CITY OF WINDCREST ECONOMIC DEVELOPMENT CORPORATION
BOARD OF DIRECTORS

Regular Meeting

April 26, 2017
5:00 P.M.

Windcrest City Hall

NOTICE IS HEREBY GIVEN THAT A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE WINDCREST ECONOMIC DEVELOPMENT CORPORATION (WEDC) WILL BE HELD AT WINDCREST CITY HALL, 8601 MIDCROWN, WINDCREST, TEXAS ON THE 26th DAY OF APRIL 2017 STARTING AT 5:00 P.M. DURING THE MEETING, THE BOARD WILL CONSIDER, DELIBERATE AND MAY TAKE ACTION UPON ANY OF THE SUBJECTS LISTED BELOW.

IT IS THE INTENT OF THE BOARD TO HAVE A QUORUM PHYSICALLY PRESENT AT THE ABOVE ADDRESS. BOARD MEMBERS NOT PHYSICALLY PRESENT MAY PARTICIPATE BY LIVE TWOWAY VIDEO AND AUDIO FEED IN ACCORDANCE WITH THE TEXAS OPEN MEETINGS ACT. IF A QUORUM OF THE BOARD CANNOT BE PHYSICALLY PRESENT AT THE ABOVE ADDRESS, IT IS THE INTENT TO HAVE THE PRESIDING OFFICER PHYSICALLY PRESENT AT THE ABOVE ADDRESS.

Vision Statement: Nourish and develop a vibrant community that consistently pushes the limits.

Mission Statement: Facilitate interaction between business, city and other community organizations to nourish the economic health and well-being of Windcrest, its citizens and the region.

Request all pagers and cell phones be turned off, except emergency on-call personnel. Citizens are asked to refrain from talking during proceedings unless recognized by the Presiding Officer.

CITIZEN COMMUNICATION: AS A COURTESY TO CITIZENS IN ATTENDANCE, AND AT THE DISCRETION OF THE PRESIDING OFFICER OF THE MEETING, CITIZENS WILL BE GIVEN A REASONABLE OPPORTUNITY TO STATE THEIR COMMENTS OR ASK QUESTIONS REGARDING ANY ITEM ON THE AGENDA, AND PRIOR TO THE BOARD TAKING ACTION ON ANY ACTION ITEMS LISTED. THE BOARD REQUESTS COMMENTS BE BRIEF, TO THE POINT, AND NO LONGER THAN 5 MINUTES. TIME CANNOT BE YIELDED TO ANOTHER SPEAKER.

Consistent with Windcrest City Council Resolution No. 292, the WEDC Board elects to audio and video record its meetings. The recordings are preserved electronically as the official minutes of its meetings.

I. Call To Order

1. Determination of a Quorum
2. Pledge of Allegiance
3. Prayer
4. Vote to consider the excuse of absent board member(s), if applicable

II. Visitors/Presentations

1. Receive report from executive director on the status of Urban Air's Storefront and Streetscape Improvement Program application.
2. Receive report from executive director on general business activities.

III. Citizens to be Heard

1. Members of the public may sign up to provide public comments to the Board in accordance with Board and City ordinance and policy.

IV. Discuss and Act

1. Discuss the election of officers in bylaws and certificate of formation.

V. Executive Session

1. Pursuant to Govt. Code 551.072 discussion of golf course.

VI. General Announcements and Future Agenda Items Requested

VII. Adjournment

I, the undersigned authority, do hereby certify that the above Notice of Meeting of the Board of Directors of the WEDC is a true and correct copy of said Notice and I posted a true and correct copy of said Notice on the bulletin board at the Windcrest City Hall in a convenient place to the public. Said Notice was posted 72 hours prior to the 26th of April 2017.

By: Kelly Rodriguez

Kelly Rodriguez, City Secretary

I certify that the attached notice and agenda of items considered by the WEDC Meeting was removed by me from the City Hall bulletin board on the ____ of ______ 20___.

By:____

Kelly Rodriguez, City Secretary

AMENDED & RESTATED CERTIFICATE OF FORMATION
OF
WINDCREST ECONOMIC DEVELOPMENT CORPORATION

FILED
In the Office of the
Secretary of State of Texas

SEP 01 2016

Corporations Section

THE STATE OF TEXAS	§
	§
COUNTY OF BEXAR	§
	§
CITY OF WINDCREST ECONOMIC DEVELOPMENT CORPORATION	§
	§

Pursuant to Section 501.310 the City of Windcrest Economic Development Corporation submits its Restated and Amended Certificate of Formation. The Corporation hereby makes the following amendments and alterations which are specifically outlined below as required by Subsection (2).

This restatement is an accurate copy of the certificate of formation and all amendments to the certificate of formation that are in effect and all additional amendments made to the certificate of formation. The restatement does not contain any other change to the certificate of formation.

The restated certificate of formation and the amendments made by such restated articles were adopted at a meeting of the board of directors held on August 10, 2009, and received the vote of the majority of the directors.

The restated and amended certificate of formation was adopted (or approved) with the approval of the City Council (the "Council") of the City of Windcrest, Texas (the "City") as evidenced by the Resolution attached as Attachment "A" and made a part of these Articles for all purposes.

The certificate of formation and all amendments thereto are hereby superseded by the restated certificate of formation attached hereto, which accurately copy the entire text thereof including any previous amendments and as amended as set forth above.

1) The title Articles of Incorporation and Bylaws of the City of Windcrest Economic Development Corporation was changed to read 2009 Restated and Amended Articles of Incorporation of City of Windcrest Economic Development Corporation. Alteration: Alters title to instrument to reflect approved amendments to Articles of Incorporation by Board of Directors on August 10, 2009 and City Council on September 21, 2009

2) Home Rule municipality was changed from a Type A general law municipality.

3) Alteration and Addition reflecting updated legal authority, indicating that further reference to "Texas Local Government Code, Title 12 Planning and Development, Chapters 501, 502 & 505 et. seq" will be "Title 12".

4) Alteration: Changes type of corporation under newly codified law: Tex Local Government Code, Title 12: Planning and Development, Chapters 501, 502 & 505, et. seq.

5) Alteration: "Texas Constitution and Texas Law" and "the Texas Local Government Code § 501.004" replace references to "Section 4B of the Act" and "the Act".

6) Alteration: "Title 12" replaces references to "Section 4B" and "the Act" and "Texas Business Organizations Code, as amended" replaces a reference to "Texas Non-Profit Corporation Act".

7) Alteration: "Title 12" replaces references to "Section 4B of the Act"; Addition: Adds the language "and the Corporation shall preserve and maintain any and all applicable sovereign immunity as provided by law." after the first portion of the sentence "However, for the purposes of the Texas Tort Claims Act, as amended (Subchapter A, Chapter 101, Texas Civil Practice and Remedies Code), the Corporation is a governmental unit and its actions are governmental functions

8) Alteration: "Texas law" replaces reference to "Section 4B of the Act".

9) Alteration: "Title 12" replaces reference to "the Act".

10) Alteration: "Title 12" and "Texas law" replace reference to "Section 4B of the Act" and "the Act".

11) Alteration: "Title 12" replaces "the Act".

12) Alteration: "Title 12" replaces "the Act".

13) Alteration: "Amended" replaces "Restated".

14) Alteration: "Texas law" replaces "the Act".

15) Alteration: "George E. Hyde, as its general counsel" replaces "Joe Cochran, Mayor".

16) Addition: Adds the term "initial" before the terms "directors"

17) Alteration and Addition: Subsections 1-3 were added following the sentence "Each director must..."

18) Addition: Adds the language "A majority of directors must reside within the municipal boundaries of the City"

19) Addition: The following statement is added after the previous sentence: "As determined by discussion and action of a majority of directors, any director who possesses a conflict of interest adverse to the interests of the Corporation may be disqualified from serving on the board. Such disqualification shall be in the form of a recommendation for removal to the

City Council, which shall be placed on the next City Council Agenda for action by the authorizing unit."

20) Additions: The following names replaced the names previously listed: Albert Garza, Gary King, Don Myles and Mark Perry; city, state and zip code were added to addresses of all directors.

21) Deletion: Subsection (f) has been removed.

22) Alteration: "Title 12" replaces "the Act".

23) Alteration: "September 21st, 2009" replaces the date "September 21, 1998".

24) Alteration: Changes paragraph to reflect that the original ordinance enabling the Corporation to adopt Articles of Incorporation and the Resolution by which the Corporation amended the Articles of Incorporation is on file among the permanent public records of the City and Corporation

25) Alteration: "Title 12" replaces two references to "Section 4B of the Act".

26) Alteration: "Title 12" replaces three references to "Section 4B of the Act".

Each additional amendment to the Certificate of Formation conforms to Subtitle C1 of the Texas Local Government Code.

President

Secretary

2009 AMENDED ARTICLES OF INCOPRORATION OF CITY OF WINDCREST ECONOMIC DEVELOPENT CORPORATION

THE STATE OF TEXAS	§
	§
COUNTY OF BEXAR	§
	§
CITY OF WINDCREST ECONOMIC DEVELOPMENT CORPORATION	§
	§

WE, THE UNDERSIGNED natural persons, not less than three in number, each of who is at least 18 years of age, and each of whom is a qualified elector of the City of Windcrest, Texas (which is a duly established home rule municipality under the Texas constitution and the laws of the State of Texas), acting as incorporators of a public instrumentality and nonprofit development corporation (the "Corporation") under the "Development Corporation Act of 1979", as amended (now codified as Texas local Government Code, Title 12 Planning and Development, Chapters 501, 502, & 505 et. seq and hereinafter referred to as "Title 12"), with the approval of the City Council (the "Council") of the City of Windcrest, Texas (the "City') as evidenced by the Ordinance attached as Attachment "A" and made a part of these Articles for all purposes, do hereby adopt the following Amended Articles of Incorporation for the Corporation:

ARTICLE ONE
NAME

The name of the Corporation is the "City of Windcrest Economic Development Corporation."

ARTICLE TWO
AUTHORIZATION

The Corporation is a nonprofit corporation, and is a Type B economic development corporation incorporated pursuant to Title 12, and shall be governed by said law, as now existing or as may be amended and an election held in the City on January 17, 1998.

ARTICLE THREE
DURATION

Subject to the provisions of Article Fourteen hereof, the period of duration of the Corporation is perpetual.

ARTICLE FOUR
PURPOSE AND LIMITATIONS

(a) The Corporation is organized exclusively for the purposes of benefiting and accomplishing public purposes of, and to act on behalf of, the City, and the specific purposes for which the Corporation is organized, and it may issue bonds, notes, and other forms of debt instruments, and it may acquire, maintain, lease, and sell property, and interests therein, on behalf of the City as authorized by the Texas Constitution and Texas Law to promote economic development within the City and the State of Texas in order to eliminate unemployment and underemployment and to promote and encourage employment and the public welfare of , for, and on behalf of the City and hereby adopt the Legislative Findings designated by the Texas Legislature provided in Texas Local Government Code §501.004. The Corporation may finance and undertake any such project, subject to the regulations and limitations provided by Texas law and the election held in the City on January 17, 1998. The Corporation is authorized to issue bonds as permitted by Texas law, provided, however, no bonds may be issued by the Corporation and no project may be financed with bond proceeds or other revenues of the Corporation unless such bonds or projects are first approved by the Council. The corporation is a constituted authority and a public instrumentality within the meaning of Texas law, the regulations, the United States Treasury Deportment, the rulings of the Internal Revenue Service prescribed and promulgated pursuant to sections 103 and 141 of the Internal Revenue Code of 1986, as amended, and the Corporation is authorized to act on behalf of the City as provided in Texas law and these Articles of Incorporation.

(b) In the fulfillment of its corporate purposes, the Corporation shall have and may exercise the powers described in paragraph (a) of these Articles, together with all of the other powers granted to corporations incorporated under Title 12 and that are governed by this title, and to the extent not in conflict with Texas law, the Corporation shall additionally have and may exercise all of the rights, powers, privileges, authorities, and functions given by the general laws of the State of Texas to nonprofit corporations under the Texas Business Organizations Code, as amended.

(c) The Corporation shall have the purposes and powers permitted by Title 12 and pursuant to the authority granted in Article III, Section 52-a of the Texas constitution, but the Corporation does not have, and shall not exercise the powers of sovereignty of the City, including the power to tax (except for the power to receive and use the sales and use taxes specified in Title 12 and the police power, except that the Corporation shall have and may exercise the power of eminent domain when the exercise thereof is approved by the Council and to the extent allowed by the City Charter. However, for the purposes of the Texas Tort Claims Act, as amended

(Subchapter A, Chapter 101, Texas Civil Practice and Remedies Code), the Corporation is a governmental unit and its actions are governmental functions and the Corporation shall preserve and maintain any and all applicable sovereign immunity as provided by law.

(d) No bonds, notes or other debt instruments or other obligations, contracts, or agreements of the Corporation are or shall ever be deemed to be or constitute the contracts, agreements, bonds, notes, or other debt instruments or other obligations or the lending of credit, or a grant of the public money or things of value, of, belonging to, or by the State of Texas, the City or any other political corporation, subdivision or agency of the State of Texas, or a pledge of the faith and credit of any of them. Any and all such contracts, agreements, bonds, notes, ad other debt instruments and other obligations, contract and agreements shall be payable solely and exclusively from the revenues and funds received by the Corporation from the sources authorized by Texas law and from such other sources as may be otherwise lawfully available and belonging to the Corporation from time to time.

ARTICLE FIVE
FINANCING

(a) Before the consummation of the initial delivery of any bonds, notes, or other forms of debt instruments, the Corporation shall obtain approval by the Council.

(b) In the exercise of the powers of the Corporation, the Corporation may enter into loan, lease, trust, or other agreements as authorized by title 12 that are necessary and appropriate to the fulfillment of the public purpose of the Corporation, all of which agreements, and the specific uses, and the methods of withdrawal and expenditure of the proceeds of the bonds, notes, or other debt instruments, must be included as a part of the approval process of the Council required by paragraph (a) above.

(c) In the exercise of the powers of the Corporation, the Corporation may not enter into any loan, lease, trust, or other agreement the effect of which would grant, convey, transfer, mortgage, encumber, pledge or assign a security interest or any other interest in any property owned by the City. Any agreement entered into by the Corporation shall contain language substantially to the effect that any grant, conveyance, transfer, mortgage, encumbrance, pledge or assignment of property owned by the City is prohibited.

ARTICLE SIX
MEMBERS

The Corporation has not embers and is a non-stock corporation.

ARTICLE SEVEN
SALES TAX

Upon receipt from the city of the proceeds of the sales and use tax imposed under Title 12, the Corporation may use the proceeds as permitted by Texas law as not existing or as ay be amended and these Articles of Incorporation.

ARTICLE EIGHT
AMENDMENT

These Articles of Incorporation may be amended at any time as proved in the Act, to make any changes and add any provisions which might have been included in the Articles of Incorporation in the first instance or as may be permitted subsequent changes in the law. Any amendment may be accomplished in either of the following manners:

(1) The members of the Board of Directors of the Corporation shall file with the Council a written application requesting approval of the amendments to these Articles of Incorporation, specifying in such application the amendments proposed to be made. The Council shall consider such application and, if it shall, by ordinance, duly find and determine that it is advisable that the proposed amendments be made it shall approve the form of the proposed

amendments. The Board of Directors of the Corporation may then amend these Articles of Incorporation by adopting such amendment at a meeting of the Board of Directors and delivering such amendments to the Secretary of State; or

(2) The Council may, at its sole discretion, and at any time, amend these Articles of Incorporation and alter or change the structure, organization, programs or activities of the Corporation, or terminate or dissolve the Corporation (subject to the provisions of Title 12 and subject to any limitation provided by applicable constitutions and laws of the impairment of contracts entered into by the Corporation) by ordinance adopting amendments to these articles of Incorporation or adopting Articles of Dissolution and delivering such articles to the Secretary of State, as provided in Title 12, Amended Articles of Incorporation may be filed with the Secretary of State as provided by Texas law without the consent of the Council.

ARTICLE NONE
ADDRESS

The street address of the registered office of the Corporation is 8601 Midcrown, Windcrest, Texas 78239, and the name of its registered agent at that address is George E. Hyde, as its General Counsel.

ARTICLE TEN
BOARD OF DIRECTORS

(a) The affairs of the Corporation shall be managed by a board of directors which shall be composed of seven persons appointed by the Council. The terms of the initial board of directors shall be as follows: Three (3) of the initial directors shall be appointed to terms expiring September 30, 2000, and four (4) of the initial directors shall be appointed to terms expiring September 30, 2001. Thereafter, the terms of directors shall be two (2) years, expiring on September 30 of odd numbered and even numbered years, respectively. Directors may be appointed to succeed themselves. Each director must be either:

1) a resident of the City

2) be a resident of the major county in which the major part of the eligible city is located, or

3) reside at a place that is within 10 miles of the eligible city's boundaries and is in a county bordering the county in which the major part of the area of the eligible city is lōcated.

At least (3) directors must not be employees or officers of the City or members of the Council. A majority of directors must reside within the municipal boundaries of the City. Any director who is a member of the Council shall cease to be a director at the time he or she ceases to be a member of the Council, but is eligible for reappointment. As determined by discussion and action of a majority of directors, and director who possesses a conflict of interest averse to the interests of the Corporation may be disqualified from serving on the board. Such disqualification shall be in the form of a recommendation for removal to the City Council, which shall be placed on the next City Council Agenda for action by the authorizing unit. A majority of the entire membership of the board, including any vacancies, is a quorum.. The board shall conduct all meetings within the boundaries of the City.

(b) The names and street addresses of the persons who are currently serving as directors and the dates of expiration of their terms as directors are as follows:

NAMES	ADDRESSES	EXPIRATION OF TERM
Paula Miles	6323 Lakewood Park Windcrest, Texas 78239	09/30/2009

Marvin Walker	8806 Cattail Creek Windcrest, Texas 78239	09/30/2009
Evelyn Eanes	5918 Bayou Bend Windcrest, Texas 78239	09/30/2009
Marjorie Gentet	305 Cloudmont Drive Windcrest, Texas 78239	09/30/2010
Clair Geiger	5814 Winterhaven Windcrest, Texas 78239	09/30/2010
Bob Duff	626 Candlegllo Windcrest, Texas 78239	09/30/2010
Albert Garza	453 Windfield Windcrest, Texas 78239	09/30/2010

Each director, including the initial directors, shall be eligible for reappointment. Any director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or, if any time is 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 provided so in the resignation. Directors are removable by the Council at any time with or without cause.

(c) The directors shall serve without compensation, but they shall be reimbursed for their actual expenses incurred in the performance of their duties as directors. Any vacancy occurring on the board of directors (by reason of death, resignation, or otherwise) shall be filled by appointment by the Council of a person who shall hold office until the expiration of the term.

(d) The board of directors shall elect a president, vice president, secretary and any other officers that the Corporation considers necessary, to serve as executive officers of the Corporation, as more specifically provided in the Corporation's Bylaws. The term of each officer's office shall expire on September 30 of each year. Any officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time is specified, at the time of its receipt by the president or secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly provided so in the resignation.

(e) Meetings of the board of directors are subject to the Texas Open Meetings Act, as amended, Texas Government Code, Chapter 551, and the Corporation is subject to the Texas Open Records act, as amended, Texas Government Code, Chapter 552.

ARTICLE ELEVEN
BYLAWS

The initial and thereafter amended Bylaws of the Corporation have been approved by the Council and shall be adopted by the Corporation's board of directors and shall, together with these Articles of Incorporation, govern the affairs of the Corporation until and unless amended in accordance with the provisions of Title 12 and these Articles of Incorporation.

ARTICLE TWELVE
INCORPORATORS

The name and street address of each original incorporator are:

NAME	ADDRESS
Joe D. Cocharan	8601 Midcrown, Windcrest, Texas 78239
Bob Bruce	8601 Midcrown, Windcrest, Texas 78239
Sondra Bump	8601 Midcrown, Windcrest, Texas 78239

Each incorporator is a qualified elector of the City.

ARTICLE THIRTEEN
COUNCIL APPROVAL

The City has specifically authorized the Corporation by ordinance to act on its behalf to further the public purposes stated in said Ordinance and these Articles of Incorporation, and the City has by said Ordinance, dated September 21, 2009, approved these Amended Articles of

Incorporation. A copy of such Ordinance is on file among the permanent records of the City and the Corporation.

ARTICLE FOURTEEN
DISSOLUTION

(a) The Corporation shall not be dissolved, and its business shall not be terminated, by act of the Council or otherwise, so long as the Corporation shall be obligated to pay any bonds, notes, or other obligations and unless the collection of the sales and use tax authorized by Title 12 is eligible for termination in accordance with the provisions of Title 12.

(b) No action shall be taken pursuant to paragraph (a) of this Article or pursuant to paragraph (b) of Article Sixteen of these Articles, in any manner or at any time that would impair any contract, lease, right, or other obligations theretofore executed, granted, or incurred by the Corporation.

ARTICLE FIFTEEN
NOT A PRIVATE FOUNDATION

If the corporation is ever determined to be a private foundation within the meaning of Section 509(a) of the Internal Revenue Code of 1986, as amended (the "Code"), the Corporation:

1) shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;

2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

3) shall not retain any excess business holdings as defined in Section 4943© of the Code;

4) shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

5) shall not make any taxable expenditures as defined in section 4945(d) of the Code.

ARTICLE SIXTEEN
MISCELLANEOUS

(a) No dividends shall ever be paid by the Corporation and no part of its net earnings remaining after payment of its expenses and other obligations shall be distributed to or inure to the benefit of its directors or officers, or any individual, private firm, or private corporation or association, except in reasonable amounts for services rendered.

(b) If, after the close of any fiscal year, the board of directors shall determine that sufficient provision has been made for the full payment of all current expenses, together with all amounts payable on the contract, agreements, bonds, notes and other obligations of the Corporation, and that all of the terms, provision, and covenants therein have been met, then any net earnings derived from sources other than the sales and use taxes collected for the account of Corporation pursuant to Title 12 thereafter accruing in connection with projects financed pursuant to Title 12 shall be used solely for the purposes permitted by Title 12 and Article 4(a) of these Articles.

(c) If the Corporation ever should be dissolved when it has, or is entitled to, any interest in any funds or property of any kind, real, personal or mixed, such funds or property or rights thereto shall not be transferred to private ownership, but shall be transferred and delivered to the City after satisfaction of debts and claims.

(d) The Corporation shall not participate in any political campaign for or in opposition to any candidate for public office.

Paula Miles, President
/s/ Paula Miles
Marvin Walker, Vice-President
/s/ Marvin Walker
Bob Duff, Secretary
/s/ Bob Duff

ATTACHMENT A

NO. 329

AN ORDINANCE AUTHORIZING AND APPROVING THE CREATION OF THE CITY OF WINDCREST ECONOMIC DEVELOPMENT CORPORATION TO ACT ON BEHALF OF THE CITY OF WINDCREST, TEXAS; LEVYING AN ADDITIONAL SALES AND USE TAX AS PROVIDED IN THE DEVELOPMENT CORPORATION ACT OF 1979, AS AMENDED; AND OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, on November 17, 1997 the City Council (the "*Governing Body*") of the City of Windcrest, Texas (the "*City*") ordered that an election be held in the City concerning the authorization of an additional sales and use tax in accordance with the provisions of the Development Corporation Act of 1979, as amended, Texas Revised Civil Statutes Annotated Article 5190.6 (the "*Act*"); and

WHEREAS, the citizens of the City approved the imposition of this additional sales and use tax at the election held in the City on January 17, 1998 (the "*Election*"); and

WHEREAS, the Governing Body hereby finds and determines that the levy of an additional sales and use tax for the benefit of the City of Windcrest Economic Development Corporation is authorized pursuant to the provisions of Section 4B(d) of the Act; and

WHEREAS, the Governing Body hereby finds and determines that the creation of the City of Windcrest Economic Development Corporation (the "*Corporation*") in accordance with the provisions of Section 4B of the Act is in the best interest of the citizens of the City; and

WHEREAS, the Act authorizes the Corporation to operate, maintain, and finance the costs of Projects (as defined in the Act) and to issue obligations and bonds on behalf of the City to finance Projects described in the Act; and

WHEREAS, the Governing Body has reviewed and approved the Articles of Incorporation and Bylaws of the Corporation and has determined to authorize and approve the creation of the Corporation, a not-for-profit entity, as its constituted authority and instrumentality to accomplish the specific public purposes as described and defined in the Act; and

WHEREAS, the Governing Body hereby finds and determines that the adoption of this Ordinance is in the best interests of the citizens of the City; now, therefore,

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF WINDCREST, TEXAS THAT:

SECTION 1: The Governing Body has found and determined, and hereby finds and determines, that an additional sales and use tax in the amount of one-quarter (1/4) of one percent (1%) is hereby levied, imposed, ratified, and confirmed on the receipts from the sale at retail of taxable items within the City in accordance with the provisions of the Act, the Texas Tax Code, including, but not limited to, Section 321.102(a), as amended, Texas Tax Code, and all other applicable law.

SECTION 2: The Governing Body has found and determined, and hereby finds and determines, that the Election held in the City on January 17, 1998 concerning the imposition of an additional sales and use tax was called, conducted and canvassed in accordance with the provisions of all applicable law and that the City is authorized to collect, for the benefit of the Corporation, the additional sales and use tax as authorized by the provisions of the Act.

SECTION 3: The Governing Body has found and determined, and hereby finds and determines, that it is advisable that a nonprofit economic development corporation be authorized and created, with such development corporation to be known as the "City of Windcrest Economic Development Corporation" (the "*Corporation*").

SECTION 4: The Governing Body hereby approves the Articles of Incorporation and the Bylaws proposed to be used in organizing the Corporation (copies of which are attached in substantially final form to this Ordinance as Exhibit A and are incorporated by reference for all purposes to this Ordinance); hereby grants authority for and approves the incorporation of the Corporation; and hereby appoints Bob Bruce, Damon Ball, Michael Morse, Sondra Bump, Eamonn Grant, James Tremblay and Marvin Walker as the initial directors of the Corporation.

SECTION 5: The public purposes of the City of Windcrest, Texas (the "*City*"), which the Corporation may further on behalf of the City are as set forth in the Act, the Corporation's Articles of Incorporation and the aforementioned Election.

SECTION 6: The Corporation is hereby designated as the duly constituted authority and instrumentality of the City (within the meaning of those terms in the regulations of the Department of the Treasury and the rulings of the Internal Revenue Service prescribed and promulgated pursuant to the Internal Revenue Code of 1986, as amended) and shall be authorized to act on behalf of the City for the specific public purposes as set forth in the Act; but the Corporation is not intended to be and shall not be a political subdivision or a political corporation within the meaning of the Constitution and the laws of the State of Texas (the "*State*"), except as provided in the Act, and shall have all of the powers set forth in the Act.

SECTION 7: The Corporation may, under the conditions set forth in this Ordinance, issue obligations on behalf of the City, acquire, lease, sell, or convey certain properties to promote and encourage employment and the public welfare and to finance projects as defined in the Act and in accordance with the Election. The City shall not lend its credit or grant any public money or thing of value in aid of the Corporation. Furthermore, obligations issued by the Corporation with the approval of the City shall be deemed not to constitute a debt of the State, the City, or of any other political corporation, subdivision or agency of the State or a pledge of the faith and credit of any of them, but such obligations shall be payable solely as provided in the Act.

SECTION 8: Upon dissolution of the Corporation, the City shall accept title to or other interest in any real or personal property owned by the Corporation at such time.

SECTION 9: This Ordinance is adopted for the purpose of satisfying the conditions and requirements of the Act and the provisions of the Internal Revenue Code of 1986, as amended, and the regulations prescribed thereunder from time to time and for the benefit of the Corporation, the City, the owners or holders from time to time of the obligations of the Corporation, and all other interested persons.

SECTION 10: The Governing Body authorizes the Mayor, or his designee, in consultation with legal counsel and the City's financial advisors to take all actions necessary to call and conduct the organizational meeting of the Corporation and to file, at the expense of the Corporation, any and all documents with the offices of the Secretary of State, the Comptroller of Public Accounts, and the United States Department of Treasury, as appropriate, to effectuate the creation and organization of the Corporation.

SECTION 11: The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Ordinance for all purposes and are adopted as a part of the judgment and findings of the Governing Body.

SECTION 12: All ordinances and resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Ordinance are hereby repealed to the extent of such conflict, and the provisions of this Ordinance shall be and remain controlling as to the matters ordained herein.

SECTION 13: This Ordinance shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

SECTION 14: If any provision of this Ordinance or the application thereof to any person or circumstance shall be held to be invalid, the remainder of this Ordinance and the application of such provision to other persons and circumstances shall nevertheless be valid, and the Governing Body hereby declares that this Ordinance would have been enacted without such invalid provision.

SECTION 15: It is officially found, determined, and declared that the meeting at which this Ordinance is adopted was open to the public and public notice of the time, place, and subject matter of the public business to be considered at such meeting, including this Ordinance, was given, all as required by Chapter 551, as amended, Texas Government Code.

SECTION 16: This Ordinance shall be in force and effect from and after its final passage and it is so ordained.

[The remainder of this page intentionally left blank]

PASSED AND ADOPTED on the 21st day of September, 1998.

CITY OF WINDCREST, TEXAS

Mayor

ATTEST:

City Secretary

(CITY SEAL)

State of Texas §
§
County of Bexar §

CERTIFICATE OF AMENDMENT

On this day we, Bob Duff, President, and Don Myles, Secretary of the City of Windcrest Economic Development Corporation Type 4B, and upon being duly sworn on our oaths deposed and said that we are duly qualified and authorized in all respects to make this affidavit; that we have read the *Amended & Restated Certificate of Formation of Windcrest Economic Development Corporation*, attached and the content of said instrument accurately sets forth the Articles as approved by the City Council. The amendments were approved by the Board of Directors of the City of Windcrest Economic Development Corporation on August 10, 2009 and the City of Windcrest approved and authorized the Amendment by approving and passing Resolution No. 313 on September 21, 2009.

Bob Duff
President

Don Myles
Secretary

Before me, a notary public, on this day personally appeared Bob Duff, President, and Don Myles, Secretary, known to me to be the persons whose names are subscribed to the foregoing document and being by me first duly sworn, severally declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 7th day of Sept., 2010.

Kelly Rodriguez
(Printed or stamped name)
Notary Public, State of Texas
My commission expires:
March 8, 2012

(Notary Seal)
KELLY RODRIGUEZ
MY COMMISSION EXPIRES
March 8, 2012

State of Texas §
§
County of Bexar §

VERIFICATION

I, DON MYLES, being duly sworn, deposes and says he is an authorized agent of the City of Windcrest Economic Development Corporation Type 4B, in his capacity as the Secretary of the City of Windcrest Economic Development Corporation Type 4B, and that he is duly qualified in all respects to make this affidavit; that he has read the foregoing *Certificate of Amendment*; and that every fact contained in the *Certificate of Amendment* is within his personal knowledge or he has a basis for the fact stated and it is true and correct.

Ronald Myles

Don Myles
Secretary

Before me, a notary public, on this day personally appeared Don Myles, Secretary, known to me to be the person whose name is subscribed to the foregoing document and being by me first duly sworn, severally declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 7th day of Sept., 2010.

Notary Seal KELLY RODRIGUEZ
MY COMMISSION EXPIRES
March 8, 2012

Kelly Rodriguez
(Printed or stamped name)
Notary Public, State of Texas
My commission expires:

March 8, 2012