDENT

The Vice President shall exercise the powers of the President during that officer's absence or inability to act. The Vice President shall also perform other duties as from time to time may be assigned by the President or the Board.

SECTION 4. ATTENDANCE.

Directors must be present in order to vote at any meeting. Regular attendance at the Board meetings is required of all directors. The following number of absences shall constitute the basis for replacement of a director. Three (3) consecutive unexcused absences from regular meetings of the Board shall cause the position to be considered vacant. In addition, the position of any director who has four (4) unexcused absences in a twelve (12) month period shall be considered vacant. This shall not be applicable to the Alternate Board members who may be removed by the Board after six unexcused absences.

SECTION 5. CONFLICT OF INTEREST

In the event that a director is aware that he has a conflict of interest or potential conflict of interest, with regard to any particular matter or vote coming before the Board, the director shall bring the same to the attention of the Board and shall abstain from discussion and voting thereon.

Any director shall bring to the attention of the Board any apparent conflict of interest or potential conflict of interest of any other director, in which case the Board shall determine whether a true conflict of interest exists before any further discussion or vote shall be conducted regarding that particular matter. The director about whom a conflict of interest question has been raised shall refrain from voting with regard to the determination as to whether a true conflict exists. Failure to conform to these requirements herein and policies as may be adopted by the Board is cause for dismissal from the Board by action of the City Council.

SECTION 6. IMPLIED DUTIES.

The Corporation is authorized to do that which the Board deems desirable, subject to City Council approval to accomplish any of the purposes or duties set out or alluded to in the Articles, these Bylaws, and in accordance with State Law.

SECTION 7. BOARD'S RELATIONSHIP WITH THE CITY.

In acceptance with State law, the Board shall be responsible for the proper discharge of its duties assigned herein. The Board shall determine its policies and directives within the limitations of the duties herein imposed by applicable laws, the Articles, these Bylaws, contracts entered into with the City, and budget and fiduciary responsibilities. Such policies and directives are subject to approval by the City Council. Any request for services made to the departments of the City shall be made by the Board or its designee in writing to the City Manager. The City Manager may approve such request for assistance from the Board when he finds such requested services are available within the City and that the Board has agreed to reimburse the City for the cost of such services so provided, as provided in Article III, Section 8 of these Bylaws.

SECTION 8. CONTRACTS FOR SERVICE.

The Corporation may, with approval of the City Council, contract with any qualified and appropriate person, association, corporation or governmental entity to perform and discharge designated tasks 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 set forth. An administrative services agreement shall be executed between the Board and the City Council for the services provided and compensated as provided for herein.

Subject to the authority of the City Manager, the Corporation shall have the right to utilize the services of the staff of the City. Provided (i) that the City Manager approves of the utilization of such services, (ii) that the Corporation shall pay, as approved by the City Manager, reasonable compensation to the City of such services, and (iii) the performance of such services does not materially interfere with the other duties of such personnel of the City. Utilization of the aforesaid City staff shall be solely by an agreement approved by the City Council.

ARTICLE IV

FUNCTIONAL CORPORATE DUTIES AND REQUIREMENTS

SECTION 1. SECRETARY.

The Secretary shall keep the minutes of all meetings of the Board and committees in books provided for that purpose, shall give and serve all notices, shall 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 books of account and financial records and securities, and such other books and 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, and shall in general perform all duties incident to the office of Secretary subject to the control of the Board. The Secretary may endorse and countersign, on behalf of the Corporation, for collection or issuance, checks, notes and other obligations in or drawn upon such bank or banks or depositories as shall be designated by the City Council consistent with these Bylaws. The Secretary shall be an employee of the City.

SECTION 2. EX-OFFICIO MEMBERS.

The City Council may appoint Ex-Officio members to the Board of Directors as it deems appropriate. These representatives shall have the right to take part in any discussion of open meetings, but shall not have the power to vote in the meetings. Ex-Officio members shall serve a term of one year.

Ex-Officio members shall be required to take an Oath of Office and abide by, and be subject to, the City's ordinances and resolutions regarding ethics and conflicts of interest.

SECTION 3. PARTICIPATION IN BOARD MEETINGS.

The City Manager, EDC Director Secretary, Mayor and Councilmembers, shall have the right to take part in any discussion of the Board, or committees thereof, including attendance at executive sessions, but shall not have the power to vote in any meetings attended. The Board shall make an annual report to the City Council including, but not limited to the following:

- A. A review of the accomplishments of the Board in the area of community enhancement; and
- B. The activities of the Board for the budget year addressed in the annual report, together with any proposed change in the activity as it may relate to community enhancement.

The required annual report shall be made to the City Council no later than March 1st of each year. The Board shall be accountable to the City Council for all activities undertaken by it or on its behalf; and shall report on all activities of the Board, whether discharged directly by the Board or by any person, firm, corporation, agency, association or other entity on behalf of the Board.

SECTION 4. ANNUAL CORPORATE BUDGET AND FISCAL YEAR.

At least thirty (30) days prior to October 1st of each year, the Board shall prepare and adopt a proposed budget of expected revenues and proposed expenditures for the next ensuing fiscal year. The fiscal year of the corporation shall commence on October 1st of each year and end on September 30.

SECTION 5. FINANCIAL BOOKS RECORDS. AUDITS.

The City Manager, or designee, shall keep and properly maintain, in accordance with generally accepted accounting principles, complete financial books, records, accounts, and financial statements pertaining to its corporate funds, activities, and affairs.

The City shall cause the Corporation's financial books, records, accounts, and financial statements to be audited at least once each year by an outside, independent auditing and accounting firm selected by the Board of Directors. Such audit shall be at the expense of the Corporation.

SECTION 6. DEBT. DEPOSIT AND INVESTMENT OF CORPORATE FUNDS.

All proceeds from the issuance of bonds, notes or other debt instruments (the "Bonds") issued by the Corporation shall be deposited and invested as provided in the resolution, order, indenture, or other documents authorizing or relating to their execution or issuance and handled in accordance with the statutes governing this Corporation.

SECTION 7. EXPENDITURES OF CORPORATE MONEY

The monies of the Corporation, including sales and use taxes collected pursuant to the Act, the proceeds from the investment of funds of the Corporation, the proceeds from the sale of property, monies derived from the repayment of loans, rents received from the lease or use of property, the proceeds derived from the sale of bonds, and other proceeds may be expended by the Corporation for any of the purposes authorized by the Act, subject to the following limitations:

- A. Expenditures from the proceeds of bonds shall be identified and described in the orders, resolutions, indentures, or other agreements submitted to and approved by the City Council.
- B. Expenditures that may be made from a fund created from the proceeds of bonds, and expenditures of monies derived from sources other than the proceeds of bonds may be used for the purposes of financing or otherwise providing one or more projects, as defined in the Act. The specific expenditures shall be described in a resolution or order of the Board and shall be made only after the approval thereof by the City Council.
- C. All other proposed expenditures shall be made in accordance with and shall be set forth in the annual budget required by these Bylaws or in contracts meeting the requirements of the Article.

No bonds, including refunding bonds, shall be authorized or sold and delivered by the Corporation unless the City Council shall approve such bonds.

SECTION 8. CONTRACTS.

As provided herein, the President and Secretary shall enter into any contracts or other instruments which the Board has approved and authorized in the name and on behalf of the Corporation. Such authority may be confined to specific instances or defined in general terms. When appropriate, the Board may grant a specific or general power of attorney to carry out some action on behalf of the Board, provided, however that no such power of attorney may be granted unless an appropriate resolution of the Board authorizes the same to be done. No contract, or agreement by the Corporation for the expenditure or grant of funds which exceeds Two Thousand Five Hundred Dollars (\$2,500.00) shall be effective unless and until approved by the City Council of the City of Balch Springs.

ARTICLE V

MISCELLANEOUS PROVISIONS

SECTION 1. SEAL.

The Board may obtain a corporate seal which shall bear the words "Corporate Seal of the Balch Springs Community and Economic Development Corporation" and the Board may hereafter use the corporate seal and corporate name; but these Bylaws shall not be construed to require the use of the corporate seal.

SECTION 2. APPROVAL OR ADVISE AND CONSENT OF THE CITY COUNCIL.

To the extent that these bylaws refer to any action, approval, advice, or consent by the City or refer to action, approval, advice or consent by the City Council, such action, approval, advice or consent shall be evidenced by a motion, resolution or ordinance duly passed by the City Council and reflected in the minutes of the City Council.

SECTION 3. INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES.

As provided in the Act and in the Articles of Incorporation, the Corporation is, for the purposes of the Texas Tort Claims Act (Subchapter A, Chapter 101, Texas Civil Practices and Remedies Code), a governmental unit and its actions are governmental functions.

The Corporation shall indemnify each and every member of the Board, its officers and its employee to the fullest extent permitted by law against any and all liability or expense, including attorneys fees, incurred by any of such persons by reason of any actions or omissions that may arise out of the functions and activities of the Corporation or the performance of official duties for or on behalf of the Corporation. This indemnity shall apply even if one or more of those to be indemnified was negligent or caused or contributed to cause any loss, claim, action or suit. Specifically, it is the intent of these Bylaws and the Corporation to require the Corporation to indemnify those named for indemnification, even for the consequences of the negligence of those to be indemnified which caused or contributed to cause any liability.

The Corporation must purchase and maintain insurance on behalf of any director, officer, employee, or agent of the Corporation, or on behalf of any person serving at the request of the Corporation as a Board member, officer, employee, or agent of another corporation, partnership, joint venture, trust, 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.

SECTION 4. GIFTS.

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

SECTION 5. ETHICS AND CONFLICTS OF INTEREST.

Each director, including the President and Vice president, its officers, employees, and agents shall abide by and be subject to the ordinances and resolutions of the City pertaining to ethics and conflicts of interest.

SECTION 6. AMENDMENTS TO BYLAWS.

These Bylaws may be amended or repealed and new Bylaws may be adopted by an affirmative vote of four (4) of the authorized directors serving on the Board, subject to approval by the City Council. The City Council may amend these Bylaws at any time. Such amendments by the City Council will be duly passed and adopted by motion, resolution or ordinance duly reflected in the minutes of the City Council and, thereafter, duly noted to the Board.

SECTION 7. DISSOLUTION OF THE CORPORATION.

Upon dissolution of the Corporation by the City Council, titles to or other interest in any real or personal property owned by the Corporation at such time shall vest in the City of Balch Springs.

SECTION 8. APPLICABILITY OF CITY POLICIES AND PROCEDURES.

All duly approved city policies and procedures shall apply directly to the Corporation and the Board unless such charters, policies or procedures are superseded by state law or not related to the functions of the Board. The Board has the prerogative, subject to the approval by the City Council, to adopt other policies and procedures in addition to or in place of those of the City.

SECTION 9. EFFECTIVE DATE.

These Bylaws, having been approved by Resolution No. 411 shall become effective upon the approval of such by the Board. These amendments adopted by the Board on April 13, 2010 shall become effective upon approval of a resolution by the Balch Springs City Council.

Dated: 2/26/98
4/11/2010

[11542]

**AMENDED BYLAWS OF THE
BALCH SPRINGS INDUSTRIAL AND
ECONOMIC DEVELOPMENT CORPORATION
(TYPE A)**

ARTICLE I

PURPOSE AND POWERS

SECTION 1. REGISTERED OFFICE AND REGISTERED AGENT.

The Balch Springs Industrial and Economic Development Corporation (the "Corporation") shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act., and State law. The Registered Agent for the Corporation shall be the City Manager, subject that the Board of Directors (the "Board") may, from time to time, change the registered agent and/or the address of the registered office, subject to City Council approval, provided that such change is appropriately reflected in these Bylaws and in the Articles of Incorporation (the "Articles").

The registered office of the Corporation is located at 13503 Alexander Road, Balch Springs, TX 75181, Dallas County, Texas, and at such address is the Corporation, whose mailing address is 13503 Alexander Road, Balch Springs, Texas, 75181. Said address shall also serve as the principal office of the Corporation and Board.

SECTION 2. PURPOSE.

The Corporation is incorporated as a non-profit corporation for the purposes set forth in the Articles the same to be accomplished on behalf of the City of Balch Springs, Texas (the "City") as its duly constituted authority and instrumentality in accordance with the Texas Development Corporation Act, Chapters 501, 502, and 504, Texas Local Government Code, other applicable laws, and the ordinances and resolutions of the City of Balch Springs, including all permissible projects prescribed by the Act, and to promote economic and industrial development, to eliminate unemployment and underemployment, to promote and encourage employment and the public welfare, to promote and encourage commercial and industrial expansion and development within the City, and to further any lawful purpose authorized for Type A Corporations by Chapters 501, 502, and 504, Texas Local Government Code. The Corporation shall be a non-profit corporation as defined by the Internal Revenue Code 1986, as amended, and the applicable regulations of the United States Treasury Department and the rulings of the Internal Revenue Service of the United States prescribed and promulgated

thereunder.

SECTION 3. POWERS.

In the fulfillment of its corporate purpose, the Corporation shall be governed by Chapters 501, 502, and 504, Texas Local Government Code, and shall have all of the powers set forth and conferred by such statutes for Type A Corporations, and in other applicable laws, subject to the limitations prescribed therein and herein and to the provisions thereof and hereof.

ARTICLE II

BOARD OF DIRECTORS

SECTION 1. NUMBER OF TERM OF OFFICE.

- A. The property and affairs of the Corporation shall be managed and controlled by a Board and, subject to the restrictions imposed by law, by the Articles and these Bylaws, the Board shall exercise all of the powers of the Corporation.
- B. The Board shall consist of five (5) directors and two (2) alternates, each of whom shall be appointed by the City Council. Alternate directors shall meet all qualifications of regular directors imposed by law, ordinance or resolution and shall serve only in the absence of a regular director, at the request of the presiding officer.
- C. Three (3) members of the first Board shall serve terms of one (1) year and three (3) members shall serve terms of two (2) years. The respective terms of the initial directors shall be determined by the City Council. Thereafter, each successive member of the Board shall be appointed and serve for two (2) years or until a successor is appointed as hereinafter provided.
- D. Any director may be removed from office by the City Council at will. A vacancy of any director's position, which occurs by reason of death, resignation, disqualification, removal, or otherwise, shall be filled by the City Council.

SECTION 2. VACANCIES AND RESIGNATIONS.

A vacancy in any position of director which occurs by reason of death, resignation, disqualification, removal, or otherwise, shall be filled as prescribed in Article 11, Section 1. A vacancy in the office of President or Vice President which occurs by reason of death, resignation, disqualification, removal, or otherwise, shall be filled by election by the Board, from the remaining directors, for the unexpired portion of the term of that office.

Any director may resign at any time. Such resignation shall be made in writing, addressed to the Mayor and the City Secretary, and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the City Secretary.

SECTION 3. MEETINGS OF DIRECTORS.

For meetings of the Board or committees, notice thereof shall be provided and set forth in accordance with the Texas Open Meetings Act, Chapter 551 of the Texas Local Government Code. Any member of the Board, officers of the Corporation or Mayor, may have an item placed on the agenda by delivering the same in writing to the Secretary of the Board no less than ten (10) business days prior to the date of the Board meeting. Each agenda of a Board meeting shall contain an item, titled "Citizens Comments", to allow public comment to be made by the general public concerning Board related matters. However, no official or formal action or vote may be taken on any comment made by citizens during Citizens Forum.

The annual meeting of the Board shall be on the date established in November or other date established by the Board of Directors each year, at 5:30 p.m. The Board shall hold regular and special meetings, in the corporate limits of the City, at such place or places as the Board may from time to time determine, and in conformance with the Texas Open Meetings Act.

SECTION 4. QUORUM.

A quorum is a majority of the Board, being not less than three (3) members, and shall be present for the conduct of the official business of the Corporation. The act of two (2) or more directors at a meeting at which a quorum is in attendance shall constitute the act of the Board and of the Corporation, unless the act of a greater number is required by these Bylaws, policies/procedures of the Board, City Council resolution/ordinance, or State law.

SECTION 5. CONDUCT OF BUSINESS.

- A. At the meetings of the Board, matters pertaining to the business of the Corporation shall be considered in accordance with the rules of procedure as from time to time prescribed by the Board. Unless otherwise adopted by the Board, the rules of procedures of the City Council shall be the rules of procedures for the Board.
- 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 Corporation, but in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting. The Secretary shall keep minutes of the transactions of the Board and committee meetings and shall cause such official minutes to be recorded in books kept for that purpose in the principal office of the Corporation.

SECTION 6. COMMITTEES OF THE BOARD.

An official committee of the Board shall consist of two (2) or more directors. It is provided, however, that all final official actions of the Corporation may be exercised only by the Board. Each committee so designated shall keep regular minutes of the transactions of its meetings and shall cause such minutes to be recorded in books kept for that purpose in the principal office of the Corporation.

SECTION 7. COMPENSATION OF DIRECTORS.

The directors, including the President and Vice President, shall not receive any salary or compensation for their services. However, directors may be reimbursed for their actual expenses incurred in the performance of their duties hereunder, including but not limited to the cost of travel, lodging and incidental expenses reasonably related to the corporate duties of the Board. Travel expenses incurred by directors for both regular and special meetings are not eligible for reimbursement.

ARTICLE III

OFFICERS

SECTION 1. TITLES AND TERM OF OFFICE.

The President and Vice President shall be elected by the Board and shall serve a term of one (1) year, subject to removal at will by the Board. The respective terms of the initial President and Vice President shall be determined by the City Council. The President and Vice President shall continue to serve until their successors are appointed as provided in Article II, Section 1.

SECTION 2. POWERS AND DUTIES OF THE PRESIDENT.

The President shall be the chief executive officer of the Corporation, and shall, subject to the authority of the Board and paramount authority and approval of the City Council, preside at all meetings of the Board, and absent any different designation by a majority of the Board, shall sign and execute all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, and notes in the name of the Corporation. In addition, the President shall:

- A. call both regular and special meetings of the Board and establish the agenda for such;
- B. have the right to vote on all matters coming before the Board;
- C. have the authority to appoint standing or study committees to aid and assist the Board in its business undertaking or other matters incidental to the operation and functions of the

Board;

- D. perform all duties incident to the office, and such other duties as shall be prescribed from time to time by the Board, subject to approval by the City Council;
- E. appear before the City Council on a periodic basis to give a report on the status of activities of the Corporation; and
- F. appear before the City Council, or be represented by his designee, regarding any item being considered by the City Council concerning the Corporation.

SECTION 3. VICE PRESIDENT.

The Vice President shall exercise the powers of the President during that officer's absence or inability to act. The Vice President shall also perform other duties as from time to time may be assigned by the President or the Board.

SECTION 4. CHIEF ADMINISTRATIVE OFFICER.

The Executive Director shall be a compensated full-time employee of the City. The Executive Director shall be the chief administrative officer of the Corporation responsible for all daily operations and the implementation of Board policies and resolutions. The Executive Director shall attend all called Board meetings and perform those duties and functions, as the Board shall prescribe. The Executive Director shall be appointed and managed by the City Manager.

SECTION 5. ATTENDANCE.

Directors must be present in order to vote at any meeting. Regular attendance at the Board meetings is required of all directors. The following number of absences shall constitute the basis for replacement of a director. Three (3) consecutive unexcused absences from regular meetings of the Board shall cause the position to be considered vacant. In addition, the position of any director who has four (4) unexcused absences in a twelve (12) month period shall be considered vacant. This shall not be applicable to the Alternate Board members who may be removed by the Board after six (6) unexcused absences.

SECTION 6. CONFLICT OF INTEREST.

In the event that a director is aware that he has a conflict of interest or potential conflict of interest, with regard to any particular matter or vote coming before the Board, the director shall bring the same to the attention of the Board and shall abstain from discussion and voting thereon.

Any director shall bring to the attention of the Board any apparent conflict of interest or potential conflict of interest of any other director, in which case the Board shall determine whether a true conflict of interest exists before any further discussion or vote shall be conducted

regarding that particular matter. The director about whom a conflict of interest question has been raised shall refrain from voting with regard to the determination as to whether a true conflict exists. Failure to conform to these requirements herein and policies as may be adopted by the Board is cause for dismissal from the Board by action of the City Council.

SECTION 6. IMPLIED DUTIES.

The Corporation is authorized to do that which the Board deems desirable, subject to City Council approval to accomplish any of the purposes or duties set out or alluded to in the Articles, these Bylaws, and in accordance with State law.

SECTION 7. BOARD'S RELATIONSHIP WITH THE CITY.

In acceptance with State law, the Board shall be responsible for the proper discharge of its duties assigned herein. The Board shall determine its policies and directives within the limitations of the duties herein imposed by applicable laws, the Articles, these Bylaws, contracts entered into with the City, and budget and fiduciary responsibilities. Such policies and directives are subject to approval by the City Council. Any request for services made to the departments of the City shall be made by the Board or its designee in writing to the City Manager. The City Manager may approve such request for assistance from the Board when he/she finds such requested services are available within the City and that the Board has agreed to reimburse the City for the cost of such services so provided, as provided in Article III, Section 8 of these Bylaws.

SECTION 8. CONTRACTS FOR SERVICE.

The Corporation may, with approval of the City Council, contract with any qualified and appropriate person, association, corporation or governmental entity to perform and discharge designated tasks 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 set forth. An administrative services agreement may be executed between the Board and the City Council for the services provided and compensated as provided for herein.

The Corporation may contract for the services of an Executive Director whose duties, responsibilities, compensation and authority shall be established by the Board and who shall be authorized to employ other persons to fill positions established by the Board and to establish the duties and compensation of such persons, all subject to the Corporation's annual budget.

Subject to the authority of the City Manager, the Corporation shall have the right to utilize the services of the staff of the City, provided (i) that the City Manager approves of the utilization of such services, (ii) that the Corporation shall pay, as approved by the City Manager, reasonable compensation to the City of such services, and (iii) the performance of such services does not materially interfere with the other duties of such personnel of the City. Utilization of the aforesaid City staff shall be solely by an agreement approved by the City Council.

ARTICLE IV

FUNCTIONAL CORPORATE DUTIES AND REQUIREMENTS SECTION 1. SECRETARY.

The Secretary shall keep the minutes of all meetings of the Board and committees in books provided for that purpose, shall give and serve all notices, shall 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 books of account and financial records and securities, and such other books and 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, and shall in general perform all duties incident to the office of Secretary subject to the control of the Board. The Secretary may endorse and countersign, on behalf of the Corporation, for collection or issuance, checks, notes and other obligations in or drawn upon such bank or banks or depositories as shall be designated by the City Council consistent with these Bylaws. The Secretary shall be an employee of the City.

SECTION 2. EX-OFFICIO MEMBERS.

The City Council may appoint Ex-Officio members to the Board of Directors as it deems appropriate. These representatives shall have the right to take part in any discussion of open meetings, but shall not have the power to vote in the meetings. Ex-Officio members shall serve a term of one (1) year.

Ex-Officio members shall be required to take an Oath of Office and abide by, and be subject to, the City's ordinances and resolutions regarding ethics and conflicts of interest.

SECTION 3. PARTICIPATION IN BOARD MEETINGS.

The City Manager, EDC Director Secretary, Mayor and Councilmembers, shall have the right to take part in any discussion of the Board, or committees thereof, including attendance at executive sessions, but shall not have the power to vote in any meetings attended. The Board shall make an annual report to the City Council including, but not limited to the following:

- A. a review of the accomplishments of the Board in the area of community enhancement; and
- B. the activities of the Board for the budget year addressed in the annual report, together with any proposed change in the activity as it may relate to community enhancement.

The required annual report shall be made to the City Council no later than March 1st of each year. The Board shall be accountable to the City Council for all activities undertaken by it or on its behalf; and shall report on all activities of the Board, whether discharged directly by the

Board or by any person, firm, corporation, agency, association or other entity on behalf of the Board.

SECTION 4. ANNUAL CORPORATE BUDGET AND FISCAL YEAR.

At least thirty (30) days prior to October 1st of each year, the Board shall prepare and adopt a proposed budget of expected revenues and proposed expenditures for the next ensuing fiscal year. The fiscal year of the corporation shall commence on October 1st of each year and end on September 30.

SECTION 5. FINANCIAL BOOKS, RECORDS, AND AUDITS.

The Treasurer (City Finance Director), or designee, shall keep and properly maintain, in accordance with generally accepted accounting principles, complete financial books, records, accounts, and financial statements pertaining to its corporate funds, activities, and affairs.

The City shall cause the Corporation's financial books, records, accounts, and financial statements to be audited at least once each year by an outside, independent auditing and accounting firm selected by the Board of Directors. Such audit shall be at the expense of the Corporation.

SECTION 6. DEBT. DEPOSIT AND INVESTMENT OF CORPORATE FUNDS.

All proceeds from the issuance of bonds, notes or other debt instruments (the "Bonds") issued by the Corporation shall be deposited and invested as provided in the resolution, order, indenture, or other documents authorizing or relating to their execution or issuance and handled in accordance with the statutes governing this Corporation.

SECTION 7. EXPENDITURES OF CORPORATE MONEY.

The monies of the Corporation, including sales and use taxes collected pursuant to the Act, the proceeds from the investment of funds of the Corporation, the proceeds from the sale of property, monies derived from the repayment of loans, rents received from the lease or use of property, the proceeds derived from the sale of bonds, and other proceeds may be expended by the Corporation for any of the purposes authorized by the Act, subject to the following limitations:

- A. Expenditures from the proceeds of bonds shall be identified and described in the orders, resolutions, indentures, or other agreements submitted to and approved by the City Council.
- B. Expenditures that may be made from a fund created from the proceeds of bonds, and expenditures of monies derived from sources other than the proceeds of bonds may be used for the purposes of financing or otherwise providing one or more projects, as

defined in the Act. The specific expenditures shall be described in a resolution or order of the Board and shall be made only after the approval thereof by the City Council.

- C. All other proposed expenditures shall be made in accordance with and shall be set forth in the annual budget required by these Bylaws or in contracts meeting the requirements of the Article.

No bonds, including refunding bonds, shall be authorized or sold and delivered by the Corporation unless the City Council shall approve such bonds.

SECTION 8. CONTRACTS.

As provided herein, the President and Secretary shall enter into any contracts or other instruments which the Board has approved and authorized in the name and on behalf of the Corporation. Such authority may be confined to specific instances or defined in general terms. When appropriate, the Board may grant a specific or general power of attorney to carry out some action on behalf of the Board, provided, however that no such power of attorney may be granted unless an appropriate resolution of the Board authorizes the same to be done. No contract, or agreement by the Corporation for the expenditure or grant of funds which exceeds Five Thousand Dollars (\$5,000.00) shall be effective unless and until approved by the City Council of the City of Balch Springs.

SECTION 9. FUND BALANCE.

The fund balance of the Corporation shall not be reduced below an amount equal to fifty percent (50%) of the sales tax revenue of the previous fiscal year.

ARTICLE V

MISCELLANEOUS PROVISIONS

SECTION 1. SEAL.

The Board may obtain a corporate seal which shall bear the words "Corporate Seal of the Balch Springs Community and Economic Development Corporation" and the Board may hereafter use the Corporate Seal and Corporate name; but these Bylaws shall not be construed to require the use of the Corporate Seal.

SECTION 2. APPROVAL OR ADVICE AND CONSENT OF THE CITY COUNCIL.

To the extent that these Bylaws refer to any action, approval, advice, or consent by the City or refer to action, approval, advice or consent by the City Council, such action, approval, advice or consent shall be evidenced by a motion, resolution or ordinance duly passed by the City Council and reflected in the minutes of the City Council.

SECTION 3. INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES.

As provided in the Act and in the Articles of Incorporation, the Corporation is, for the purposes of the Texas Tort Claims Act (Subchapter A, Chapter 101, Texas Civil Practices and Remedies Code), a governmental unit and its actions are governmental functions.

The Corporation shall indemnify each and every member of the Board, its officers and its employee to the fullest extent permitted by law against any and all liability or expense, including attorneys fees, incurred by any of such persons by reason of any actions or omissions that may arise out of the functions and activities of the Corporation or the performance of official duties for or on behalf of the Corporation. This indemnity shall apply even if one or more of those to be indemnified was negligent or caused or contributed to cause any loss, claim, action or suit. Specifically, it is the intent of these Bylaws and the Corporation to require the Corporation to indemnify those named for indemnification, even for the consequences of the negligence of those to be indemnified which caused or contributed to cause any liability.

The Corporation must purchase and maintain insurance on behalf of any director, officer, employee, or agent of the Corporation, or on behalf of any person serving at the request of the Corporation as a Board member, officer, employee, or agent of another corporation, partnership, joint venture, trust, 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.

SECTION 4. GIFTS.

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

SECTION 5. ETHICS AND CONFLICTS OF INTEREST.

Each director, including the President and Vice president, its officers, employees, and agents shall abide by and be subject to the ordinances and resolutions of the City pertaining to ethics and conflicts of interest.

SECTION 6. AMENDMENTS TO BYLAWS.

These Bylaws may be amended or repealed and new Bylaws may be adopted by an affirmative vote of four (4) of the authorized directors serving on the Board, subject to approval by the City Council. The City Council may amend these Bylaws at any time. Such amendments by the City Council will be duly passed and adopted by motion, resolution or ordinance duly reflected in the minutes of the City Council and, thereafter, duly noted to the Board.

SECTION 7. DISSOLUTION OF THE CORPORATION.


Upon dissolution of the Corporation by the City Council, titles to or other interest in any real or personal property owned by the Corporation at such time shall vest in the City of Balch Springs.

SECTION 8. APPLICABILITY OF CITY POLICIES AND PROCEDURES.

All duly approved City policies and procedures shall apply directly to the Corporation and the Board unless such charters, policies or procedures are superseded by State law or not related to the functions of the Board. The Board has the prerogative, subject to the approval by the City Council, to adopt other policies and procedures in addition to or in place of those of the City.

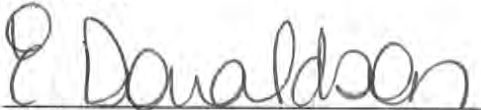
SECTION 9. EFFECTIVE DATE.

These Amended Bylaws were initially adopted at a meeting of the Board of Directors held on August 16, 2016 and subsequently approved by the City Council of the City of Balch Springs, Texas, on September 12, 2016.




David Roffino, President

ATTEST:



Effie Donaldson, Secretary



Carrie J. Marshall, Mayor

ATTEST:



Cindy Gross, City Secretary

BYLAWS OF
ECONOMIC DEVELOPMENT SALES TAX CORPORATION OF CEDAR PARK

ARTICLE ONE: PURPOSE AND POWERS

1.01 PURPOSE. The Corporation is incorporated for the purposes set forth in Article Four of its Articles of Incorporation, the same to be accomplished on behalf of the City of Cedar Park, Texas (the "City") as its duly constituted authority and instrumentality in accordance with Local Government Code Chapters 501, 502, and 504, as amended (the "Type A Act"), and other applicable laws.

1.02 POWERS. In the fulfillment of its corporate purpose, the Corporation shall be governed by the Type A Act, and shall have all of the powers set forth and conferred in its Articles of Incorporation, in the Type A Act, and in other applicable law.

ARTICLE TWO: BOARD OF DIRECTORS

2.01 POWERS, NUMBER, AND TERM OF OFFICE.

(a) The property and affairs of the Corporation shall be managed and controlled by a Board of Directors (the "Board") and, subject to the restrictions imposed by law, by the Articles of Incorporation, and by these Bylaws, the Board shall exercise all of the powers of the Corporation.

(b) The Board shall consist of seven (7) directors, each of whom shall be residents of the City and appointed by the City Council (the "Council"). Each member of the Board shall serve at the pleasure of the Council for a term of two (2) years. Places 1, 3, and 5 shall be appointed in odd-numbered years, and Places 2, 4, 6 and 7 shall be appointed in even-numbered years. Terms shall begin on August 1 of each year. In case of a vacancy on the Board, the Council shall appoint a successor to serve the remainder of the unexpired term. Board members shall continue to serve until resignation, removal, or their successor is appointed.

(c) Any Director may be removed from office by the Council at will.

2.02 MEETINGS OF DIRECTORS. Regular meetings of the Board shall be held on the 3rd Monday of each month, beginning at 6:30 pm and such meeting shall be held at the Cedar Park Council Chambers, 450 Cypress Creek Road, Building 4, Cedar Park, Texas 78613, unless otherwise determined by resolution of the Board.

2.03 SPECIAL MEETINGS. Special meetings of the Board shall be held whenever called by the President or upon written request by two Directors.

2.04 NOTICE OF MEETINGS. The Secretary shall cause notice of the time and place of holding each meeting of the Board to be given to each Director. The notice may be in writing, in person, or in person by telephone. Notice of each meeting shall also be given to the public in accordance with the provisions of the Texas Open Meetings Act, Chapter 551, Government Code, as amended.

2.05 QUORUM. A majority of the Directors shall constitute a quorum for the conduct of the official business of the Corporation. The act of a majority of the Directors present at a meeting at which a quorum is in attendance shall constitute the act of the Board and of the Corporation unless the act of a greater number is required by law.

2.06 ORDER OF BUSINESS. At the meetings of the Board, matters pertaining to the business of the Corporation shall be considered in accordance with Rules of Procedure as adopted by the Board and approved by City Council.

2.07 PRESIDING OFFICER. At all meetings of the Board, the President, or in the President's absence, the Vice-President, or in the absence of both of these Officers, a member of the Board selected by the Directors present, shall preside. The Secretary of the Corporation shall sit as Secretary at all meetings of the Board, and in case of the Secretary's absence, the presiding officer shall designate any person to act as Secretary.

2.08 COMMITTEES OF THE BOARD. The Board may designate two or more Directors to constitute an official committee of the Board to exercise such authority of the Board as may be specified in the resolution. It is provided, however, that all final, official actions of the Corporation may be exercised only by the Board. Each committee so designated shall keep regular minutes of the transactions of its meetings and shall cause such minutes to be recorded in books kept for that purpose in the principal office of the Corporation.

2.09 COMPENSATION OF DIRECTORS. Directors shall not receive any salary or compensation for their services as Directors. However, they shall be reimbursed for their actual expenses incurred in the performance of their duties hereunder.

ARTICLE THREE: OFFICERS

3.01 OFFICERS. The Officers of the Corporation shall be a President, Vice-President, Secretary, and Treasurer. The Board, in August of each year or the next meeting thereafter, shall elect these officers. The Board may appoint such other Officers as it deems necessary, who shall have such authority, and shall perform such duties as from time to time may be prescribed by the Board. One person may hold more than one office, except that the President shall not hold the Office of Secretary. Terms of office shall be one (1) year, but no individual shall serve more than two (2) consecutive terms, unless such officer is a Corporation or City employee, in which case the officer is not subject to term limits. All officers shall be subject to removal from office at any time by a vote of the majority of the entire Board. A vacancy in the office of any Officer shall be filled by a vote of a majority of the Board.

3.02 POWERS AND DUTIES OF THE PRESIDENT. The President shall preside at all meetings of the Board, and may sign and execute all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments in the name of the Corporation.

3.03 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 conclusive evidence of the absence or inability to act of the President at the time such action was taken.

3.04 TREASURER. The Treasurer shall have the responsibility to see to the handling, custody, and security of all funds and securities of the Corporation in accordance with these Bylaws. When necessary or proper, the Treasurer may endorse and sign, on behalf of the Corporation, for collection or issuance, checks, notes and other obligations in or drawn upon such bank or banks or depositories as shall be designated by the Board consistent 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 form and amount as the Board or the Council may require. The Board may appoint as Treasurer any Corporation or City employee.

3.05 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, and shall in general perform all duties incident to the office of Secretary subject to the control of the Board. The Board may appoint as Secretary any Corporation or City employee.

ARTICLE FOUR: MISCELLANEOUS PROVISIONS

4.01 NOTICES AND WAIVERS. Whenever under the provisions of these Bylaws notice is required to be given to any Director or Officer, unless otherwise provided, the notice may be given personally, or it may be given in writing by depositing it in the post office or letter box in a post-paid envelope or postal card addressed to the Director or Officer, at the address as appears on the books of the Corporation, and the notice shall be deemed to be given at the time when it is mailed. Whenever any notice to Directors or Officers is required to be given by law, or by these Bylaws, a waiver in writing signed by the person or persons entitled to the notice, whether before or after the time stated shall be deemed the equivalent of notice. This paragraph does not eliminate the requirement to comply with the Open Meetings Act.

4.02 PRINCIPAL OFFICE. The principal office of the Corporation shall be the registered office of the Corporation specified in the Articles of Incorporation.

4.03 FISCAL YEAR. The fiscal year of the Corporation shall be the same as the fiscal year of the City.

4.04 SEAL. The seal of the Corporation shall be as determined by the Board.

4.05 RESIGNATIONS. Any Director or Officer may at any time resign. Resignations shall be made in writing and shall take effect at the time specified in the resignation, or, if no time be specified, at the time of its receipt by the President or the Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

4.06 APPROVAL OF THE CITY COUNCIL. To the extent these Bylaws refer to any approval or other action to be taken by the City, that approval or action shall be evidenced by a certified copy of a resolution, ordinance, or motion duly adopted by the City Council.

4.07 ORGANIZATIONAL STRUCTURE. The City Council at its sole discretion, and at any time, may alter or change the structure, organization or activities of the Corporation (including the termination of the Corporation), subject to any limitation on the impairment of contracts entered into by such Corporation. The foregoing notwithstanding, the City, at all times during which any indebtedness of the Corporation, the interest on which is exempt from federal income taxation, remains outstanding, will maintain a beneficial interest in the Corporation.

4.08 QUARTERLY REPORTS. The Corporation or City staff shall prepare a quarterly activity report, detailing the projects and work accomplished during the previous quarter. This report shall be submitted to the Board and City Council by the 15th day of the month following the end of each quarter.

4.09 STATE COMPTROLLER REPORT. The Treasurer shall submit to the State Comptroller's Office a report in the form required by the Comptroller by the date required by the Comptroller.

4.10 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, Texas Civil Practices and Remedies Code), a governmental unit and its actions are governmental functions.

(b) The Corporation shall indemnify each and every member of the Board, its officers, and its employees, and each member of the Council and each employee of the City, to the fullest extent permitted by law, against any and all liability or expense, including attorney's fees, incurred by any of such persons by reason of any actions or omissions that may arise out of the functions and activities of the Corporation.

ARTICLE FIVE: PROVISIONS REGARDING BYLAWS

5.01 EFFECTIVE DATE. These Bylaws shall become effective only upon the occurrence of the following events:

- (1) the approval of these Bylaws by the City Council; and
- (2) the adoption of these Bylaws by the Board of Directors.

5.02 AMENDMENTS TO BYLAWS. These Bylaws may be amended at any time and from time to time either by majority vote of the Directors then in office with approval of the City Council or by the City Council itself, at its sole discretion.

5.03 INTERPRETATION OF BYLAWS. These Bylaws shall be liberally construed to effectuate their purposes. If any word, phrase, clause, sentence, paragraph, section or other part of these Bylaws, or the application thereof to any person or circumstances, shall ever be held to be invalid or unconstitutional by any court of competent jurisdiction, the remainder of these Bylaws and the application of such word, phrase, clause, sentence, paragraph, section or part of these Bylaws to any other person or circumstance shall not be affected thereby.

CITY COUNCIL PASSED AND APPROVED this 26th day of July, 2018.

Mission Statement

"The Wylie Economic Development Corporation strives to increase local employment opportunities while diversifying and strengthening the local tax base through the financial support of business relocation and expansion."

WEDC Board of Directors

This five-member Board develops an overall economic development plan for the City and makes recommendations to Council regarding funding priorities to assist new, prospective and existing businesses. Prior to appointment, each member must have lived within the City limits or operated a business in the City limits for a minimum of one (1) year and live in the City limits during the tenure of office. Each member shall meet at least one (1) of the following qualifications:

- serve, or have served, as Chief Executive Office of a company
- serve, or have served, in a position of executive management of a company
- serve, or have served, in a professional capacity

Current Board of Directors

| | |
|----------------------------|-------------------|
| Demond Dawkins | President |
| Melisa Whitehead | Vice-President |
| Gino Mulliqi | Secretary |
| Tim Gilchrist | Treasurer |
| Blake Brininstool | Board Member |
| Mayor Matthew Porter | Ex-Officio Member |
| City Manager Chris Holsted | Ex-Officio Member |

WEDC Administration

The WEDC is staffed by a full time Executive Director, BRE Director and Senior Assistant. The Executive Director reports directly to the WEDC Board of Directors.

Meeting Time/Location

Meetings typically occur monthly on the third Wednesday at 7:30 am and on an as-needed basis. Since Covid-19, the WEDC has met at 8:30 a.m. in the Council Conference Room at 300 Country Club, Building #100, Wylie, TX 75098.

**RULES OF PROCEDURE FOR THE CEDAR PARK
ECONOMIC DEVELOPMENT
SALES TAX CORPORATION (TYPE A)**

Rule 1.1 Regular Meetings. Regular meetings of the Board of Directors of the Cedar Park Economic Development Corporation (“Type A Board” or “Board”) will be held on the third Monday of each calendar month, except as specifically modified by the Board and will generally commence at 6:30 p.m. Regular meetings of the Board may be held at such other times as may be necessary or beneficial. Public notice of all regular meetings of the Board shall be given as required by Texas Government Code Chapter 551, as amended (“Texas Open Meetings Act”).

Rule 1.2 Special Meetings. Special meetings of the Board may be held on such dates and at such times as called by the President or, in their absence, the Vice President. Public notice of all special meetings of the Board shall be given as required by the Texas Open Meetings Act.

Rule 1.3 Work Sessions. The Board may hold work sessions on such dates and at such times as needed. Such work sessions may be held at such times as may be necessary or beneficial. Public notice of all Board work sessions shall be given as required by the Texas Open Meetings Act.

Rule 1.4 Joint Meetings. The Board may hold joint meetings with the City Council or other Boards, commissions or task forces in addition to their regular meetings. Public notice of all joint meetings shall be given as required by the Texas Open Meetings Act.

Rule 1.5 Location of Meetings and Work Sessions. All regular meetings of the Board shall be held at the Cedar Park City Council Chambers, unless the President (a) determines that an irresolvable scheduling conflict exists in the use of the Cedar Park City Council Chambers and (b) promptly notifies the Board members of the choice of an alternate location. All special meetings, joint meetings, and work sessions shall be held at a City facility.

Rule 1.6 Delivery of Minutes to City Secretary. The Board or staff designee shall promptly deliver to the City Secretary all minutes of regular meetings, special meetings, joint meetings, and work sessions upon approval thereof.

Rule 1.7 Policy Directives. The City Council is ultimately responsible for the establishment of City policies. The Board is cognizant of the City Council’s primary responsibility to establish, approve, disapprove, or modify the City’s policies. The Board shall ensure that any policy directive initiated by the Board is reported to and approved by the City Council before issuance of any such policy directive.

Rule 1.8 Rules of Procedure. Upon an affirmative vote, these Rules of Procedure, and any amendments thereto, shall be forwarded to the City Council for their review and approval. Upon the City Council’s approval, the Rules of Procedure, or any amendments thereto, shall become effective. The Board shall conduct all meetings in accordance with these Rules of Procedure except that, upon the request of any member, the most current form of Robert’s Rules of Order shall be followed for the designated item before the Board.

Rule 1.9 Attendance. A Board member shall be deemed to have resigned if the Board member fails to attend either: a) three (3) consecutive; or b) more than fifty percent (50%) of all Board meetings during a twelve (12) month period from appointment or reappointment. Attendance shall be taken and noted at the beginning of all meetings.

Chapter 2: Agenda

Rule 2.1 Preparation of the Agenda. The President or, in their absence, the Vice President is responsible for working with staff in preparing or ensuring the preparation of the Agenda for each meeting or work session. The Economic Development Director (“EDD”) shall prepare the initial draft agenda and submit it to the President for approval no later than seven (7) days before the next meeting. Except for Board member requests, the President may add, change or delete items on the proposed agenda and submit the final agenda to the EDD no later than five (5) days before the next meeting, failing which the initial agenda shall become the final agenda and posted accordingly.

Rule 2.2 Agenda Categories for Type A Board Meetings. For each Board meeting, the Agenda may contain any of the following categories:

- a. Call to Order;
- b. Citizen Communication;
- c. Board Members’ Opening Comments;
- d. Reports;
- e. Consent Agenda;
- f. Discussions and Possible Action;
- g. Executive Session;
- h. Possible Action on Executive Session Matters;
- i. Board Members’ and Staff Closing Comments; and
- j. Adjournment.

The categories listed above are demonstrative and are not meant or intended to be exclusive.

Rule 2.3 Consent Agenda. Any item on the Consent Agenda shall be removed at the request of a single Board Member. A request for removal from the Consent Agenda may be made (a) in writing directed to the President; or (b) verbally during the Board’s discussion and action on the Consent Agenda. Any item removed from the Consent Agenda shall be considered as a separate action item at the meeting at which such item appears on the Consent Agenda.

Rule 2.4 Placement of Agenda Items by Board Members. Any Board member may request the placement of any item on the Agenda. Any Agenda item so requested shall bear the requesting Board member’s name on each occasion at which the item appears on the Agenda. A Board member may request the placement of any item on the Agenda (a) during Board members’ Opening Comments or Board members’ and Staff Closing Comments; or (b) in writing directed to the President and the staff liaison.

Rule 2.5 Public Availability of Agenda. The Board Agenda and a copy of the packet

distributed to the Board prior to a regular meeting or special meeting shall be made available to the public on the City's website.

Rule 2.6 Description of Certain Agenda Items. For each Agenda item requiring consideration and/or action by the Board, excluding items on the Executive Session Agenda, the Agenda shall reflect a brief substantive description of the matter for consideration and/or action.

Chapter 3: Conduct of Meetings

Rule 3.1 Officers. The officers of the Board shall consist of a President, Vice President, Secretary, and Treasurer. The officers of the Board shall be elected on an annual basis by majority vote of the Board at a Board meeting in August or the first meeting thereafter. Terms of office shall be one (1) year. An officer may be reelected for an additional one (1) year term but no individual shall serve more than two (2) consecutive terms serving the same office, unless such officer is a Corporation or City employee, in which case the officer is not subject to term limits. All officers shall be subject to removal from office at any time by a vote of the majority of the entire Board after such item has been properly requested to be placed on the agenda. A vacancy in the office of any officer shall be filled by a vote of a majority of the Board.

Rule 3.2 Chair. The President or, in their absence, the Vice President shall preside over and conduct all Board meetings. In the absence of both the President and Vice President, the Board shall, by majority vote of those present, determine which member shall preside over and conduct the meeting.

Rule 3.3 Secretary. If the Secretary is unable to attend any meetings, the President or Vice President may appoint an acting Secretary for the purposes of such meeting.

Rule 3.4 Parliamentarian. The City Attorney or any Assistant City Attorney shall serve as parliamentarian for the Board and shall construe all applicable procedural rules liberally.

Rule 3.5 Applicant Discussions. Board members shall not meet with any Applicant or discuss with any Applicant issues subject to the regulation or authority of the Board except within the confines of properly posted and noticed meetings.

Rule 3.6 Presentation by Prospect or Applicant. A Prospect or Applicant for assistance from the Economic Development Corporation shall be prepared to make a presentation to or answer any questions from the Board before consideration of a possible action item on such request for assistance. Unless modified by the Board, such presentation shall follow any presentation by the City staff.

Rule 3.7 Presentation by Staff. With the exception of the Consent Agenda, City staff shall make any presentation necessary for a public hearing or before consideration of a possible action item.

Rule 3.8 Public Presentation. During any public hearing on any matter before the Board, and after any presentation by the Applicant, or his/her agent, the City staff, any other member of the public who desires to address the Board may do so, provided that (a) they limit such

presentation to three (3) minutes, and (b) they register to speak prior to addressing the Board.

Rule 3.9 Citizen Communication. Any member of the public who desires to address the 4A Board during Citizen Communication may do so, provided that (a) they limit such presentation to three (3) minutes, and (b) they register to speak prior to addressing the Board.

Rule 3.10 Registration. The registration referred to in Rules 3.8 and 3.9 shall include the following information: (a) full name; (b) business or residential address; (c) business or residential phone number; (d) representation; (e) Agenda item or topic; and (f) brief statement of position [e.g. for or against item or summary of communication].

Rule 3.11 Expansion of Time for Public Presentation and Citizen Communication. The Chair may expand the time limit set forth in Rules 3.8 and 3.9 for up to an additional three (3) minutes if the presenter requests an extension unless a Board member objects. In the event of a Board members' objection to a request for extension, the Board shall vote to approve or disapprove the request for extension. The giving or transferring of a person's three (3) minutes to another is prohibited.

Rule 3.12 Time Keeper. City staff shall serve as time keeper for any public presentation made to the Board.

Rule 3.13 Repetitive Presentations. The Chair may deny any presenter the opportunity to address the Board if the presentation made or offered is repetitive or a presentation previously made.

Rule 3.14 Commission Vote. The Secretary or their assignee shall maintain, and the minutes shall reflect, the votes made by the Board in open meetings. All votes shall be by voice vote or show of hands. In the case of a split vote and if requested by City staff or any Board member, each member shall individually announce their vote.

Rule 3.15 Executive Session; Certified Agenda. All executive sessions shall be recorded by certified agenda in conformity with the Texas Open Meetings Act. Board members shall keep confidential all information presented and deliberations in Executive Session.

CITY COUNCIL PASSED AND APPROVED this 26th day of July, 2018.



BOARD MEMBERSHIP APPLICATION

MEDCO Board of Directors is a non-profit organization that serves the City of Marshall and Harrison County. The organization is governed by a five member board of directors. Board responsibilities are further described in the attached MEDCO Board Requirements. Regular meetings are held on the last Wednesday of each month at the MEDCO office. Additional committee meetings and volunteer opportunities are scheduled as needed.

Date of Application: _____

Name: _____

Home Address: _____

Home Phone: _____ Cell: _____ Email: _____

Resident of City of Marshall () Yes () No If Yes, how long? _____

Resident of Harrison County () Yes () No If Yes, how long? _____

Occupation/Employment: _____

Business Address: _____ Phone: _____

Are you currently an elected official in any capacity? () Yes () No

Have you previously served in an elected capacity () Yes () No If so, please stated details of service: _____

Are you currently employed with the City of Marshall or Harrison County? () Yes () No

Do you serve on any other Boards or are a member of any other organizations? If so, please list:

Business/Industry experience: _____

Signature _____ Date: _____

Please return your application to: Marshall EDC, Attn: Executive Director, 2660 E. End Blvd. S, Marshall, Texas 75672
or by email: dmaisel@marshalledc.org

A Copy of the MEDCO Board Responsibilities, Code of Ethics, Confidentiality Guidelines, and General Operating Principles are attached.



BOARD MEMBER RESPONSIBILITIES

ROLE

Serves as a voting member of the Board of Directors of the Marshall Economic Development Corporation (MEDCO), developing policies, procedures and regulations, monitoring financial performance and MEDCO's economic development programs and supportive of MEDCO's Type A governing organization adopted by the Citizens of the City of Marshall in 1991.

TERM

Terms shall be for three (3) years with members eligible to serve two (2) consecutive terms. Any former Board of Director member may be considered if there has been at least one year's absence from serving on the Board.

BOARD MEMBER RECRUITMENT

Ideal candidate shall have experience and or qualifications for prospective business and industry knowledge to include:

- Past experience with business or industry related field involving Type A Economic Development served sectors
- Good general budgetary and financial experience providing good understanding of acceptable business risks versus rewards for local community governments in the recruitment of new businesses and/or expansion of current businesses.

PROCESS FOR APPOINTMENT

MEDCO Board of Directors will accept applications for interest in serving on the MEDCO Board from individuals as terms become available. MEDCO Board and staff will evaluate the applicant's availability to fulfill the Board member expectation of service guidelines. The MEDCO Board of Directors will make a nomination to the City Commission for consideration of approval of the appointment.

TIME COMMITMENT

- Attend all meetings of the board, called at the discretion of the Chairman or Executive Director when necessary actions must be taken. Meetings normally are held on the last Wednesday of each month at 3:00 p.m. at the MEDCO office and conference room, 2660 E. End Blvd. S, Marshall, Texas 75672.
- Participate in MEDCO new board member orientation and training
- Serve on at least one MEDCO committee
- Attend scheduled economic development retreats, planning sessions, workshops or other scheduled activities
- Attend, support and participate in any other special activities in which the Board has a significant role
- Attend City Commission meetings when MEDCO is making a presentation or seeking approval for projects
- Serve as a representative of the Marshall EDC at site visits by economic development prospects when called upon to do so. Typically, the Chairman and the Chair of the Business Development Committee serve in this capacity unless unavailable

OBLIGATIONS

- Must be a resident of Harrison County and preferably of the City of Marshall, if possible
- Must not serve in an elected capacity according to MEDCO Bylaws adopted by the City of Marshall
- Must not be an employee in direct service with the City of Marshall or Harrison County, except as stated in the MEDCO Bylaws
- Fully understand and support the purpose and goals of MEDCO, a type A EDC
- Discharge the duties of Director as outlined in the Bylaws of MEDCO
- Participate in the establishment of policies for MEDCO
- Monitor MEDCO's financial performance
- Represent MEDCO to the public and private sector, where needed, and serve as an advocate for MEDCO and the business community
- Bring personal/professional expertise - and that of others - to support the organization
- Commitment to open and honest discussion of policy alternatives and project deliberations
- Compliance with EDC Code of Ethics, Conflict of Interest Statement, Confidentiality Guidelines and General Operating provisions (Attachments A, B and C)

EXPECTED MINIMUM TIME COMMITMENT PER MONTH*

| | |
|--|--------------------|
| Hour preparation plus monthly Board meeting | 3 hours |
| Participation in another committee or work group | 6 hours |
| Related reading/ancillary meetings | 5 hours |
| <hr/> | |
| Total of potential minimum time | 14 hours per month |

**** Officers and Committee Chairs generally spend significantly more time with staff as needed.***

Statement of understanding of MEDCO Board service commitments

I, _____ do hereby acknowledge, understand and have accepted the above and the following attachments related to MEDCO's Code of Ethics, Conflict of Interest Statement, Confidentiality Guidelines and General Operating provisions and understand that MEDCO Board is a working Board.

Signed this _____ day of _____, in the year _____.

MEDCO Board Member
(Signature required upon appointment approvals)

Attachment A
Marshall Economic Development Corporation
Code of Ethics

General Conduct

The staff and Board of Director of the Marshall Economic Development Corporation (MEDCO) are expected to conduct themselves in a fair and honest manner, acting in good faith to avoid conflicts of interest and the appearance of conflicts of interest, respecting the confidentiality of clients, maintaining personal integrity in all professional relationships, and acting as good financial stewards of the investments made in the organization.

Conflicts of Interest

Employees and Board members will perform their duties conscientiously, honestly, and in accordance with the best interest of MEDCO, the City of Marshall and Harrison County as a whole. Employees, Board members of MEDCO committees, and directors must not use their positions or confidential knowledge gained as a result of their position for private or personal advantage. Board members and staff are expected to disclose any actual or potential conflict of interest at the first available opportunity and registering such conflict in writing for record keeping.

Conflicts of Interest Policy

The purpose of the conflicts of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of MEDCO.

Definitions

1. **Interested Person** - Any voting Board member who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial Interest** - Any person has a financial interest if the person has, directly or indirectly, through business, investment, or immediate and/or extended family:
 - a. An ownership or investment interest in any entity with which MEDCO has a transaction or arrangement, or
 - b. A compensation arrangement with MEDCO or with any entity or individual with which MEDCO has a transaction or arrangement, or
 - c. A potential ownership of investment interest in, or compensation arrangement with, any entity or individual with which MEDCO is negotiating a transaction or arrangement, or
 - d. A Board member who serves as a trustee, board member or in an advisory capacity for an entity seeking assistance, or
 - e. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the governing board decides that a conflict of interest exists.
3. **Family** - Immediate family includes an unemancipated child of a voting board member residing in the household and the Board member's spouse, if not legally separated. Extended family includes lineal descendant, lineal ascendant, sibling, spouse's lineal descendant, spouse's lineal ascendant, spouse's sibling, and the spouse of any of these persons.

Procedures

1. **Duty to Disclose** - In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors considering the proposed transaction or arrangement.
2. **Determining Whether a Conflict of Interest Exists** - After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall remain in the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists. In the event of a tie or if there is any question, the MEDCO attorney will be consulted for a legal determination of a conflict.
3. **Procedures for Addressing the Conflict of Interest**
 - a. As described above, an interested person shall abstain from voting on any transaction or arrangement involving the possible conflict of interest. That person will be allowed to provide their opinion on the transaction or arrangement to the Board of Directors.
4. **Violations of the Conflict of Interest Policy**
 - a. If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member the opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board shall ask the member to abstain from voting or remove themselves from active participation in the matter of the conflict of interest.
5. **Annual Statements**
 - a. Each Director and staff shall annually sign a statement which affirms the following:
 - i. Has received a copy of the Board member expectation statement, conflict of interest and confidentiality policy
 - ii. Has read and understands the statements and policies
 - iii. Has agreed to comply with the policy, and
 - iv. Understands that MEDCO is a non-profit, quasi-governmental entity and in order to maintain its federal tax exemption, it must engage primarily in activities to promote economic development within Harrison County and to provide other services incidental thereto, and for the transaction of any other lawful businesses permitted to be carried on by corporations qualified for tax exemption pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time.
Understands that MEDCO is also governed by the Texas Local Government Codes 501 and 504, Texas Tax Code 313 Texas Economic Development Act, and local rules and procedures approved by the Marshall City Commission and MEDCO Board of Directors as specified in the MEDCO Articles of Incorporation and MEDCO Bylaws developed upon MEDCO's creation in 1991.

Attachment B
Marshall Economic Development Corporation
Confidentiality Guidelines

1. Board of Directors and staff have fiduciary duties of loyalty and care, which includes refraining from disseminating information to others that could harm the prospect or MEDCO.
2. Board of Directors and staff must always refrain from disclosure of confidential information until deemed appropriate by the prospect. Disclosure of confidential information is prohibited by any communication means, including but not limited to e- mail, web posting, hard copy document, or verbal communication.
3. Board of Directors and staff must keep sensitive matters confidential until projects are completed as defined by the Economic Development Act. Accordingly, they agree to keep confidential, during and after their service on the Board, all sensitive information discussed regarding all projects until such time that it is subject to the Open Records Act. This commitment to confidentiality includes, but is not limited to:
 - Project Development and Discussions
 - Contract terms for Recruitment
 - Financial information on prospects, existing businesses or other potential businesses receiving assistance from MEDCO
 - Discussion regarding Board member nominations
4. All information shared or discussed in executive session or closed meetings shall be treated as confidential and shall not be disclosed unless explicitly permitted by the prospects or completion of a project. MEDCO will make every effort to specifically note which information, analyses, reports, and other materials and associated Board discussions/deliberations are confidential. However, Directors and staff are expected to exercise reasonable caution, prudence and common sense in determining which information should be kept confidential. Questions should be directed to the Chairman of the Board, Executive Director or the MEDCO Attorney.
5. The level of protection/security that should be applied to MEDCO's confidential matters is the same as the Board or staff would apply to his/her own confidential matters. This includes all reasonable protections of electronic, hard copy information and verbal communications.
6. Board and staff members understand that any violation of this confidentiality policy could result in a potential lawsuit against MEDCO and public/private confidence in the organization.

Attachment C
Marshall Economic Development Corporation
General Operating Principles

- **Accountability** - MEDCO must be accountable first to the City Commission of the City of Marshall, the organization and indirectly, but ultimately to the citizens of Marshall who elected the commissioners.
- **Commitment to strategic decision making:** As noted by the MEDCO strategic plan developed and approved by the Board of Directors for economic development, MEDCO shall follow a policy driven approach to economic development built on four focus areas: attraction, retention and expansion, workforce development/training and property development.
- **Mutual trust between City of Marshall Commissioners and MEDCO Board:** The City Commissioners need to feel that MEDCO is operating strategically for the common good of the City of Marshall and the entire county as well as providing them with factual, honest recommendations for projects.
- **Effective:** MEDCO Board members and staff must have an efficient process that is effective in implementing the MEDCO strategic plan. The strategic plan will be amended at least every 5 years or at such time that requires a change in the plan.
- **Flexible:** MEDCO was created to be able to have flexibility outside of regulations for Texas rules governing local municipalities so as to react quickly for project development and recruitment.
- **Avoid Conflicts of Interest:** Nothing can destroy the public trust of a public institution quicker than when citizens feel that decisions of the voting members are tainted by actual or appearances of conflicts of interest.
- **Transparency and community input:** Everything the Board does needs to be done openly, with the exception of required confidentiality needed in certain recruitment and other business prospect or client relationships. Public input is encouraged.
- **Public acceptance:** Ultimately, to be effective, the MEDCO Board needs to be seen as consistently following the above stated principles.



CEDAR

PARK

HANDBOOK FOR
ECONOMIC DEVELOPMENT CORPORATION
(TYPE A) BOARD MEMBERS

JILL HOFFMAN
ASSISTANT CITY ATTORNEY
512.401-5030
[jill.hoffman @cedarparktexas.gov](mailto:jill.hoffman@cedarparktexas.gov)

Updated: November 20, 2017

WELCOME

Congratulations on your appointment to the Economic Development Corporation (Type A) Board of the City of Cedar Park, Texas. This handout is intended to provide a quick overview of basic legal considerations facing the Board, as well as explain several key staff roles and resources. If you have any questions concerning legal matters relating to your role or the business affairs of the City, please do not hesitate to contact the Legal Department.

City Charter

The City of Cedar Park is a home-rule municipal corporation and holds the full power of self-government, subject to any restrictions provided by federal and State law. The Cedar Park City Charter was adopted in 1987 and may be amended by the majority vote of the registered voters of the City of Cedar Park. The City Charter is best described as the City's constitution; it has the force of law and directs the City Council and City staff on how the City is to be operated. The current Charter is available via the City's website and this link: <http://z2.franklinlegal.net/franklin/Z2Browser2.html?showset=cedarparkset>.

Cedar Park Code of Ordinances

The Cedar Park Code of Ordinances, along with adopted policies, rules, and resolutions, are the written embodiment of City policy. The Code of Ordinances has the force of law, and its regulations are binding upon every person within the City's corporate limits and extraterritorial jurisdiction. The Code of Ordinances may be amended by Council action after two (2) public readings. The current Code of Ordinances is available via the City's website and this link: <http://z2.franklinlegal.net/franklin/Z2Browser2.html?showset=cedarparkset>.

Mayor

The Mayor presides at all meetings and shall vote on all issues. The Mayor is the official spokesperson for the City. The Mayor has no power of veto over the actions of the majority of the City Council. The Mayor's role is like a chairman of a corporate board of directors.

City Council

The City Charter provides for governance under the "Council-Manager" form of government, whereby the Council enacts local laws, adopts budgets, determine policies, and appoints the City Manager, who is then responsible for day-to-day City operations and administration. The City Council, by ordinance or resolution, may pass laws and establish policy for the City. Usually this requires only a simple majority vote of four (4) members, however, there are circumstances for which a supermajority is required or in which action may be effected by less than four (4) votes.

Type A Board

The Cedar Park Economic Development (Type A) Corporation is a non-profit corporation organized under the Texas Development Corporation Act of 1979, now codified as Chapters 501-505 of the Texas Local Government Code, as amended. It is supported by sales tax collected with the City of Cedar Park and dedicated to economic development, with a primary purpose of promoting economic development within the City of Cedar Park and State of Texas.

An affirmative vote of four (4) members of the Board is required for the Board to take action on any item. A copy of the Type A Board Rules and Procedures is available on the City's website and at this link: <http://www.cedarparktexas.gov/home/showdocument?id=5349>. The City Council approves all programs and expenditures of the Corporation and annually reviews any financial statements of the Corporation.

Authorized Projects

Type A tax revenues may be used for eligible Type A Board expenditures with approval by the City Council. Eligible expenditures include those related to the creation and retention of primary jobs and certain infrastructure improvement projects.

- (a) Primary Jobs: Eligible expenditures include those for land, buildings, equipment, facilities, targeted infrastructure and improvements that are for the creations or retention of primary jobs and are found by the board of directors to be required for suitable for the development, retention, or expansion of:
- (1) Manufacturing and industrial facilities;
 - (2) Research and development facilities;
 - (3) Military facilities, including closed or realigned military bases;
 - (4) Transportation facilities, including airports, hangars, railports, rail switching facilities, maintenance and repair facilities, cargo facilities, related infrastructure located on or adjacent to an airport or railport facility, marine ports, inland ports, mass commuting facilities, and parking facilities;
 - (5) Sewage or solid waste disposal facilities;
 - (6) Recycling facilities;
 - (7) Air or water pollution control facilities;
 - (8) Facilities for furnishing water to the public;
 - (9) Distribution centers;
 - (10) Small warehouse facilities capable of serving as decentralized storage and distribution centers;
 - (11) Primary job training facilities for use by institutions of higher education; or
 - (12) Regional or national corporate headquarters facilities.
- (b) Infrastructure Improvements. Eligible expenditures include those that are found by the Board to be required or suitable for infrastructure necessary to promote or develop new or expanded business enterprises, limited to:

- (1) Streets and roads, rail spurs, water and sewer utilities, electric utilities, or gas utilities, drainage, site improvements, and related improvements; or
- (2) Telecommunications and Internet improvements.

City Employee Relations

By the City Charter, the City Council and individual Council members are prohibited from dictating the appointment or removal of a City employee or dealing directly with a City employee who is subject to the direction and supervision of the City Manager. All inquiries of and requests for staff action shall be directed through the Designated Staff Liaison(s) or City Manager (or if relating to legal matters, the City Attorney, as stated below).

Designated Staff Liaison

One or more City staff persons are assigned as the Designated Staff Liaison(s) for each Board or Commission. The designated staff liaison(s) are responsible for implementing policies, carrying out projects, and executing contracts recommended by the Boards and Commissions with approval of the City Council. The Designated Staff Liaisons for the Type A Board are the Director of Economic Development and the Assistant Director of Economic Development. Board Members may direct project-related questions and requests for agenda items to the Designated Staff Liaisons.

City Manager

The City Manager is responsible for day-to-day City administration of City operations, much like the president of a corporation. The City Manager assigns one or more Designated Staff Liaison(s) to each Board and Commission.

City Attorney

The City Attorney represents the City of Cedar Park and is responsible for providing legal advice and representation to the City Council, Boards and Commissions and the City staff in all matters affecting City business, handling of all proceedings in the City's Municipal Court, including the prosecution of Class C Misdemeanor criminal matters, and supervising the City's Legal Department staff and all retained outside legal counsel. The City Attorney does not represent the Council, Boards, Commissions, and staff members in their individual capacities or regarding non-City business.

City Secretary

The City Secretary is responsible for administration of elections, public information (including archiving and retention), and open meetings. Because these areas are highly governed by State law, the City Secretary works under the direct supervision of the City Attorney.

Attorney-Client Privilege

The Legal Department represents the City of Cedar Park via its City Council and Boards & Commissions regarding legal matters within their respective subject areas and authorities. Communications between Board & Commission members and the Legal Department for the purpose of soliciting and providing legal advice are generally privileged and confidential, except where the Legal Department's keeping of information in confidence would result in illegal activity or harm to the City. In the event of a conflict between a Board or Commission and the City, the Legal Department represents the City, would recuse itself from further representation of the Board or Commission on that matter, and would recommend the appointment of independent outside legal counsel for that matter.

Public Information

State law requires that all records of "official City business" kept by or on behalf of Type A Board Members or City employees be public information and must be disclosed to the public when requested. The term "official City business" is construed broadly and pertains to anything undertaken by or relating to any City activity. Therefore, all communications relating to City matters, regardless of the medium and even if on your personal computer, mobile device, or notes, are subject to public disclosure if they exist at the time a public information request is received. Deletion or destruction of such information after a request is received has serious criminal consequences far more serious than any consequences of disclosure.

Open Meetings

State law requires that all regular, special and emergency meetings of the Type A Board shall be open to the public and all final decisions made by the Board shall be made in an open meeting. The law is strongly construed in favor of transparency, and in most instances, public notice of Type A Board meetings must be posted seventy-two (72) hours in advance, otherwise they are illegal. Whenever a quorum of Board Members is gathered and Type A Board business is discussed, a meeting exists, regardless of whether a "meeting" was intended. This means that a meeting can take place merely by a quorum of Board Members discussing Type A Board business over the internet or at a social event. It is against the law to attempt to circumvent the Open Meetings law by discussing Type A Board business in piecemeal via several groups each consisting of less than a quorum of Board Members. This is called a "walking quorum" and is strictly prohibited. There are criminal penalties for violations of the Open Meetings Act and Attorney General has obtained criminal indictments for open meetings violations. All meetings are required to have minutes prepared by the Board Secretary, approved by the Type A Board, and filed with the City Secretary.

Executive Session

By State law, discussion of certain matters may be held in a closed executive session. These discussions are generally limited to litigation, real estate transactions, personnel issues, security, economic development negotiations, and issues subject to the City Attorney's requirements under the State Bar of Texas Disciplinary Rules of Professional Conduct. Such meetings are

“closed” in that they are not open to the public and may include only the Type A Board and necessary staff, consultants, and advisors. The policy underlying this limited authorization recognizes and protects the City’s sensitive legal and financial interests, and Board Members should therefore refrain from communicating confidential information received in closed executive sessions. Additionally, disclosure of sensitive legal and financial interests received in executive session could implicate Texas Penal Code Section 39.06, summarized herein. There are no minutes for executive sessions, only a certified agenda, which by State law may not be disclosed. By State law, any action of the Type A Board, including any regarding matters discussed in closed executive session, must take place in a public, open meeting.

Conflicts of Interest

Type A Board Members are generally required to subordinate their personal interest to the interest of the City. Important provisions of state law, the City Charter, and the Code of Ordinances governing conflicts of interest are summarized below.

Texas Penal Code:

- (a) *Section 36.02 Bribery:* This Section prohibits a Board Member from offering or accepting a benefit as consideration for the member’s vote or recommendation or other exercise of discretion as a Board Member, or any benefit as consideration for a violation of legal duty imposed on a member. An offense under this Section is a second degree felony.

- (b) *Section 36.03 Coercion of Public Servant or Voter:* This Section prohibits a Board Member from influencing a public servant to violate the public servant’s known legal duty or influences a voter not to vote or to vote in a particular manner. An offense under this Section is a Class A misdemeanor.

- (c) *Section 36.07 Acceptance of an Honorarium:* This Section prohibits a Board Member from accepting an honorarium for services that the Board Member would not have been requested to provide but for the Board Member’s official position. For example, receipt of a payment for giving a speech is a prohibited honorarium if the Board Member would not have been asked to speak but for the Board Member’s official status. An offense under this Section is a Class A misdemeanor.

- (d) *Section 36.08 Gift to Public Servant by Person Subject to His Jurisdiction:* This Section prohibits a Board Member from soliciting or accepting a benefit from a person subject to regulation, inspection, or investigation by the Type A Board or the City.

This Section also prohibits a Board Member from receiving a benefit from a person the Board Member knows is interested in or could be interested in a contract or pecuniary transaction if the Board Member exercises discretion in connection with a contract or other pecuniary transaction of the City.

An offense under this Section is a Class A misdemeanor.

Exemptions: *Section 36.10 Non-Applicable* includes exemptions to Section 36.08, which include:

- (1) A benefit that is a fee prescribed by law to be received by the Board Member or any other benefit that the Board Member is lawfully entitled or for which he gives legitimate consideration in a capacity other than as a Board Member;
 - (2) A gift or other benefit conferred on account of kinship or a personal, professional, or business relationship independent of the official status of the recipient;
 - (3) Political contributions;
 - (4) An item with a value of less than \$50, excluding cash or other negotiable instrument;
 - (5) An item used by the City that allows use of the property or facilities owned, leased, operated by the City;
 - (6) Transportation, lodging, and meals in connection with a conference or similar event in which the Board Member renders services, such as addressing an audience or engaging in a seminar, to the extent that those services are more than merely perfunctory; and
 - (7) Food, lodging, transportation, or entertainment accepted as a guest, and if the Board Member is required to report those items, reported by the Board Member in accordance with that law;
- (e) *Section 39.02 Abuse of Official Capacity* – This Section prohibits a Board Member from intentionally violating a law relating to the Board Member’s office or misusing City property, services, personnel, or any other thing of value belonging to the City that is in the Board Member’s possession by virtue of the Board Member’s office. An offense under this Section is either a Class A, B, or C misdemeanor depending on specifics of the violation.

*Note that this statute was held unconstitutional by *Ex parte Perry*, 483 S.W.3d 884 (Tex. Crim. App. 2016), but only to the extent that the statute conflicts with the Separation of Powers Clause of the U.S. Constitution.

- (f) *Section 39.06 Misuse of Official Information*: This Section prohibits a Board Member from using information that the Board Member has by virtue of the Board Member’s office and that has not been made public: (1) to acquire or aid in acquiring an interest in any property, transaction, or enterprise that may be affected by the information; or (2) to speculate on the basis of the information. This Section also prohibits a Board

Member from using nonpublic information for a nongovernmental purpose that the Board Member has access to by means of their office to intentionally obtain a benefit or harm or defraud another. An offense under this Section is a Class C Misdemeanor.

Cedar Park City Charter:

- (a) *Section 11.08 Prohibitions:* This Section prohibits (a) Board Members from directly or indirectly giving anything of value to anyone in connection with the appointment; and (b) Board Members from soliciting any contribution for any political purpose from a City official or City employee.

- (b) *Section 11.09 Conflicts of Interest Prohibited:* This Section prohibits: (a) Board Members from acting in any way which places personal interest in conflict with the City's interest; (b) accepting a gift, favor, privilege, or employment from a person or business entity that does business with the City; having a pecuniary interest in a contract with the city or having an interest in the sale of land, tangibles, or intangibles to the City; and (c) serving as surety for the performance of a person doing business with the City or serving as a surety for a City officer or employee required by the Charter to make a surety bond.

Type A Board Rules and Procedures, Rule 3.4 Applicant Discussions

Type A Board Members may not meet with or discuss with any applicant issues subject to authority of the Board outside of an open meeting.