



NOTICE OF A MEETING

(In compliance with Sec. 551.041, Et. Seq., Tex. Gov't. Code)

Notice is hereby given that the Board of Directors of the Village Center Local Government Corporation (VCLGC) will hold a Regular Meeting on Monday, September 21, 2020, at 6:00 p.m. via videoconferencing. All agenda items are subject to action. The Village Center Local Government Corporation Board reserves the right to meet in closed session on any agenda item should the need arise and if applicable pursuant to authorization by Title 5, Chapter 551, of the Texas Government Code.

Pursuant to Section 418.016 of the Texas Government Code, on March 16, 2020, the Governor of the State of Texas granted the Office of the Attorney General's request for the temporary suspension of certain provisions of the Texas Open Meetings Act to allow for telephonic or videoconference meetings of governmental bodies that are accessible to the public in an effort to reduce in-person meetings that assemble large groups of people, as a precautionary measure to contain the spread of novel coronavirus COVID-19.

Accordingly, the public will not be allowed to be physically present at this Village Center Local Government Corporation Regular Meeting but the meeting will be available to members of the public and allow for two-way communications for those desiring to participate via telephone. To attend the meeting via telephone, please use the following toll-free number: **346-248-7799 along with Webinar ID: 975 2917 0594.**

Any person interested in speaking during the public comment item on the agenda must submit his/her request via email to the City Secretary at lcoody@jerseyvillagetx.com. The request must include the speaker's name, address, topic of the comment and the phone number that will be used for teleconferencing. The request must be received no later than 12:00 p.m. on September 21, 2020.

The following will be observed by the public participating in the meeting:

- Callers will be called upon to speak by the Board President.
- Once called upon for public comment, speakers should state their name and address before speaking.
- Callers will mute their phone unless called upon to speak (*to eliminate background noise*).
- Callers should use handsets rather than speakerphone whenever possible.

The agenda packet is accessible to the public at the following link: https://www.jerseyvillagetx.com/page/VCLGC.ags_mins.

For more information or questions concerning the teleconference, please contact the City Secretary at 713-466-2102. The agenda items for this meeting are as follows:

ITEM(S) to be discussed and acted upon by the Board at this meeting is/are listed on the attached agenda.

AGENDA

- A. Open Annual Meeting. Call the meeting to order and take the roll of officers present.

- B. CITIZENS’ COMMENTS - Any person who desires to address the Village Center Local Government Corporation Board regarding an item on the agenda will be heard at this time. In compliance with the Texas Open Meetings Act, unless the subject matter of the comment is on the agenda, the Board Members are not allowed to discuss the subject. Each person is limited to five (5) minutes for comments to the Board.
- C. Consider approval of the Minutes for the Village Center Local Government Corporation Board Meeting held on July 20, 2020. *Lorri Coody, Board Secretary*
- D. Consider Resolution No. 2020-01, adopting the Bylaws for the Village Center Local Government Corporation. *Austin Bleess, Director*
- E. Consider Resolution No. 2020-02, authorizing the Board’s Treasurer to perform all tasks necessary to secure a tax exempt status for the Village Center Local Government Corporation. *Austin Bleess, Director*
- F. Discuss and take appropriate action regarding an update of Village Center activities presented by Saul Valentin. *Saul Valentin, Hotel and Hospitality Representative*
- G. Adjourn

CERTIFICATION

I, the undersigned authority, do hereby certify in accordance with the Texas Open Meeting Act, the Agenda is posted for public information, at all times, for at least 72 hours preceding the scheduled time of the meeting on the bulletin board located at City Hall, 16327 Lakeview, Jersey Village, TX 77040, a place convenient and readily accessible to the general public at all times, and said Notice was posted on the following date and time: September 14, 2020 at 1:30 p.m. and remained so posted until said meeting was convened.



Lorri Coody, Board Secretary

In compliance with the Americans with Disabilities Act, the City of Jersey Village will provide for reasonable accommodations for persons attending public meetings. Request for accommodations must be made to the City Secretary by calling 713 466-2102 forty-eight (48) hours prior to the meetings. Agendas are posted on the Internet Website at www.jerseyvillagetx.com.

"Pursuant to Section 30.06, Penal Code (trespass by license holder with a concealed handgun), a person licensed under Subchapter H, Chapter 411, Government Code (handgun licensing law), may not enter this property with a concealed handgun."

"Pursuant to Section 30.07, Penal Code (trespass by license holder with an openly carried handgun), a person licensed under Subchapter H, Chapter 411, Government Code (handgun licensing law), may not enter this property with a handgun that is carried openly."

- B. CITIZENS' COMMENTS - Any person who desires to address the Village Center Local Government Corporation Board regarding an item on the agenda will be heard at this time. In compliance with the Texas Open Meetings Act, unless the subject matter of the comment is on the agenda, the Board Members are not allowed to discuss the subject. Each person is limited to five (5) minutes for comments to the Board.

MINUTES OF THE ANNUAL MEETING OF THE VILLAGE CENTER LOCAL GOVERNMENT CORPORATION HELD ON JULY 20, 2020 AT 5:30 P.M. PURSUANT TO SECTION 418.016 OF THE TEXAS GOVERNMENT CODE

Pursuant to Section 418.016 of the Texas Government Code, on March 16, 2020, the Governor of the State of Texas granted the Office of the Attorney General's request for the temporary suspension of certain provisions of the Texas Open Meetings Act to allow for telephonic or videoconference meetings of governmental bodies that are accessible to the public in an effort to reduce in-person meetings that assemble large groups of people, as a precautionary measure to contain the spread of novel coronavirus COVID-19.

Accordingly, the public was not allowed to be physically present at this Special Session of the City Council of the City of Jersey Village, Texas, but the meeting was available to members of the public and allowed for two-way communications for those desiring to participate via telephone with the following toll-free number: **346-248-7799 along with Webinar ID: 930 5339 6078.**

- A. Open Meeting** - The meeting was called to order at 5:30 p.m. by Chairperson, Andrew Mitcham, with the following present:

Chairperson, Andrew Mitcham
Director, Drew Wasson
Director, Greg Holden
Director, Bobby Warren
Director, James Singleton
Director, Gary Wubbenhorst
Director, Austin Bless
Director, James MacDonald
Director, Saul Valentin

ex-officio Member, Lorri Coody, City Secretary
ex-officio Member, Isabel Kato, Finance Director
ex-officio Member, Justin Pruitt, City Attorney

- B. Citizens' Comments** - Any person who desires to address the Village Center Local Government Corporation Board regarding an item on the agenda will be heard at this time. In compliance with the Texas Open Meetings Act, unless the subject matter of the comment is on the agenda, the Board Members are not allowed to discuss the subject. Each person is limited to five (5) minutes for comments to the Board.

There were no citizens' comments.

- C. Election of Officers.**

According to the amended By-Laws of the Village Center Local Government Corporation Board at Article III, Section 1(A), the LGC shall have the following officers: Chairperson, Vice-chairperson, Secretary, and Treasurer. The Board, at the Board's Annual Meeting, shall elect a Chairperson and Vice-chairperson who shall serve until the next Annual Meeting. The City Secretary shall serve as ex officio (nonvoting) Secretary of the Board and shall perform the duties as assigned in the Bylaws. The City Finance Director shall serve as ex officio (nonvoting) Treasurer of the Board and shall perform the duties as assigned in the Bylaws.

This item is to elect a Chairperson and Vice-Chairperson who will serve until the next Annual Meeting. Chairperson Mitcham called for nominations for the office of Chairperson.

Director Holden moved to nominate Andrew Mitcham as Chairperson and Bobby Warren as

ANNUAL MEETING OF THE VILLAGE CENTER LOCAL
GOVERNMENT CORPORATION BOARD OF DIRECTORS – July 20, 2020

Vice Chairperson. Director Valentin seconded the motion. With no other nominations, the vote follows:

Ayes: Directors: Wasson, Holden, Singleton, Wubbenhorst, Bleess, MacDonald, and Valentin

Abstain: Directors Warren and Mitcham

Nays: None

The motion carried.

D. Consider approval of the Minutes for the Village Center Local Government Corporation Board Meeting held on July 16, 2019.

Director Valentin moved to approve the Minutes for the Village Center Local Government Corporation on Board Meeting held on July 16, 2019. Director Bleess seconded the motion. The vote follows:

Ayes: Directors: Mitcham, Wasson, Holden, Warren, Singleton, Wubbenhorst, Bleess, MacDonald, and Valentin

Nays: None

The motion carried.

E. Discuss and take appropriate action regarding an update of Village Center activities presented by Saul Valentin.

Saul Valentin, Hotel and Hospitality Representative gave an update of the Village Center activities. Items in the update included:

- Hospitality Project Update
 - Continue Commitment Hotel Flag
 - Continue Financing Commitment
 - Market Changes
 - Management Agreement Changes
- Project Timeline update
 - Funding
 - Design
 - Construction
- Development Master Plan Update
 - Retail
 - Medical Office Building
 - Office
- External Factors to be considered

Director Mitcham gave a brief update about a call he had with the developers. All components of Village Center are still moving forward, but slowly due to COVID.

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There was discussion about changes to the overall time line. Saul Valentin explained the time line. The teams on this project have been working in the background in order to be most prepared for the funding component. They are hopeful that things will move faster in the next 30 to 60 days. The multifamily component is on track for late spring. The funding for the hotel hopefully will be by the end of this calendar year. The market is dictating some of the dates, but they are optimistic that the high yield market will be ready by late fall.

F. Adjourn

With no other items to be addressed by the Board, the meeting was adjourned at 5:42 p.m.



Lorri Coody, Board Secretary

**VILLAGE CENTER LOCAL GOVERNMENT CORPORATION BOARD
CITY OF JERSEY VILLAGE, TEXAS
AGENDA REQUEST**

AGENDA DATE: September 21, 2020

AGENDA ITEM: D

AGENDA SUBJECT: Consider Resolution No. 2020-01, adopting the Bylaws for the Village Center Local Government Corporation.

Department/Prepared By: Austin Bleess

Date Submitted: September 1, 2020

EXHIBITS: [Resolution No. 2020-01](#)
[EX A](#) – Village Center LGC Bylaws with July 16, 2019 Amendments

BACKGROUND INFORMATION:

The City Council of the City of Jersey Village on June 17, 2019, under Resolution 2019-39, established the Village Center Local Government Corporation, and adopted the Articles of Incorporation and the Bylaws of the Village Center Local Government Corporation.

On July 16, 2019, the Village Center Local Government Corporation (VCLGC) made amendments to the Bylaws under Resolution 2019-01 and submitted the amended Bylaws to City Council on July 16, 2019 for approval. City Council approved the amended Bylaws on July 16, 2019 under Resolution No. 2019-47.

It appears that the VCLGC Board approved amendments to the Bylaws but never officially adopted the Bylaws themselves. So as a house keeping matter this agenda item is to adopt the Bylaws that were created on June 17, 2019 and further amended on July 16, 2019. A copy of the adopted Bylaws is attached to Resolution 2020-01.

RECOMMENDED ACTION:

MOTION: To approve Resolution No. 2020-01, adopting the Bylaws for the Village Center Local Government Corporation.

Village Center LGC Board Meeting Packet for the Meeting to be held on September 21, 2020 at 6:00 P.M.

RESOLUTION NO. 2020-01

A RESOLUTION OF THE VILLAGE CENTER LOCAL GOVERNMENT CORPORATION BOARD, ADOPTING THE BYLAWS FOR THE VILLAGE CENTER LOCAL GOVERNMENT CORPORATION.

WHEREAS, the City Council of the City of Jersey Village on June 17, 2019, under Resolution 2019-39, established the Village Center Local Government Corporation, and adopted the Articles of Incorporation and the Bylaws of the Village Center Local Government Corporation.; and

WHEREAS, on July 16, 2019, the Village Center Local Government Corporation (VCLGC) made amendments to the Bylaws under Resolution 2019-01 and submitted the amended Bylaws to City Council on July 16, 2019 for approval. City Council approved the amended Bylaws on July 16, 2019 under Resolution No. 2019-47; and

WHEREAS, the Board desires to adopt its Bylaws; **NOW THEREFORE**,

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF JERSEY VILLAGE, TEXAS:

Section 1: That the facts and matters set forth in the preamble of this Resolution are hereby found to be true and correct.

Section 2: That the Village Center Local Government Corporation’s Bylaws are hereby adopted and are more specifically detailed in “Exhibit A” which is attached hereto and made a part hereof.

Section 3: This Resolution shall take effect immediately from and after its passage by the Village Center Local Government Corporation Board of the City of Jersey Village.

PASSED AND APPROVED by affirmative vote of the Full Board of Directors of the Village Center Local Government Corporation on this the **21st** day of **September, 2020**.

ATTEST:

Board President

Board Secretary



Exhibit A

BYLAWS OF THE VILLAGE CENTER LOCAL GOVERNMENT

CORPORATION July 16, 2019

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Village Center LGC Board Meeting Packet for the Meeting to be held on September 21, 2020 at 6:00 P.M.

BYLAWS OF THE VILLAGE CENTER LOCAL GOVERNMENT CORPORATION

ARTICLE I: PURPOSES

- A. The Village Center Local Government Corporation (the LGC”) is organized under the provisions of Subchapter D of Chapter 431, Texas Transportation Code (the “Act”), Chapter 394 of the Texas Local Government Code (the “Code”), and the LGC’s Articles of Incorporation (the “Articles”) as adopted by the City Council (the “Council”) of the City of Jersey Village, Texas (the “City”).
- B. The LGC is organized for the purposes of:
 - 1. aiding, assisting, and acting on behalf of the City in the performance of any and all of the City’s governmental functions related to the implementation of the Project and Financing Plans (the “Plans”) of the City’s Tax Increment Reinvestment Zone Number Two (the “TIRZ”), as such Plans relate in any way to the hotel and hospitality industry now or may exist within the TIRZ;
 - 2. promoting, developing, encouraging, and maintaining economic development of the hotel and hospitality industry within the TIRZ; and
 - 3. administering, managing, and supervising economic development vehicles and tools implemented by or on behalf of the City for the hotel and hospitality industry within the TIRZ.
- C. The LGC is formed pursuant to the provisions of the Act, as it now or may hereafter be amended, and the Code, which authorizes the LGC to assist and act on behalf of the City and to engage in activities in the furtherance of the purposes for its creation.
- D. The LGC shall have and exercise all of the rights, powers, privileges, authority, and functions given by the general laws of Texas to non-profit corporations incorporated under the Act including, without limitation, Article 1396, Vernon's Texas Civil Statutes.
- E. The LGC shall have all other powers of a like or different nature not prohibited by law which are available to Texas non-profit corporations and which are necessary or useful to enable the LGC to perform the purposes for which it is created, including the power to issue bonds, notes, or other obligations, and otherwise exercise its borrowing power to accomplish the purposes for which it was created, provided that the LGC shall not issue bonds without the consent of the Council.
- F. The LGC shall be a governmental unit within the meaning of Subdivision (2), Section 101.001, Texas Civil Practice and Remedies Code. The operations of the LGC are governmental and not proprietary functions for purposes of the Texas Tort Claims Act, Section 101.001 et seq., Texas Civil Practice and Remedies Code. The LGC shall have the power to acquire land in accordance with the Act as amended from time to time.

ARTICLE II: BOARD OF DIRECTORS

Section 1. *Appointment, Classes, Powers, Number, and Term of Office.*

- A. All powers of the LGC shall be vested in a Board of Directors (the “Board”). The Board shall initially consist of nine (9) persons, each a Director of the LGC (a “Director”) Each Director shall be appointed by position to the Board by the Council.
- B. The Board shall be composed of the Mayor of the City (the “Mayor”), the five (5) members of the Council, the Chair of the Board of the City’s Tax Increment Reinvestment Zone No. 2 (the “TIRZ”), a hotel and hospitality industry development representative appointed by the Council, and the City Manager. Additional Directors may be added to the Board as prescribed herein. The initial Board shall be those Directors named in the Articles. Subsequent Directors shall be appointed by position to the Board as prescribed herein. Any Director may be removed from the Board at any time, with or without cause, by the Council
- C. The term for the Mayor’s Director position shall run concurrently with and be necessitated upon the Mayor’s active term of office with the City. A Councilmember’s Director position shall run concurrently with and be necessitated upon the Councilmember’s active term of office with the City. The City Manager’s Director position shall run concurrently with and be necessitated upon the City Manger’s active employment as the City Manager of the City. If the Mayor, any Councilmember, or the City Manager should cease to actively serve the City in such capacity, then the Directorship associated with such position shall also cease as to such person and there shall be a vacancy on the Board.
- D. The term of the Director position for a hotel and hospitality development representative shall be for a term of four years beginning June 17, 2019, or until his or her successor is appointed by the Council; unless such Director has been appointed to fill an unexpired term, in which case the term of the Director shall expire on the expiration date of the term of the Director whose position he or she was appointed to fill.
- E. The term of the Director position for the Chair of the Board of the City’s Tax Increment Reinvestment Zone No. 2 Board shall run concurrently with and be necessitated upon the Director’s active term of office with the TIRZ No. 2 Board.
- F. Any Director may be removed from office at any time, with or without cause, by the Council.
- G. The number of Directors may only be increased or decreased by an amendment to these Bylaws with the consent of the Council.
- H. If any of the following persons is not serving as a member of the Board, he or she may serve as an ex-officio, non-voting member of the Board:
 - 1. City Attorney;
 - 2. City Finance Director; and
 - 3. City Secretary.
- I. Any person designated as an ex-officio member of the Board is entitled to notice of and to attend meetings of the Board.

Section 2. *Meetings of Directors.*

- A. The Directors may hold their meetings and may have an office and keep the books of the LGC at such place or places within the City as the Board may from time to time determine; provided, however, in the absence of any such determination, such place shall be the registered office of the LGC in the State of Texas.
- B. The Board shall meet in accordance with and file notice of each meeting of the Board for the same length of time and in the same manner and location as is required of a City under Chapter 551, Texas Government Code (the “Open Meetings Act”).
- C. The LGC, the Board, and any committee of the Board exercising the powers of the Board are subject to Chapter 552, Texas Government Code.

Section 3. Annual Meetings.

The annual meeting of the Board shall be held at the time and at the location in the City designated by the resolution of the Board for the purposes of transacting such business as may be brought before the meeting.

Section 4. Regular Meetings.

Regular meetings of the Board shall be held at such times and places as shall be designated, from time to time, by resolution of the Board.

Section 5. Special and Emergency Meetings.

- A. Special and emergency meetings of the Board shall be held whenever called by the Chairperson of the Board, the Secretary, or by a majority of the Directors who are serving duly appointed terms of office at the time the meeting is called.
- B. The Secretary shall give notice of each special meeting in person, by telephone, facsimile, email, or mail at least three (3) days before the meeting to each Director and to the public in compliance with the Open Meetings Act. Notice of each emergency meeting shall also be given in the manner required of the City under the Open Meetings Act. Unless otherwise indicated in the notice thereof, any and all matters pertaining to the purposes of the LGC may be considered and acted upon at a special or emergency meeting. At any meeting at which every Director shall be present, even though without any notice, any matter pertaining to the purposes of the LGC may be considered and acted upon to the extent allowed by the Open Meetings Act.

Section 6. Quorum.

- A. A majority of the Board then appointed and serving shall constitute a quorum for the consideration of matters pertaining to the purposes of the LGC. If at any meeting of the Board there is less than a quorum present, a majority of those present may adjourn the meeting from time to time. The act of a majority of the Directors present and voting at a meeting at which a quorum is in attendance shall constitute the act of the Board, unless the act of a greater number is required by law, by the Articles of Incorporation, or by these Bylaws.
- B. A Director who is present at a meeting of the Board at which any corporate action is taken shall be presumed to have assented to such action unless his dissent or abstention shall be entered in the minutes of the meeting or unless he shall file his written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment

thereof or shall forward such dissent or abstention by registered mail to the Secretary of the LGC immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of the action.

Section 7. Resignations.

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

Section 8. Conduct of Business.

- A. At the meetings of the Board, matters pertaining to the purposes of the LGC shall be considered in such order as from time to time the Board may determine.
- B. At all meetings of the Board, the Chairperson shall preside, and in the absence of the Chairperson, the Vice Chairperson shall preside. In the absence of the Chairperson and the Vice Chairperson, a chairperson shall be chosen by the Board from among the Directors present.
- C. The Secretary of the LGC shall act as secretary of all meetings of the Board, but in the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting.

Section 9. Executive Committee, Other Committees.

The Board may, by resolution passed by a majority of the Directors, designate three or more Directors to constitute an executive committee or other type of committee. To the extent provided in the authorizing resolution, a committee shall have and may exercise all of the authority of the Board in the management of the LGC, except where action of the Board is specified by statute. A committee shall act in the manner provided in the authorizing resolution. 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 office of the LGC, and shall report the same to the Board from time to time. Committees authorized to exercise the powers of the Board shall give notice of any meeting in the manner required for a meeting of the Board.

Section 10. Compensation of Directors.

Directors, as such, shall not receive any salary or compensation for their services as Directors; provided, that nothing contained herein shall be construed to preclude any Director from receiving compensation which is not excessive and which is at commercially reasonable rates for personal services (rendered in other than a “Director” capacity) which are reasonable and necessary in carrying out the LGC's purposes.

Section 11. Director's Reliance on Consultant Information.

A Director shall not be liable if while acting in good faith and with ordinary care, he relies on information, opinions, reports, or statements, including financial statements and other financial data, concerning the LGC or another person, that were prepared or presented by:

- 1. one or more other officers or employees of the LGC;

2. legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence; or
3. a committee of the Board of which the Director is not a member.

ARTICLE III: OFFICERS

Section 1. *Titles and Term of Office.*

- A. The LGC shall have the following officers: Chairperson, Vice-chairperson, Secretary, Treasurer, and such other officers as the Board may from time to time elect or appoint.. The Board, at the Board's Annual Meeting, shall elect a Chairperson and Vice-chairperson who shall serve until the next Annual Meeting. The City Secretary shall serve as ex officio (nonvoting) Secretary of the Board and shall perform the duties as assigned in these Bylaws. The City Finance Director shall serve as ex officio (nonvoting) Treasurer of the Board and shall perform the duties as assigned in these Bylaws.
- B. All officers, other than the Chairperson, shall be subject to removal, with or without cause, at any time by a vote of a majority of the whole Board then appointed and serving. A vacancy in the office of any officer, other than the Chairperson, shall be filled by the Board.

Section 2. *Powers and Duties of the Chairperson.*

The Chairperson shall be a member of the Board and shall preside at all meetings of the Board. He or she shall have such duties as are assigned by the Board, and may call special or emergency meetings of the Board.

Section 3. *Powers and Duties of the Vice Chairperson.*

The Vice Chairperson shall be a member of the Board. The Vice Chairperson shall perform the duties and exercise the powers of the Chairperson upon the Chairperson's death, absence, disability, or resignation, or upon the Chairperson's inability to perform the duties of his or her office. Any action taken by the Vice Chairperson in the performance of the duties of the Chairperson shall be conclusive evidence of the absence or inability to act of the Chairperson at the time such action was taken.

Section 4. *Treasurer.*

The Treasurer shall have custody of all the funds and securities of the LGC which come into his or her hands. When necessary or proper, he or she may endorse, on behalf of the LGC, for collection, checks, notes and other obligations and shall deposit the same to the credit of the LGC in such bank or banks or depositories as shall be designated in the manner prescribed by the Board; he or she may sign all receipts and vouchers for payments made to the LGC, either alone or jointly with such other officer as is designated by the Board; whenever required by the Board, he or she shall render a statement of his or her case account; he or she shall enter or cause to be entered regularly in the books of the LGC to be kept by him or her for that purpose full and accurate accounts of all moneys received and paid out on account of the LGC; he or she shall perform all acts incident to the position of Treasurer subject to the control of the Board; and he or she shall, if required by the Board, give such bond for the faithful discharge of his or her duties in such form as the Board may require.

Section 5. *Secretary.*

The Secretary shall keep the minutes of all meetings of the Board in books provided for that purpose; he or she shall attend to the giving and serving of all notices; in furtherance of the purposes of the LGC and subject to the limitations contained in the Articles of Incorporation, he or she may sign with the Chairperson in the name of the LGC and attest the signatures thereof, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the LGC; he or she shall have charge of the LGC's books, records, documents and instruments, except the books of account and financial records and securities of which the Treasurer shall have custody and charge, and such other books and papers as the Board may direct, all of which shall at all reasonable times be open to the inspection of any Director upon application at the office of the LGC during business hours; and, he or she shall in general perform all duties incident to the office of Secretary subject to the control of the Board.

Section 6. Compensation.

Officers may be entitled to receive such salary or compensation for personal services which are necessary and reasonable in carrying out the LGC's purposes as the Board may from time to time determine, provided, that in no event shall the salary or compensation be excessive. Board members, even in their capacity as officers, are not entitled to compensation except as otherwise provided in Article II, Section 9.

Section 7. Officer's Reliance on Consultant Information.

In the discharge of a duty imposed or power conferred on an officer of the LGC, the officer may in good faith and with ordinary care rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the LGC or another person, that were prepared or presented by:

1. one or more other officers or employees of the LGC, including members of the Board; or
2. legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.

ARTICLE IV: MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year.

The fiscal year of the LGC shall begin October 1 of each year.

Section 2. Seal.

The seal of the LGC shall be such as from time to time may be approved by the Board.

Section 3. Notice and Waiver of Notice.

Whenever any notice, other than public notice of a meeting given to comply with the Open Meetings Act, is required to be given under the provisions of these Bylaws, such notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid wrapper addressed to the person entitled thereto at his or her post office address, as it appears on the books of the LGC, and such notice shall be deemed to have been given on the day of such mailing. A waiver of notice, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Section 4. Gender.

References herein to the masculine gender shall also refer to the feminine in all appropriate cases and vice versa.

Section 5. Appropriations and Grants.

The LGC shall have the power to request and accept any appropriation, grant, contribution, donation, or other form of aid from the federal government, the State, any political subdivision, or municipality in the State, or from any other source.

ARTICLE V: INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Right to Indemnification.

Subject to the limitations and conditions as provided in this Article V and the Articles of Incorporation, each person who was or is made a party or is threatened to be made a party to or is involved in any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative (a “proceeding”), or any appeal in such a proceeding or any inquiry or investigation that could lead to such a proceeding, by reason of the fact that he, she, or a person of whom he or she is the legal representative, is or was a Director or officer of the LGC, or while a Director or officer of the LGC is or was serving at the request of the LGC as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise shall be indemnified by the LGC to the fullest extent permitted by the Texas Non-Profit Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the LGC to provide broader indemnification rights than said law permitted the LGC to provide prior to such amendment) against judgments, penalties (including excise and similar taxes and punitive damages), fines, settlements, and reasonable expenses (including, without limitation, attorneys' fees) actually incurred by such person in connection with such proceeding, and indemnification under this Article V shall continue as to a person who has ceased to serve in the capacity which initially entitled such person to indemnity hereunder. The rights granted pursuant to this Article V shall be deemed contract rights, and no amendment, modification, or repeal of this Article V shall have the effect of limiting or denying any such rights with respect to actions taken or proceedings arising prior to any such amendment, modification, or repeal. It is expressly acknowledged that the indemnification provided in this Article V could involve indemnification for negligence or under theories of strict liability.

Section 2. Advance Payment.

The right to indemnification conferred in this Article V shall include the right to be paid in advance or reimbursed by the LGC the reasonable expenses incurred by a person of the type entitled to be indemnified under Section 1 who was, is, or is threatened to be made a named defendant or respondent in a proceeding in advance of the final disposition of the proceeding and without any determination as to the person's ultimate entitlement to indemnification; provided, however, that the payment of such expenses incurred by any such person in advance of the final disposition of a proceeding, shall be made only upon delivery to the LGC of a written affirmation by such Director or officer of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under this Article V and a written undertaking, by or on behalf of such person,

to repay all amounts so advanced if it shall ultimately be determined that such indemnified person is not entitled to be indemnified under this Article V or otherwise.

Section 3. *Indemnification of Employees and Agents.*

The LGC, by adoption of a resolution of the Board, may indemnify and advance expenses to an employee or agent of the LGC to the same extent and subject to the same conditions under which it may indemnify and advance expenses to Directors and officers under this Article V; and the LGC may indemnify and advance expenses to persons who are not or were not Directors, officers, employees, or agents of the LGC but who are or were serving at the request of the LGC as a Director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person to the same extent that it may indemnify and advance expenses to Directors under this Article V.

Section 4. *Appearance as a Witness.*

Notwithstanding any other provision of this Article V, the LGC may pay or reimburse expenses incurred by a Director or officer in connection with his or her appearance as a witness or other participation in a proceeding involving the LGC or its business at a time when he or she is not a named defendant or respondent in the proceeding.

Section 5. *Non-exclusivity of Rights.*

The right to indemnification and the advancement and payment of expenses conferred in this Article V shall not be exclusive of any other right which a Director or officer or other person indemnified pursuant to Section 3 of this Article V may have or hereafter acquire under any law (common or statutory), provision of the Articles of Incorporation of the LGC or these Bylaws, agreement, vote of shareholders or disinterested Directors, or otherwise.

Section 6. *Insurance.*

The LGC may purchase and maintain insurance, at its expense, to protect itself and any person who is or was serving as a Director, officer, employee, or agent of the LGC or is or was serving at the request of the LGC as a Director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, proprietorship, employee benefit plan, trust, or other enterprise against any expense, liability, or loss, whether or not the LGC would have the power to indemnify such person against such expense, liability, or loss under this Article V.

Section 7. *Notification.*

Any indemnification of or advance of expenses to a Director or officer in accordance with this Article V shall be reported in writing to the members of the Board with or before the notice of the next regular meeting of the Board and, in any case, within the 12-month period immediately following the date of the indemnification or advance.

Section 8. *Savings Clause.*

If this Article V, or any portion hereof, shall be invalidated on any ground by any court of competent jurisdiction, then the LGC shall nevertheless indemnify and hold harmless each Director, officer, or any other person indemnified pursuant to this Article V as to costs, charges, and expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement with respect to any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, to the full extent permitted by any applicable portion of this Article V that shall not have been invalidated and to the fullest extent permitted by applicable law.

ARTICLE VI: PROVISIONS RELATING TO MINORITY CONTRACTING

The LGC shall attempt to stimulate the growth of disadvantaged businesses inside the City by encouraging the full participation of disadvantaged businesses in all phases of its procurement activities and affording those disadvantaged businesses a full and fair opportunity to compete for LGC contracts. The LGC shall establish one or more programs designed to increase participation by disadvantaged businesses in contract awards which will conform to City approved programs. Any program established by the LGC shall provide that disadvantaged businesses certified by the City shall be the disadvantaged businesses certified for LGC contracts.

ARTICLE VII: CODE OF ETHICS

Section 1. *Policy and Purposes.*

- A. It is the policy of the LGC that Directors and officers conduct themselves in a manner consistent with sound business and ethical practices; that the public interest always be considered in conducting corporate business; that the appearance of impropriety be avoided to ensure and maintain public confidence in the LGC; and, that the Board establish policies to control and manage the affairs of the LGC fairly, impartially, and without discrimination.
- B. This Code of Ethics has been adopted as part of the LGC's Bylaws for the following purposes:
 - 1. to encourage high ethical standards in official conduct by Directors and corporate officers; and
 - 2. to establish guidelines for such ethical standards of conduct.

Section 2. *Conflicts of Interest.*

- A. Except as provided in subsection D of this Section, a Director or officer is prohibited from participating in a vote, decision, or award of a contract involving a business entity or real property in which the Director or the officer has a substantial interest, if it is foreseeable that the business entity or real property will be economically benefited by the action.
- B. A person has a substantial interest in a business, if:
 - 1. his or her ownership interest is ten percent or more of the voting stock or shares of the business entity or ownership of \$15,000 or more of the fair market value of the business entity; or
 - 2. the business entity provides more than ten percent of the person's gross income.
- C. A person has a substantial interest in real property if the interest is an equitable or legal ownership with a fair market value of \$2,500 or more. An interest of a person related in the

second degree by affinity or the third degree by consanguinity to a Director or officer is considered a substantial interest.

- D. If a Director or a person related to a Director in the first or second degree by affinity or the first, second, or third degree by consanguinity has a substantial interest in a business entity or real property that would be pecuniarily affected by any official action taken by the Board, such Director, before a vote or decision on the matter, shall file an affidavit stating the nature and extent of the interest. The affidavit shall be filed with the Secretary of the Board.
- E. A Director who has a substantial interest in a business entity that will receive a pecuniary benefit from an action of the Board may vote on that action if a majority of the Board has a similar interest in the same action or if all other similar business entities in the LGC will receive a similar pecuniary benefit.
- F. An employee of a public entity may serve on the Board.

Section 3. *Acceptance of Gifts.*

- A. No Director or officer shall accept any benefit as consideration for any decision, opinion, recommendation, vote, or other exercise of discretion in carrying out official acts for the LGC. No Director or officer shall solicit, accept, or agree to accept any benefit from a person known to be interested in or likely to become interested in any contract, purchase, payment, claim, or transaction involving the exercise of the Director's or officer's discretion.
- B. As used here, “benefit” does not include:
 - 1. a fee prescribed by law to be received by a Director or officer or any other benefit to which the Director or officer is lawfully entitled or for which he gives legitimate consideration in a capacity other than as a Director or officer;
 - 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 Director or officer;
 - 3. an honorarium in consideration for legitimate services rendered above and beyond official duties and responsibilities if:
 - a. not more than one honorarium is received from the same person in a calendar year;
 - b. not more than one honorarium is received for the same service; and
 - c. the value of the honorarium does not exceed \$250 exclusive of reimbursement for travel, food, and lodging expenses incurred by the Director or officer in performance of the services;
 - 4. a benefit consisting of food, lodging, transportation, or entertainment accepted as a guest if reported as may be required by law.

Section 4. *Bribery.*

A Director or officer shall not intentionally or knowingly offer, confer, agree to confer on another, solicit, accept, or agree to accept from another, any benefit as consideration for:

- 1. the Director's or officer's decision, opinion, recommendation, vote, or other exercise of discretion as a Director or officer;

2. the Director's or officer's decision, opinion, recommendation, vote, or other exercise of official discretion in a judicial or administrative proceeding; or
3. a violation of a duty imposed by law on the Director or officer.

Section 5. *Nepotism.*

No Director or officer shall appoint, vote for, or confirm the appointment to any office, position, clerkship, employment, or duty, of any person related within the second degree by affinity (marriage relationship) or within the third degree of consanguinity (blood relationship) to the Director or officer so appointing, voting, or confirming, or to any other Director or officer. This provision shall not prevent the appointment, voting for, or confirmation of any person who shall have been continuously employed in any such office, position, clerkship, employment, or duty at least thirty (30) days prior to the appointment of the Director or officer so appointing or voting.

ARTICLE VIII: AMENDMENTS

A proposal to alter, amend, or repeal these Bylaws shall be made by the affirmative vote of a majority of the full Board then appointed and serving at any annual or regular meeting, or at any special meeting if notice of the proposed amendment be contained in the notice of said special meeting. However, any proposed change or amendment to the Bylaws must be approved by the Council to be effective.

**VILLAGE CENTER LOCAL GOVERNMENT CORPORATION BOARD
CITY OF JERSEY VILLAGE, TEXAS
AGENDA REQUEST**

AGENDA DATE: September 21, 2020

AGENDA ITEM: E

AGENDA SUBJECT: Consider Resolution No. 2020-02, authorizing the Board’s Treasurer to perform all tasks necessary to secure a tax exempt status for the Village Center Local Government Corporation.

Department/Prepared By: Lorri Coody, Board Secretary

Date Submitted: September 8, 2020

EXHIBITS: [Resolution No. 2020-02](#)

BACKGROUND INFORMATION:

The City Council of the City of Jersey Village on June 17, 2019, under Resolution 2019-39, established the Village Center Local Government Corporation, and adopted the Articles of Incorporation and the Bylaws of the Village Center Local Government Corporation (VCLGC).

The VCLGC was organized for the purposes of:

1. Aiding, assisting, and acting on behalf of the City in the performance of any and all of the City’s governmental functions related to the implementation of the Project and Financing Plans (the “Plans”) of the City’s Tax Increment Reinvestment Zone Number Two (the “TIRZ”), as such Plans relate in any way to the hotel and hospitality industry now or may exist within the TIRZ;
2. Promoting, developing, encouraging, and maintaining economic development of the hotel and hospitality industry within the TIRZ; and
3. Administering, managing, and supervising economic development vehicles and tools implemented by or on behalf of the City for the hotel and hospitality industry within the TIRZ.

The Texas Tax Code at Sec. 171.057 states that a nonprofit corporation organized solely to promote the public interest of a county, city, town, or another area in the state is exempted from the franchise tax. However, in order to realize this tax exempt status, application must be made to the Texas Comptroller.

This item is for the Board to consider authorizing the Board’s Treasurer to perform all tasks necessary to secure a tax exempt status for the VCLGC.

RECOMMENDED ACTION:

MOTION: To approve Resolution No. 2020-02, authorizing the Board’s Treasurer to perform all tasks necessary to secure a tax exempt status for the Village Center Local Government Corporation.

RESOLUTION NO. 2020-02

A RESOLUTION OF THE VILLAGE CENTER LOCAL GOVERNMENT CORPORATION BOARD, AUTHORIZING THE BOARD’S TREASURER TO PERFORM ALL TASKS NECESSARY TO SECURE A TAX EXEMPT STATUS FOR THE VILLAGE CENTER LOCAL GOVERNMENT CORPORATION (VCLGC).

WHEREAS, the City Council of the City of Jersey Village on June 17, 2019, under Resolution 2019-39, established the Village Center Local Government Corporation, and adopted the Articles of Incorporation and the Bylaws of the Village Center Local Government Corporation.(VCLGC); and

WHEREAS, the VCLGC was organized for the purposes of:

1. City’s governmental functions related to the implementation of the Project and Financing Plans (the “Plans”) of the City’s Tax Increment Reinvestment Zone Number Two (the “TIRZ”), as such Plans relate in any way to the hotel and hospitality industry now or may exist within the TIRZ;
2. Promoting, developing, encouraging, and maintaining economic development of the hotel and hospitality industry within the TIRZ; and
3. Administering, managing, and supervising economic development vehicles and tools implemented by or on behalf of the City for the hotel and hospitality industry within the TIRZ; and

WHEREAS, the Texas Tax Code at Sec. 171.057 states that a nonprofit corporation organized solely to promote the public interest of a county, city, town, or another area in the state is exempted from the franchise tax; and

WHEREAS, in order to realize this tax exempt status, application must be made to the Texas Comptroller; and

WHEREAS, the Board desires to apply for this tax exempt status; **NOW THEREFORE**,

BE IT RESOLVED BY THE VILLAGE CENTER LOCAL GOVERNMENT CORPORATION BOARD OF THE CITY OF JERSEY VILLAGE, TEXAS:

Section 1: That the facts and matters set forth in the preamble of this Resolution are hereby found to be true and correct.

Section 2: That the Village Center Local Government Corporation’s Treasurer is hereby authorized to perform all tasks necessary to secure a tax exempt status for the VCLGC.

Section 3: This Resolution shall take effect immediately from and after its passage by the Village Center Local Government Corporation Board of the City of Jersey Village.

PASSED AND APPROVED by affirmative vote of the Full Board of Directors of the Village Center Local Government Corporation on this the **21st** day of **September, 2020**.

ATTEST:

Board President

Board Secretary



**VILLAGE CENTER LOCAL GOVERNMENT CORPORATION BOARD
CITY OF JERSEY VILLAGE, TEXAS
AGENDA REQUEST**

AGENDA DATE: September 21, 2020

AGENDA ITEM: F

AGENDA SUBJECT: Discuss and take appropriate action regarding an update of Village Center activities presented by Saul Valentin.

Department/Prepared By: Austin Bleess

Date Submitted: September 1, 2020

EXHIBITS: [Village Center LGC Presentation](#)

BUDGETARY IMPACT: None

CITY MANAGER APPROVAL:

BACKGROUND INFORMATION:

This item is to receive an update of the Village Center activities presented by Saul Valentin.

RECOMMENDED ACTION:

Receive update and take action if needed.



Meeting: Village Center LGC Presentation

Discussion Items

- Hospitality Project Update
 - Continue Commitment Hotel Flag
 - Continue Financing Commitment
 - Market Update
 - Management Agreement Update
- Project Update
 - Design
 - Construction
 - Funding
- Development Master Plan Update
- External Factors to be considered