



**ECONOMIC DEVELOPMENT CORPORATION BOARD OF DIRECTORS
WEDNESDAY - NOVEMBER 17, 2021 - 5:00 PM
AGENDA
2801 Ranch Road 1869
Liberty Hill, Texas**

John Clark	Eric Bailey
Jamie Etzkorn	Michael Helbing
Adrienne Hughes	Demetrice Gonzalez

1) CALL TO ORDER

a) Establish Quorum

b) Invocation

c) Pledge of Allegiance

"I pledge allegiance to the Flag of the United States of America, and to the Republic for which it stands, one Nation under God, indivisible, with Liberty and Justice for all."

d) Texas Pledge

"Honor the Texas flag; I pledge allegiance to thee, Texas, one state under God, one and indivisible."

2) PUBLIC COMMENTS

Public comments related to posted agenda items are welcome by the LHEDC Board. Individuals who wish to speak must complete a Public Comment Form and present the form to the City Secretary before the meeting is called to order. Individuals will be allowed to speak up to three (3) minutes on a posted agenda item. Alternatively, Public Comments related to posted agenda items may be submitted by email to nsawyer@libertyhilltx.gov before 3:00 PM the day of the meeting for comments to be read at the 5:00 PM meeting by the City Secretary.

3) BOARD OPENING COMMENTS

4) EXECUTIVE DIRECTOR'S UPDATE

5) TREASURER'S REPORT

Treasurer will provide a financial update for the corporation.

6) REGULAR AGENDA

- a) Discuss and consider Business of the Month presentation.
- b) Discussion and possible action on revisions to the Economic Development Corporation Bylaws. Presented by Jamie Etzkorn.
- c) Consideration and possible action on retreat agenda.
- d) Review and discussion on Business Leadership Event.
- e) Discussion and possible action on community development activities.
- f) Discussion and possible action on combined incentive program.
- g) Update and deliberation on Sales Tax.
- h) Review and deliberation of previous expenses.
- i) Update and deliberation on Upcoming Events.
- j) Update and deliberation on Shop Local Campaign.

7) CONVENE TO EXECUTIVE SESSION

The LHEDC Board President will convene the EDC Board to Executive Session pursuant to Texas Government Code §551.071 - Consultation with Legal Counsel and Texas Government Code §551.087 - Economic Development Negotiations. No action will be taken in Executive Session.

- a) Section 551.087 Economic Development
Section 551.071 Consultation with Legal Counsel
Update and discussion on the following:
 - Project Silver
 - Project Sweep
 - Project Nordic
 - Project W2
 - Project Cutis
 - Project House
 - Heritage Ridge

8) RECONVENE TO REGULAR SESSION

The LHEDC Board President will reconvene the EDC Board to Regular Session following Consultation with Legal Counsel pursuant to Texas Government Code §551.071 and Texas Government Code §551.087 – Economic Development Negotiations. Council will entertain

discussion related to the matters outlined below.

- a) Section 551.087 Economic Development
Section 551.071 Consultation with Legal Counsel

Update , discussion, and possible action on the following:

- Project Silver
- Project Sweep
- Project Nordic
- Project W2
- Project Cutis
- Project House
- Heritage Ridge

9) OTHER BUSINESS

10) BOARD CLOSING COMMENTS

11) ADJOURNMENT

Mission Statement Help Liberty Hill prosper by facilitating positive, healthy, and self-sustaining growth. Vision Statement A prosperous, charming, lifetime destination. Core Values Integrity, Transparency, Sustainability, Partnership, Community First, Engagement, Accountability

The City Council, Boards, and Commissions reserve the right to reconvene, recess, realign, change the order of business, or adjourn into Executive Session at any time during the course of the meeting, prior to adjournment, to discuss any item listed above, as authorized by Texas Government Code Section §551.071 (Consultation with Attorney), §551.072 (Deliberations about Real Property), §551.073 (Deliberations about Gifts and Donations), §551.074 (Personnel Matters), §551.076 (Deliberations about Security Devices), and §551.087 (Development). In compliance with the Americans with Disabilities Act, the City of Liberty Hill will provide reasonable accommodation for persons attending meetings. To better serve you, requests need to be received 48 hours prior to the meeting. Contact the City Secretary at 512-778-5449 – Extension 112.

POSTING CERTIFICATION: I, NANCY SAWYER – CITY SECRETARY – CITY OF LIBERTY HILL certify that the attached notice of meeting was duly posted on the bulletin board at Council Chambers located at 2801 Ranch Road 1869 in Liberty Hill, Texas and on the City website (www.libertyhilltx.gov) on the 10th day of November, 2021 at 3:45 PM. Nancy Sawyer – City Secretary. *nbs*

REMOVAL CERTIFICATION: I NANCY SAWYER – CITY SECRETARY – CITY OF LIBERTY HILL certify that the attached notice of meeting was removed from the bulletin board at Municipal Court / Council Chambers located at 2801 Ranch Road 1869 in Liberty Hill, Texas on the _____ day of _____, 2021 at _____. INITIALS _____



**ECONOMIC DEVELOPMENT
CORPORATION ECONOMIC
DEVELOPMENT CORPORATION BOARD OF
DIRECTORS**

**WEDNESDAY - NOVEMBER 17, 2021
2801 Ranch Road 1869 - Liberty Hill**

AGENDA ITEM 6.b

**Discussion and possible action on revisions to the Economic Development Corporation Bylaws.
Presented by Jamie Etzkorn.**

Here are my notes from our committee meeting regarding the Bylaws:

1. Section 1.01 - We need to update registered office to 926 Loop 332 and registered agent to Matt Powell with the Texas Secretary of State and Texas Comptroller as well as in the Bylaws.
2. Section 4.03 – Do we have this, and can we remove this?
3. Section 4.04(1)(g) - Matt will send language for review of this item.
4. Section 4.04(4)(a) - Matt will send language for review for this item.
5. Section 4.06 - We would like language regarding staggering terms for Directors.
6. Section 4.07 - Matt will send language for review for this item.
7. Section 4.08 - Board needs to be aware that meeting in October should be posted as Annual Meeting
8. Section 4.09 - Because of COVID, we would like to add that can attend by video conference to be counted present.
9. Section 4.10 - We would like to make this section easier to understand and clear that transacting business at meeting can be by simple majority of Directors present and not total. Also, take out an in the last sentence .
10. Section 4.12 - Add by video attendance.
11. Section 4.13 – Language correction.
12. Section 4.14 – Rewrite this entire section to reflect that we have our own legal counsel.
13. Section 5.02 - We would like to make the term of officers 2 years.
14. Section 5.06 - In the last sentence, we need to change that to City in front of Secretary as the custodian.
15. Section 5.07 - Can we remove? Do we currently have this in place?
16. Section 5.08 – Should we name City Secretary as Assistant Secretary and the city personnel who handles our finances the Assistant Treasurer?
17. Section 5.09 – Should we put a dollar amount here, or do we have that ability?
18. Section 6.02(1) - the word "the" should replace "and" after By-laws and before budge to the City Council.
19. Section 6.02(1)(2) - Need to match wording to original By-laws as these sections are incomplete.
20. Section 6.03 - Need to add President as second word of this section.
21. Section 7 - Do we contract with the City for financial and accounting services?
22. Section 7.04 - Remove the City of Liberty Hill Mayor, Mayor Pro-Tem, City Secretary or City Receptionist and replace with City Administrator or City Treasurer.
23. Section 7.11 – We need to fix this paragraph from prior revisions to what we want.
24. Section 8.02 - Delete in entirety
25. Section 9.01 - Do we have a seal for the EDC?
26. Section 10.01 – Review language in this section.

RESOLUTION NO. 15-R-32

**A RESOLUTION OF THE CITY OF LIBERTY HILL, TEXAS
AMENDING THE BYLAWS OF THE LIBERTY HILL
ECONOMIC DEVELOPMENT CORPORATION REGARDING
MAXIMUM ADMINISTRATIVE EXPENSE**

WHEREAS, the City of Liberty Hill (“City”) established the Liberty Hill Economic Development Corporation (“LHEDC”) in 2002 and approved its by-laws in 2003, subsequently amended in 2005 and 2011; and

WHEREAS, the Board of Directors of the LHEDC (“Board”) desires to maintain fiscal efficiency and financial viability for the LHEDC; and

WHEREAS, on July 16, 2015, the Board adopted an amendment to Section 7.11 regarding maximum administrative expenditures of the LHEDC; and

WHEREAS, Section 10.01 of the LHEDC by-laws authorizes the City to approve the amendment to become effective.

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Liberty Hill that:

Section 1. Findings of Fact

The foregoing recitals are adopted as facts and incorporated fully herein.

Section 2. Amendment

The City Council hereby approves and amends Section 7.11 of the By-Laws of the Liberty Hill Economic Development Corporation to read as follows:

7.11. Maximum Administrative Expense

Without the express consent of the City Council of the City of Liberty hill, Texas, the administrative expenditures of the Corporation shall not exceed ~~fifteen percent (15%)~~ of the projected annual revenues received from the economic development sales tax; it being the intent of this restriction to limit administrative expenses of the Corporation, which administrative expenses shall include but shall not be limited to City salaries for personnel assisting the Board, office expenses, office supplies, telephone expenses, copying and duplication, automotive and travel expenses, per diem reimbursement and related expense items.

Section 3. Repealer and Severability

REPEALER: All resolutions, ordinances, or parts thereof, that are in conflict or inconsistent with any provision of this Resolution are hereby repealed to the extent of such conflict, and the provisions of this Resolution shall be and remain controlling as to the matters regulated, herein.

SEVERABILITY: Should any of the clauses, sentences, paragraphs, sections or parts of this Resolution be deemed invalid, unconstitutional, or unenforceable by a court of law or administrative agency with jurisdiction over the matter, such action shall not be construed to affect any other valid portion of this Resolution.

Section 4. Effective Date

This Resolution shall be effective immediately upon passage.

PASSED AND APPROVED this, the 27th day of July 2015, by a vote of 4 (ayes) to 1 (nays) to 0 (abstentions) of the City Council of Liberty Hill, Texas.

CITY OF LIBERTY HILL, TEXAS

Connie Fuller

Connie Fuller, Mayor

ATTEST:

Barbara Zwernemann
Barbara Zwernemann, City Secretary



BYLAWS
of
LIBERTY HILL ECONOMIC DEVELOPMENT CORPORATION
A Non-Profit Corporation
Liberty Hill, Texas

Adopted:

Revision #1: May 29, 2003

Revision #2: October 5, 2005

Revision #3: September 14, 2011

Revision #4: 2013

Revision #5: 2013

Revision #6: July 27, 2015

BYLAWS
of
LIBERTY HILL ECONOMIC DEVELOPMENT CORPORATION
A Non-Profit Corporation
Liberty Hill, Texas

Section I
OFFICES

1.01. Registered Office and Registered Agent

The Liberty Hill Development Corporation (“Corporation”) shall have and continuously maintain in Liberty Hill, Williamson County, 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 By-laws and in the Articles of Incorporation.

The registered office of the Corporation is located at 2801 Ranch Road 1869, Liberty Hill, Texas 78642-1920, and at such address is the Corporation, whose mailing address is P. O. Box 1920, Liberty Hill, Texas 78642-1920.

1.02. Principal Office

The principal office of the Corporation in the State of Texas shall be located in the City of Liberty Hill, County of Williamson, 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 the Texas Development Corporation Act of 1979, as amended. The purpose of the Liberty Hill Economic Development Corporation is to promote, assist, and enhance economic development 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 City Council of the City of Liberty Hill (“City Council”), and subject to applicable limitations imposed by the Texas Non-Profit Corporation Act, the Texas Business Corporation Act, the Articles of Incorporation, or these By-laws. 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 and will be charged with the responsibility of carrying out the Corporation’s programs as adopted and planned by the Board.

4.02. Numbers and Qualifications

The authorized number of Directors of this Board shall be seven (7).

The City Council shall appoint the Directors of the Corporation. The number of Directors shall be seven (7). Each Director shall meet the following qualification:

Reside within the corporate city limits of the City of Liberty Hill, Texas. If the City Council is unable to find qualified Director(s) that reside within the City, it may seek and appoint a Director(s) that resides within the City’s extraterritorial jurisdiction. If the City is unable to find qualified Director(s) that reside within the City or within the City’s extraterritorial jurisdiction, the City may seek and appoint a Director(s) that resides within the boundaries of the Liberty Hill Independent School District.

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.

(Revised May 29, 2003)

4.03. Bonds

The President, Vice President, and Treasurer of the Board shall give an official bond in the sum of not less than ONE HUNDRED THOUSAND & NO / 100 DOLLARS (\$100,000.00). The bonds referred to in this Section shall be considered for the faithful accounting of all monies and things of value coming into the hands of such Officers. The bonds shall be procured from

some regularly accredited surety company authorized to do business in the State of Texas. The premiums therefore shall be paid by the Corporation or the City. A copy of each Officer's bond shall be filed with the City Secretary.

4.04. General Duties of the Board

The Board is hereby required to perform the following duties:

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 in compliance with its overall economic development plan. Such plan shall be approved by the City Council of the City of Liberty Hill. 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 and academic resources to develop and enhance business opportunities for all citizens of Liberty Hill. This plan shall include methods to improve communication and cooperation between the above-mentioned entities, including, not limited to the Liberty Hill Chamber of Commerce.
 - (d) Assurance of accountability of all tax monies expended for its 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, tracks, projects and programs to be undertaken by the Board during the upcoming fiscal year. The Annual Work Plan shall be submitted with the Annual Budget as outlined in Article 7.02 of these By-Laws.
 - (g) The City may employ such other personnel as may be necessary to discharge the Corporation's assigned duties, which shall be hired by the same procedure and policies of other City personnel. The compensation of all such employees shall be set by the City and such compensation so established by the City shall comprise the salary and benefits for such employees and the City shall be reimbursed for such costs by the Liberty Hill Economic Development Corporation.
2. The Board shall review and update its overall Economic Development Plan once each year to ensure that said Plan is up-to-date with the current economic climate and is capable of meeting Liberty Hill'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 Liberty Hill.

As used in this article, “direct economic development” shall mean the expenditure of such tax funds for programs that directly accomplish or aid in the accomplishments of creating identifiable new jobs or retaining identifiable existing jobs including job training and / or planning 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) Formation of new businesses
 - (c) Business attraction
4. The Liberty Hill Economic Development Corporation shall make reports to the City Council of the City of Liberty Hill. The Liberty Hill Economic Development Corporation shall discharge this requirement by reporting to the City Council in the following manner:
 - (a) The Liberty Hill Economic Development Corporation shall make a detailed report to the City Council twice annually, the first of said reports to be on the second Tuesday of January of each year beginning January 2003 and the second of said reports to be made on the second Tuesday in July beginning 2003. Each report shall include, but shall 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 new or proposed changes in said policies and strategy.
 - (4) The activities of the Board for the budget year addressed in said Annual Report, together with any proposed change in said activity as said activity or activities related to direct economic development.
 - (5) A review of the activities of the Board in areas of endeavor other than direct economic development together with any proposed changes in each activity.

- (6) Accomplishments to date as compared with the overall plan or strategy for direct economic development.
- (7) Anticipated short term challenges during the next reporting period together with recommendations to meet such short term challenges.
- (8) Long term issues to be dealt with over the succeeding twelve-month period of time, together with recommendations to meet such issues with employees to be placed on direct economic development.
- (9) 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.
- (10) Each 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.

4.05. Implied Duties

The Liberty Hill Economic Development Corporation is authorized to do that which the Board deems desirable to accomplish any of the purposes or duties set out or alluded to in the Corporation’s Articles of Incorporation, Article 4.04 of these By-laws, and in accordance with State law.

4.06. Tenure

The terms of office for the Directors shall be (2) years. Directors shall be removable at any time by the City Council.

4.07. Vacancies

Any vacancy occurring shall be filled by appointment by the City Council.

4.08. Meetings

The Board shall meet at least once each month at a place and time to be determined by the President. All meetings of the Board shall provide notice thereof. 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 or the Staff Secretary no later than ten (10) days prior to the date of the Board meeting. The President of the Board shall set regular meeting dates and times at the beginning of his / her term.

At the request of any three (3) Directors, a meeting of the Economic Development Corporation shall be called in the absence, inability, or refusal of the President.

(Revised 2013)

Notice of any meeting shall be given to the public in accordance with requirements 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 during the month of October of each year.

4.09. Attendance

Regular attendance of the Board meetings is required of all Members. The following number of absences may constitute the need for replacement of a member: three (3) consecutive absences, or attendance reflecting absences constituting 50% of the meetings over a twelve (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 questions.

4.10. Quorum

For the purpose of convening meeting, a simple majority of the appointed number of Directors then serving on the Board shall constitute a quorum. For purposes of transacting the business of the corporation at any meeting, a simple majority of the appointed Directors shall constitute a quorum. If there is an insufficient number of Directors present to convene the meeting, and 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 expenses 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 By-laws or in the Articles of Incorporation or as required by law, the act of a simple majority of the Directors present at any meeting for which a quorum is 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 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 Liberty Hill Economic Development Corporation be responsible to it for the proper discharge of its duties assigned in this Article. All policies for program administration shall be submitted for Council approval, and the Board shall administer said programs accordingly. The Board shall determine its policies and direction within the limitations of the duties herein imposed by applicable laws, the Articles of Incorporation, these By-laws, contracts entered into with the City, and budget and fiduciary responsibilities.

4.14. Board's Relationship with Administrative Departments of the City

Any requests for legal assistance shall be made by the Board or its Designee to the City Attorney. The City Attorney may provide such assistance when such services are available and the Board has agreed to reimburse the City for cost providing the legal services. The City Attorney shall approve in writing any and all contracts of the Board which exceed an expenditure of \$2,500.00 or obligate the Board or City in such amount. The City Attorney, unless otherwise determined by the City Council, shall be the sole legal counsel to the Corporation and its Board.

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 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 office of President.

5.02. Selection of Officers

The initial 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 original 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 (1) 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.

5.03. Vacancies

Vacancies in any office which occur by reason of death, resignation, disqualification, removal, or otherwise, may 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 the Board.

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 or 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 of concern or which have a temporary affect on the business of the Board.

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 Corporation's 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 of said Minutes with the City Secretary and the same to be given, in accordance with the provisions of these By-laws, 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.

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 or the Board of Directors.

5.09. 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 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 Liberty Hill Economic Development Corporation unless required by these By-laws 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 for the future.

1. **Budget, Finance and Audit Committee.** This Committee shall have the responsibility of working with the City Staff and employees as necessary 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 By-laws, and budget to the City Council. In addition to the preparation of

the budget for the Board, the Committee shall monitor all budget expenditures of the Board and keep the Board advised in such matters. The Committee shall further have the responsibility of

2. **Committee for Business Retention and Expansion.** This Committee shall have the responsibility of working with the City Staff and employees as necessary in the formation and promotion of the Annual Budget of the Board. The Committee shall
3. **Committee for New Business Formation.** This Committee shall work to keep the Board informed of all development and activities concerning new business formation.
4. **Committee for New Business Attraction and Recruitment.** This Committee shall work to keep the Board informed of all developments and activities concerning business attraction and recruitment.

6.03. Special Committees

The 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 in the stead of the Board of Directors with regard to the following matters: amending, altering, or repealing the By-laws, 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 therefore; 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 the 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.

6.04. Terms of Office of Committee Members

Each member of a Committee shall continue as such until the next annual 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 is 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 of 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.

6.06. Ex-Officio Members

The Mayor or his / her Designee may attend all meetings of the Board of Directors of Committees. At the discretion of the Board of Directors, the President of the Liberty Hill Chamber of Commerce may attend all open 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 meetings is accurately communicated to the City Council and the Chamber and to satisfy the City Council obligation to control the powers of the Corporation.

Section VII **FINANCIAL ADMINISTRATION**

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

7.02. Fiscal Year

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 Liberty Hill. In submitting the budget to the City Council, the Board of Directors shall submit the budget on forms prescribed by the Mayor and in accordance with the annual budget preparation schedule as set forth by the Mayor. The budget shall be submitted to the Mayor for inclusion of it in the annual budget presentation to the City Council. The budget proposed for adoption shall include the projected operating expenses, and such other budgetary information as shall be useful to or appropriate for the Board of Directors and the City Council of the City of Liberty Hill.

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 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 define 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

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 one of the following individuals: the President, Vice President or the Treasurer of the Economic Development Corporation and by one of the following: the City of Liberty Hill Mayor, Mayor Pro-Tem, City Secretary or City Receptionist.

(Revised 2013)

7.05. Deposits

All funds of the Liberty Hill Economic Development Corporation shall be deposited by the City in accordance with their depository procedures on a regular basis to the credit of the Corporation in a local bank which shall be federally insured and shall be selected following procedures and requirements for selecting a depository as set forth in Chapter 105 of the Local Government Code.

7.06. Gifts

The Liberty Hill Economic Development Corporation may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purpose or for any specific purposes 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 the 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 comments 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.

7.11. Maximum Administrative Expense

Without the express consent of the City Council of the City of Liberty Hill, Texas, the administrative expenditures of the Corporation shall not exceed fifteen percent (15%) of the projected annual revenues received from the economic development sales tax; it being the intent of this restriction to limit the administrative expenses of the Corporation, which administrative expenses shall include but shall not be limited to City salaries for personnel assisting the Board, office expenses, office supplies, telephone expenses, copying and duplication, automotive and travel expenses, per diem reimbursement and related expense items.

(Revised 2015)

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 meetings 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, 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 the Texas Public Information Act shall apply to disclosure of public information.

8.02. Monthly Reports

The Corporation shall provide to the City Council monthly summaries of the proposed dispersal of funds for anticipated projects, and funds that are dispersed over \$5,000.

If any two (2) Council Members, or one (1) Council member and the Mayor, request formal Council consideration, the City Secretary shall notify the President of the Board who shall not make the dispersal unless the request for formal Council action is withdrawn. Upon request for formal Council consideration, no such payment shall be made, unless a public vote in open City Council session is made to approve the dispersed.

Section IX

SEAL

9.01. Seal

The Board of Directors shall obtain a corporate seal which shall bear the words “Corporate Seal of Liberty Hill Economic Development”; the Board may thereafter use the Corporate Seal and may later alter the seal as necessary without changing the corporate name; but these By-laws shall not be construed to require the use of the Corporate Seal.

Section X PARLIAMENTARY AUTHORITY

10.01. Amendments to By-laws

These By-laws may be amended or repealed and new By-laws may be adopted by an affirmative vote of four (4) of the authorized Directors serving on the Board, at a meeting of the Directors. The Directors of the Corporation present at an Annual Meeting of the Board may, by a vote of four (4), in accord with the requirements of Article IV hereinabove, amend or repeal and institute new By-laws, provided that at least ten (10) days prior to the Annual Meeting, written notice setting forth the proposed action shall have been given to the Directors, and public notice regarding such action given according to the requirements of the Texas Open Meetings Act and the Texas Public Information Act.

Notwithstanding the foregoing, no amendment shall become effective unless the City Council approves the amendment. Notwithstanding the foregoing, the City Council may amend the Corporation’s By-laws.

Section XI DISSOLUTION

11.01. Dissolution

The Corporation may be dissolved in accordance with applicable State law.

Section XII INDEMNITY

12.01. 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 reasonable 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 liable for gross negligence or intentional 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.

To the extent the Board of Directors authorize indemnification to Directors or Officers of the Corporation, City of Liberty Hill shall also provide indemnity to said Directors and Officers. However, the City of Liberty Hill's indemnification shall only apply after Corporation's ability to indemnify has been exhausted. Nothing in this section creates personal liability on the part of Officers and Directors to any extent not otherwise provided by statute or case law.

Furthermore, the Corporation agrees to indemnify and hold harmless and defend the City of Liberty Hill, its Officers, agents, and its employees, from and against liability for any and all claims, liens, suits, demands, and / or actions for damages, injuries to persons (including death), property damage (including loss of use), and expenses, including court costs and attorneys' fees and other reasonable costs arising out of or resulting from the intentional acts or negligence, including all such causes of action based upon common, constitutional, or statutory law, or based in whole or in part upon the negligent or intentional acts or omissions of Corporation, including but not limited to its Officers, agents, employees, licensees, invitees, and other persons.

Corporation further agrees that it shall at all times exercise reasonable precautions on behalf of and be solely responsible for, the safety of its Officers, agents, employees, licensees, invitees, and other persons, as well as their property, while in the vicinity where activities are being performed. It is expressly understood and agreed that City of Liberty Hill shall not be liable or responsible for the negligence of Corporation including but not limited to its Officers, agents, employees, licensees, invitees, and other persons.

It is further agreed with respect to the above indemnity, that City of Liberty Hill and Corporation will provide the other prompt and timely notice of any event covered which in any way, direct or indirectly, contingently or otherwise, affects or might affect Corporation or City of Liberty Hill, and City of Liberty Hill shall have the right to compromise and defend the same to the extent of its own interests. It is further agreed this indemnity clause shall be an additional remedy to the City of Liberty Hill and not an exclusive remedy.

Section XIII **MISCELLANEOUS**

13.01. 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.

BZ SEARCH FOR EDC RESOLUTIONS FROM OCTOBER, 2012 THRU JANUARY, 2014

1. MONEY MARKET ACCOUNT AT CITY'S DESIGNATED DEPOSITORY FOR MUNICIPAL FUNDS (Money Market account at Union State Bank)
2. CREATION OF ECONOMIC DEVELOPMENT CORPORATION CD (2) ACCOUNT AT CLASSIC BANK (April, 2013)

Current Version of Section 4.08

4.08. Meetings

The Board shall meet at least once each month at a place and time to be determined by the President. All meetings of the Board shall provide notice thereof. 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 or the Staff Secretary no later than ten (10) days prior to the date of the Board meeting. The President of the Board shall set regular meeting dates and times at the beginning of his / her term. At the request of any three (3) Directors, a meeting of the Economic Development Corporation shall be called in the absence, inability, or refusal of the President.
(Revised 2013)

Notice of any meeting shall be given to the public in accordance with requirements 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 during the month of October of each year.



The City of Liberty Hill

P.O. Box 1820, Liberty Hill, Texas 78642
Phone: (512) 778-5410 Fax: (512) 778-5419

LIBERTY HILL CITY COUNCIL MINUTES

MONDAY – JULY 27, 2015 – 6:30 PM

City Council Chambers - 2801 Ranch Road 1869 – Liberty Hill

Connie Fuller – Mayor
Dr. Ron Rhea – Council Member
Wendell McLeod – Council Member

Elizabeth Branigan – Mayor Pro Tem
Liz Rundzieher – Council Member
Troy Whitehead – Council Member

CALL TO ORDER

The Liberty Hill City Council was called to order by Mayor Connie Fuller on MONDAY – JULY 27, 2015 at 6:30 PM. Invocation was given followed by the Pledge of Allegiance and Texas Pledge. **Council Members present:** Mayor Connie Fuller, Liz Branigan, Wendell McLeod, Liz Rundzieher; Ron Rhea and Troy Whitehead; quorum was met. **Staff & Others Present:** Greg Boatright, Jim Bechtol, Wayne Bonnet, Kirk Clennan, Elizabeth Elleson, Aaron Laughlin, Amber Lewis, Todd McCullough, Karen Smith, Scott Spidle, Curtis Steger, Chief Williams and Barbara Zwernemann. There were no public comments.

CHAMBER PRESENTATION

Members of the Chamber of Commerce Board of Directors were present to express appreciation to the City and Economic Development Corporation for support of the *Liberty Hill Living* magazine project. Additionally, a special thanks was given to Shelly Wilkinson of *The Independent Newspaper of Liberty Hill* for her hard work and diligence for an outstanding magazine in print and online.

REPORTS

Public Works Department: Wayne Bonnet, Director of Public Works provided an update on water and wastewater activities for the month of June, 2015. **Finance Department -** Director of Finance, Amber Lewis presented the monthly financials for period ending June 30, 2015 including the Balance Sheet with Revenue & Expense Report (Refer to attached Financial Summary). Auditors from Belt Harris & Pechahek will be on-site July 29th and 30th to begin work on the FYE 9/30/2015 Audit. **City Manager's Report:** City Manager, Greg Boatright reported Staff is progressing on preparation of the FY 2015 – 2016 Operating Budget for presentation to Council. The first Budget Workshop will be held Monday - August 3rd. The City Manager stated he was regretful to announce Jim Bechtol, Director of Planning, resigned effective July 31st; he expressed how invaluable Mr. Bechtol's work for the City has been and what his friendship has meant to him personally.

CONSENT AGENDA

On motion by Wendell McLeod with second by Liz Branigan, the minutes of the Council meeting held July 13, 2015 were approved. **Motion passed on vote of 5 AYES; 0 NAYS; 0 ABSTENTIONS.**

ROSEMONT SUBDIVISION

Discuss and Consider recommendation on a Preliminary Plat for Rosemont Subdivision - Case #15-PP-001; 15.49 acre tract located on Loop 332 at Kristi Lane. Outcome: Jim Bechtol presented an overview of the Rosemont Subdivision which is a 15.49 acre tract located on Loop 332; developer is Jon Branigan. The plat and specifications meet City, County and State requirements. Liz Branigan made declaration that she would

abstain from discussion and voting. She is related to the Owner / Developer of the Rosemont Subdivision. Discussion was held. On motion by Wendell McLeod with second by Troy Whitehead, the Rosemont Subdivision preliminary plat was approved as presented. **Motion passed on vote of 4 AYES; 0 NAYS; 1 ABSTENTION.**

STUBBLEFIELD PARK

Discuss and Consider Recommendation on a Site Plan for Stubblefield Park – Case #15-SDP-002; 5.44 acre tract located at 300 Stubblefield Lane. Outcome: Jim Bechtol gave a presentation on Stubblefield Park which is a 5.44 acre tract being developed by Chris Pezold of P & L Investments, Inc. On motion by Liz Branigan with second by Liz Rundzieher, Stubblefield Park site plan was approved as presented. **Motion passed on vote of 5 AYES; 0 NAYS; 0 ABSTENTIONS.**

REGULAR AGENDA

Discuss and Consider Action to adopt the Living Unit Equivalent (LUE) Guidance Document as standard for the calculation of water and wastewater requirements. Outcome: On motion by Wendell McLeod and second by Ron Rhea this item was tabled and will be placed on the August 10th agenda. **Motion passed on vote of 5 AYES; 0 NAYS; 0 ABSTENTIONS.**

Discuss and Consider Action on a written incentive request submitted in June, 2015 to Liberty Hill Economic Development Corporation (LHEDC) by Fred Hinze – Co-Owner of Major’s Burgers; LHEDC recommends Council approve a one-time cash incentive to Major’s Burgers – Liberty Hill. Total amount: \$6,700.00. Outcome: Kirk Clennan presented recommendation from the LHEDC Board related to Major’s Burgers, which was to give a one-time cash incentive to Fred Hinze of \$6,700. On motion by Wendell McLeod and second by Troy Whitehead, the one-time cash incentive of \$6,700 was approved by Council. **Motion passed on vote of 5 AYES; 0 NAYS; 0 ABSTENTIONS.**

Discuss and Consider Action on a Resolution amending the LHEDC Bylaws pertaining to Finance Administration - Section 7.11 – Maximum Administrative Expense; establishing administrative expenditures of the Corporation not to exceed projected annual revenues received from economic development sales tax. Outcome: On motion by Ron Rhea with second by Troy Whitehead, the Resolution and amendment to the LHEDC Bylaws was approved. **Motion passed on vote of 5 AYES; 0 NAYS; 0 ABSTENTIONS.**

Discuss and Consider Action regarding a landscape Ordinance stipulating use of drought-resistant grasses and trees for Liberty Hill. Outcome: Wendell McLeod stated the City needs to adopt an ordinance stipulating use of drought-resistant grasses / trees going forward in an effort to conserve water. Discussion was held. Texas heat, especially Central Texas, continually creates drought conditions. As a safeguard, use of drought-resistant plants should be implemented. On motion by Wendell McLeod and second by Liz Branigan, Council approved drafting an ordinance for presentation to Council on drought-resistant plants. **Motion passed on vote of 5 AYES; 0 NAYS; 0 ABSTENTIONS.**

Discuss and Consider Action of a Resolution by the City Council of the City of Liberty Hill authorizing initiation and implementation of annexation proceedings for annexation of certain areas into the City Limits to provide for orderly development of property within its City Limits and Extraterritorial Jurisdiction (ETJ). Outcome: Jim Bechtol and Liz Elleson reported the City is eligible to annex approximately 600 acres into the City limits in 2015 however; the preference is to annex 300 acres. Currently, the City can annex 30% of its ETJ in locations where water and / or wastewater services are provided by the City. The City will be eligible to annex an additional 10% annually thereafter. Discussion was held. Motion was made

by Troy Whitehead with second by Wendell McLeod to table the Resolution on annexation proceedings. This item will be placed on the Council agenda for the August 3rd meeting. **Motion passed on vote of 5 AYES; 0 NAYS; 0 ABSTENTIONS.**

Discuss and Consider Action of an Ordinance authorizing participation in an Agreement made by the State of Texas and between Texas Department of Transportation (TxDOT) and the City of Liberty Hill, Texas to permit construction of a public sidewalk on the highway right of way of Loop 332 and FM 1869. Outcome: Jim Bechtol reported TxDOT agreed to work with the City on the downtown sidewalk project. Discussion was held on the agreement to permit construction of public sidewalk in the right of way at Loop 332 and FM 1869. On motion by Liz Rundzieher and second by Liz Branigan the Ordinance and Agreement were approved. Motion passed on vote of 5 AYES; 0 NAYS; 0 ABSTENTIONS.

Discuss and Consider Action regarding City of Liberty Hill Investment Report for 3rd Quarter, 2015. Outcome: On motion by Ron Rhea with second by Wendell McLeod, the Investment Report for 3rd Quarter, 2015 was approved (Refer to the attached Quarterly Investment Report). Motion passed on vote of 5 AYES; 0 NAYS; 0 ABSTENTIONS.

Discussion was held on agenda items 6.h. and 6.g. regarding a position in the Finance Department as Finance Assistant and position of Code Enforcement / Building Inspector. Outcome: These two items were tabled and placed on the August 3rd agenda for City Council. ITEMS TABLED.

ADJOURNMENT

On motion by Liz Rundzieher with second by Troy Whitehead the meeting was adjourned at 8:53 PM. Motion passed on vote of 5 AYES; 0 NAYS; 0 ABSTENTIONS.

MAYOR

CITY SECRETARY