

Bobby Warren, Mayor  
Drew Wasson, Council Position No. 1  
Sheri Sheppard, Council Position No. 2  
Michelle Mitcham, Council Position No. 3  
James Singleton, Council Position No. 4  
Jennifer McCrea, Council Position No. 5



Austin Bless, City Manager  
Lorri Coody, City Secretary  
Justin Pruitt, City Attorney

## Jersey Village City Council – Special Session

Notice is hereby given of a Special Session Meeting of the City Council of the City of Jersey Village to be held on Monday, September 12, 2022, at 6:30 p.m. in the Civic Center Auditorium, 16327 Lakeview Drive, Jersey Village, Texas, for the purpose of considering the following agenda items. All agenda items are subject to action. A quorum of the City Council will be physically present at the meeting; however, some Council Members may participate in the meeting via videoconference call. The City Council 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.

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

### AGENDA

#### A. OPEN MEETING

#### B. CITIZENS' COMMENTS

Citizens who have signed a card and wish to speak to the City Council 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 City staff and City Council Members are prevented from discussing the subject and may respond only with statements of factual information or existing policy. Citizens are limited to five (5) minutes for their comments to the City Council. *Bobby Warren, Mayor*

#### C. SPECIAL SESSION ITEM

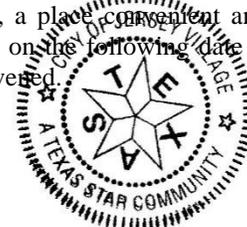
1. Consider Resolution No. 2022-53, determining that an amendment to the Articles of Incorporation of the Village Center Local Government Corporation is wise, expedient, necessary, and advisable; authorizing such amendment; and approving the form of such amendment. *Austin Bless, City Manager*

#### D. ADJOURN

### CERTIFICATION

I, the undersigned authority, do hereby certify in accordance with the Texas Open Meeting Act, this Revised 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 Revised Notice was posted on the following date and time: September 7, 2022 at 5:00 p.m. and remained so posted until said meeting was convened.

\_\_\_\_\_  
Lorri Coody, TRMC, City Secretary



In compliance with the Americans with Disabilities Act, the City of Jersey Village will provide for reasonable accommodations for persons attending City Council 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](http://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**

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**CITY COUNCIL  
CITY OF JERSEY VILLAGE, TEXAS  
AGENDA REQUEST**

**AGENDA DATE:** September 12, 2022

**AGENDA ITEM:** C

**AGENDA SUBJECT:** Consider Resolution No. 2022-53, determining that an amendment to the Articles of Incorporation of the Village Center Local Government Corporation is wise, expedient, necessary, and advisable; authorizing such amendment; and approving the form of such amendment.

**Dept./Prepared By:** Lorri Coody, City Secretary **Date Submitted:** September 1, 2022

**EXHIBITS:** Resolution No. 2022-53  
EX A – Amendments to Articles of Incorporation

<b>BUDGETARY IMPACT:</b>	Required Expenditure:	\$
	Amount Budgeted:	\$
	Appropriation Required:	\$

**CITY MANAGER APPROVAL:**

**BACKGROUND INFORMATION:**

On July 10, 2019, the Texas Secretary of State issued a Certificate of Formation for the Village Center Local Government Corporation (the “LGC”).

Since the issuance of the Certificate, the LGC’s purpose has expanded to serve a public purpose beyond the limited scope of benefiting the hotel and hospitality industry. As a result, the Board of Directors of the LGC has filed a written application to City Council requesting permission to amend the LGC’s Articles of Incorporation to reflect the broadened scope of the LGC and to reflect uniformity between the Articles and the Bylaws of the LGC.

The amendment process is cumbersome as set out below:

1. The Board adopts a Resolutions requesting authorization from the Council to amend the Articles;
2. The Council, through a Resolution, receives, authorizes, and approves the recommended amendments; and
3. The Board meets and amends the Articles and authorizes them to be sent to the Secretary of State.

If Council desires to authorize the requested amendment, this item is to show that the making of an amendment to the Articles is wise, expedient, necessary, and advisable; and therefore, to consider approval of same.

**RECOMMENDED ACTION:**

**MOTION:** To approve Resolution No. 2022-53, determining that an amendment to the Articles of Incorporation of the Village Center Local Government Corporation is wise, expedient, necessary, and advisable; authorizing such amendment; and approving the form of such amendment.

**RESOLUTION NO. 2022-53**

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF JERSEY VILLAGE, TEXAS, DETERMINING THAT AN AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE VILLAGE CENTER LOCAL GOVERNMENT CORPORATION IS WISE, EXPEDIENT, NECESSARY, AND ADVISABLE; AUTHORIZING SUCH AMENDMENT; AND APPROVING THE FORM OF SUCH AMENDMENT.**

**WHEREAS**, on or about July 10, 2019, the Texas Secretary of State issued a Certificate of Formation (the “Certificate”) for the Village Center Local Government Corporation (the “LGC”); and

**WHEREAS**, since the issuance of the Certificate, the LGC’s purpose has expanded to serve a public purpose beyond the limited scope of benefiting the hotel and hospitality industry; and

**WHEREAS**, the Board of Directors of the LGC (the “Board”) has filed a written application to the City Council (the “Council”) of the City of Jersey Village (the “City”) requesting permission to amend the LGC’s Articles of Incorporation (the “Articles”) to reflect the broadened scope of the LGC and to reflect uniformity between the Articles and the Bylaws of the LGC; and

**WHEREAS**, the Council desires: to show that the making of an amendment to the Articles is wise, expedient, necessary, and advisable; to authorize such amendment; and, to approve the form of such amendment; **NOW THEREFORE**,

**BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF JERSEY VILLAGE:**

**Section 1.** THAT the facts and matter set forth in the preamble of this Resolution are hereby found to be true and correct, and incorporated herein for all purposes.

**Section 2.** THAT the Council has considered the written application of the Board to amend the Articles and the Council hereby determines that that the making of an amendment to the Articles is wise, expedient, necessary, and advisable, with such amendment being attached to this Resolution as “Exhibit A”.

**Section 3.** THAT the Council hereby authorizes the amendment to the Articles as contemplated herein, and approves the form of the amendment to the Articles.

**Section 4.** THAT in the event any clause, phrase, provision, sentence, or part of this Resolution or the application of the same to any person or circumstance shall for any reason be adjudged invalid or held unconstitutional by a court of competent jurisdiction, it shall not affect, impair, or invalidate this Resolution as a whole or any part of the same notwithstanding the omission of any such part thus declared to be invalid or unconstitutional, whether there be one or more parts.

**PASSED, APPROVED, AND ADOPTED this 12th day of September 2022.**

**ATTEST:**



\_\_\_\_\_  
For the City, Bobby Warren, Mayor

\_\_\_\_\_  
Lorri Coody, City Secretary

**EXHIBIT A – AMENDMENTS TO ARTICLES OF INCORPORATION**

**VILLAGE CENTER LOCAL GOVERNMENT CORPORATION**

We, the undersigned natural persons, each of whom is at least eighteen (18) years of age or more, and a resident and a qualified voter of the City of Jersey Village, a State of Texas home rule municipal corporation (the "City") and a citizen of the State of Texas, acting as incorporators of a local government corporation under the provisions of Subchapter D of Chapter 431, Texas Transportation Code (the "Act"), and Chapter 394, Texas Local Government Code, do hereby submit for adoption by the City Council of the City (the "Council") the following Articles of Incorporation (the "Articles") for such corporation:

**ARTICLES OF INCORPORATION**

**ARTICLE I: NAME**

The name of the corporation shall be the VILLAGE CENTER LOCAL GOVERNMENT CORPORATION (the "LGC").

**ARTICLE II: TYPE OF CORPORATION**

The LGC is a public non-profit corporation.

**ARTICLE III: DURATION**

The period of duration of the LGC shall be perpetual.

**ARTICLE IV: PURPOSES**

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.

**ARTICLE V: MEMBERS & STOCK**

The LGC shall have no members and shall have no stock.

**ARTICLE VI: ADDRESS**

The street address of the initial registered office of the LGC is 16327 Lakeview Drive, Jersey Village, Texas 77040, and the name of the initial registered agent of the LGC is Austin Bless.

**Commented [JP1]:** The Board requests that this language be replaced with the following language to reflect the amendment contemplated by the Board to these Articles: "On or about July 10, 2019, the Secretary of State provided a Certificate of Filing for the Village Center Local Government Corporation (File Number: 803371138) (the "Articles"). In accordance with Subchapter D of Chapter 431 of the Texas Transportation Code and Section 394.046, this instrument serves as an amendment to the Articles filed with the Secretary of State for the Village Center Local Government Corporation (the "LGC"). At a meeting held on September 12, 2022, the Board of Directors of the LGC (the "Board") approved a written application to the City Council of the City of Jersey Village, Texas (the "Council") requesting amendment to the Articles. At a meeting held by the Council on September 12, 2022, the Council by majority vote approved a resolution: determining that the making of an amendment to the Articles was wise, expedient, necessary, or advisable; authorizing and amendment to the Articles; and, approving the form of the amendment to the Articles. At a meeting held by the Bord on September 12, 2022, the Board by majority vote adopted the amendment to the Articles and submits this instrument to the Secretary of State for filing. As noted herein, the primary purpose of the amendment to the Articles is to remove references to the hotel and hospitality industry, as the scope of the public purpose of the LGC has broadened since its original incorporation."

**Commented [JP2]:** The Board requests that this language be struck to allow for the LGC to address any purpose of the City through the TIRZ.

**Commented [JP3]:** The Board requests that this language be struck to allow for the LGC to address any purpose of the City through the TIRZ.

**Commented [JP4]:** The Board requests that this language be struck to allow for the LGC to address any purpose of the City through the TIRZ.

**ARTICLE VII: BOARD**

A. All powers of the LGC shall be vested in a board of directors (the “Board”) consisting initially of nine (9) persons (each, a “Director”). The Board shall be composed of the Mayor of the City, the five (5) members of the Council, the Chair of the TIRZ Board, ~~a hotel and hospitality industry development representative~~, appointed by the Council, and the City Manager. Additional Directors may be added to the Board in accordance with the provisions of the Board’s Bylaws (the “Bylaws”). The initial Board shall be those Directors named herein, with each serving the term prescribed in the Bylaws. Subsequent Directors shall be appointed by position to the Board as prescribed in the Bylaws. Each subsequent Director shall serve for the term provided in the Bylaws. Any Director may be removed from the Board at any time, with or without cause, by the Mayor and ~~Council~~.

**Commented [JP5]:** The Board requests that this language be replaced with “an economic development representative” to allow for the LGC to address any purpose of the City through the TIRZ.

B. The positions, names, and addresses of the nine (9) initial Directors are:

Position	Name	Address
Mayor	Andrew Mitcham	16327 Lakeview Drive, Jersey Village, TX 77040
Councilmember Place 1	Drew Wasson	16327 Lakeview Drive, Jersey Village, TX 77040
Councilmember Place 2	Greg Holden	16327 Lakeview Drive, Jersey Village, TX 77040
Councilmember Place 3	Bobby Warren	16327 Lakeview Drive, Jersey Village, TX 77040
Councilmember Place 4	James Singleton	16327 Lakeview Drive, Jersey Village, TX 77040
Councilmember Place 5	Gary Wubbenhorst	16327 Lakeview Drive, Jersey Village, TX 77040
TIRZ Board Chair	James MacDonald	16327 Lakeview Drive, Jersey Village, TX 77040
<del>Hotel &amp; Hospitality Industry Developer Representative</del>	Saul Valentin	3302 Canal St. #36, Houston, TX 77003
City Manager	Austin Bless	16327 Lakeview Drive, Jersey Village, TX 77040

**Commented [JP6]:** In order to provide unity between the Articles and the Bylaws, the Board requests that the following language be added to the end of this subsection: “...and Council. With the exception of the economic development representative, all Directors shall serve on the Board as long as, and on the condition of, their appointment or election to their public office is effective.”

C. The initial Chairperson of the Board shall be Andrew Mitcham. ~~The Mayor and Council shall designate each subsequent Chairperson of the Board.~~

**Commented [JP7]:** The Board requests that this language be replaced with “Economic Development Representative” to allow for the LGC to address any purpose of the City through the TIRZ.

D. 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.

**Commented [JP8]:** In order to provide unity between the Articles and the Bylaws, the Board requests that this language be replaced with “The Board shall designate each subsequent Chairperson of the Board at its annual meeting or as soon as practical thereafter.”

E. All other matters pertaining to the internal affairs of the LGC shall be governed by the Bylaws, so long as such Bylaws are not inconsistent with these Articles and the laws of the State of Texas.

**ARTICLE VIII: INCORPORATORS**

The names and street addresses of the incorporators, each of whom resides within the City, are:

<b>Andrew Mitcham</b>	<b>16327 Lakeview Drive, Jersey Village, TX 77040</b>
<b>Greg Holden</b>	<b>16327 Lakeview Drive, Jersey Village, TX 77040</b>
<b>Gary Wubbenhorst</b>	<b>16327 Lakeview Drive, Jersey Village, TX 77040</b>

**ARTICLE IX: ENABLING LEGISLATION**

- A. The LGC is formed pursuant to the provisions of the Act as it now or may hereafter be amended, and Chapter 394, Texas Local Government 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.
- B. The LGC is created as a local government corporation pursuant to the Act and 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 X: POWERS**

- A. 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 (the Texas Non-Profit Corporation Act).
- B. The LGC shall have all other powers of a like or different nature not prohibited by law which are available to non-profit corporations in Texas 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.

**ARTICLE XI: BOARD LIABILITY**

- A. No Director shall be liable to the LGC for monetary damages for an act or omission in the Director's capacity as a Director, except for:
  - 1. any breach of the Director's duty of loyalty to the LGC;
  - 2. acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
  - 3. any transaction from which the Director received an improper benefit, whether or not the benefit resulted from an act taken within the scope of the Director's office; or,
  - 4. acts or omissions for which the liability of a Director is expressly provided by statute.
- B. Any repeal or amendment of this Article by the Directors shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director existing at the time of such repeal or amendment.

- C. In addition to the circumstances in which a Director is not personally liable as set forth in this Article, a Director shall not be liable to the fullest extent permitted by any amendment to the Texas statutes hereafter enacted that further limits the liability of a Director.

#### **ARTICLE XII: MISCELLANEOUS**

##### **A. The LGC:**

1. shall not permit any part of the net earnings of the LGC to inure to the benefit of any private individual (except that reasonable compensation may be paid for personal services rendered to or for the LGC in effecting one or more of its purposes);
2. shall not devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise;
3. shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publication or distribution of statements; and,
4. shall not attempt to influence the outcome of any election for public office or to carry on, directly or indirectly, any voter registration drives.

- B. The City shall, at all times, have an unrestricted right to receive any income earned by the LGC, exclusive of amounts needed to cover reasonable expenditures and reasonable reserves for future activities. No part of the LGC's income shall inure to the benefit of any private interests. Any income earned by the LGC after payment of reasonable expenses, debt, and establishing a reserve shall accrue to the City.

- C. If the Board of Directors determines by resolution that the purposes for which the LGC was formed have been substantially met and all bonds issued by and all obligations incurred by the LGC have been fully paid, then the Board shall execute a certificate of dissolution which states those facts and declares the LGC dissolved in accordance with the requirements of Section 394.026 of Texas Local Government Code, or with applicable law then in existence. In the event of dissolution or liquidation of the LGC, all assets will be turned over to the City for deposit, as appropriate, in the City's General Fund, in the TIRZ Fund, or in another fund as the Council shall otherwise direct.

- D. If required by the City, any capital project of the LGC as well as all plans and specifications of any improvement to be made by the LGC shall be approved by the City's Director of Public Works or his designee.

#### **ARTICLE XIII: DISSOLUTION**

The Council may at any time consider and approve an ordinance directing the Board to proceed with the dissolution of the LGC, at which time the Board shall proceed with the dissolution of the LGC in accordance with applicable state law. The failure of the Board to proceed with the dissolution of the LGC in accordance with this Article shall be deemed a cause for the removal from office of any or all of the Directors as permitted by Article VI herein.

#### **ARTICLE XIV: AMENDMENTS**

These Articles may not be changed or amended unless approved by the Council.

**ARTICLE XV: ADOPTING RESOLUTION**

The Resolution approving the form of these Articles has been adopted by the Council at its regular meeting on June 17, 2019.

**SIGNATURES**

**IN WITNESS WHEREOF**, we, the undersigned Incorporators, hereby submit these Articles of Incorporation to the City Council of the City of Jersey Village, Texas for approval on this 17<sup>th</sup> day of June, 2019.

\_\_\_\_\_  
**Andrew Mitcham**

\_\_\_\_\_  
**Greg Holden**

\_\_\_\_\_  
**Gary Wubbenhorst**

THE STATE OF TEXAS       §  
  §  
COUNTY OF HARRIS       §

BEFORE ME, the undersigned authority, on this day personally appeared Andrew Mitcham, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the \_\_\_\_ day of \_\_\_\_\_, 2019.

\_\_\_\_\_  
Notary Public in and for  
The State of Texas

(NOTARY SEAL)

THE STATE OF TEXAS       §  
  §  
COUNTY OF HARRIS       §

BEFORE ME, the undersigned authority, on this day personally appeared Greg Holden, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the \_\_\_\_ day of \_\_\_\_\_, 2019.

\_\_\_\_\_  
Notary Public in and for  
The State of Texas

(NOTARY SEAL)

THE STATE OF TEXAS       §  
  §  
COUNTY OF HARRIS       §

BEFORE ME, the undersigned authority, on this day personally appeared Gary Wubbenhorst, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the \_\_\_\_ day of \_\_\_\_\_, 2019.

\_\_\_\_\_  
Notary Public in and for  
The State of Texas

(NOTARY SEAL)