

City of Houston, Texas, Resolution No. 2019- 28

A RESOLUTION APPROVING THE CREATION OF THE MONTROSE REDEVELOPMENT AUTHORITY; APPROVING THE CERTIFICATE OF FORMATION AND THE BYLAWS THEREOF; CONFIRMING THE APPOINTMENT OF THE INITIAL DIRECTORS AND CHAIRPERSON; AND CONTAINING FINDINGS AND OTHER PROVISIONS RELATING TO THE SUBJECT.

* * * * *

WHEREAS, Subchapter D of Chapter 431, Texas Transportation Code ("Act"), authorizes the creation and organization of a public non-profit local government corporation to act as a duly constituted authority of a city to aid and assist the city in the performance of one or more governmental functions; and

WHEREAS, the Act requires a local government corporation to be created pursuant to the provisions of Chapter 394, Texas Local Government Code ("Chapter 394"), and requires the local government corporation's articles of incorporation (now called "Certificate of Formation") and bylaws to be in the form, and to be executed, approved, and filed in the manner, prescribed by Chapter 394; and

WHEREAS, a local government corporation may have and exercise all of the powers prescribed by the Act and Article 1396 of Vernon's Texas Revised Civil Statutes, now codified in Chapter 22, Texas Business Organizations Code; and

WHEREAS, Chapter 394 requires as a condition to the creation of a local government corporation that at least three (3) residents of the city who are citizens of the state and at least eighteen (18) years of age submit a written application for the incorporation of the local government corporation; and

WHEREAS, there has been presented to and filed with the City of Houston ("City") an application executed by three (3) residents of the City who meet the requirements of Chapter 394 requesting the incorporation of the Montrose Redevelopment Authority ("Authority"); and

WHEREAS, the City Council of Houston, Texas ("City Council") desires to grant the application for incorporation of the Authority, authorize its Certificate of Formation, approve its Bylaws, appoint the board of directors of the Authority, and take other action with respect to the Authority;

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF HOUSTON, TEXAS:

Section 1. That the City Council hereby finds, determines, and declares that the application for the incorporation of the Authority attached hereto as **Exhibit A** is executed and filed in the manner required by Chapter 394 and the City Council therefore has authority to consider and act on the application for incorporation of the Authority.

Section 2. That the City Council hereby finds, determines, recites and declares that it is wise, expedient, necessary, and advisable that the Authority be formed; the creation and organization of the Authority under the provisions of the Act and Chapter 394 as a duly constituted authority of the City is hereby approved, and the Authority is hereby authorized to aid, assist, and act on behalf of the City in the performance of its governmental functions to promote the common good and general welfare of the Montrose area of Houston and neighboring areas, as more particularly described in City of Houston, Texas, Ordinance No. 2015-1257, passed and adopted by the City Council on December 9, 2015, and as the boundaries of Reinvestment Zone Number Twenty-Seven, City of Houston, Texas (Montrose Zone), may be changed from time to time; to develop a policy for and implement the financing and construction of public infrastructure improvements and open space improvements necessary for the development of mixed use, residential, commercial, retail and other related land uses; and to perform the other purposes described in the Certificate of Formation.

Section 3. That the City Council hereby approves the Certificate of Formation of the Authority in substantially the form attached hereto as **Exhibit B** and authorizes the incorporators of the Authority to file such Certificate of Formation with the Secretary of State of the State of Texas in the manner provided by law.

Section 4. That the City Council hereby approves the Bylaws of the Authority in substantially the form attached hereto as **Exhibit C**.

Section 5. That the City Council hereby confirms the appointment of the directors listed in the Certificate of Formation attached hereto. The City Council hereby confirms the appointment of Randy Mitchmore as the initial Chair of the Board of Directors. Subsequent chairs shall be appointed as provided in the Bylaws.

Section 6. That the City Council hereby finds, determines, recites, and declares that any notes, bonds, loans, debts or other obligations of the Authority shall not be deemed an indebtedness, liability, general or moral obligation or pledge of the faith or credit of the State of Texas, the City, or any other political subdivision or governmental unit, nor shall any such notes, bonds, loans, debts or other obligations constitute an indebtedness within the meaning of any constitutional or statutory debt limitation or restriction or an agreement, obligation, or indebtedness of the City or of the State of Texas within the meaning of the City Charter or of any constitutional or statutory provision whatsoever.

Section 7. That the City Council hereby finds, determines, recites, and declares that it is the purpose, intent, and desire of the City in approving the creation of the

Authority and its Certificate of Formation and Bylaws, that such actions and the Authority hereby authorized comply with the requirements of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations and Internal Revenue Service rulings promulgated thereunder and the rulings issued pursuant thereto, such that the Authority shall be deemed to be a constituted authority acting on behalf of the City pursuant to the provisions of the Act and Chapter 394.

Section 8. That this Resolution shall take effect immediately upon its passage and approval by the Mayor; however, in the event the Mayor fails to sign this Resolution within five (5) days after its passage and adoption, this Resolution shall take effect pursuant to Article VI, Section 6, Houston City Charter.

PASSED AND ADOPTED this 14th day of August,

2019.

APPROVED this 14th day of August, 2019.



Mayor of the City of Houston

Pursuant to Article VI, Section 6, Houston City Charter, the effective date of the foregoing Resolution is _____.

City Secretary

(Prepared by Legal Department Mary Byrck)
(MFB:mfb July 22, 2019) Senior Assistant City Attorney
(Requested by Andrew F. Icken, Chief Development Officer, Office of the Mayor)
(L.D. File No. 0421900075001)

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AYE	NO	
✓		MAYOR TURNER
....	COUNCIL MEMBERS
✓		STARDIG
		ABSENT-OUT OF CITY ON PERSONAL BUSINESS
		DAVIS
✓		COHEN
✓		BOYKINS
✓		MARTIN
		ABSENT DUE TO BEING ILL
✓		LE
✓		TRAVIS
✓		CISNEROS
✓		GALLEGOS
✓		LASTER
✓		CASTEX-TATUM
✓		KNOX
✓		ROBINSON
✓		KUBOSH
✓		EDWARDS
✓		CHRISTIE
CAPTION	ADOPTED	

CAPTION PUBLISHED IN DAILY COURT
REVIEW DATE: **AUG 20 2019**

EXHIBIT A

Application for Incorporation

APPLICATION TO THE MAYOR AND CITY COUNCIL OF THE CITY OF HOUSTON, TEXAS, FOR CREATION OF THE MONTROSE REDEVELOPMENT AUTHORITY AND APPROVAL OF ITS CERTIFICATE OF FORMATION AND BYLAWS

RECITALS

Subchapter D of Chapter 431, Texas Transportation Code ("Act"), authorizes the creation and organization of a public non-profit local government corporation to act as a duly constituted authority of a city to aid and assist the city in the performance of one or more governmental functions.

A local government corporation is created pursuant to the provisions of Chapter 394, Texas Local Government Code ("Chapter 394"). A local government corporation may have and exercise all of the powers prescribed by Article 1396, Vernon's Texas Civil Statutes, now codified in Chapter 22 of the Texas Business Organizations Code, and the provisions of Title I of the Texas Business Organizations Code applicable to nonprofit corporations, and the Act. A local government corporation's certificate of formation and bylaws shall be in the form and be executed, approved, and filed in the manner prescribed by Chapter 394.

Chapter 394 requires as a condition to the creation of a local government corporation that at least three (3) residents of the city who are citizens of the state and at least eighteen (18) years of age submit a written application for the incorporation of the local government corporation.

NOW, THEREFORE, the undersigned hereby petition and make application to the honorable Mayor and City Council of the City of Houston, Texas ("City"), and represent to the City as follows:

I. Pursuant to and in accordance with Chapter 394, the undersigned three (3) individuals, each of whom is a citizen of the State of Texas, a resident of the City and over the age of eighteen (18) years, make application to and request the Honorable Mayor and City Council of the City, to approve and authorize the creation of a public non-profit local government corporation to be designated and known as the Montrose Redevelopment Authority ("Authority"). The Authority shall have and exercise all of the powers prescribed by the Texas Business Organizations Code and the Act.

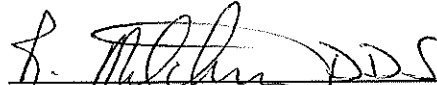
II. The undersigned further request the City Council of the City to approve the incorporation of the Authority with a Certificate of Formation and Bylaws in substantially the form attached hereto as Exhibits "A" and "B," respectively.

III. The undersigned further represent that duly executed original counterparts of this Application have been presented to and filed with the City Council of the City in proper and due time, form, and manner; that this Application constitutes a proper and sufficient application to the City Council of the City for approval and authorization of the creation of a public non-profit local government corporation as required by Chapter 394; and that the City Council of the City may properly consider and act upon this Application.


WHEREFORE, the undersigned respectfully request the Honorable Mayor and City Council of the City to approve this Application in all respects and to grant the relief

herein requested and to take such further and additional actions and proceedings as may be deemed necessary and proper in connection therewith.

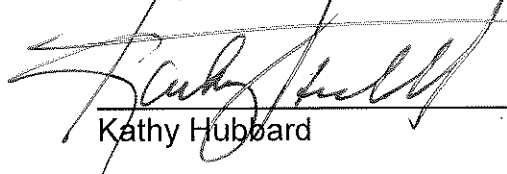
RESPECTFULLY SUBMITTED this 17 day of June 2019.



Randy Mitchmore



Sherry Weesner



Kathy Hubbard

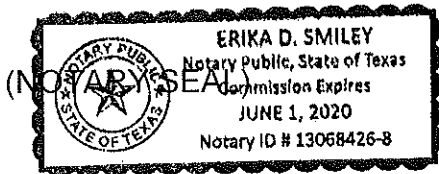
THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

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

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 17 day of June 2019.



Notary Public in and for
The State of Texas

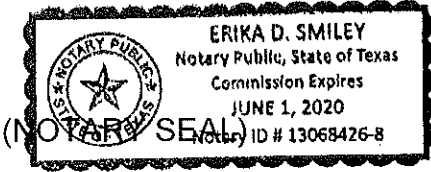


THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

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

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 17 day of June 2019.

E. D. Smiley
Notary Public in and for
The State of Texas



THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

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

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 17 day of June 2019.

E. D. Smiley
Notary Public in and for
The State of Texas

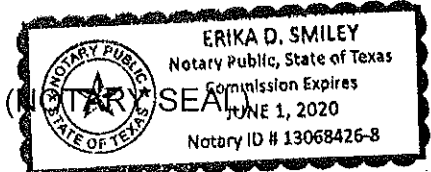


EXHIBIT A
CERTIFICATE OF FORMATION

CERTIFICATE OF FORMATION
OF THE
MONTROSE REDEVELOPMENT AUTHORITY

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 Houston, Texas ("City"), and a citizen of the State of Texas, acting as organizers of a corporation under the provisions of Subchapter D of Chapter 431, Texas Transportation Code ("Act"), and Chapter 394,, Texas Local Government Code, Article 1396, Vernon's Texas Civil Statutes, now codified in Chapter 22, Texas Business Organizations Code, and the provisions of Title I of the Texas Business Organizations Code applicable to nonprofit corporations, do hereby adopt the following Certificate of Formation for such corporation:

ARTICLE I. NAME

The name of the corporation is MONTROSE REDEVELOPMENT AUTHORITY ("Corporation").

ARTICLE II. NONPROFIT

The Corporation is a public, nonprofit corporation.

ARTICLE III. DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE IV. PURPOSES, ACTIVITIES

The Corporation is organized and will be operated exclusively for one or more charitable purposes, within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended ("Code"). The Corporation is further organized for the purpose of aiding, assisting, and acting on behalf of the City in the performance of its governmental functions to promote the common good and general welfare of the area included in Reinvestment Zone Number Twenty-Seven, City of Houston, Texas ("Montrose Zone") and neighboring areas, as more particularly described in City Ordinance No. 2015-1257, passed and adopted by the City Council of the City on December 9, 2015 ("Ordinance No. 2015-1257"), and as the boundaries may be amended from time to time ("Montrose Area"); to promote, develop, encourage and maintain housing, educational facilities, employment, commerce and economic development in the City.

The Corporation is further organized to aid, assist and act on behalf of the City:

(a) in the implementation of the Project Plan and Reinvestment Zone Financing Plan for the Montrose Zone and the implementation of amendments thereto;

(b) in the development of a policy for and implementation of the financing and construction of public infrastructure improvements and open space improvements necessary for the development of mixed use, residential, commercial, retail and other related land uses in the Montrose Area; and

(c) in the development and implementation of a development policy for the Montrose area, including the acquisition of land for development purposes.

The Corporation 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 Corporation to assist and act on behalf of the City and to engage in activities in the furtherance of the purposes for its creation, provided that the Corporation shall not be authorized to make or acquire home mortgages, or to make loans to lending institutions, the proceeds of which are to be used to make home mortgages or to make loans on residential developments.

The Corporation shall have and exercise all of the rights, powers, privileges, authority, and functions given by the general laws of Texas to nonprofit corporations incorporated under the Act including, without limitation, the Texas Business Organizations Code.

The Corporation shall have all other powers of a like or different nature not prohibited by law which are available to nonprofit corporations in Texas and which are necessary or useful to enable the Corporation 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 Corporation shall not issue bonds without the consent of the City Council of the City.

The Corporation is created as a local government corporation pursuant to the Act and shall be a governmental unit within the meaning of Subdivision (3), Section 101.001, Texas Civil Practice and Remedies Code. The operations of the Corporation 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 Corporation shall have the power to acquire land in accordance with the Act as amended from time to time.

ARTICLE V. NO MEMBERS

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

ARTICLE VI. BOARD

All powers of the Corporation shall be vested in a Board consisting of seven (7) persons. The initial directors of the Corporation ("Director" or "Directors") shall be those persons named in Article VII. Each initial Director named in Article VII hereof shall serve for the term prescribed in the Bylaws. Subsequent Directors shall be appointed by position to the Board as prescribed in the Bylaws. Except as provided in the Certificate of Formation, each Director shall serve for the term provided in the Bylaws. Any Director may be removed from office at any time, with or without cause, by the City Council of the City.

The initial Chair shall be Randy Mitchmore, and the Mayor of the City shall appoint each subsequent Chair of the Board.

If any of the following persons is not serving as a member of the Board, he or she or his or her designee shall serve as an ex-officio, non-voting member of the Board:

- (1) Chief Development Officer, Mayor's Office;
- (2) Director of the City Finance Department;
- (3) Director of the Houston Public Works;
- (4) City Attorney; and
- (5) Director of the City Planning and Development Department.

In addition, the Board may designate one or more representatives of the Houston Independent School District, Harris County or other political subdivisions as ex officio, non-voting members of the Board.

All other matters pertaining to the internal affairs of the Corporation shall be governed by the Bylaws of the Corporation, so long as the Bylaws are not inconsistent with the Certificate of Formation and the laws of the State of Texas.

ARTICLE VII. INITIAL BOARD

The number of Directors initially constituting the Board is seven (7). The names, addresses, and positions of the seven (7) initial Directors, each of whom resides within the City, are as follows:

Position	Name	Address
1	Randy Mitchmore	ATTN: Alia Vinson, Allen Boone Humphries Robinson LLP 3200 Southwest Freeway, Suite 2600 Houston, TX 77027
2	Sherry Weesner	ATTN: Alia Vinson, Allen Boone Humphries Robinson LLP 3200 Southwest Freeway, Suite 2600 Houston, TX 77027
3	Kathy Hubbard	ATTN: Alia Vinson, Allen Boone Humphries Robinson LLP 3200 Southwest Freeway, Suite 2600 Houston, TX 77027
4	Lisa Hunt	ATTN: Alia Vinson, Allen Boone Humphries Robinson LLP 3200 Southwest Freeway, Suite 2600 Houston, TX 77027
5	Jacqueline Martin	ATTN: Alia Vinson, Allen Boone Humphries Robinson LLP 3200 Southwest Freeway, Suite 2600 Houston, TX 77027
6	Joe Webb	ATTN: Alia Vinson, Allen Boone Humphries Robinson LLP 3200 Southwest Freeway, Suite 2600 Houston, TX 77027
7	Paul Dickerson	ATTN: Alia Vinson, Allen Boone Humphries Robinson LLP 3200 Southwest Freeway, Suite 2600 Houston, TX 77027

ARTICLE VIII. REGISTERED OFFICE, AGENT

The street address of the initial registered office of the Corporation is Allen Boone Humphries Robinson LLP, 3200 Southwest Freeway, Suite 2600, Houston, Texas 77027, and the name of its initial registered agent at such address is Alia Vinson.

ARTICLE IX. ORGANIZERS

The names and street addresses of the organizers, each of whom resides within the City, are as follows:

<u>Name</u>	<u>Address</u>
Randy Mitchmore	c/o Allen Boone Humphries Robinson LLP 3200 Southwest Fwy., Suite 2600 Houston, TX 77027
Sherry Weesner	c/o Allen Boone Humphries Robinson LLP 3200 Southwest Fwy., Suite 2600 Houston, TX 77027
Kathy Hubbard	c/o Allen Boone Humphries Robinson LLP 3200 Southwest Fwy., Suite 2600 Houston, TX 77027

ARTICLE X. LIMITED LIABILITY

No Director shall be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for 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 (iv) for acts or omissions for which the liability of a Director is expressly provided by statute. Any repeal or amendment of this Article X 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. In addition to the circumstances in which a Director is not personally liable as set forth in the preceding sentences, 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 XI. TAX MATTERS

In accordance with the provisions of Section 501(c)(3) of the Code, and regardless of any other provisions of this Certificate of Formation or the laws of the State of Texas, the Corporation: (a) shall not permit any part of the net earnings of the Corporation to inure to the benefit of any private individual (except that reasonable compensation may be paid for personal services rendered to or for the Corporation in effecting one or more of its purposes); (b) shall not devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise; (c) shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office; and (d) shall not attempt to influence the outcome of any election for public office or to carry on, directly or indirectly, any voter registration drives. Any income earned by the Corporation after payment of reasonable expenses, debt and establishing a reserve shall accrue to the City.

The City shall, at all times, have an unrestricted right to receive any income earned by the Corporation, exclusive of amounts needed to cover reasonable expenditures and reasonable reserves for future activities. Unless otherwise directed by the City, any income of the Corporation received by the City shall be deposited into the designated Tax Increment Fund for the Montrose Zone created and established by Ordinance No. 2015-1257, or its successor. No part of the Corporation's income shall inure to the benefit of any private interests.

If the Board determines by resolution that the purposes for which the Corporation was formed have been substantially met and all bonds issued by and all obligations incurred by the Corporation have been fully paid, the Board shall execute a certificate of dissolution which states those facts and declares the Corporation dissolved in accordance with the requirements of Section 394.026, Texas Local Government Code, or with applicable law then in existence. In the event of dissolution or liquidation of the Corporation, all assets will be turned over to the City's Finance Department, or its successor, for deposit into the designated Tax Increment Fund for the Montrose Zone created and established by Ordinance No. 2015-1257, unless the City Council shall direct otherwise.

Any capital project(s) of the Corporation and all plans and specifications of any improvement to be made by the Corporation shall be subject to the approval of the Director of Houston Public Works.

If the Corporation is a private foundation within the meaning of Section 509(a) of the Code, the Corporation: (a) 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; (b) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; (c) shall not retain any excess business holdings as defined in Section 4943(c) of the Code; (d) shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and (e) shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE XII. DISSOLUTION

The City Council may at any time consider and approve an ordinance or resolution directing the Board to proceed with the dissolution of the Corporation. Upon final approval of such ordinance or resolution, the Board shall proceed with the dissolution of the Corporation in accordance with applicable state law. The failure of the Board to proceed with the dissolution of the Corporation 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 of this Certificate of Formation.

ARTICLE XIII. PUBLIC INSTRUMENTALITY

The Corporation is a constituted authority and a public or governmental instrumentality within the meaning of the regulations of the United States Treasury Department and the rulings of the Internal Revenue Service prescribed and promulgated pursuant to Section 103 of the Code, and the Corporation is authorized to act on behalf of the City in this Certificate of Formation. However, the Corporation is not a political subdivision or political authority of the State of Texas within the meaning of its constitution and laws, including, without limitation, Article III, Section 52 of the Texas Constitution, and no agreements, bonds, debts or obligations of the Corporation are or shall ever be deemed to be the agreements, bonds, debts, or obligations, or the lending of credit, or grant of public money or thing of value, of or by the City or any other political subdivision or authority or governmental agency of the State of Texas, or a pledge of the faith and credit of any of them. No action of the Corporation shall be deemed an action of the City or its agent or employee, nor shall this Certificate of Formation create a joint enterprise between the City and the Corporation.

ARTICLE XIV. AMENDMENTS

This Certificate of Formation may not be changed or amended unless approved by the City Council of the City.

ARTICLE X. SPONSOR

The City of Houston, Texas is the sponsor of the Corporation. The City has specifically authorized the Corporation to act on the City's behalf to further the public purposes set forth above. Resolution No. _____ approving the form of this Certificate of Formation has been adopted by the City Council of the City of Houston on _____, 2019.

IN WITNESS WHEREOF, we have hereunto set our hands this ____ day of _____, 2019.

Randy Mitchmore
Organizer

THE STATE OF TEXAS

§
§
§

COUNTY OF HARRIS

BEFORE ME, the undersigned authority, on this day personally appeared Randy Mitchmore, known to me to be the person whose name is subscribed to the foregoing instrument and who has sworn to me that he or she executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this ____ day of _____, 2019.

(SEAL)

Notary Public in and for
The State of Texas

Sherry Weesner
Organizer

THE STATE OF TEXAS §

COUNTY OF HARRIS §
 §

BEFORE ME, the undersigned authority, on this day personally appeared Sherry Weesner, known to me to be the person whose name is subscribed to the foregoing instrument and who has sworn to me that she or he executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this ____ day of _____, 2019.

(SEAL)

Notary Public in and for
The State of Texas

Kathy Hubbard
Organizer

THE STATE OF TEXAS

§
§
§

COUNTY OF HARRIS

BEFORE ME, the undersigned authority, on this day personally appeared Kathy Hubbard, known to me to be the person whose name is subscribed to the foregoing instrument and who has sworn to me that he or she executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this ____ day of _____, 2019.

(SEAL)

Notary Public in and for
The State of Texas

EXHIBIT B

BYLAWS

BYLAWS
OF THE
MONTROSE REDEVELOPMENT AUTHORITY

A Texas Local Government Corporation
Created on behalf of the City of Houston, Texas

Date of Adoption: _____, 2019

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ARTICLE I PURPOSES

The Montrose Redevelopment Authority ("Corporation") is organized and will be operated exclusively for one or more charitable purposes within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended ("Code"). The Corporation is further organized for the purpose of aiding, assisting, and acting on behalf of the City of Houston, Texas ("City") in the performance of its governmental functions to promote the common good and general welfare of the area included in Reinvestment Zone Number Twenty-Seven, City of Houston, Texas ("Montrose Zone"), and neighboring areas in Houston ("Montrose Area"); to promote, develop, encourage and maintain housing, educational facilities, employment, commerce and economic development in the City.

The Corporation is further organized to aid, assist and act on behalf of the City:

(a) in the implementation of (i) the project plan for the Montrose Zone, as may be amended from time to time pursuant to Chapter 311, Texas Tax Code ("TIRZ Act"), and as adopted by the board of directors of the Montrose Zone ("Zone Board") and approved by the City Council of the City ("City Council") and (ii) the financing plan for the Montrose Zone, as it may be amended from time to time pursuant to the TIRZ Act, and as adopted by the Zone Board and approved by the City Council;

(b) in the development of a policy for and implementation of the financing and construction of public infrastructure improvements and open space improvements necessary for the development of mixed use, residential, commercial, retail and other related land uses in the Montrose area; and

(c) in the development and implementation of a development policy for the Montrose Area, including the acquisition of land for development purposes.

The Corporation is formed pursuant to the provisions of Subchapter D of Chapter 431, Texas Transportation Code ("Act") as it now or may hereafter be amended; Chapter 394, Texas Local Government Code, which authorizes the Corporation to assist and act on behalf of the City and to engage in activities in the furtherance of the purposes for its creation, provided that the Corporation shall not be authorized to make or acquire home mortgages, or to make loans to lending institutions, the proceeds of which are to be used to make home mortgages or to make loans on residential developments; and Article 1396, Vernon's Texas Civil Statutes, now codified in Chapter 22, Texas Business Organizations Code, and the provisions of Title I of the Texas Business Organizations Code applicable to nonprofit corporations.

The Corporation 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, the Texas Business Organizations Code.

The Corporation 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 Corporation 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 Corporation shall not issue bonds without the consent of the City Council.

The Corporation is created as a local government corporation pursuant to the Act and shall be a governmental unit within the meaning of Subdivision (3), Section 101.001, Texas Civil Practice and Remedies Code. The operations of the Corporation 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 Corporation 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. All powers of the Corporation shall be vested in the Board of Directors ("Board"). The Board shall initially consist of seven (7) persons, each of whom shall be a "Director". The number of Directors of the Board shall be increased to the number of directors on the Zone Board in the event such board is increased to more than seven (7) directors. Directors shall be appointed by position to the Board by the Mayor of the City with the consent and approval of City Council and shall be the same persons appointed to the corresponding position of the Zone Board. Appointment of a person by the City to the corresponding position of the Zone Board shall constitute appointment of such person to the corresponding position of the Board by the City. The Chairman of the Board shall always be appointed by the Mayor of the City.

Each Director shall serve for a term which expires on the date set forth below for the position to which such person was appointed, or until his or her successor is appointed by the City, 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. Any Director may be removed from office at any time, with or without cause, by the City Council. The number of Directors may be increased or decreased only by an amendment to these Bylaws of the Corporation ("Bylaws") with the consent of the City Council.

The term of each position shall be coterminous with the term of the corresponding position on the Zone Board as established by City Ordinance No. 2015-1257, passed and adopted by the City Council on December 9, 2015, as may be amended from time to time. If any Director resigns from their appointment to the Zone Board, such Director will be deemed to have resigned from the Board as well.

If any of the following persons are not serving as a member of the Board, he or she, or his or her designee, shall serve as an ex-officio, non-voting member of the Board:

- (1) Chief Development Officer, Mayor's Office;
- (2) Director of the City Finance Department;
- (3) Director of Houston Public Works;
- (4) City Attorney; and
- (5) Director of the City Planning and Development Department.

Any person designated as an ex-officio member of the Board is entitled to notice of and to attend meetings of the Board.

In addition, the Board may designate one or more representatives of the Houston Independent School District, Harris County or other political subdivisions as ex officio, non-voting members of the Board.

Section 2. Board Meetings. The Board may hold meetings and may have an office and keep the books of the Corporation 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 Corporation in the State of Texas.

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 the City under Chapter 551, Texas Government Code ("Open Meetings Act").

The Corporation, the Board, and any committee of the Board exercising the powers of the Board are subject to Chapter 552, Texas Government Code ("Public Information Act").

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. Special and emergency meetings of the Board shall be held whenever called by the Chair of the Board or the Secretary or by a majority of the Directors who are serving duly appointed terms of office at the time the meeting is called.

The Secretary shall give notice of each special meeting in person, by telephone, fax, 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 Section 551.045 of the Open Meetings Act. Unless otherwise indicated in the notice thereof, any and all matters pertaining to the purposes of the Corporation 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 Corporation may be considered and acted upon to the extent allowed by the Open Meetings Act.

Section 6. Quorum. A majority of the appointed positions of the Board shall constitute a quorum for the consideration of matters pertaining to the purposes of the Corporation. 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 Certificate of Formation, or by these Bylaws.

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 or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of the action.

Section 7. Conduct of Business. At the meetings of the Board, matters pertaining to the purposes of the Corporation shall be considered in such order as from time to time the Board may determine.

At all meetings of the Board, the Chair shall preside, and in the absence of the Chair, the Vice Chair shall preside. In the absence of the Chair and the Vice Chair, a Chair shall be chosen by the Board from among the Directors present.

The Secretary of the Corporation 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 8. Executive Committee, Other Committees. The Board may, by resolution passed by a majority of the Directors, designate three (3) or fewer Directors to constitute an executive committee or other type of committee. A committee shall act in the manner provided in the authorizing resolution.

Section 9. Compensation of Directors. Directors, as such, shall not receive any salary or compensation for their services as Directors.

Section 10. Board of Advisory Directors. The Board may establish a Board of Advisory Directors composed of members who are, in the judgment of the Board, qualified to advise with respect to the activities of the Corporation. Members of the Board of Advisory Directors shall serve for a term of one (1) year or such longer term as may be fixed by the Board, not to exceed four (4) years. Advisory Directors may be removed by the Board at any time with or without cause. The number of members of the Board of Advisory Directors shall be fixed from time to time by the Board. The officers and Directors of the Corporation may consult with the Board of Advisory Directors from time

to time with respect to the activities of the Corporation but the Board of Advisory Directors shall in no way restrict the powers of the Board nor limit its responsibilities or obligations. The Board of Advisory Directors shall have no responsibility for the management of the affairs of the Corporation. Advisory Directors shall not receive any salary or compensation for their services as Advisory Directors.

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 Corporation or another person, that were prepared or presented by:

- (a) one or more other officers or employees of the Corporation;
- (b) legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence; or
- (c) a committee of the Board of which the Director is not a member.

ARTICLE III OFFICERS

Section 1. Titles and Term of Office. The officers of the Corporation shall be a chair of the Board, one or more vice chairs of the Board, a president, one or more vice presidents, a secretary, a treasurer, and such other officers as the Board may from time to time elect or appoint. One person may hold more than one office, except that neither the Chair of the Board nor the President shall hold the office of Secretary. The term of office for each officer (other than the Chair) shall be two (2) years commencing with the date of the annual meeting of the Board at which each such officer is elected. The Chair shall serve for the term designated by the Mayor of the City.

All officers (other than the Chair) shall be subject to removal, with or without cause, at any time by a vote of a majority of the whole Board.

A vacancy in the office of any officer (other than the Chair) shall be filled by the Board.

Section 2. Powers and Duties of the Chair. The Chair shall be a member of the Board and shall preside at all meetings of the Board. The Chair shall be appointed by the Mayor of the City. He or she shall have such duties as are assigned by the Board. The Chair may call special or emergency meetings of the Board.

Section 3. Powers and Duties of the Vice Chair. The Vice Chair shall be a member of the Board. The Vice Chair shall perform the duties and exercise the powers of the Chair upon the Chair's death, absence, disability, or resignation, or upon the Chair's inability to perform the duties of his or her office. Any action taken by the Vice Chair in the performance of the duties of the Chair shall be conclusive evidence of the absence or inability to act of the Chair at the time such action was taken.

Section 4. Powers and Duties of the President. The President shall be the

principal executive officer of the Corporation and, subject to the Board, he or she shall be in general charge of the properties and affairs of the Corporation. In furtherance of the purposes of the Corporation and subject to the limitations contained in the Certificate of Formation, the President, Chair, or Vice Chair may sign and execute all bonds, notes, deeds, conveyances, franchises, assignments, mortgages, notes, contracts and other obligations in the name of the Corporation.

Section 5. Vice Presidents. A Vice President shall have such powers and duties as may be assigned to him or her by the Board or the President, including the performance of the duties of the President upon the death, absence, disability, or resignation of the President, or upon the President's inability to perform the duties of his or her office. Any action taken by the Vice President in the performance of the duties of the President shall be conclusive evidence of the absence or inability to act of the President at the time such action was taken.

Section 6. Treasurer. The Treasurer shall have custody of all the funds and securities of the Corporation which come into his or her hands. When necessary or proper, he or she may endorse, on behalf of the Corporation, for collection, checks, notes and other obligations and shall deposit the same to the credit of the Corporation 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 Corporation, 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 Corporation 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 Corporation; 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 7. 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 Corporation and subject to the limitations contained in the Certificate of Formation, he or she may sign with the President in the name of the Corporation and/or attest the signatures thereof, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the Corporation; he or she shall have charge of the Corporation'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 Corporation 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 8. Compensation. Officers may be entitled to receive such salary or compensation for personal services which are necessary and reasonable in carrying out the Corporation'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.

Section 9. Officer's Reliance on Consultant Information. In the discharge of a duty imposed or power conferred on an officer of the Corporation, 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 Corporation or another person, that were prepared or presented by:

(a) one or more other officers or employees of the Corporation, including members of the Board; or

(b) 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 Corporation shall begin July 1 of each year.

Section 2. Seal. The seal of the Corporation 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, postage-paid wrapper addressed to the person entitled thereto at his or her post office address, as it appears on the books of the Corporation, 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. 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 5. Gender. References herein to the masculine gender shall also refer to the feminine in all appropriate cases and vice versa.

Section 6. Appropriations and Grants. The Corporation 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 Certificate of Formation, 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, arbitral or investigative (hereinafter, 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 or she, or a person of whom he or she is the legal representative, is or was a Director or officer of the Corporation or while a Director or officer of the Corporation is or was serving at the request of the Corporation 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 Corporation to the fullest extent permitted by Chapter 22, Texas Business Organizations Code, 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 Corporation to provide broader indemnification rights than said law permitted the Corporation 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 Corporation 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 Corporation 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 Corporation, by adoption of a resolution of the Board, may indemnify and advance expenses to an employee or agent of the Corporation 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 Corporation may indemnify and advance expenses to persons who are not or were not Directors, officers, employees or agents of the Corporation but who are or were serving at the request of the Corporation 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 Corporation 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 Corporation 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 Certificate of Formation or these Bylaws, agreement, vote of shareholders or disinterested Directors or otherwise.

Section 6. Insurance. The Corporation 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 Corporation or is or was serving at the request of the Corporation 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 Corporation 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 Corporation 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
MWSBE CONTRACTING

The Corporation shall attempt to stimulate the growth of minority, women, and small business enterprises (collectively, "MWSBEs") inside the City by encouraging the full participation of MWSBEs in all phases of its procurement activities and affording those business enterprises a full and fair opportunity to compete for Corporation contracts. The Corporation shall establish one or more programs designed to increase participation by MWSBEs in contract awards which will conform to City-approved contracting programs for MWSBEs. Any program established by the Corporation shall provide that MWSBEs certified by the City shall be the MWSBEs certified for Corporation contracts.

ARTICLE VII
CODE OF ETHICS

Section 1. Policy and Purposes.

(a) It is the policy of the Corporation 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 Corporation; and that the Board establish policies to control and manage the affairs of the Corporation fairly, impartially, and without discrimination.

(b) This Code of Ethics has been adopted as part of the Corporation's Bylaws for the following purposes: (a) to encourage high ethical standards in official conduct by Directors and corporate officers; and (b) to establish guidelines for such ethical standards of conduct.

Section 2. Conflicts of Interest.

(a) Except as provided in subsection (c), 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. A person has a substantial interest in a business (i) if his or her ownership interest is five percent (5%) 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 (ii) if the business entity provides more than ten percent (10%) of the person's gross income. 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.

(b) 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.

(c) 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 Corporation will receive a similar pecuniary benefit.

(d) An employee of a public entity may serve on the Board.

Section 3. Acceptance of Gifts. 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 Corporation. 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. As used here, "benefit" does not include:

(a) 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;

(b) 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;

(c) an honorarium in consideration for legitimate services rendered above and beyond official duties and responsibilities if:

- (1) not more than one honorarium is received from the same person in a calendar year;
- (2) not more than one honorarium is received for the same service; and
- (3) 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;

(d) 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 or agree to confer on another, or solicit, accept, or agree to accept from another:

(a) any benefit as consideration for the Director's or officer's decision, opinion, recommendation, vote, or other exercise of discretion as a Director or officer;

(b) any benefit as consideration for the Director's or officer's decision, vote,

recommendation, or other exercise of official discretion in a judicial or administrative proceeding; or

(c) any benefit as consideration for a violation of a duty imposed by law on the Director or officer.

Section 5. Nepotism. No Director or officer shall appoint, or 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 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 City Council of the City to be effective.

EXHIBIT B

Certificate of Formation

CERTIFICATE OF FORMATION
OF THE
MONTROSE REDEVELOPMENT AUTHORITY

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 Houston, Texas ("City"), and a citizen of the State of Texas, acting as organizers of a corporation under the provisions of Subchapter D of Chapter 431, Texas Transportation Code ("Act"), and Chapter 394,, Texas Local Government Code, Article 1396, Vernon's Texas Civil Statutes, now codified in Chapter 22, Texas Business Organizations Code, and the provisions of Title I of the Texas Business Organizations Code applicable to nonprofit corporations, do hereby adopt the following Certificate of Formation for such corporation:

ARTICLE I. NAME

The name of the corporation is MONTROSE REDEVELOPMENT AUTHORITY ("Corporation").

ARTICLE II. NONPROFIT

The Corporation is a public, nonprofit corporation.

ARTICLE III. DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE IV. PURPOSES, ACTIVITIES

The Corporation is organized and will be operated exclusively for one or more charitable purposes, within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended ("Code"). The Corporation is further organized for the purpose of aiding, assisting, and acting on behalf of the City in the performance of its governmental functions to promote the common good and general welfare of the area included in Reinvestment Zone Number Twenty-Seven, City of Houston, Texas ("Montrose Zone") and neighboring areas, as more particularly described in City Ordinance No. 2015-1257, passed and adopted by the City Council of the City on December 9, 2015 ("Ordinance No. 2015-1257"), and as the boundaries may be amended from time to time ("Montrose Area"); to promote, develop, encourage and maintain housing, educational facilities, employment, commerce and economic development in the City.

The Corporation is further organized to aid, assist and act on behalf of the City:

(a) in the implementation of the Project Plan and Reinvestment Zone Financing Plan for the Montrose Zone and the implementation of amendments thereto;

(b) in the development of a policy for and implementation of the financing and construction of public infrastructure improvements and open space improvements necessary for the development of mixed use, residential, commercial, retail and other related land uses in the Montrose Area; and

(c) in the development and implementation of a development policy for the Montrose area, including the acquisition of land for development purposes.

The Corporation 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 Corporation to assist and act on behalf of the City and to engage in activities in the furtherance of the purposes for its creation, provided that the Corporation shall not be authorized to make or acquire home mortgages, or to make loans to lending institutions, the proceeds of which are to be used to make home mortgages or to make loans on residential developments.

The Corporation shall have and exercise all of the rights, powers, privileges, authority, and functions given by the general laws of Texas to nonprofit corporations incorporated under the Act including, without limitation, the Texas Business Organizations Code.

The Corporation shall have all other powers of a like or different nature not prohibited by law which are available to nonprofit corporations in Texas and which are necessary or useful to enable the Corporation 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 Corporation shall not issue bonds without the consent of the City Council of the City.

The Corporation is created as a local government corporation pursuant to the Act and shall be a governmental unit within the meaning of Subdivision (3), Section 101.001, Texas Civil Practice and Remedies Code. The operations of the Corporation 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 Corporation shall have the power to acquire land in accordance with the Act as amended from time to time.

ARTICLE V. NO MEMBERS

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

ARTICLE VI. BOARD

All powers of the Corporation shall be vested in a Board consisting of seven (7) persons. The initial directors of the Corporation ("Director" or "Directors") shall be those persons named in Article VII. Each initial Director named in Article VII hereof shall serve for the term prescribed in the Bylaws. Subsequent Directors shall be appointed by position to the Board as prescribed in the Bylaws. Except as provided in the Certificate of Formation, each Director shall serve for the term provided in the Bylaws. Any Director may be removed from office at any time, with or without cause, by the City Council of the City.

The initial Chair shall be Randy Mitchmore, and the Mayor of the City shall appoint each subsequent Chair of the Board.

If any of the following persons is not serving as a member of the Board, he or she or his or her designee shall serve as an ex-officio, non-voting member of the Board:

- (1) Chief Development Officer, Mayor's Office;
- (2) Director of the City Finance Department;
- (3) Director of the Houston Public Works;
- (4) City Attorney; and
- (5) Director of the City Planning and Development Department.

In addition, the Board may designate one or more representatives of the Houston Independent School District, Harris County or other political subdivisions as ex officio, non-voting members of the Board.

All other matters pertaining to the internal affairs of the Corporation shall be governed by the Bylaws of the Corporation, so long as the Bylaws are not inconsistent with the Certificate of Formation and the laws of the State of Texas.

ARTICLE VII. INITIAL BOARD

The number of Directors initially constituting the Board is seven (7). The names, addresses, and positions of the seven (7) initial Directors, each of whom resides within the City, are as follows:

Position	Name	Address
1	Randy Mitchmore	ATTN: Alia Vinson, Allen Boone Humphries Robinson LLP 3200 Southwest Freeway, Suite 2600 Houston, TX 77027
2	Sherry Weesner	ATTN: Alia Vinson, Allen Boone Humphries Robinson LLP 3200 Southwest Freeway, Suite 2600 Houston, TX 77027
3	Kathy Hubbard	ATTN: Alia Vinson, Allen Boone Humphries Robinson LLP 3200 Southwest Freeway, Suite 2600 Houston, TX 77027
4	Lisa Hunt	ATTN: Alia Vinson, Allen Boone Humphries Robinson LLP 3200 Southwest Freeway, Suite 2600 Houston, TX 77027
5	Jacqueline Martin	ATTN: Alia Vinson, Allen Boone Humphries Robinson LLP 3200 Southwest Freeway, Suite 2600 Houston, TX 77027
6	Joe Webb	ATTN: Alia Vinson, Allen Boone Humphries Robinson LLP 3200 Southwest Freeway, Suite 2600 Houston, TX 77027
7	Paul Dickerson	ATTN: Alia Vinson, Allen Boone Humphries Robinson LLP 3200 Southwest Freeway, Suite 2600 Houston, TX 77027

ARTICLE VIII. REGISTERED OFFICE, AGENT

The street address of the initial registered office of the Corporation is Allen Boone Humphries Robinson LLP, 3200 Southwest Freeway, Suite 2600, Houston, Texas 77027, and the name of its initial registered agent at such address is Alia Vinson.

ARTICLE IX. ORGANIZERS

The names and street addresses of the organizers, each of whom resides within the City, are as follows:

<u>Name</u>	<u>Address</u>
Randy Mitchmore	c/o Allen Boone Humphries Robinson LLP 3200 Southwest Fwy., Suite 2600 Houston, TX 77027
Sherry Weesner	c/o Allen Boone Humphries Robinson LLP 3200 Southwest Fwy., Suite 2600 Houston, TX 77027
Kathy Hubbard	c/o Allen Boone Humphries Robinson LLP 3200 Southwest Fwy., Suite 2600 Houston, TX 77027

ARTICLE X. LIMITED LIABILITY

No Director shall be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for 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 (iv) for acts or omissions for which the liability of a Director is expressly provided by statute. Any repeal or amendment of this Article X 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. In addition to the circumstances in which a Director is not personally liable as set forth in the preceding sentences, 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 XI. TAX MATTERS

In accordance with the provisions of Section 501(c)(3) of the Code, and regardless of any other provisions of this Certificate of Formation or the laws of the State of Texas, the Corporation: (a) shall not permit any part of the net earnings of the Corporation to inure to the benefit of any private individual (except that reasonable compensation may be paid for personal services rendered to or for the Corporation in effecting one or more of its purposes); (b) shall not devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise; (c) shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office; and (d) shall not attempt to influence the outcome of any election for public office or to carry on, directly or indirectly, any voter registration drives. Any income earned by the Corporation after payment of reasonable expenses, debt and establishing a reserve shall accrue to the City.

The City shall, at all times, have an unrestricted right to receive any income earned by the Corporation, exclusive of amounts needed to cover reasonable expenditures and reasonable reserves for future activities. Unless otherwise directed by the City, any income of the Corporation received by the City shall be deposited into the designated Tax Increment Fund for the Montrose Zone created and established by Ordinance No. 2015-1257, or its successor. No part of the Corporation's income shall inure to the benefit of any private interests.

If the Board determines by resolution that the purposes for which the Corporation was formed have been substantially met and all bonds issued by and all obligations incurred by the Corporation have been fully paid, the Board shall execute a certificate of dissolution which states those facts and declares the Corporation dissolved in accordance with the requirements of Section 394.026, Texas Local Government Code, or with applicable law then in existence. In the event of dissolution or liquidation of the Corporation, all assets will be turned over to the City's Finance Department, or its successor, for deposit into the designated Tax Increment Fund for the Montrose Zone created and established by Ordinance No. 2015-1257, unless the City Council shall direct otherwise.

Any capital project(s) of the Corporation and all plans and specifications of any improvement to be made by the Corporation shall be subject to the approval of the Director of Houston Public Works.

If the Corporation is a private foundation within the meaning of Section 509(a) of the Code, the Corporation: (a) 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; (b) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; (c) shall not retain any excess business holdings as defined in Section 4943(c) of the Code; (d) shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and (e) shall not

make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE XII. DISSOLUTION

The City Council may at any time consider and approve an ordinance or resolution directing the Board to proceed with the dissolution of the Corporation. Upon final approval of such ordinance or resolution, the Board shall proceed with the dissolution of the Corporation in accordance with applicable state law. The failure of the Board to proceed with the dissolution of the Corporation 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 of this Certificate of Formation.

ARTICLE XIII. PUBLIC INSTRUMENTALITY

The Corporation is a constituted authority and a public or governmental instrumentality within the meaning of the regulations of the United States Treasury Department and the rulings of the Internal Revenue Service prescribed and promulgated pursuant to Section 103 of the Code, and the Corporation is authorized to act on behalf of the City in this Certificate of Formation. However, the Corporation is not a political subdivision or political authority of the State of Texas within the meaning of its constitution and laws, including, without limitation, Article III, Section 52 of the Texas Constitution, and no agreements, bonds, debts or obligations of the Corporation are or shall ever be deemed to be the agreements, bonds, debts, or obligations, or the lending of credit, or grant of public money or thing of value, of or by the City or any other political subdivision or authority or governmental agency of the State of Texas, or a pledge of the faith and credit of any of them. No action of the Corporation shall be deemed an action of the City or its agent or employee, nor shall this Certificate of Formation create a joint enterprise between the City and the Corporation.

ARTICLE XIV. AMENDMENTS

This Certificate of Formation may not be changed or amended unless approved by the City Council of the City.

ARTICLE X. SPONSOR

The City of Houston, Texas is the sponsor of the Corporation. The City has specifically authorized the Corporation to act on the City's behalf to further the public purposes set forth above. Resolution No. _____ approving the form of this Certificate of Formation has been adopted by the City Council of the City of Houston on _____, 2019.

IN WITNESS WHEREOF, we have hereunto set our hands this ____ day of _____, 2019.

Randy Mitchmore
Organizer

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared Randy Mitchmore, known to me to be the person whose name is subscribed to the foregoing instrument and who has sworn to me that he or she executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this ____ day of _____, 2019.

(SEAL)

Notary Public in and for
The State of Texas

Sherry Weesner
Organizer

THE STATE OF TEXAS §

 §
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared Sherry Weesner, known to me to be the person whose name is subscribed to the foregoing instrument and who has sworn to me that she or he executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this ____ day of _____, 2019.

(SEAL)

Notary Public in and for
The State of Texas

Kathy Hubbard
Organizer

THE STATE OF TEXAS

§
§
§

COUNTY OF HARRIS

BEFORE ME, the undersigned authority, on this day personally appeared Kathy Hubbard, known to me to be the person whose name is subscribed to the foregoing instrument and who has sworn to me that he or she executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this ____ day of _____, 2019.

(SEAL)

Notary Public in and for
The State of Texas

Exhibit C

Bylaws

BYLAWS
OF THE
MONTROSE REDEVELOPMENT AUTHORITY

A Texas Local Government Corporation
Created on behalf of the City of Houston, Texas

Date of Adoption: _____, 2019

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ARTICLE I PURPOSES

The Montrose Redevelopment Authority ("Corporation") is organized and will be operated exclusively for one or more charitable purposes within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended ("Code"). The Corporation is further organized for the purpose of aiding, assisting, and acting on behalf of the City of Houston, Texas ("City") in the performance of its governmental functions to promote the common good and general welfare of the area included in Reinvestment Zone Number Twenty-Seven, City of Houston, Texas ("Montrose Zone"), and neighboring areas in Houston ("Montrose Area"); to promote, develop, encourage and maintain housing, educational facilities, employment, commerce and economic development in the City.

The Corporation is further organized to aid, assist and act on behalf of the City:

(a) in the implementation of (i) the project plan for the Montrose Zone, as may be amended from time to time pursuant to Chapter 311, Texas Tax Code ("TIRZ Act"), and as adopted by the board of directors of the Montrose Zone ("Zone Board") and approved by the City Council of the City ("City Council") and (ii) the financing plan for the Montrose Zone, as it may be amended from time to time pursuant to the TIRZ Act, and as adopted by the Zone Board and approved by the City Council;

(b) in the development of a policy for and implementation of the financing and construction of public infrastructure improvements and open space improvements necessary for the development of mixed use, residential, commercial, retail and other related land uses in the Montrose area; and

(c) in the development and implementation of a development policy for the Montrose Area, including the acquisition of land for development purposes.

The Corporation is formed pursuant to the provisions of Subchapter D of Chapter 431, Texas Transportation Code ("Act") as it now or may hereafter be amended; Chapter 394, Texas Local Government Code, which authorizes the Corporation to assist and act on behalf of the City and to engage in activities in the furtherance of the purposes for its creation, provided that the Corporation shall not be authorized to make or acquire home mortgages, or to make loans to lending institutions, the proceeds of which are to be used to make home mortgages or to make loans on residential developments; and Article 1396, Vernon's Texas Civil Statutes, now codified in Chapter 22, Texas Business Organizations Code, and the provisions of Title I of the Texas Business Organizations Code applicable to nonprofit corporations.

The Corporation 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, the Texas Business Organizations Code.

The Corporation 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 Corporation 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 Corporation shall not issue bonds without the consent of the City Council.

The Corporation is created as a local government corporation pursuant to the Act and shall be a governmental unit within the meaning of Subdivision (3), Section 101.001, Texas Civil Practice and Remedies Code. The operations of the Corporation 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 Corporation 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. All powers of the Corporation shall be vested in the Board of Directors ("Board"). The Board shall initially consist of seven (7) persons, each of whom shall be a "Director". The number of Directors of the Board shall be increased to the number of directors on the Zone Board in the event such board is increased to more than seven (7) directors. Directors shall be appointed by position to the Board by the Mayor of the City with the consent and approval of City Council and shall be the same persons appointed to the corresponding position of the Zone Board. Appointment of a person by the City to the corresponding position of the Zone Board shall constitute appointment of such person to the corresponding position of the Board by the City. The Chairman of the Board shall always be appointed by the Mayor of the City.

Each Director shall serve for a term which expires on the date set forth below for the position to which such person was appointed, or until his or her successor is appointed by the City, 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. Any Director may be removed from office at any time, with or without cause, by the City Council. The number of Directors may be increased or decreased only by an amendment to these Bylaws of the Corporation ("Bylaws") with the consent of the City Council.

The term of each position shall be coterminous with the term of the corresponding position on the Zone Board as established by City Ordinance No. 2015-1257, passed and adopted by the City Council on December 9, 2015, as may be amended from time to time. If any Director resigns from their appointment to the Zone Board, such Director will be deemed to have resigned from the Board as well.

If any of the following persons are not serving as a member of the Board, he or

she, or his or her designee, shall serve as an ex-officio, non-voting member of the Board:

- (1) Chief Development Officer, Mayor's Office;
- (2) Director of the City Finance Department;
- (3) Director of Houston Public Works;
- (4) City Attorney; and
- (5) Director of the City Planning and Development Department.

Any person designated as an ex-officio member of the Board is entitled to notice of and to attend meetings of the Board.

In addition, the Board may designate one or more representatives of the Houston Independent School District, Harris County or other political subdivisions as ex officio, non-voting members of the Board.

Section 2. Board Meetings. The Board may hold meetings and may have an office and keep the books of the Corporation 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 Corporation in the State of Texas.

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 the City under Chapter 551, Texas Government Code ("Open Meetings Act").

The Corporation, the Board, and any committee of the Board exercising the powers of the Board are subject to Chapter 552, Texas Government Code ("Public Information Act").

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. Special and emergency meetings of the Board shall be held whenever called by the Chair of the Board or the Secretary or by a majority of the Directors who are serving duly appointed terms of office at the time the meeting is called.

The Secretary shall give notice of each special meeting in person, by telephone, fax, 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 Section 551.045 of the Open Meetings Act. Unless otherwise indicated in the notice thereof, any and all matters pertaining to the purposes of the Corporation 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 Corporation may be considered and acted upon to the extent allowed by the Open Meetings Act.

Section 6. Quorum. A majority of the appointed positions of the Board shall constitute a quorum for the consideration of matters pertaining to the purposes of the Corporation. 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 Certificate of Formation, or by these Bylaws.

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 or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of the action.

Section 7. Conduct of Business. At the meetings of the Board, matters pertaining to the purposes of the Corporation shall be considered in such order as from time to time the Board may determine.

At all meetings of the Board, the Chair shall preside, and in the absence of the Chair, the Vice Chair shall preside. In the absence of the Chair and the Vice Chair, a Chair shall be chosen by the Board from among the Directors present.

The Secretary of the Corporation 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 8. Executive Committee, Other Committees. The Board may, by resolution passed by a majority of the Directors, designate three (3) or fewer Directors to constitute an executive committee or other type of committee. A committee shall act in the manner provided in the authorizing resolution.

Section 9. Compensation of Directors. Directors, as such, shall not receive any salary or compensation for their services as Directors.

Section 10. Board of Advisory Directors. The Board may establish a Board of Advisory Directors composed of members who are, in the judgment of the Board,

qualified to advise with respect to the activities of the Corporation. Members of the Board of Advisory Directors shall serve for a term of one (1) year or such longer term as may be fixed by the Board, not to exceed four (4) years. Advisory Directors may be removed by the Board at any time with or without cause. The number of members of the Board of Advisory Directors shall be fixed from time to time by the Board. The officers and Directors of the Corporation may consult with the Board of Advisory Directors from time to time with respect to the activities of the Corporation but the Board of Advisory Directors shall in no way restrict the powers of the Board nor limit its responsibilities or obligations. The Board of Advisory Directors shall have no responsibility for the management of the affairs of the Corporation. Advisory Directors shall not receive any salary or compensation for their services as Advisory Directors.

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 Corporation or another person, that were prepared or presented by:

- (a) one or more other officers or employees of the Corporation;
- (b) legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence; or
- (c) a committee of the Board of which the Director is not a member.

ARTICLE III OFFICERS

Section 1. Titles and Term of Office. The officers of the Corporation shall be a chair of the Board, one or more vice chairs of the Board, a president, one or more vice presidents, a secretary, a treasurer, and such other officers as the Board may from time to time elect or appoint. One person may hold more than one office, except that neither the Chair of the Board nor the President shall hold the office of Secretary. The term of office for each officer (other than the Chair) shall be two (2) years commencing with the date of the annual meeting of the Board at which each such officer is elected. The Chair shall serve for the term designated by the Mayor of the City.

All officers (other than the Chair) shall be subject to removal, with or without cause, at any time by a vote of a majority of the whole Board.

A vacancy in the office of any officer (other than the Chair) shall be filled by the Board.

Section 2. Powers and Duties of the Chair. The Chair shall be a member of the Board and shall preside at all meetings of the Board. The Chair shall be appointed by the Mayor of the City. He or she shall have such duties as are assigned by the Board. The Chair may call special or emergency meetings of the Board.

Section 3. Powers and Duties of the Vice Chair. The Vice Chair shall be a member of the Board. The Vice Chair shall perform the duties and exercise the powers of the Chair upon the Chair's death, absence, disability, or resignation, or upon the Chair's inability to perform the duties of his or her office. Any action taken by the Vice Chair in the performance of the duties of the Chair shall be conclusive evidence of the absence or inability to act of the Chair at the time such action was taken.

Section 4. Powers and Duties of the President. The President shall be the principal executive officer of the Corporation and, subject to the Board, he or she shall be in general charge of the properties and affairs of the Corporation. In furtherance of the purposes of the Corporation and subject to the limitations contained in the Certificate of Formation, the President, Chair, or Vice Chair may sign and execute all bonds, notes, deeds, conveyances, franchises, assignments, mortgages, notes, contracts and other obligations in the name of the Corporation.

Section 5. Vice Presidents. A Vice President shall have such powers and duties as may be assigned to him or her by the Board or the President, including the performance of the duties of the President upon the death, absence, disability, or resignation of the President, or upon the President's inability to perform the duties of his or her office. Any action taken by the Vice President in the performance of the duties of the President shall be conclusive evidence of the absence or inability to act of the President at the time such action was taken.

Section 6. Treasurer. The Treasurer shall have custody of all the funds and securities of the Corporation which come into his or her hands. When necessary or proper, he or she may endorse, on behalf of the Corporation, for collection, checks, notes and other obligations and shall deposit the same to the credit of the Corporation 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 Corporation, 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 Corporation 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 Corporation; 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 7. 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 Corporation and subject to the limitations contained in the Certificate of Formation, he or she may sign with the President in the name of the Corporation and/or attest the signatures thereof, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the Corporation; he or she shall have charge of the Corporation'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 Corporation 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 8. Compensation. Officers may be entitled to receive such salary or compensation for personal services which are necessary and reasonable in carrying out the Corporation'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.

Section 9. Officer's Reliance on Consultant Information. In the discharge of a duty imposed or power conferred on an officer of the Corporation, 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 Corporation or another person, that were prepared or presented by:

(a) one or more other officers or employees of the Corporation, including members of the Board; or

(b) 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 Corporation shall begin July 1 of each year.

Section 2. Seal. The seal of the Corporation 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, postage-paid wrapper addressed to the person entitled thereto at his or her post office address, as it appears on the books of the Corporation, 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. 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 5. Gender. References herein to the masculine gender shall also refer to the feminine in all appropriate cases and vice versa.

Section 6. Appropriations and Grants. The Corporation 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 Certificate of Formation, 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, arbitratve or investigative (hereinafter, 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 or she, or a person of whom he or she is the legal representative, is or was a Director or officer of the Corporation or while a Director or officer of the Corporation is or was serving at the request of the Corporation 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 Corporation to the fullest extent permitted by Chapter 22, Texas Business Organizations Code, 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 Corporation to provide broader indemnification rights than said law permitted the Corporation 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 Corporation 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

Corporation 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 Corporation, by adoption of a resolution of the Board, may indemnify and advance expenses to an employee or agent of the Corporation 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 Corporation may indemnify and advance expenses to persons who are not or were not Directors, officers, employees or agents of the Corporation but who are or were serving at the request of the Corporation 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 Corporation 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 Corporation 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 Certificate of Formation or these Bylaws, agreement, vote of shareholders or disinterested Directors or otherwise.

Section 6. Insurance. The Corporation 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 Corporation or is or was serving at the request of the Corporation 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 Corporation 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 Corporation 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 MWSBE CONTRACTING

The Corporation shall attempt to stimulate the growth of minority, women, and small business enterprises (collectively, "MWSBEs") inside the City by encouraging the full participation of MWSBEs in all phases of its procurement activities and affording those business enterprises a full and fair opportunity to compete for Corporation contracts. The Corporation shall establish one or more programs designed to increase participation by MWSBEs in contract awards which will conform to City-approved contracting programs for MWSBEs. Any program established by the Corporation shall provide that MWSBEs certified by the City shall be the MWSBEs certified for Corporation contracts.

ARTICLE VII CODE OF ETHICS

Section 1. Policy and Purposes.

(a) It is the policy of the Corporation 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 Corporation; and that the Board establish policies to control and manage the affairs of the Corporation fairly, impartially, and without discrimination.

(b) This Code of Ethics has been adopted as part of the Corporation's Bylaws for the following purposes: (a) to encourage high ethical standards in official conduct by Directors and corporate officers; and (b) to establish guidelines for such ethical standards of conduct.

Section 2. Conflicts of Interest.

(a) Except as provided in subsection (c), 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. A person has a substantial interest in a business (i) if his or her ownership interest is five percent (5%) 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 (ii) if the business entity provides more than ten percent (10%) of the person's gross income. 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.

(b) 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.

(c) 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 Corporation will receive a similar pecuniary benefit.

(d) An employee of a public entity may serve on the Board.

Section 3. Acceptance of Gifts. 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 Corporation. 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. As used here, "benefit" does not include:

(a) 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;

(b) 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;

(c) an honorarium in consideration for legitimate services rendered above and beyond official duties and responsibilities if:

- (1) not more than one honorarium is received from the same person in a calendar year;
- (2) not more than one honorarium is received for the same service; and

(3) 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;

(d) 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 or agree to confer on another, or solicit, accept, or agree to accept from another:

(a) any benefit as consideration for the Director's or officer's decision, opinion, recommendation, vote, or other exercise of discretion as a Director or officer;

(b) any benefit as consideration for the Director's or officer's decision, vote, recommendation, or other exercise of official discretion in a judicial or administrative proceeding; or

(c) any benefit as consideration for a violation of a duty imposed by law on the Director or officer.

Section 5. Nepotism. No Director or officer shall appoint, or 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 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 City Council of the City to be effective.