

**NOTICE OF REGULAR
ROSENBERG DEVELOPMENT CORPORATION MEETING**

NOTICE IS HEREBY GIVEN THAT THE ROSENBERG DEVELOPMENT CORPORATION OF THE CITY OF ROSENBERG, FORT BEND COUNTY, TEXAS, WILL MEET IN REGULAR SESSION OPEN TO THE PUBLIC AS FOLLOWS:

DATE: Thursday, January 14, 2016

TIME: 4:00 p.m.

PLACE: Rosenberg Civic Center
3825 Highway 36 South
Rosenberg, Texas 77471

PURPOSE: Regular Rosenberg Development Corporation Meeting

Call to order.

Statement of rules pertaining to audience comments.

Comments from the audience.

CONSENT AGENDA

- A. Consideration of and action on the Regular Rosenberg Development Corporation Meeting Minutes for December 10, 2015. (Jasmine Bowens, Senior Administrative Specialist)
- B. Consideration of and action on the monthly Rosenberg Development Corporation Financial Reports for the period ending December 31, 2015. (Joyce Vasut, Executive Director of Administrative Services)

AGENDA

- 1. Consideration of and action on a Standard Services Contract for Promotional and Membership Services by and between the Rosenberg Development Corporation and the Central Fort Bend Chamber in the amount of \$10,000. (Randall Malik, Executive Director)
- 2. Review and discuss a presentation regarding activities carried out by the Greater Fort Bend Economic Development Council from Jeff Wiley, President/CEO, and take action as necessary to direct staff. (Randall Malik, Executive Director)
- 3. Consideration of and action on a Services Contract for Economic Development Services by and between the Rosenberg Development Corporation and the Greater Fort Bend Economic Development Council in the amount of \$20,000. (Randall Malik, Executive Director)
- 4. Consideration of and action on a Performance Agreement by and between the Rosenberg Development Corporation and Fort Bend Corps. (Randall Malik, Executive Director)
- 5. Review and discuss Rosenberg Development Corporation/Rosenberg Economic Development office space, and take action as necessary. (Bill Knesek, RDC President)
- 6. Consideration of and action on proposed amendments to the Rosenberg Development Corporation Bylaws. (Randall Malik, Executive Director)
- 7. Hold Executive Session to receive legal advice from the City Attorney concerning pending litigation, namely dispute with Imperial Performing Arts, Inc., pursuant to Section 551.071 of the Texas Government Code; to deliberate the potential purchase, exchange, lease, or value of real property pursuant to Texas Government Code Section 551.072; and regarding economic development negotiations pursuant to Section 551.087 of the Texas Government Code.

8. Adjourn Executive Session, reconvene Regular Session, and take action as necessary as a result of Executive Session.
9. Consideration of and action on a report from the Rosenberg Development Corporation Executive Director regarding the previous month's economic development activities and contacts, which includes updates on the following (Randall Malik, Executive Director):
 - a. Economic Indicators;
 - b. Business Retention Visits;
 - c. New and Expanded Businesses;
 - d. Existing Businesses;
 - e. RDC Strategic Plan; and,
 - f. Past and Current RDC Projects.
10. Review and discuss requests for future Agenda items, and take action as necessary.
11. Announcements.
12. Adjournment.

{EXECUTION PAGE TO FOLLOW}

DATED AND POSTED this the _____ day of _____ 2016, at _____ m.

by _____.

Attest:

Linda Cernosek, City Secretary

Approved for posting:

Randall Malik, Executive Director

Reasonable accommodation for the disabled attending this meeting will be available; persons with disabilities in need of special assistance at the meeting should contact the City Secretary at (832) 595-3340.

ITEM A

Minutes:

- 1. Regular Rosenberg Development Corporation Meeting
Minutes – December 10, 2015**

**ROSENBERG DEVELOPMENT CORPORATION
MEETING MINUTES**

On this the 10th day of December 2015, the Rosenberg Development Corporation (RDC) of the City of Rosenberg, Fort Bend County, Texas, met in Regular Session at the Rosenberg Civic Center, 3825 Highway 36 South, Rosenberg, Texas.

PRESENT

Teresa Bailey	Secretary, Rosenberg Development Corporation
Amanda J. Barta	Director, Rosenberg Development Corporation
Ted Garcia	Treasurer, Rosenberg Development Corporation
Lynn Moses	Director, Rosenberg Development Corporation
Jimmie J. Peña	Director, Rosenberg Development Corporation
Allen Scopel	Vice President, Rosenberg Development Corporation

ABSENT

Bill Knesek	President, Rosenberg Development Corporation
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STAFF PRESENT

Jasmine Bowens	Senior Administrative Specialist
Dan Kelleher	Main Street Manager
Randall Malik	Executive Director, Rosenberg Development Corporation
Darren McCarthy	Parks and Recreation Director
Joyce Vasut	Executive Director of Administrative Services

GUESTS PRESENT

Craig Kalkomey	Department Manager, Municipal and District Services Practice, Jones & Carter, Inc.
Jeff Haley	Chair-Elect, Central Fort Bend Chamber
Regina Morales	President/CEO, Central Fort Bend Chamber
Richard Morrison	Commissioner Precinct 1
Paulette Shelton	Director, Fort Bend Transit

CALL TO ORDER.

Vise President Scopel called the meeting to order at 4:02 p.m.

STATEMENT OF RULES PERTAINING TO AUDIENCE COMMENTS.

Jasmine Bowens, Senior Administrative Specialist, read the statement of rules pertaining to audience comments.

COMMENTS FROM THE AUDIENCE.

There were no comments from the audience.

CONSENT AGENDA

A. CONSIDERATION OF AND ACTION ON THE REGULAR ROSENBERG DEVELOPMENT CORPORATION MEETING MINUTES FOR NOVEMBER 12, 2015.

B. CONSIDERATION OF AND ACTION ON THE MONTHLY ROSENBERG DEVELOPMENT CORPORATION FINANCIAL REPORTS FOR THE PERIOD ENDING NOVEMBER 30, 2015.

Executive Summary: The November 2015 RDC Financial Reports are attached for your review and consideration. Staff recommends approval.

Action: Director Bailey moved, seconded by Director Garcia, to approve the Consent Agenda items A and B. The motion carried by a unanimous vote of those present.

REGULAR AGENDA

1. HOLD PUBLIC HEARING REGARDING PARTIAL REIMBURSEMENT OF A TRAFFIC SIGNAL AT THE INTERSECTION OF READING ROAD AND SPACEK ROAD RELATED TO THE DEVELOPMENT OF A CVS PHARMACY, INC.

Executive Session: State law requires that Type B economic development corporations must formally designate their projects by published notice and then must wait sixty (60) days after the published notice to expend funds on the designated projects. A public hearing regarding the projects must also be held during the 60-day waiting period.

Pursuant to said requirements, the requisite public notice regarding the partial reimbursement of a traffic signal at the intersection of Reading Road and Spacek Road was published in the Fort Bend Herald on November 29, 2015, beginning the 60-day waiting period required by state law.

This item has been included on the Agenda to accommodate the required public hearing as advertised in the published notice.

The public hearing was opened by Vice President Scopel at 4:02 p.m. As there were no speakers, the public hearing was closed by Vice President Scopel at 4:04 p.m.

2. (This item was taken out of order after Item 7)

REVIEW AND DISCUSS PRESENTATION REGARDING ACTIVITIES CARRIED OUT BY THE CENTRAL FORT BEND CHAMBER OF COMMERCE FROM REGINA MORALES, PRESIDENT/CEO.

Executive Session: Regina Morales, President/CEO of the Central Fort Bend Chamber will attend the meeting to update the Board on current activities pursued by the Central Fort Bend Chamber.

Key discussion points:

- Randall Malik introduced Regina Morales, President/CEO of the CFBC.
- Regina Morales updated the Board on current activities and the new direction of refocusing on small businesses pursued by the Central Fort Bend Chamber. She explained some of the details of the contract between Central Fort Bend Chamber and RDC. Some of these include an explanation of promotional opportunities in the Membership Directories distributed to all area Chamber members and mailed in relocation and visitor packages. RDC will have a reserved table for three (3) monthly membership luncheons/breakfasts. The RDC logo will also be displayed on the homepage of the Central Fort Bend Chamber's website as a member and will include a link to the RDC website.
- Director Pena suggested working on a future marketing brochure for Rosenberg.

No action was taken.

3. **REVIEW AND DISCUSS PRESENTATION REGARDING AN UPDATE ON THE EXPANDED RICHMOND/ROSENBERG BUS ROUTES FROM PAULETTE SHELTON, DIRECTOR OF FORT BEND TRANSIT.**

Executive Summary: At the November RDC Meeting, the Board requested an update on the expanded Fort Bend Transit bus routes through Richmond and Rosenberg. Paulette Shelton, Fort Bend Transit Director, will attend the meeting to provide an update on the Richmond/Rosenberg Bus Route.

Key discussion points:

- Ms. Shelton updated the Board on the current Fort Bend Transit Routes, in Richmond/Rosenberg.
- Director Garcia inquired about creating more routes for the north side of Rosenberg, because there is only one stop, and the elderly are not able to travel a long distance to the bus stop.
- Ms. Shelton explained that people with disabilities who are unable to walk to the bus stop can call and schedule a pick up.
- Director Moses asked why there have not been any passengers for the Justice Center route.
- Ms. Shelton explained that Fort Bend Transit is in the process of strategizing to understand the reason they are lacking passengers for this route.

No action was taken.

4. **REVIEW AND DISCUSS UPDATE ON THE DESIGN OF THE DOWNTOWN PARKING LOT PROJECT FROM JONES AND CARTER, INC.**

Executive Summary: Craig Kalkomey, Department Manager – Municipal Operations Division of Jones and Carter, Inc., will attend the meeting to provide an update on the design of the Downtown Parking Lot Project.

Key discussion points:

- Randall Malik introduced Craig Kalkomey.

- Craig Kalkomey presented a draft of the design of the Downtown Parking Lot Project to the Board.

No action was taken.

5. **CONSIDERATION OF AND ACTION ON RESOLUTION NO. RDC-100, A RESOLUTION OF THE BOARD OF DIRECTORS OF THE ROSENBERG DEVELOPMENT CORPORATION AMENDING THE FISCAL YEAR 2015-16 ANNUAL BUDGET IN THE AMOUNT OF \$39,304 FOR MARCARIO GARCIA PARK RESTROOM PROJECT.**

Executive Summary: Previously the RDC approved \$150,000 from the RDC Projects Fund for the Marcario Garcia Park Restroom Project (Project). Currently, \$11,010 has been paid on a \$14,000 Professional Services Contract with Jones and Carter, Inc., and \$2,750 is encumbered for demolition costs, leaving \$136,240 remaining in the account. On November 18, 2015, two bids were received and opened for Bid No. 2015-12, with the low bid for the Project of \$175,304. An additional \$39,304 is needed to complete the Project based on the lowest bid proposal.

This budget amendment would provide the additional funds from the RDC Projects Fund line item. Should the RDC choose to appropriate the additional funds for this Project, staff will return present City Council with an item to award Bid No. 2015-12 on a future Agenda.

Key discussion points:

- Randall Malik introduced Darren McCarthy, Parks and Recreation Director.
- Darren McCarthy mentioned that the cost overrun for the Marcario Garcia Park restroom was due to the increased costs of concrete. Mr. McCarthy also indicated that after reviewing the numbers, the total amount needed to complete the project was an additional \$42,054.

Action: Director Pena moved, seconded by Director Moses, to amend the Fiscal Year 2015-16 Annual Budget in the amount of \$42,054.00 for Marcario Garcia Park Restroom Project. The motion carried by a unanimous vote of those present.

6. (This item was taken out of order after Item 1)
HOLD EXECUTIVE SESSION TO DELIBERATE THE POTENTIAL PURCHASE, EXCHANGE, LEASE, OR VALUE OF REAL PROPERTY PURSUANT TO TEXAS GOVERNMENT CODE SECTION 551.072; AND REGARDING ECONOMIC DEVELOPMENT NEGOTIATIONS PURSUANT TO SECTION 551.087 OF THE TEXAS GOVERNMENT CODE.

Regular Session was adjourned for Executive Session at approximately 4:05 p.m.

7. **ADJOURN EXECUTIVE SESSION, RECONVENE REGULAR SESSION, AND TAKE ACTION AS NECESSARY AS A RESULT OF EXECUTIVE SESSION.**

Executive Session: The Executive Session was adjourned and the RDC Board reconvened Regular Session at approximately 4:45 p.m.

No action was taken as a result of Executive Session.

8. (This item was taken out of order after Item 5)
CONSIDERATION OF AND ACTION ON A REPORT FROM THE ROSENBERG DEVELOPMENT CORPORATION EXECUTIVE DIRECTOR REGARDING THE PREVIOUS MONTH'S ECONOMIC DEVELOPMENT ACTIVITIES AND CONTACTS, WHICH INCLUDES UPDATES ON THE FOLLOWING:

- ECONOMIC INDICATORS;**
- BUSINESS RETENTION VISITS;**
- NEW AND EXPANDED BUSINESSES;**
- EXISTING BUSINESSES;**
- ECONOMIC DEVELOPMENT PARTNERSHIP MEETING;**
- TRADE MISSION TO PANAMA; AND,**
- RDC MOWING CONTRACTS.**

Executive Session: This item has been included to provide the Executive Director the opportunity to update the Board on the previous month's activities, contacts and projects.

Key discussion points:

- Randall Malik mentioned that the first quarterly economic development partnership meeting occurred on November 17th. Overall, around forty people attended the meeting.

- Director Pena stated that he was pleased with the turnout for the meeting. He also requested that staff try to work with Paragon on being the next guest speaker.
- Randall Malik indicated that the Highway 36A Coalition has a delegation of Highway 36A representatives going to Panama in January to advocate for increased usage of the Port of Freeport. Mayor McConathy will not be able to attend the delegation visit and she has asked Mr. Malik to go in her stead. The Board indicated their support for Mr. Malik's attendance at the Highway 36A Coalition Delegation Visit.

No action was taken.

9. REVIEW AND DISCUSS REQUESTS FOR FUTURE AGENDA ITEMS, AND TAKE ACTION AS NECESSARY.

Executive Summary: This item provides the RDC Board the opportunity to request future agenda items.

No discussion was held regarding this item.

10. ANNOUNCEMENTS.

No Announcements.

11. ADJOURNMENT.

Action: Director Moses moved, seconded by Director Garcia, to adjourn the Regular Rosenberg Development Corporation Meeting. The motion carried by a unanimous vote of those present. The meeting adjourned at 6:09 p.m.

Jasmine Bowens
Senior Administrative Specialist



COMMUNICATION FORM

January 14, 2016

ITEM #	ITEM TITLE
B	Rosenberg Development Corporation Financial Report
ITEM/MOTION	
Consideration of and action on the monthly Rosenberg Development Corporation Financial Report for the period ending December 31, 2015.	
APPROVAL	SUPPORTING DOCUMENTS

SUBMITTED BY:

1. RDC Financial Report – December 2015

A handwritten signature in blue ink that reads "Joyce Vasut".

Joyce Vasut
Executive Director of Administrative Services

EXECUTIVE SUMMARY

The December 2015 RDC Financial Report is attached for your review and consideration. Staff recommends approval.

CITY OF ROSENBERG, TEXAS
ROSENBERG DEVELOPMENT CORPORATION
AS OF DECEMBER 31, 2015

Classification	2015-16 Adopted Budget	2015-16 Act. Rev/Exp YTD	2015-16 Encumbered	2015-16 YTD Budget Remaining	% of Budget Target
REVENUES:					
					25%
<i>Sales Taxes</i>	\$ 3,144,427	\$ 738,005	\$ -	\$ 2,406,422	23%
<i>Sales Taxes BTC I</i>	623,341	131,844	-	491,497	21%
<i>Sales Taxes BTC II</i>	501,661	119,775	-	381,886	24%
<i>Downtown Sales Taxes</i>	41,816	7,797	-	34,019	19%
<i>Sales Tax Total</i>	4,311,245	997,421	-	3,313,824	
<i>Interest Earnings</i>	2,000	785	-	1,215	39%
TOTAL REVENUES	4,313,245	998,206	-	3,315,039	23%
EXPENDITURES:					
Administration (max 10%):					
Office Supplies	1,000		-	1,000	0%
Computer Supplies	2,500		-	2,500	0%
Business Expense	1,700	28	-	1,672	2%
General Insurance	400	265	-	135	66%
Education and Training	9,000		-	9,000	0%
Other Contractual Services	249,500	61,178	-	188,322	25%
Subtotal for Administration Expenses	264,100	61,471	-	202,629	23%
Marketing:					
Outside Professional Services	12,500		-	12,500	0%
Postage	200	11	-	189	5%
Freight and Express	100		-	100	0%
Advertising	29,500	300	-	29,200	1%
Printing and Binding	4,500	981	2,289	1,230	73%
Subtotal for Marketing Accounts	46,800	1,292	2,289	43,219	8%
Memberships & Services:					
Business Recruitment	8,500	400	4,400	3,700	56%
Dues, Subscriptions & Contracts	6,977	3,550	-	3,427	51%
RDC Memberships	50,200	11,667	-	38,534	23%
Subtotal for Memberships & Services Accounts	65,677	15,617	4,400	45,661	30%
Professional Services:					
Professional Services - Engineering	35,000		-	35,000	0%
Professional Services - Legal	40,000	3,471	-	36,530	9%
Subtotal for Professional Services	75,000	3,471	-	71,530	5%
Business Retention & Expansion:					
Prospective Business Incentive	500,000		-	500,000	0%
Business Appreciation Luncheon	10,000		-	10,000	0%
Subtotal for Business Retention and Expansion	510,000	-	-	510,000	0%
Infrastructure:					
Debt Service - Principal	617,770	154,443	-	463,328	25%
Debt Service - Interest	177,221	44,305	-	132,916	25%
RDC Projects Fund	3,700,000		-	3,700,000	0%
Subtotal for Infrastructure Accounts	4,494,991	198,748	-	4,296,243	4%
TOTAL EXPENDITURES	\$ 5,456,568	\$ 280,598	\$ 6,689	\$ 5,169,281	5%

ROSENBERG DEVELOPMENT CORPORATION
2015-16 ACTUAL
PERIOD ENDED DECEMBER 31, 2015

Classification	RDC Actual	RDC Projects	Total
Resources:			
Total Beginning Fund Balance @ 10/01/15 (unaudited)	\$ 3,755,279	\$ 2,074,124	\$ 5,829,403
Revenues and Transfers In	998,206	237	998,443
Total Funds Available	<u>\$ 4,753,485</u>	<u>\$ 2,074,361</u>	<u>\$ 6,827,846</u>
Uses/Deductions:			
Expenditures and Transfers Out	280,598	451,271	731,869
Ending Fund Balance:			
Total Ending Fund Balance	\$ 4,472,887	\$ 1,623,090	\$ 6,095,977
Reserved for Debt Service	794,991	-	794,991
Reserved for RDC Projects	-	\$ 1,623,090	1,623,090
Unreserved Fund Balance Total	<u>\$ 3,677,896</u>	<u>\$ -</u>	<u>\$ 3,677,896</u>

**Synopsis of Current Revenues and Expenditures
Rosenberg Development Corporation
For the Month Ended December 31, 2015**

Account Number	Description	Amount
Revenues		
219-0000-402-0000	Sales Taxes	\$ 308,178.47
Total Current Period Revenues		<u>\$ 308,178.47</u>
Expenditures		
219-1000-540-3110	Office Supplies (Administration)	-
219-1000-540-3120	Computer Supplies (Administration)	-
219-1000-540-3135	Business Expenses (Administration)	-
219-1000-540-5120	Insurance/General Insurance (Administration)	264.75
219-1000-540-5510	Travel (Education and Training)	-
219-1000-540-5710	Other Contractual Services (Administration)	-
Total Administration		<u>\$ 264.75</u>
219-2000-540-4391	Outside Professional Contract Svcs (Marketing)	-
219-2000-540-5220	Postage (Marketing)	-
219-2000-540-5230	Freight and Express (Marketing)	-
219-2000-540-5310	Advertising (Marketing)	300.00
219-2000-540-5410	Printing and Binding (Marketing)	327.00
Total Marketing		<u>\$ 627.00</u>
219-3000-540-3135	Business Expenses (Business Recruitment)	400.00
219-3000-540-4235	Dues/Subscriptions/Memberships (Business Recruitment)	3,450.00
219-3000-540-4390	RDC Memberships (Business Recruitment)	10,791.50
Total Business Recruitement		<u>\$ 14,641.50</u>
219-5000-540-4315	Engineering (Professional Services)	-
219-5000-540-4390	Legal Fees (Professional Services)	3,470.50
Total Professional Services		<u>\$ 3,470.50</u>
219-6000-540-5725	Prospective Business Incentive (Business Retention and Expansion)	-
219-6000-540-5730	Business Appreciation Luncheon (Business Retention and Expansion)	-
Total Business Retention and Expansion		<u>\$ -</u>
219-7000-540-8110	Debt Service (Infrastructure) - Principal for December 2015	51,480.83
219-7000-540-8120	Debt Service (Infrastructure) - Interest for December 2015	14,768.42
219-7000-540-9225	Transfers/Other Fund (Infrastructure) - Transfer to RDC Projects Fund	-
Total Infrastructure		<u>\$ 66,249.25</u>
Total Current Period Expenditures		<u>\$ 85,253.00</u>

**CITY OF ROSENBERG, TEXAS
RDC SALES TAX REVENUES**

Monthly Total Actual Receipts	Cumulative YTD Receipts	Budgeted Receipts		Total YTD Percent of Budget	Prior Year Pct. Increase (Decrease)	
		Monthly	YTD		Month	YTD
(1)	(2)	(3)	(4)	(5)	(6)	(7)
Cumulative (1)		Cumulative (3)		(2)/(4)		

Monthly BTC - I Receipts	Monthly BTC - II Receipts	Monthly Downtown Receipts
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Fiscal Year 2013-14

Oct	\$284,645	\$ 284,645	\$ 254,303	\$ 254,303	111.93%	12.3%	12.3%	\$ 45,426	\$ 26,206	\$ 2,678
Nov	332,266	616,912	301,210	555,512	111.05%	10.7%	11.4%	43,511	62,113	2,709
Dec	300,765	917,676	268,764	824,276	111.33%	12.3%	11.7%	41,356	23,209	2,873
Jan	311,275	1,228,951	241,171	1,065,447	115.35%	29.5%	15.7%	55,706	27,306	3,558
Feb	452,793	1,681,744	358,268	1,423,715	118.12%	26.8%	18.5%	81,972	80,410	5,100
Mar	269,503	1,951,247	241,272	1,664,988	117.19%	12.1%	17.6%	35,930	21,835	2,401
Apr	304,220	2,255,468	254,923	1,919,911	117.48%	19.7%	17.9%	44,267	23,697	3,481
May	372,069	2,627,537	335,114	2,255,025	116.52%	11.4%	16.9%	50,765	60,332	2,784
Jun	321,933	2,949,470	278,024	2,533,049	116.44%	16.2%	16.8%	42,815	24,392	3,429
Jul	322,644	3,272,114	289,771	2,822,820	115.92%	11.7%	16.3%	43,395	26,561	3,439
Aug	381,528	3,653,642	340,121	3,162,941	115.51%	12.5%	15.9%	50,943	63,637	2,954
Sep	365,422	4,019,064	282,259	3,445,200	116.66%	29.9%	17.0%	44,345	26,570	2,944
Total								\$ 580,432	\$ 466,269	\$ 38,351

Fiscal Year 2014-15

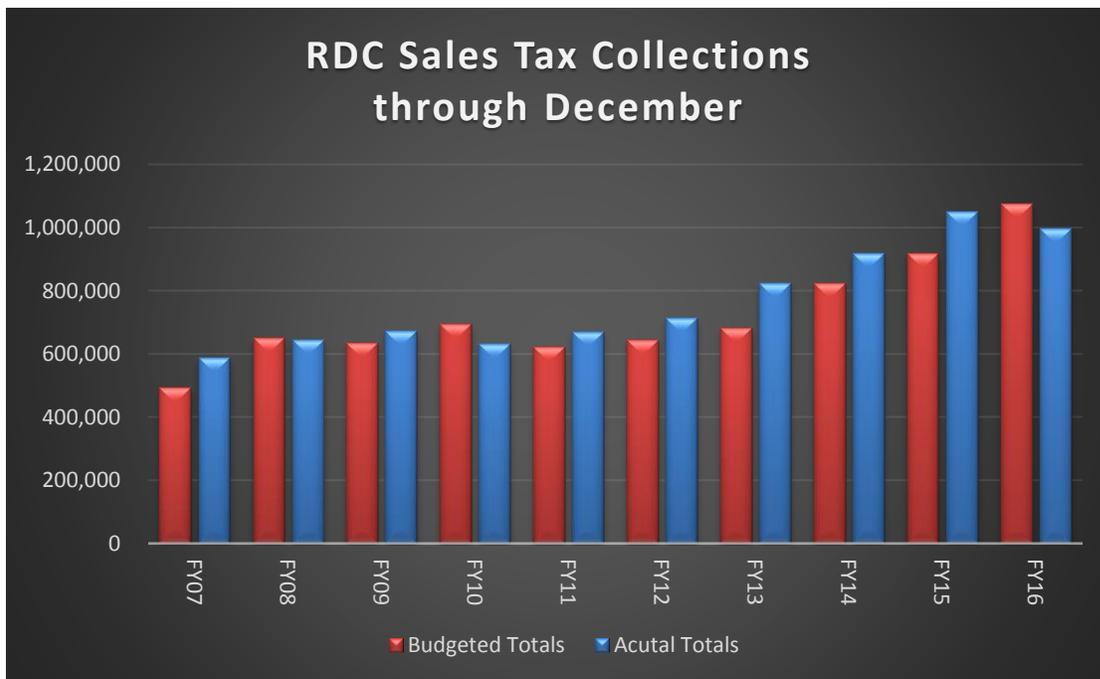
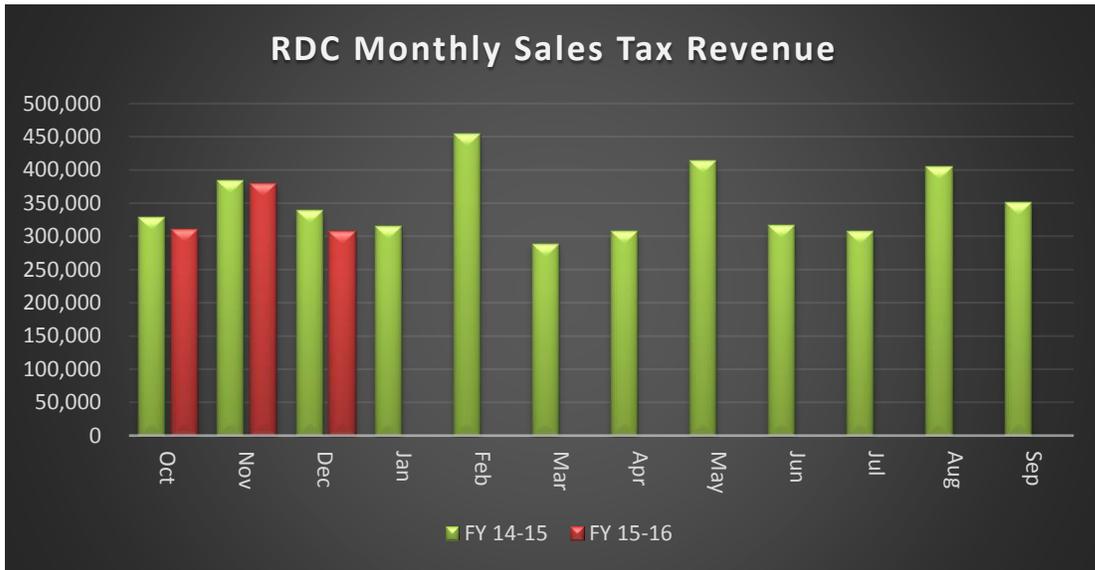
Oct	\$328,597	\$ 328,597	\$ 283,444	\$ 283,444	115.93%	15.4%	15.4%	\$ 47,153	\$ 27,876	\$ 2,454
Nov	383,604	712,201	\$ 335,726	619,171	115.02%	15.5%	15.4%	48,133	66,466	3,267
Dec	338,699	1,050,900	\$ 299,563	918,734	114.39%	12.6%	14.5%	42,177	24,526	2,589
Jan	314,787	1,365,687	\$ 268,808	1,187,542	115.00%	1.1%	11.1%	58,756	28,549	3,443
Feb	453,735	1,819,423	\$ 399,323	1,586,865	114.66%	0.2%	8.2%	87,501	85,910	4,580
Mar	288,676	2,108,098	\$ 268,921	1,855,785	113.60%	7.1%	8.0%	40,699	22,571	3,237
Apr	306,989	2,415,087	\$ 284,136	2,139,921	112.86%	0.9%	7.1%	43,336	23,946	2,340
May	414,271	2,829,359	\$ 373,516	2,513,437	112.57%	11.3%	7.7%	52,568	64,295	3,120
Jun	316,538	3,145,897	\$ 309,884	2,823,322	111.43%	-1.7%	6.7%	41,881	24,158	2,395
Jul	308,052	3,453,949	\$ 322,977	3,146,299	109.78%	-4.5%	5.6%	45,797	26,383	3,140
Aug	404,770	3,858,719	\$ 379,097	3,525,396	109.45%	6.1%	5.6%	52,877	70,363	2,521
Sep	350,958	4,209,677	\$ 314,604	3,840,000	109.63%	-4.0%	4.7%	44,830	28,233	3,130
Total								\$ 605,710	\$ 493,276	\$ 36,216

Fiscal Year 2015-16

Oct	\$310,033	\$ 310,033	\$ 336,525	\$ 336,525	92.13%	-5.6%	-5.6%	\$ 44,573	\$ 24,987	\$ 2,463
Nov	379,210	689,243	\$ 392,860	729,385	94.50%	-1.1%	-3.2%	46,572	72,308	2,579
Dec	308,178	997,421	\$ 346,871	1,076,256	92.68%	-9.0%	-5.1%	40,700	22,481	2,755
Jan	-		\$ 322,382	1,398,638	#VALUE!		#VALUE!			
Feb	-		\$ 464,683	1,863,321	#VALUE!		#VALUE!			
Mar	-		\$ 295,641	2,158,961	#VALUE!		#VALUE!			
Apr	-		\$ 314,396	2,473,357	#VALUE!		#VALUE!			
May	-		\$ 424,267	2,897,624	#VALUE!		#VALUE!			
Jun	-		\$ 324,175	3,221,799	#VALUE!		#VALUE!			
Jul	-		\$ 315,484	3,537,283	#VALUE!		#VALUE!			
Aug	-		\$ 414,536	3,951,819	#VALUE!		#VALUE!			
Sep	-		\$ 359,426	4,311,245	#VALUE!		#VALUE!			
Total								\$ 131,844	\$ 119,775	\$ 7,797

**ROSENBERG DEVELOPMENT CORPORATION
SALES TAX REVENUES**

GRAPHS



**Rosenberg Development Corporation
Outstanding Debt Service
2015-2016 Budget**

Fiscal Year	Principal Due	Total Interest	Total Principal & Interest	Adjustment for Business Park	Adjusted Principal & Interest
2015-16	652,770	177,221	829,991	(35,000)	794,991
2016-17	657,305	160,476	817,781	(113,000)	704,781
2017-18	672,840	147,957	820,797	(113,000)	707,797
2018-19	687,875	126,890	814,765	(113,000)	701,765
2019-20	703,410	104,444	807,854	(113,000)	694,854
2020-21	382,980	85,627	468,607	(191,000)	277,607
2021-22	387,515	71,341	458,856	(191,000)	267,856
2022-23	284,800	59,162	343,962	(270,000)	73,962
2023-24	297,835	48,994	346,829	(270,000)	76,829
2024-25	228,190	39,216	267,406	(256,000)	11,406
2025-26	236,225	29,874	266,099		266,099
2026-27	247,295	19,974	267,269		267,269
2027-28	255,330	9,557	264,887		264,887
2028-29	71,400	2,621	74,021		74,021
2029-30	23,005	489	23,494		23,494
Total	\$5,788,775	\$1,083,843	\$6,872,618	(1,665,000)	\$5,207,618

**Rosenberg Development Corporation
RDC Projects Fund
For the Period Ended December 31, 2015**

CP1301		Total	Amount Paid	Encumbrance	Remaining
Project Description	G/L Account	Project Cost	Project To Date	Amount	Funds
FY2013 Park Improvements	225-7000-540-7030	\$ 251,177	\$ 245,886	\$ -	\$ 5,291
Totals		\$ 251,177	\$ 245,886	\$ -	\$ 5,291

CP1302		Total	Amount Paid	Encumbrance	Remaining
Project Description	G/L Account	Project Cost	Project To Date	Amount	Funds
Business Park Development	225-7000-540-7030	\$ 3,849,783	\$ 3,345,346	\$ 439,042	\$ 65,395
Project Management Fee	225-7000-540-4395	85,000	56,752	-	28,248
Totals		\$ 3,934,783	\$ 3,402,098	\$ 439,042	\$ 93,643

CP1402		Total	Amount Paid	Encumbrance	Remaining
Project Description	G/L Account	Project Cost	Project To Date	Amount	Funds
Aldi Project	225-7000-540-7032	\$ 500,000	\$ -	\$ -	\$ 500,000
Totals		\$ 500,000	\$ -	\$ -	\$ 500,000

CP1501		Total	Amount Paid	Encumbrance	Remaining
Project Description	G/L Account	Project Cost	Project To Date	Amount	Funds
Livable Centers	225-7000-540-7035	\$ 250,000	\$ 25,540	\$ -	\$ 224,460
Totals		\$ 250,000	\$ 25,540	\$ -	\$ 224,460

CP1503		Total	Amount Paid	Encumbrance	Remaining
Project Description	G/L Account	Project Cost	Project To Date	Amount	Funds
Traffic Signal at Reading Rd and Town Ctr Blvd	225-7000-540-7037	\$ 115,375	\$ -	\$ -	\$ 115,375
Totals		\$ 115,375	\$ -	\$ -	\$ 115,375

CP1507		Total	Amount Paid	Encumbrance	Remaining
Project Description	G/L Account	Project Cost	Project To Date	Amount	Funds
Macario Garcia Park Restrooms	225-7000-540-7036	\$ 150,000	\$ 11,010	\$ 2,750	\$ 136,240
Totals		\$ 150,000	\$ 11,010	\$ 2,750	\$ 136,240

CP1601		Total	Amount Paid	Encumbrance	Remaining
Project Description	G/L Account	Project Cost	Project To Date	Amount	Funds
Transportation Gateways	225-7000-540-7030	\$ 129,447	\$ 8,036	\$ -	\$ 121,411
Totals		\$ 129,447	\$ 8,036	\$ -	\$ 121,411

		Total	Amount Paid	Encumbrance	Remaining
Project Description	G/L Account	Project Cost	Project To Date	Amount	Funds
Fort Bend Transit	225-7000-540-7030	\$ 75,000	\$ 75,000	\$ -	\$ -
Totals		\$ 75,000	\$ 75,000	\$ -	\$ -

		Total	Amount Paid	Encumbrance	Remaining
Project Description	G/L Account	Project Cost	Project To Date	Amount	Funds
Paragon Infrastructure	225-7000-540-7030	\$ 3,000,000	\$ -	\$ -	\$ 3,000,000
Totals		\$ 3,000,000	\$ -	\$ -	\$ 3,000,000

		Total	Amount Paid	Encumbrance	Remaining
Project Description	G/L Account	Project Cost	Project To Date	Amount	Funds
Texas State Technical College	225-7000-540-7030	\$ 200,000	\$ -	\$ -	\$ 200,000
Totals		\$ 200,000	\$ -	\$ -	\$ 200,000

**Rosenberg Development Corporation
RDC Projects Fund
For the Period Ended December 31, 2015**

Project Description	G/L Account	Total Project Cost	Amount Paid Project To Date	Encumbrance Amount	Remaining Funds
Superior Tanks Incentive	225-7000-540-7030	\$ 25,000	\$ -		\$ 25,000
Totals		\$ 25,000	\$ -	\$ -	\$ 25,000

Project Description	G/L Account	Total Project Cost	Amount Paid Project To Date	Encumbrance Amount	Remaining Funds
Seabourne Creek Nature Park	225-7000-540-7030	\$ 100,000	\$ -		\$ 100,000
Totals		\$ 100,000	\$ -	\$ -	\$ 100,000

Project Description	G/L Account	Project Cost	Project To Date	Amount	Funds
Texas Master Naturalists Contribution	225-7000-540-7030	\$ 25,000	\$ -		\$ 25,000
Totals		\$ 25,000	\$ -	\$ -	\$ 25,000

Project Description	G/L Account	Project Cost	Project To Date	Amount	Funds
Sidewalk Improvements	225-7000-540-7038	\$ 200,000	\$ -		\$ 200,000
Totals		\$ 200,000	\$ -	\$ -	\$ 200,000

Total		\$ 8,870,782	\$ 3,710,818	\$ 441,792	\$ 4,718,173
Total Project Management Fees		\$ 85,000	\$ 56,752	\$ -	\$ 28,248



COMMUNICATION FORM

January 14, 2016

ITEM #	ITEM TITLE
1	Central Fort Bend Chamber Contract
ITEM/MOTION	
Consideration of and action on a Standard Services Contract for Promotional and Membership Services by and between the Rosenberg Development Corporation and the Central Fort Bend Chamber in the amount of \$10,000.	
APPROVAL	SUPPORTING DOCUMENTS

SUBMITTED BY :

A handwritten signature in black ink, appearing to read "R. Malik".

Randall Malik
RDC Executive Director

1. RDC Standard Services Contract - Central Fort Bend Chamber
2. RDC Meeting Draft Minute Excerpt – 12-10-15

EXECUTIVE SUMMARY

The Rosenberg Development Corporation has annually budgeted \$10,000 for promotional and membership services provided by the Central Fort Bend Chamber and \$2,500 for use of the Rosenberg Civic Center. \$12,500 has been budgeted in the Fiscal Year 2015-16 Budget for the Central Fort Bend Chamber.

Staff recommends authorizing the RDC President to execute the Standard Services Contract between the Rosenberg Development Corporation and Central Fort Bend Chamber.

THE STATE OF TEXAS §

COUNTY OF FORT BEND §

**ROSENBERG DEVELOPMENT CORPORATION STANDARD SERVICES
CONTRACT**

This Agreement is made between the Rosenberg Development Corporation (the RDC), and Contractor as follows:

- 1. Summary of Contract Terms.** The following information and referenced documents shall be a part of this Contract:

Contractor:	Central Fort Bend Chamber (Contractor)
Description of Services:	Promotional & Membership Services for RDC.
Contract Begins:	January 1, 2016
Contract Ends:	December 31, 2016

- 2. Services.**

In addition to the services already provided by Contractor to promote the City of Rosenberg, (Providing business data, demographics, communities, schools, and various other data on the City of Rosenberg to the general public); the following specific services are the value added contractual services to the RDC:

- Contractor shall recognize and promote the City of Rosenberg in an annual Membership Directory that is distributed to all area Contractor members and mailed in relocation and visitor packages. Valuation: \$2195
- RDC will receive 12 placements (announcements or promotions) in the Contractor's weekly electronic newsletter, Business in the Bend. Valuation: \$3000
- Contractor will provide 300 of the Contractor published maps. Valuation: \$300.
- The RDC shall have a reserved table for three monthly membership luncheons/breakfasts which includes the Mayor's State of the City event as one of the three. RDC is also provided first right to purchase an additional table for the State of the City event. Valuation: \$1500 for 3 sponsorship tables.
- The RDC's logo will be displayed on the homepage of the Contractor's web site as a member and will include a link to the RDC website. Valuation: \$750

- Contractor will provide 12 email blasts for the purpose of advertisement and promotion to the greater than 6000 regional recipients in the Contractor's database.
Valuation: \$3000

- Contractor will partner as requested by the RDC and will designate RDC's Executive Director to serve as an ex-officio member of the Contractor's Board of Directors.

3. Payment. As compensation for all services provided hereunder, the RDC shall pay Contractor \$10,000.00 for participation in the Central Fort Bend Chamber. The \$10,000 payment by the RDC to the Contractor shall be used for the purposes stated in this agreement. All payments to be made by the RDC to Contractor, including the time of payment and the payment of interest on overdue amounts, are subject to the applicable provisions of Chapter 2251 of the Government Code. The RDC may purchase other advertising that the Contractor offers to its members, which shall not be a part of the \$10,000.

4. Additional Compensation. The RDC will provide additional compensation to the Contractor in the following manner: The RDC will compensate the Rosenberg Civic Center up to \$2,500 for the Chamber's usage of the Rosenberg Civic Center during the term of this contract in accordance with Center policies and procedures.

5. Term/Termination. Except as provided in this paragraph, this Contract will begin January 1, 2016, and end December 31, 2016, the date of the signature by the parties notwithstanding, provided, however, that this agreement may be terminated by either party at any time, with or without cause, upon not less than thirty (30) days written notice; except as otherwise provided herein, this Contract will terminate on December 31, 2016. The RDC may terminate this Contract:

(a) For breach of this Contract by Contractor if Contractor fails to comply with any term of this Contract after the RDC gives written notice to Contractor specifying the default and the Contractor fails to cure the default within ten days of the date of the notice.

6. Notice. All notices shall be in writing and may be made by personal delivery, facsimile, or mail. If mailed, any notice or communication shall be deemed to be received three days after the date of deposit in the United States mail.

7. Assignment. Contractor may not change without prior approval the name or form of its business or assign this Contract to another person or entity so long as Contractor continues to provide the services to the RDC as provided herein solely through and by the person signing on behalf of Central Fort Bend Chamber, as set forth below.

8. Law Governing and Venue. Any ambiguity or uncertainty in the services to be performed under this agreement shall be interpreted and construed by the RDC, and its decision shall be final and binding upon all parties. The validity, interpretation,

construction, and performance of this agreement shall be governed by the State of Texas (except provisions governing the choice of law); and it is expressly stipulated and agreed that venue and jurisdiction for any claims related to this agreement shall be Fort Bend County, Texas.

9. Entire Agreement. This Contract represents the entire agreement between the RDC and the Contractor and supersedes all prior negotiations, representations, or contracts, either written or oral. However, the RDC reserves the right to inspect the books and papers of the Contractor if the RDC finds it necessary to determine if the Contractor is performing in compliance with this agreement. This Contract may be amended only by written instrument signed by both parties.

10. Independent Contractor. The Contractor shall perform the work under this Contract as an independent contractor and not as an employee of the RDC. The RDC has no right to supervise, direct, or control the Contractor in the means, methods, or details of the work to be performed by Contractor under this Contract.

ROSENBERG DEVELOPMENT CORPORATION

CONTRACTOR

Central Fort Bend Chamber

By: _____

Bill Knesek
President

By: Regina Mueller

Address: 4120 Avenue H
Rosenberg, TX 77471

Date: _____

Date: 12-9-2015

Executive Session: State law requires that Type B economic development corporations must formally designate their projects by published notice and then must wait sixty (60) days after the published notice to expend funds on the designated projects. A public hearing regarding the projects must also be held during the 60-day waiting period.

Pursuant to said requirements, the requisite public notice regarding the partial reimbursement of a traffic signal at the intersection of Reading Road and Spacek Road was published in the Fort Bend Herald on November 29, 2015, beginning the 60-day waiting period required by state law.

This item has been included on the Agenda to accommodate the required public hearing as advertised in the published notice.

The public hearing was opened by Vice President Scopel at 4:02 p.m. As there were no speakers, the public hearing was closed by Vice President Scopel at 4:04 p.m.

2. (This item was taken out of order after Item 7)
REVIEW AND DISCUSS PRESENTATION REGARDING ACTIVITIES CARRIED OUT BY THE CENTRAL FORT BEND CHAMBER OF COMMERCE FROM REGINA MORALES, PRESIDENT/CEO.

Executive Session: Regina Morales, President/CEO of the Central Fort Bend Chamber will attend the meeting to update the Board on current activities pursued by the Central Fort Bend Chamber.

Key discussion points:

- Randall Malik introduced Regina Morales, President/CEO of the CFBC.
- Regina Morales updated the Board on current activities and the new direction of refocusing on small businesses pursued by the Central Fort Bend Chamber. She explained some of the details of the contract between Central Fort Bend Chamber and RDC. Some of these include an explanation of promotional opportunities in the Membership Directories distributed to all area Chamber members and mailed in relocation and visitor packages. RDC will have a reserved table for three (3) monthly membership luncheons/breakfasts. The RDC logo will also be displayed on the homepage of the Central Fort Bend Chamber's website as a member and will include a link to the RDC website.
- Director Pena suggested working on a future marketing brochure for Rosenberg.

No action was taken.

3. **REVIEW AND DISCUSS PRESENTATION REGARDING AN UPDATE ON THE EXPANDED RICHMOND/ROSENBERG BUS ROUTES FROM PAULETTE SHELTON, DIRECTOR OF FORT BEND TRANSIT.**

Executive Summary: At the November RDC Meeting, the Board requested an update on the expanded Fort Bend Transit bus routes through Richmond and Rosenberg. Paulette Shelton, Fort Bend Transit Director, will attend the meeting to provide an update on the Richmond/Rosenberg Bus Route.

Key discussion points:

- Ms. Shelton updated the Board on the current Fort Bend Transit Routes, in Richmond/Rosenberg.
- Director Garcia inquired about creating more routes for the north side of Rosenberg, because there is only one stop, and the elderly are not able to travel a long distance to the bus stop.
- Ms. Shelton explained that people with disabilities who are unable to walk to the bus stop can call and schedule a pick up.
- Director Moses asked why there have not been any passengers for the Justice Center route.
- Ms. Shelton explained that Fort Bend Transit is in the process of strategizing to understand the reason they are lacking passengers for this route.

No action was taken.

4. **REVIEW AND DISCUSS UPDATE ON THE DESIGN OF THE DOWNTOWN PARKING LOT PROJECT FROM JONES AND CARTER, INC.**

Executive Summary: Craig Kalkomey, Department Manager – Municipal Operations Division of Jones and Carter, Inc., will attend the meeting to provide an update on the design of the Downtown Parking Lot Project.

Key discussion points:

- Randall Malik introduced Craig Kalkomey.



COMMUNICATION FORM

January 14, 2016

ITEM #	ITEM TITLE
2	Greater Fort Bend Economic Development Council Update
ITEM/MOTION	
Review and discuss a presentation regarding activities carried out by the Greater Fort Bend Economic Development Council from Jeff Wiley, President/CEO, and take action as necessary to direct staff.	
APPROVAL	SUPPORTING DOCUMENTS

SUBMITTED BY :

1. None

Randall Malik
RDC Executive Director

EXECUTIVE SUMMARY

Jeff Wiley, President/CEO of the Greater Fort Bend Economic Development Council will attend the meeting to update the Board on current activities pursued by the Greater Fort Bend Economic Development Council.



COMMUNICATION FORM

January 14, 2016

ITEM #	ITEM TITLE
3	The Greater Fort Bend Economic Development Council Service Contract
ITEM/MOTION	
Consideration of and action on a Services Contract for Economic Development Services by and between the Rosenberg Development Corporation and The Greater Fort Bend Economic Development Council in the amount of \$20,000.	
APPROVAL	SUPPORTING DOCUMENTS

SUBMITTED BY :

A handwritten signature in black ink, appearing to read "R Malik".

Randall Malik
RDC Executive Director

1. Rosenberg Development Corporation Service Contract
2. 2013 Economic Development Handbook Excerpt – Requirement for Third-Party Contracts for Business Recruitment

EXECUTIVE SUMMARY

The Rosenberg Development Corporation has annually budgeted \$20,000 for economic development services provided by the Greater Fort Bend Economic Development Council. The Fiscal Year 2016 Budget includes \$20,000 for services provided by the Greater Fort Bend Economic Development Council.

Staff recommends authorizing the RDC President to execute the Services Contract between the Rosenberg Development Corporation and the Greater Fort Bend Economic Development Council.

THE STATE OF TEXAS §

COUNTY OF FORT BEND §

**ROSENBERG DEVELOPMENT CORPORATION
SERVICES CONTRACT**

This Agreement is made between the **Rosenberg Development Corporation, (RDC)**, and **Contractor** as follows:

1. Summary of Contract Terms. The following information and referenced documents shall be a part of this Contract:

Contractor:	The Greater Fort Bend Economic Development Council
Description of Services:	Designated Business and Industrial Development Services
Contract Begins:	January 1, 2016
Contract Ends:	December 31, 2016

2. Services.

Designated Business and Industrial Development: The RDC is organized to, among other things, assist the City of Rosenberg (“City”) in economic development and diversification, increasing and broadening its tax base and increasing employment opportunities, and it enters this Agreement to retain Contractor to provide specific expertise that supplements capabilities available through internal RDC or City resources. Specifically, Contractor agrees to operate a program for the solicitation of industrial, business, and commercial prospects for location in the City. The services by Contractor under this Agreement will include, but are not limited to: site selection and analysis services for new business and industry seeking a location in the City; dissemination of demographic information about Fort Bend County and the City to prospective new business and industry; recommendations to the RDC to compete more successfully for new business and industry, when requested by the RDC's Executive Director; and provide liaison with the Office of the Governor, Economic Development and Tourism for receipt and redistribution of prospect information. In addition to the foregoing, the RDC is given the right to have the Mayor of Rosenberg serve as a director to the Contractor’s Board of Directors, who shall serve for as long as this Agreement is in effect. In addition, the RDC is given the right to have its Executive Director participate in Contractor Board of Director and membership meetings and activities, but not have the power to vote.

3. Obligations of the Contractor. Contractor shall provide the specific services designated under this Agreement within the following parameters:

- a. The Contractor shall utilize all funds provided by the RDC in accordance with Chapter 505, Subchapter D of the Texas Local Government Code.
- b. The Contractor shall provide monthly reporting at its Board of Directors meetings concerning its program for the solicitation of industrial, business, and commercial prospects for location within the County and City and upon request, provide additional reporting to the RDC Executive Director regarding Contractor's performance of its obligations hereunder, including but not limited to a report on prospects interested in locating to Fort Bend County and/or the City.
- c. Upon request, the Contractor shall make annual reports on the activities undertaken in relation to the marketing program to the RDC or its designated representatives upon request.
- d. All payments under this Agreement shall be utilized by the end of the RDC's fiscal year, unless Contractor is granted permission to reserve the funds in writing from the RDC.
- e. It is expressly understood and agreed that the relationship of Contractor to RDC is that of an independent contractor. The RDC has no authority to direct day-to-day activities of any Contractor employees, nor does the RDC have any authority over Contractor personnel decisions and Contractor may take positions adverse to RDC so long as such positions do not constitute a breach of the Contractor's obligations under this Agreement.
- f. It is expressly understood and agreed that as a result of performance of this contract, members of the RDC or its representatives may have access to private and confidential information of Contractor and that Contractor has been deemed to not be subject to the Public Information Act by the Texas Attorney General.¹ In the event the RDC receives an open records request that in any way relates to or impacts the Contractor concerning such material that may be in its possession, the RDC shall notify the Contractor of such request and the Contractor shall have the opportunity to object to the request. However, it is expressly understood that although the Contractor may be exempt from disclosing documents under the Public Information Act, that exemption has not been extended to the RDC and the RDC will continue to abide by the terms

¹ OR2015-14855, Texas Attorney General Opinion, July 21, 2015 Ref: ID#570346

of the Public Information Act as it pertains to documents and materials in the RDC's possession.

3. Payment. As compensation for the services provided hereunder, the RDC shall pay Contractor \$20,000.00, which shall include RDC's participation as a Trustee (with all attendant rights) in The Greater Fort Bend Economic Development Council, and compensation for the services shall not exceed \$20,000.00 without prior written approval. All payments to be made by the RDC to Contractor, including the time of payment and the payment of interest on overdue amounts, are subject to the applicable provisions of Chapter 2251 of the Government Code.

4. Term/Termination. Except as provided in this paragraph, this Contract will begin on January 1, 2016, and shall terminate on December 31, 2016, the date of the signature by the parties, notwithstanding; provided however, this agreement may be terminated by either party at any time, with or without cause, upon not less than thirty (30) days written notice, except as otherwise provided herein.

- a. If Contractor fails to comply with any term of this Contract after RDC gives written notice to Contractor specifying the default and the Contractor fails to cure the default within thirty (30) days of the date of the notice, the failure to cure the default will be considered a breach of this Contract further entitling the RDC to terminate this Contract for cause.

5. Notice. All notices shall be in writing and may be made by personal delivery, facsimile, or by mail. If mailed, any notice or communication shall be deemed to be received three (3) days after the date of deposit in the United States mail.

6. Assignment. Contractor may change the name or form of its business or assign this Contract to another person or entity so long as Contractor continues to provide the consulting services as provided herein solely through and by the person signing on behalf of The Greater Fort Bend Economic Development Council, as set forth below.

7. Law Governing and Venue. Any ambiguity or uncertainty in the services to be performed under this Agreement shall be interpreted and construed by the RDC and its decision shall be final and binding upon all parties. The validity, interpretation, construction and performance of this Agreement shall be governed by the State of Texas (except provisions governing the choice of law) and it is expressly stipulated and agreed that venue and jurisdiction for any claims related to this agreement shall be Fort Bend County, Texas.

8. Entire Agreement. This Agreement represents the entire agreement between the RDC and the Contractor and supersedes all prior negotiations, representations, or contracts, either written or oral. This Agreement may be amended only by written instrument signed by both parties.

9. Independent Contractor. The Contractor shall perform the work under this Agreement as an independent contractor and not as an employee of the RDC. The RDC has no right to supervise, direct, or control the Contractor in the means, methods, or details of the work to be performed by Contractor under this Contract. However, the RDC reserves the right to inspect the relevant supporting documents of the Contractor if the RDC finds it necessary to determine if the Contractor is performing in compliance with this Agreement.

10. Contractor Not a Governmental Entity. Contractor is a 501(c)6 non-profit economic development corporation and is not a governmental entity. It is the parties' intent that Contractor's obligations are limited to the specific, measurable services enumerated herein in exchange for the payment(s) specified herein, and that Contractor will not provide general support services to the RDC or the City and is not being paid to do so.

ROSENBERG DEVELOPMENT CORPORATION CONTRACTOR

**The Greater Fort Bend Economic
Development Council**

By: _____
Bill Knesek
President

By: _____
Jeffrey C. Wiley
President

Address: One Fluor Drive
Sugar Land, Texas 77478

Date: _____

Date: _____

later than the 120th day after receiving notice of the violation from the public entity or economic development corporation.²⁰⁷

Requirement for Third-Party Contracts for Business Recruitment

Additionally, Type A and Type B corporations are required to enter into written contracts approved by the board of directors when the corporation uses a third party for certain business recruitment efforts. The written contract requirement does not apply to the payment of an employee of the Type A or Type B corporation.²⁰⁸ Nonetheless, should the corporation pay a commission, fee, or other thing of value to a broker, agent, or other third party for business recruitment or development, a written contract is required.²⁰⁹ Failure to enter into a written contract with a third party recruiter could result in a civil penalty up to \$10,000.²¹⁰ The Texas Legislature has authorized the Attorney General to commence an action to recover the penalty in Travis County district court or in the county district court where the violation occurs.²¹¹

Incentives to Purchasing Companies

In 2003, the Texas Legislature addressed purchasing companies and their ability to receive an incentive from a Type A or Type B corporation.²¹² Type A and Type B corporations may not offer to provide economic incentives to businesses whose business consists primarily of purchasing taxable items using resale certificates and then reselling those same items to a related party. A related party means a person or entity which owns at least 80 percent of the business enterprise to which sales and use taxes would be rebated as part of an economic incentive.²¹³

Oversight of a Economic Development Corporation

Section 501.073 of the Act provides that the city shall approve all programs and expenditures of the development corporation and shall annually review any financial statements of the corporation. It further provides that at all times the city will have access to the books and records of the development corporation. Additionally, Section 501.054(b)(2) of the Act states that the powers of the corporation shall be subject at all times to the control of the city's governing body. Also, Section 501.401 of the Act gives the city authority to alter the structure, organization, programs or activities of the development corporation at any time. This authority is limited by constitutional and statutory restrictions on the impairment of existing contracts. Additionally, bond covenants may restrict the restructuring or dissolution of an economic development corporation. Finally, the city council retains a certain degree of control over the corporation by virtue of its power at any time to replace any or all of the members of the board of directors of the development corporation.²¹⁴

²⁰⁷ TEX. GOV'T CODE ANN § 2264.001 - .101 (West 2008).

²⁰⁸ TEX. LOC. GOV'T CODE ANN. § 502.051(a) (West Supp. 2011).

²⁰⁹ *Id.*

²¹⁰ *Id.* § 502.051(b).

²¹¹ *Id.* § 502.051(c).

²¹² *Id.* § 501.161.

²¹³ *Id.* § 501.161(a).

²¹⁴ *Id.* § 501.062(c).



COMMUNICATION FORM

January 14, 2016

ITEM #	ITEM TITLE
4	Fort Bend Corps Performance Agreement
ITEM/MOTION	
Consideration of and action on a Performance Agreement by and between the Rosenberg Development Corporation and Fort Bend Corps.	
APPROVAL	SUPPORTING DOCUMENTS

SUBMITTED BY :

Randall Malik
RDC Executive Director

1. Fort Bend Corps Performance Agreement
2. Title 42 United States Code Section 12745

EXECUTIVE SUMMARY

The RDC has budgeted \$5,000 in Fiscal Year 2015-16 for Fort Bend Corps. The RDC – Fort Bend Corps Performance Agreement would provide funding of \$5,000 to Fort Bend Corps contingent upon a minimum investment of \$5,000 by the Fort Bend Corps towards the expansion of affordable housing in Rosenberg by December 31, 2016. Additionally, all funding by the RDC to Fort Bend Corps would be required to comply with Title 42 of the United States Code Section 12745, relating to the qualification as affordable housing.

Staff recommends authorizing the RDC President to execute the Performance Agreement by and between the RDC and Fort Bend Corps.

**THE ROSENBERG DEVELOPMENT CORPORATION
AND FORT BEND CORPS
PERFORMANCE AGREEMENT**

THIS AGREEMENT (this “**Agreement**”) is made and entered into by and between the **Rosenberg Development Corporation**, a Type B economic development corporation organized pursuant to the Development Corporation Act, Chapters 501 and 505 of the Texas Local Government Code (the “**RDC**”), and) **Fort Bend Corps**, 501(c)(3) nonprofit corporation (the “**Corporation**”).

WHEREAS, the RDC has established policies to adopt such reasonable projects, as are permitted by law, to attract industry, create and retain primary jobs, promote or develop new or expanded business enterprises within the City of Rosenberg (the “**City**”), and, thereby, expand the growth and enhance the economic stability of the City; and

WHEREAS, the Corporation proposes to expand affordable housing in Rosenberg; and

WHEREAS, the RDC agrees to reimburse the Corporation an amount up to \$5,000 in recognition of the Corporation’s anticipated expansion of affordable housing; and

WHEREAS, the Board of Directors of the RDC has found the expenditures hereunder to be required or suitable for the development and expansion of affordable housing; and

WHEREAS, the Corporation has agreed, in exchange for and as consideration of this Agreement and funding provided herein, to satisfy and comply with certain terms and conditions set forth below;

NOW, THEREFORE, in consideration of the premises and the mutual benefits and obligations set forth herein, including the recitals set forth above, the RDC and the Corporation agree as follows:

1.

The Corporation covenants and agrees that it will investment a minimum of five-thousand dollars (\$5,000) towards the expansion of affordable housing in Rosenberg by December 31, 2016. The foregoing deadline shall be extended due to extenuating circumstances or uncontrollable delays. Within thirty-one (31) days of the earlier date of (i) December 31, 2016, or (ii) the date at which all funds provided by the RDC are expended, the Corporation shall provide an accounting to the RDC providing full and complete details of the use of the funding. The Corporation has no requirement to create or maintain a fixed number of jobs. If the Corporation fails to meet investment requirements by such date, the RDC shall have the right to terminate this Agreement.

2.

In consideration of the Corporation's representations, promises, and covenants, the RDC agrees, subject to the terms and conditions of this Agreement, to provide \$5,000 in funding for the development and expansion of affordable housing in Rosenberg. Such payments shall be due twenty (20) days after execution of the Agreement by both parties. All funding provided by the RDC shall comply with Title 42 of the United States Code Section 12745.

3.

The Corporation covenants and agrees that it does not and will not knowingly employ an undocumented worker. An “**undocumented worker**” shall mean an individual who, at the time of employment, is not (a) lawfully admitted for permanent residence to the United States; or (b) authorized under the law to be employed in that manner in the United States.

4.

The Corporation understands and agrees that if the Corporation is convicted of a violation under 8 U.S.C. Section 1324a(f), the Corporation will reimburse the RDC the total amount of any payment or incentive made to the Corporation, with interest at the rate equal to the 90-day U.S. Treasury Bill plus ½% per annum, within 120 days after said conviction and the RDC’s delivery to the Corporation of written notice of the exercise of RDC’s reimbursement remedy.

The Corporation agrees to allow the RDC, upon receipt of not less than seven (7) days prior written request, reasonable access to such information as is necessary to ensure compliance with this Section 2.

The Corporation further understands and agrees that if the Corporation is in default of any obligation under this Agreement beyond any applicable notice and cure period, the Corporation will reimburse the RDC the total amount of any payment or incentive made to the Corporation with interest at the rate equal to the 90-day Treasury Bill plus ½% per annum, within 120 days after the RDC’s delivery to the Corporation of written notice of said default, if the default has not been cured by that date. Notwithstanding any contrary provisions contained herein, the Corporation shall be

entitled to 120 days prior written notice and opportunity to cure such default prior to the RDC's taking any action for implementation of any reimbursement remedy.

The Corporation also agrees to reimburse the RDC for any and all reasonable attorney's fees and costs incurred by the RDC as a result of any action required to obtain reimbursement of such funds. Such reimbursement shall be due and payable within 120 days after the Corporation receives written notice of its failure to cure such default or violation hereof without such default and/or violation being cured.

The Corporation's obligation to reimburse the RDC shall survive termination of this Agreement.

5.

This Agreement shall inure to the benefit of and be binding upon the RDC and the Corporation, and upon the RDC's and the Corporation's respective successors and assigns, provided that any assignment has been approved in accordance with this Agreement.

6.

Any notice provided or permitted to be given under this Agreement must be in writing and may be served by (i) depositing the same in the United States mail, addressed to the party to be notified, postage prepaid, registered or certified mail, return receipt requested; or (ii) delivering the same in person to such party; or (iii) overnight or messenger delivery service that retains regular records of delivery and receipt; or (iv) facsimile, provided a copy of such notice is sent within one (1) day thereafter by another method provided above. The initial addresses of the parties for the purpose of notice under this Agreement shall be as follows:

If to the RDC: Rosenberg Development Corporation
2110 4th Street
Rosenberg, Texas 77471
Attn: Executive Director

If to Corporation: Fort Bend Corps.
Attn: Executive Director
1004 Blume Road
Rosenberg, Texas 77471
Fax #: 281-617-7924

7.

This Agreement shall be performed and enforceable in Fort Bend County, Texas, and shall be construed in accordance with the laws of the State of Texas.

8.

Except as otherwise provided in this Agreement, this Agreement shall be subject to change, amendment, or modification only in writing with the signatures and mutual consent of the parties hereto.

9.

The failure of any party to insist in any one or more instances on the performance of any of the terms, covenants or conditions of this Agreement, or to exercise any of its rights, shall not be construed as a waiver or relinquishment of such term, covenant, or condition, or right with respect to further performance.

10.

This Agreement shall bind and benefit the respective parties and their legal successors and shall not be assignable, in whole or in part, by any party without first obtaining written consent of the other party.

11.

In the event any one or more words, phrases, clauses, sentences, paragraphs, sections, or other parts of this Agreement, or the application thereof to any person, firm, corporation, or circumstance, shall be held by any court of competent jurisdiction to be invalid or unconstitutional for any reason, then the application, invalidity or unconstitutionality of such words, phrases, clauses, sentences, paragraphs, sections, or other parts of this Agreement shall be deemed to be independent of and severable from the remainder of this Agreement, and the validity of the remaining parts of this Agreement shall not be affected thereby.

(This Section Intentionally Left Blank)

IN TESTIMONY OF WHICH, THIS AGREEMENT has been executed by the parties on this _____ day of _____ 2016 (the “Effective Date”).

FORT BEND CORPS

By: _____
Ronald M. Castillo

ATTEST:

By: _____
Secretary

ROSENBERG DEVELOPMENT CORPORATION

By: _____
Bill Knesek

(1) with respect to rental assistance and rental units—

(A) not less than 90 percent of (i) the families receiving such rental assistance are families whose incomes do not exceed 60 percent of the median family income for the area, as determined by the Secretary with adjustments for smaller and larger families, (except that the Secretary may establish income ceilings higher or lower than 60 percent of the median for the area on the basis of the Secretary's findings that such variations are necessary because of prevailing levels of construction cost or fair market rent, or unusually high or low family income) at the time of occupancy or at the time funds are invested, whichever is later, or (ii) the dwelling units assisted with such funds are occupied by families having such incomes; and

(B) the remainder of (i) the families receiving such rental assistance are households that qualify as low-income families (other than families described in subparagraph (A)) at the time of occupancy or at the time funds are invested, whichever is later, or (ii) the dwelling units assisted with such funds are occupied by such households;

(2) with respect to homeownership assistance, 100 percent of such funds are invested with respect to dwelling units that are occupied by households that qualify as low-income families; and

(3) all such funds are invested with respect to housing that qualifies as affordable housing under section 12745 of this title.

(Pub. L. 101-625, title II, § 214, Nov. 28, 1990, 104 Stat. 4101; Pub. L. 103-233, title II, § 202, Apr. 11, 1994, 108 Stat. 364; Pub. L. 105-276, title V, § 599B(a), Oct. 21, 1998, 112 Stat. 2660.)

AMENDMENTS

1998—Par. (2). Pub. L. 105-276 struck out “at the time of occupancy or at the time funds are invested, whichever is later” before “; and”.

1994—Par. (1)(A). Pub. L. 103-233, § 202(1), substituted “(i) the families receiving such rental assistance are” for “such funds are invested with respect to dwelling units that are occupied by”, “, or” for “, and” before cl. (ii), and added cl. (ii).

Par. (1)(B). Pub. L. 103-233, § 202(2), substituted “(i) the families receiving such rental assistance are” for “such funds are invested with respect to dwelling units that are occupied by” and added cl. (ii).

EFFECTIVE DATE OF 1998 AMENDMENT

Pub. L. 105-276, title V, § 599B(c), Oct. 21, 1998, 112 Stat. 2660, provided that: “The amendments made by this section [amending this section and section 12745 of this title] are made on, and shall apply beginning upon, the date of the enactment of this Act [Oct. 21, 1998].”

EFFECTIVE DATE OF 1994 AMENDMENT

Amendment by Pub. L. 103-233 applicable with respect to any amounts made available to carry out this subchapter after Apr. 11, 1994, and any amounts made available to carry out this subchapter before that date that remain uncommitted on that date, with Secretary to issue any regulations necessary to carry out such amendment not later than end of 45-day period beginning on that date, see section 209 of Pub. L. 103-233, set out as a note under section 5301 of this title.

§ 12745. Qualification as affordable housing

(a) Rental housing

(1) Qualification

Housing that is for rental shall qualify as affordable housing under this subchapter only if the housing—

(A) bears rents not greater than the lesser of (i) the existing fair market rent for comparable units in the area as established by the Secretary under section 1437f of this title, or (ii) a rent that does not exceed 30 percent of the adjusted income of a family whose income equals 65 percent of the median income for the area, as determined by the Secretary, with adjustment for number of bedrooms in the unit, except that the Secretary may establish income ceilings higher or lower than 65 percent of the median for the area on the basis of the Secretary's findings that such variations are necessary because of prevailing levels of construction costs or fair market rents, or unusually high or low family incomes;

(B) has not less than 20 percent of the units (i) occupied by very low-income families who pay as a contribution toward rent (excluding any Federal or State rental subsidy provided on behalf of the family) not more than 30 percent of the family's monthly adjusted income as determined by the Secretary, or (ii) occupied by very low-income families and bearing rents not greater than the gross rent for rent-restricted residential units as determined under section 42(g)(2) of title 26;

(C) is occupied only by households that qualify as low-income families;

(D) is not refused for leasing to a holder of a voucher or certificate of eligibility under section 1437f of this title because of the status of the prospective tenant as a holder of such voucher or certificate of eligibility;

(E) will remain affordable, according to binding commitments satisfactory to the Secretary, for the remaining useful life of the property, as determined by the Secretary, without regard to the term of the mortgage or to transfer of ownership, or for such other period that the Secretary determines is the longest feasible period of time consistent with sound economics and the purposes of this Act, except upon a foreclosure by a lender (or upon other transfer in lieu of foreclosure) if such action (i) recognizes any contractual or legal rights of public agencies, nonprofit sponsors, or others to take actions that would avoid termination of low-income affordability in the case of foreclosure or transfer in lieu of foreclosure, and (ii) is not for the purpose of avoiding low income affordability restrictions, as determined by the Secretary; and

(F) if newly constructed, meets the energy efficiency standards promulgated by the Secretary in accordance with section 12709 of this title.

(2) Adjustment of qualifying rent

The Secretary may adjust the qualifying rent established for a project under subpara-

graph (A) of paragraph (1), only if the Secretary finds that such adjustment is necessary to support the continued financial viability of the project and only by such amount as the Secretary determines is necessary to maintain continued financial viability of the project.

(3) Increases in tenant income

Housing shall qualify as affordable housing despite a temporary noncompliance with subparagraph (B) or (C) of paragraph (1) if such noncompliance is caused by increases in the incomes of existing tenants and if actions satisfactory to the Secretary are being taken to ensure that all vacancies are filled in accordance with paragraph (1) until such noncompliance is corrected. Tenants who no longer qualify as low-income families shall pay as rent the lesser of the amount payable by the tenant under State or local law or 30 percent of the family's adjusted monthly income, as recertified annually. The preceding sentence shall not apply with respect to funds made available under this Act for units that have been allocated a low-income housing tax credit by a housing credit agency pursuant to section 42 of title 26.

(4) Mixed-income project

Housing that accounts for less than 100 percent of the dwelling units in a project shall qualify as affordable housing if such housing meets the criteria of this section.

(5) Mixed-use project

Housing in a project that is designed in part for uses other than residential use shall qualify as affordable housing if such housing meets the criteria of this section.

(6) Waiver of qualifying rent

(A) In general

For the purpose of providing affordable housing appropriate for families described in subparagraph (B), the Secretary may, upon the application of the project owner, waive the applicability of subparagraph (A) of paragraph (1) with respect to a dwelling unit if—

- (i) the unit is occupied by such a family, on whose behalf tenant-based assistance is provided under section 1437f of this title;
- (ii) the rent for the unit is not greater than the existing fair market rent for comparable units in the area, as established by the Secretary under section 1437f of this title; and
- (iii) the Secretary determines that the waiver, together with waivers under this paragraph for other dwelling units in the project, will result in the use of amounts described in clause (iii)¹ in an effective manner that will improve the provision of affordable housing for such families.

(B) Eligible families

A family described in this subparagraph is a family that consists of at least one elderly person (who is the head of household) and one or more of such person's grand² chil-

dren, great grandchildren, great nieces, great nephews, or great great grandchildren (as defined by the Secretary), but does not include any parent of such grandchildren, great grandchildren, great nieces, great nephews, or great great grandchildren. Such term includes any such grandchildren, great grandchildren, great nieces, great nephews, or great great grandchildren who have been legally adopted by such elderly person.

(b) Homeownership

Housing that is for homeownership shall qualify as affordable housing under this subchapter only if the housing—

(1) has an initial purchase price that does not exceed 95 percent of the median purchase price for the area, as determined by the Secretary with such adjustments for differences in structure, including whether the housing is single-family or multifamily, and for new and old housing as the Secretary determines to be appropriate;

(2) is the principal residence of an owner whose family qualifies as a low-income family—

(A) in the case of a contract to purchase existing housing, at the time of purchase;

(B) in the case of a lease-purchase agreement for existing housing or for housing to be constructed, at the time the agreement is signed; or

(C) in the case of a contract to purchase housing to be constructed, at the time the contract is signed;

(3) is subject to resale restrictions that are established by the participating jurisdiction and determined by the Secretary to be appropriate to—

(A) allow for subsequent purchase of the property only by persons who meet the qualifications specified under paragraph (2), at a price which will—

(i) provide the owner with a fair return on investment, including any improvements, and

(ii) ensure that the housing will remain affordable to a reasonable range of low-income homebuyers; or

(B) recapture the investment provided under this subchapter in order to assist other persons in accordance with the requirements of this subchapter, except where there are no net proceeds or where the net proceeds are insufficient to repay the full amount of the assistance; and

(4) if newly constructed, meets the energy efficiency standards promulgated by the Secretary in accordance with section 12709 of this title.

(Pub. L. 101-625, title II, §215, Nov. 28, 1990, 104 Stat. 4101; Pub. L. 102-550, title II, §§208, 209, Oct. 28, 1992, 106 Stat. 3754; Pub. L. 103-233, title II, §203, Apr. 11, 1994, 108 Stat. 364; Pub. L. 105-276, title V, §599B(b), Oct. 21, 1998, 112 Stat. 2660; Pub. L. 106-569, title IX, §904, Dec. 27, 2000, 114 Stat. 3027.)

REFERENCES IN TEXT

This Act, referred to in subsec. (a)(1)(E), (3), is Pub. L. 101-625, Nov. 28, 1990, 104 Stat. 4079, known as the

¹ So in original.

² So in original. Probably should be "grandchildren".

Cranston-Gonzalez National Affordable Housing Act. For complete classification of this Act to the Code, see Short Title note set out under section 12701 of this title and Tables.

AMENDMENTS

2000—Subsec. (a)(6). Pub. L. 106-569 added par. (6).

1998—Subsec. (b)(2). Pub. L. 105-276 amended par. (2) generally. Prior to amendment, par. (2) read as follows: "is the principal residence of an owner whose family qualifies as a low-income family at the time of purchase";

1994—Subsec. (b)(3). Pub. L. 103-233, §203(a), redesignated par. (4) as (3) and struck out former par. (3) which read as follows: "is made available for initial purchase only to first-time homebuyers";

Subsec. (b)(3)(B). Pub. L. 103-233, §203(b), substituted "subchapter" for "subsection" after "requirements of this";

Subsec. (b)(4), (5). Pub. L. 103-233, §203(a)(2), redesignated pars. (4) and (5) as (3) and (4), respectively.

1992—Subsec. (a)(1)(A). Pub. L. 102-550, §208(a)(1), substituted "number of bedrooms in the unit" for "smaller and larger families";

Subsec. (a)(1)(E). Pub. L. 102-550, §208(b), inserted before semicolon " , except upon a foreclosure by a lender (or upon other transfer in lieu of foreclosure) if such action (i) recognizes any contractual or legal rights of public agencies, nonprofit sponsors, or others to take actions that would avoid termination of low-income affordability in the case of foreclosure or transfer in lieu of foreclosure, and (ii) is not for the purpose of avoiding low income affordability restrictions, as determined by the Secretary";

Subsec. (a)(3). Pub. L. 102-550, §208(a)(2), (3), substituted "the lesser of the amount payable by the tenant under State or local law or" for "not less than" in second sentence and inserted at end "The preceding sentence shall not apply with respect to funds made available under this Act for units that have been allocated a low-income housing tax credit by a housing credit agency pursuant to section 42 of title 26."

Subsec. (b)(4). Pub. L. 102-550, §209, added par. (4) and struck out former par. (4) which read as follows: "is made available for subsequent purchase only—

"(A) to persons who meet the qualifications specified under paragraph (2), and

"(B) at a price consistent with guidelines that are established by the participating jurisdiction and determined by the Secretary to be appropriate—

"(i) to provide the owner with a fair return on investment, including any improvements, and

"(ii) to ensure that the housing will remain affordable to a reasonable range of low income homebuyers; and"

EFFECTIVE DATE OF 1998 AMENDMENT

Amendment by Pub. L. 105-276 made on, and applicable beginning upon, Oct. 21, 1998, see section 599B(c) of Pub. L. 105-276, set out as a note under section 12744 of this title.

EFFECTIVE DATE OF 1994 AMENDMENT

Amendment by Pub. L. 103-233 applicable with respect to any amounts made available to carry out this subchapter after Apr. 11, 1994, and any amounts made available to carry out this subchapter before that date that remain uncommitted on that date, with Secretary to issue any regulations necessary to carry out such amendment not later than end of 45-day period beginning on that date, see section 209 of Pub. L. 103-233, set out as a note under section 5301 of this title.

EFFECTIVE DATE OF 1992 AMENDMENT

Amendment by Pub. L. 102-550 applicable to unexpended funds allocated under subchapter II of this chapter in fiscal year 1992, except as otherwise specifically provided, see section 223 of Pub. L. 102-550, set out as a note under section 12704 of this title.

§ 12746. Participation by States and local governments

The Secretary shall designate a State or unit of general local government to be a participating jurisdiction when it complies with procedures that the Secretary shall establish by regulation, which procedures shall only provide for the following:

(1) Allocation

Not later than 20 days after funds to carry out this part become available (or, during the first year after November 28, 1990, not later than 20 days after (A) funds to carry out this part are provided in an appropriations Act, or (B) regulations to implement this part are promulgated, whichever is later), the Secretary shall allocate funds in accordance with section 12747 of this title and promptly notify each jurisdiction receiving a formula allocation of its allocation amount. If a jurisdiction is not already a participating jurisdiction, the Secretary shall inform the jurisdiction in writing how the jurisdiction may become a participating jurisdiction.

(2) Consortia

A consortium of geographically contiguous units of general local government shall be deemed to be a unit of general local government for purposes of this subchapter if the Secretary determines that the consortium—

(A) has sufficient authority and administrative capability to carry out the purposes of this subchapter on behalf of its member jurisdictions, and

(B) will, according to a written certification by the State (or States, if the consortium includes jurisdictions in more than one State), direct its activities to alleviation of housing problems within the State or States.

(3) Eligibility

(A) Except as provided in paragraph (10), a jurisdiction receiving a formula allocation under section 12747 of this title shall be eligible to become a participating jurisdiction if its formula allocation is \$750,000 or greater, or if the Secretary finds that—

(i) the jurisdiction has a local housing authority and has demonstrated a capacity to carry out provisions of this part, and

(ii) the State has authorized the Secretary to transfer to the jurisdiction a portion of the State's allocation that is equal to or greater than the difference between the jurisdiction's formula allocation and \$750,000, or the State or jurisdiction has made available from the State's or jurisdiction's own sources an equal amount for use by the jurisdiction in conformance with the provisions of this part.

(B) If a jurisdiction has met the requirements of subparagraph (A), the jurisdiction's formula allocation for a fiscal year shall subsequently be deemed to equal the sum of the jurisdiction's allocation under section 12747(a)(1) of this title and the amount made available to the jurisdiction under subparagraph (A)(ii).



COMMUNICATION FORM

January 14, 2016

ITEM #	ITEM TITLE
5	Rosenberg Development Corporation/Rosenberg Economic Development Department Office Space Discussion
ITEM/MOTION	
Review and discuss Rosenberg Development Corporation/Rosenberg Economic Development office space, and take action as necessary.	
APPROVAL	SUPPORTING DOCUMENTS

SUBMITTED BY :

1. None.

A handwritten signature in black ink, appearing to read "R. Malik".

Randall Malik
RDC Executive Director

EXECUTIVE SUMMARY

This Agenda item was requested by RDC President Bill Knesek to discuss office space for the RDC and City Economic Development staff.



COMMUNICATION FORM

January 14, 2016

ITEM #	ITEM TITLE
6	Proposed Amendments to Rosenberg Development Corporation Bylaws
ITEM/MOTION	
Consideration of and action on proposed amendments to the Rosenberg Development Corporation Bylaws.	
APPROVAL	SUPPORTING DOCUMENTS

SUBMITTED BY :

A handwritten signature in black ink, appearing to read "R. Malik".

Randall Malik
RDC Executive Director

1. Bylaws of the Rosenberg Development Corporation – 05-15-12
2. Bylaws of the Rosenberg Development Corporation - Redlined
3. RDC Policy Committee Draft Minutes – 11-17-15

EXECUTIVE SUMMARY

The RDC Policy Committee met on November 17, 2015 to review the RDC bylaws. Attached is a red-lined copy of each of the recommended changes proposed by the Policy Committee.

City Attorney Scott Tschirhart has reviewed the potential changes to the bylaws and will attend the meeting to discuss the bylaws with the Board. All proposed bylaw changes will also need to be taken to the City Council for approval.

BYLAWS OF THE ROSENBERG DEVELOPMENT CORPORATION

These Bylaws govern the affairs of the ROSENBERG DEVELOPMENT CORPORATION (the "Corporation"), a public instrumentality and nonprofit industrial development corporation organized under Article 5190.6 V.T.C.S., the Development Corporation Act of 1979 (the "Act") and governed by Sec. 4B of the Act.

ARTICLE I. PURPOSE

General Purposes

1.01. The Corporation acts on behalf of the City of Rosenberg, Texas in furtherance of the public purposes of the Act and may engage in any project authorized under Sec. 2(10) or Sec. 4B of the Act, with the exception of those projects the primary purpose of which is the financing of business through the granting of loans, which projects the Corporation is specifically prohibited from engaging in.

Powers

1.02. The Corporation has all the powers, both express and implied, granted to corporations governed by Sec. 4B of the Act, with the exception of the limitation noted above.

ARTICLE II. OFFICES

Principal Office

2.01. The principal office of the Corporation in the State of Texas is located at 2110 Fourth Street in Rosenberg, Texas. The Board of Directors may provide for additional offices or change the location of any office with the prior approval of the City Council of the City of Rosenberg.

Registered Office and Agent

2.02. The Corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in the City of Rosenberg, Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Act.

ARTICLE III. BOARD OF DIRECTORS

Management of the Corporation

3.01. The affairs of the Corporation shall be managed by the Board of Directors.

Duties of Directors

3.02. The Board of Directors is required to perform the following duties:

- a. Program. The Board of Directors shall research, develop, and prepare an Economic Development Plan (the Plan) in accordance with policies or directives established by the City Council of the City of Rosenberg. The Board of Directors shall review the Plan at least once a year and submit it to the City Council of the City of Rosenberg for its approval. The Plan shall include:
 1. The short and long-term objectives of the Corporation and how they might be achieved, including specific details of proposed efforts or programs to achieve those goals;

2. Guidelines of how the Corporation proposes to use the tax funds received by the Corporation to achieve its objectives, including any limitations on the use of the funds;
 3. Any other information the City Council of the City of Rosenberg requests in writing be included in the Plan.
- b. Briefings. The President or Executive Director shall appear before the City Council of the City of Rosenberg to brief the City Council of the City of Rosenberg and submit a written Performance Report to the City Council of the City of Rosenberg on activities of the Corporation at least annually and at such other times as requested by the Mayor or three or more members of the City Council of the City of Rosenberg.

Number, Qualifications and Tenure of Directors

3.03. The Board of Directors shall consist of seven (7) members appointed by and who serve at the pleasure of the City Council of the City of Rosenberg, Texas, for two year terms of office or until successors are appointed. Not more than three (3) directors shall be persons who are employees, officers or members of the City Council of the City of Rosenberg, Texas. If an employee, officer or member of the City Council of the City of Rosenberg, Texas who has been appointed as a director shall cease to be an employee, officer or member of the City Council of the City of Rosenberg, Texas such event shall constitute an automatic resignation as a director and such vacancy shall be filled in the manner provided herein. After the expiration of the initial terms of the initial Directors as set forth in the Articles of Incorporation, the terms of four (4) directors shall begin on the first Tuesday in June of each even numbered year and expire on the first Tuesday in June of the next following even numbered year. The terms of three (3) directors shall begin on the first Tuesday in June of each odd numbered year and expire on the first Tuesday in June of the next following odd numbered year. Each director must reside within the City of Rosenberg, Texas and meet the requirements pursuant to the City Charter for City Officers.

Attendance

3.04. Directors should attend all regular called meetings of the Board of Directors. Directors who are regularly absent from meetings of the Board of Directors may be removed from office by the City Council of the City of Rosenberg, Texas.

Vacancies

3.05. A vacancy occurring upon the Board of Directors shall be filled for the unexpired term by appointment by the City Council of the City of Rosenberg, Texas.

Ex-Officio Members

3.06. The City Council of the City of Rosenberg may appoint ex-officio members to the Board of Directors. Ex-officio members shall be given notice of all meetings of the Board of Directors and may participate in discussions at Board meetings, but shall not be entitled to vote. The Board of Directors may recommend individuals to the City Council to serve as ex-officio members. The ex-officio members shall serve at the pleasure of the City Council of the City of Rosenberg and until their successors are appointed.

ARTICLE IV. OFFICERS

Officer Positions

4.01. The officers of the Corporation shall be a president, a vice president, a secretary, and a treasurer, all of whom shall be members of the Board of Directors. These positions shall not be held by Board members that also serve as City employees or City Council Members. The Board of Directors may create additional officer positions, define the authorities and duties of such additional positions and appoint persons to fill such positions. No person may hold more than one such office.

Election and Terms of Officers

4.02. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting. Each Officer shall hold office until a successor is duly elected and qualified. An Officer may be elected to succeed himself or herself in the same office.

Removal of Officers

4.03. Any officer may be removed by the Board of Directors at any time, with or without good cause. The removal of an officer does not also result in the removal of such person as a director of the Corporation.

Vacancies

4.04. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the officer's term.

President

4.05. The president shall be the chief executive officer of the Corporation. The president shall supervise and control all of the business and affairs of the Corporation. The president shall preside at all meetings of the Board of Directors. When the execution of any contract or instrument shall have been authorized by the Board of Directors, the president shall execute same except where such power is expressly delegated to another office of the Corporation. The president shall perform other duties prescribed by the Board of Directors and all duties incident to the office of president. The President shall appoint the members of all committees and all committee chairs.

Vice President

4.06. The Vice-President shall perform the duties assigned to him by the Board of Directors. When the president is absent, is unable to act, or refuses to act, the vice president shall perform the duties of the president. When acting in place of the president, the vice president shall have all the powers and duties as the president and be subject to all of the limitations and restrictions placed upon the president.

Secretary

4.07. When the president and vice president are absent, unable to act, or refuse to act, the secretary shall perform the duties of the president. When acting in place of the president, the secretary shall have all the powers and duties as the president and be subject to all of the limitations and restrictions placed upon the president. In addition, the secretary, or his/her designee, shall:

- a. Give all notices as provided in the bylaws or as required by law.
- b. Take minutes of the meetings of the Board of Directors and keep the minutes as part of the corporate records.
- c. Maintain custody of the corporate records, authenticate corporate documents and affix the seal of the Corporation as required.
- d. Keep a register of the mailing address of each director and officer of the Corporation.
- e. Perform duties as assigned by the president or Board of Directors.
- f. Perform all duties incident to the office of secretary.

Treasurer

4.08. When the president, vice president and secretary are absent, unable to act, or refuse to act, the treasurer shall perform the duties of the president. When acting in place of the president, the treasurer shall have all the powers and duties as the president and be subject to all of the limitations and restrictions placed upon the president. In addition, the treasurer, or his/her designee, shall:

- a. Have charge and custody of and be responsible for all funds and securities of the Corporation.
- b. Receive and give receipts for moneys due and payable to the Corporation from any source.
- c. Deposit all moneys in the name of the Corporation in banks, trust companies, or other depositories as provided by these bylaws.
- d. Write checks and disburse funds to discharge obligations of the Corporation.
- e. Maintain the financial books and records of the corporation.
- f. Prepare financial reports at least annually.
- g. Perform other duties as assigned by the Board of Directors.
- h. Perform all duties incident to the office of treasurer.

Executive Director

4.09. The Board of Directors may designate a City of Rosenberg employee as the Executive Director to serve as the General Manager and Chief Administrative Officer of the Corporation. The Executive Director will be an employee of the City of Rosenberg and is subject to the supervision of the City Manager. The Executive Director shall perform the duties specifically delegated to him/her by the Board of Directors. Administrative and personnel services, and the specific rules related thereto are delineated in the annual Administrative Services Agreement between the Rosenberg Development Corporation and the City of Rosenberg.

The Executive Director designee shall serve at the pleasure of the Board of Directors. The Executive Director shall be responsible for policy and program implementation and the day-to-day operations of the Corporation. The Executive Director will supervise and manage the business affairs of the Corporation. The Executive Director shall be a non-voting, ex-officio member of the Board of Directors and of any other committees created by the Board of Directors. The Executive Director shall compile and submit to the Board of Directors regular reports and recommendations regarding the programs, policies, and business affairs of the Corporation.

ARTICLE V. BOARD COMMITTEES

Committees Authorized

5.01. With the approval of the Board of Directors, the President may appoint persons to serve on standing or ad hoc committees. A committee may include persons who are not Directors of the Corporation. Committees will operate under general rules adopted by the Board of Directors. Committees may be charged with specific duties or authority, but shall not have the authority to:

- a. Amend the Articles of Incorporation; amend, alter, or repeal the Bylaws; or adopt a plan of merger or consolidation with another Corporation.
- b. Authorize the sale, lease, exchange or mortgage of any of the property or assets of the Corporation or commit Corporation funds without the prior approval of the Board of Directors.

- c. Authorize or revoke proceedings for the voluntary dissolution of the Corporation or adopt a plan for the distribution of the assets of the Corporation.
- d. Approve any transaction to which the Corporation is a party, take any action outside the scope of authority delegated to it by the Board of Directors, take final action on a matter that requires the approval of the Board of Directors, take action on any other matters appropriate to the authority of the Board of Directors, or take any action that involves a potential conflict of interest as defined in these Bylaws.

Committee List

5.02. The Economic Development Staff shall keep a list of standing committees and their appointees, along with each members appointment date and a description of each committee's purpose. This list may be revised as deemed necessary by the Board of Directors.

Committee Terms

5.03. The members of each standing committee shall serve until successors are appointed by an incoming President, unless the Committee is terminated or a member is removed, resigns, or ceases to qualify as a member. Vacancies on committees may be filled in the same manner as the original appointment.

Rules

5.04. Each committee or subcommittee may adopt rules for its own operation consistent with the Bylaws or with rules adopted by the Board of Directors.

5.05. Such committees shall keep regular minutes of their meetings and report the same to the Board of Directors when required.

ARTICLE VI. MEETINGS

Annual Meeting

6.01. The annual meeting of the Board of Directors shall be held during the month of July of each year. The Board of Directors shall designate the time and location of the annual meeting, which shall be held in the principal offices of the Corporation. In accordance with Article IV, the election of officers should be conducted at the regular annual meeting.

Regular Meetings

6.02. The Board of Directors may provide for regular meetings by resolution stating the time and place of such meetings at least four (4) times a year. The meeting shall be held within the City of Rosenberg, Texas, at the principal offices of the Corporation or at such other location as the Board of Directors may designate.

Special Meetings

6.03. Special meetings of the Board of Directors may be called by the Mayor or at the request of the President or any three Directors. A person or persons calling the meeting shall fix the time and location of the meeting, which meeting shall be conducted within the City of Rosenberg, Texas. The person or persons calling a special meeting shall notify the secretary of the Corporation of the information required to be included in the notice of the meeting.

Notice of Meetings

6.04. The Board of Directors shall be considered a "governmental body" within the meaning of Texas Government Code, Sec. 551.001, and all meetings, notices of meetings, and deliberations shall be called, convened, held, conducted and given in accordance with the provisions of Texas Government Code, Chapter 551 (The Texas Open Meetings Act). In addition to the posting of a meeting notice in accordance with these Bylaws and the Texas Open Meetings Act, a copy of each such meeting notice shall be delivered to each Director not less than seventy two (72) hours before the time of the meeting. The notice shall state the place, date and time of the meeting. A meeting notice shall be deemed delivered to any Director when deposited in the United States mail addressed to the Director at his or her address as it appears on the records of the Corporation. Such additional notice may be waived in writing by a Director at any time either before or after the time of the meeting and such additional notice shall be deemed waived by attendance. In the case of special meetings, notice may be issued to Directors by mail, telephone, fax or in person and shall include who called the meeting and the purpose of the meeting.

Quorum

6.05. Four (4) directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The presence of a director may not be established by proxy. No business shall be conducted, nor shall any action be taken by the Board of Directors in the absence of a quorum.

Duties of Directors

6.06. Directors shall exercise ordinary business judgment in managing the affairs of the Corporation. In acting in their official capacity as Directors of the Corporation, Directors shall act in good faith and take actions they reasonably believe to be in the best interests of the Corporation and which are not unlawful and shall refrain from actions not in the best interest of the Corporation or which would be unlawful. A Director shall not be liable if, in the exercise of ordinary care, the Director acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the Corporation.

Actions of Board of Directors

6.07. The Board of Directors shall try to act by consensus. However, the vote of a majority of directors present at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors.

Proxy Voting Prohibited

6.08. A Director may not vote by proxy.

Removal of Directors

6.09. The Board of Directors and each member thereof serves at the pleasure of the City Council of the City of Rosenberg, Texas, which may remove any director at any time, either with or without good cause.

ARTICLE VII. TRANSACTIONS AND ADMINISTRATION OF THE CORPORATION

Fiscal Year

7.01. The fiscal year of the Corporation shall run concurrently with the fiscal year of the City of Rosenberg.

Accounts to be Administered by City

7.02. The Corporation shall contract with the City of Rosenberg for the administration of its accounts, expenditures, deposits, investment of funds and accounts in accordance with the Corporation's adopted investment policy, and other financial services for the Corporation as outlined in the Administrative Services Agreement between the Rosenberg Development Corporation and the City of Rosenberg. The Board of Directors shall designate the accounts and depositories to be created and designated for such purposes, and

the methods of withdrawal of funds there from for use by and for the purposes of the Corporation upon two (2) signatures, with the Executive Director and Director of Finance or his/her designee, and the RDC Board Treasurer as authorized signatories of said accounts.

7.03. The Corporation shall adopt an Investment Policy ("Policy") as required by State Law and shall invest its funds in accordance with the adopted Policy. The Policy shall be reviewed/updated on a yearly basis.

Checks and Drafts

7.04. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness over \$5,000 issued in the name of the Corporation shall be signed or bear the facsimile of three (3) signatures, with the Executive Director, Director of Finance or his/her designee, and two (2) Directors of the Corporation as authorized signatories, who shall be specifically designated by the Board.

Budget

7.05. At least ninety (90) days prior to the commencement of each fiscal year of the Corporation, the Board of Directors shall adopt a proposed budget of expected revenues and proposed expenditures of the next ensuing fiscal year. The budget shall contain such classifications and shall be in such forms as may be prescribed by the City Council of the City of Rosenberg. The Corporation's budget shall not be effective until the same has been approved by the City Council of the City of Rosenberg.

Audits

7.06. The Corporation shall cause its books, records, accounts, and financial statements, and all other activities for the previous fiscal year to be audited at least once each fiscal year by an outside independent certified public accounting firm approved by the City Council of the City of Rosenberg. Any such audit shall be performed in accordance with generally accepted auditing procedures (GAAP) and shall include a written management letter which details suggested management controls and operating efficiencies. The management letter shall include recommendations for improving cost reductions and safeguarding assets. Each audit shall be prepared and submitted annually to the City Council of the City of Rosenberg, Texas, for approval.

Limitations on Expenditures

7.07. Before expending funds to undertake a project, the Corporation shall hold at least one public hearing on the proposed project. The Board of Directors shall provide written notification in advance to the City Council of the date, time, location of the public hearing, as well as a description of the project(s).

7.08. Expenditures shall not be limited except to the extent and categories as may be permitted under the laws of the State of Texas. It is the intent of the Rosenberg Development Corporation to use its resources and assets to the maximum extent as shall be permitted under the laws of the State of Texas, however no more than ten percent (10%) of the annual budget of the Rosenberg Development Corporation is to be allocated to administration and it further being the intent of the Rosenberg Development Corporation to impose upon itself no other restrictions except those as may be specified by law.

Contracts

7.09. The Board of Directors by official action may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of or on behalf of the Corporation. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments. The Corporation shall follow and be bound by the same purchasing and contracting provisions of State law, including the provisions on competitive bidding, that are applicable to the City of Rosenberg.

7.10. The Corporation may contract with any qualified and appropriate person, association,

corporation or governmental entity, including the City of Rosenberg, to perform and discharge designated tasks which will aid or assist the Board in the performance of its duties. However, no such contract shall ever be approved or entered into which seeks or attempts to divest the Board of Directors or its discretion and policy-making functions in discharging the duties herein set forth.

Gifts

7.11. The Board of Directors may accept on behalf of the Corporation any gift or bequest. Special funds shall include all funds from government contracts, grants, and gifts designated by a donor for special purposes. All other funds shall be general funds.

Seal

7.12. The Board of Directors shall provide for a corporate seal.

Potential Conflicts of Interest

7.13. The members of the Board of Directors are local public officials within the meaning of the Texas Government Code Chapter 171. In transactions with the Corporation, Directors shall follow and be bound by the requirements and limitations of Chapter 171 of the Local Government Code, as amended. If a director has a substantial interest in a business entity or real property which is the subject of deliberation by the Board of Directors, the director shall file an affidavit with the secretary of the corporation stating the nature and extent of the interest. Such affidavit shall be filed prior to any vote or decision upon the matter. The Corporation shall not make a loan to a Director, Officer or employee of the Corporation or to an Officer or employee of the City of Rosenberg. Any Director may bring to the Board's attention any apparent or potential conflict of interest of any other Director in any transaction or matter coming before the Board of Directors for a decision. The Board of Directors shall make a determination on whether the Director has a conflict of interest before voting on the transaction or matter. The Director alleged to have the conflict of interest shall not vote on the determination of whether the conflict of interest exists. A Director who has a conflict of interest in a matter before the Board of Directors shall leave the room during any discussion and vote on that matter. This paragraph shall also apply to members of committees.

Bonds

7.14. Any bonds issued by the Corporation shall be in accordance with the Act and shall not be issued until approved by the City Council of the City of Rosenberg and by the bond counsel and financial advisers of the City of Rosenberg or the Corporation.

ARTICLE VIII. BOOKS, RECORDS AND AUDITS

Required Books and Records

8.01. The Corporation shall keep correct and complete books and records of account. The Corporation's books and records shall include:

- a. A file endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including, but not limited to, the articles of incorporation, any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or agent.
- b. A copy of the bylaws, and any amended versions or amendments to the bylaws.
- c. Minutes of the proceedings of the Board of Directors.
- d. A list of names and addresses of the directors and officers of the Corporation.
- e. A financial statement showing the assets, liabilities, and net worth of the Corporation at the

end of the three most recent fiscal years.

- f. A financial statement showing the income and expenses of the Corporation for the three most recent fiscal years.
- g. All rulings, letters, and other documents relating to the Corporation's federal, state and local tax status.
- h. The Corporation's federal, state and local information or income tax returns for each of the Corporation's three most recent tax years.

Records Open to Public

8.02. The Corporation shall be considered a "governmental body" within the meaning of Texas Government Code, Sec. 552.003 and all records of the corporation shall be made available to the public for inspection or reproduction in accordance with the requirements of Texas Government Code, Chapter 552 (The Texas Open Records Act).

Audits

8.03. The City Council of the City of Rosenberg, Texas may at any time require an independent audit of the Corporation's books to be conducted.

Inspections

8.04. Any member of the City Council of the City of Rosenberg, Director or Officer of the Corporation may inspect and receive copies of all books and records of the Corporation required to be kept by the Bylaws.

ARTICLE IX. YEARLY REVIEW OF BYLAWS

9.01. The bylaws shall be reviewed yearly, and revisions recommended as necessary for consideration by the Board and any applicable committees.

ARTICLE X. AMENDMENTS TO BYLAWS OR ARTICLES OF INCORPORATION

10.01. The bylaws may be altered, amended, or repealed by the Board of Directors with the consent of the City Council of the City of Rosenberg, Texas.

10.02. The Articles of Incorporation may at any time and from time to time be amended as provided in the Act so as to make any changes therein and add any provisions thereto which might have been included in the Articles of Incorporation in the first instance. Any such amendment shall be affected in either of the following manners: (i) the members of the Board of Directors of the Corporation shall file with the City Council of the City of Rosenberg a written application requesting approval of the amendments to the Articles of Incorporation, specifying in such application the amendments proposed to be made, such governing body shall consider such application and, if it shall by appropriate resolution duly find and determine that it is advisable that the proposed amendments be made and shall approve the form of the proposed amendments, then the Board of Directors of the Corporation may amend the Articles of Incorporation by adopting such amendments at a meeting of the board of directors and delivering articles of amendment to the Secretary of State, or (ii) Council may, at its sole discretion, and at any time, amend the Articles of Incorporation, and alter or change the structure, organization, programs or activities of the Corporation, or terminate or dissolve the Corporation (subject to the provisions of the Act, and subject to any limitation provided by the constitutions and laws of the State of Texas and the United States of America on the impairment of contracts entered into by the Corporation) by written resolution adopting the amendment to the Articles of Incorporation of the Corporation or articles of dissolution at a meeting of the City Council of the City of Rosenberg and delivering articles of amendment or dissolution to the Secretary of State, as provided in the Act. Restated Articles of Incorporation may be filed with the Secretary of State as provided in the Act.

ARTICLE XI. INDEMNIFICATION AND INSURANCE

Corporation to Indemnify

11.01. The Corporation shall indemnify any Director or Officer or former Director or Officer of the Corporation for expenses and costs (including attorney's fees) actually and necessarily incurred by the Officer or Director in connection with any claim asserted against the Officer or Director by action in court or otherwise by reason of the person being or having been a Director or Officer, except in relation to matters as to which the person shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

Corporation May Provide Insurance

11.02. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation to insure such person against any liability asserted against the person by reason of the person being or having been a Director, Officer, employee, or agent of the Corporation. The premiums for the insurance shall be paid for by the Corporation.

ARTICLE XII. PARLIAMENTARY AUTHORITY

12.01. Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for all matters of procedure not specifically covered by the Bylaws or any specific rules of procedure adopted by the Board of Directors.

ARTICLE XIII. DISSOLUTION OF THE CORPORATION

13.01. The Corporation is a non-profit Corporation. Upon dissolution, all of the Corporation's assets shall be conveyed to the City of Rosenberg.

ARTICLE XIV. MISCELLANEOUS PROVISIONS

Legal Authorities Governing Construction of Bylaws

14.01. The bylaws shall be construed in accordance with the laws of the State of Texas. All references in the bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended. It is expressly provided that the provisions of the Development Corporation Act of 1979 applicable to corporations governed under Sec. 4B of that Act are incorporated within these bylaws by reference. In the event of any conflict between the applicable provisions of such Act shall control.

Legal Construction

14.02. If any bylaw provision is held to be invalid, illegal or unenforceable in any respect, the invalidity, illegality or unenforceability shall not affect any other provision and the bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the bylaws.

Headings

14.03. The headings used in the bylaws are used for convenience and shall not be considered in construing the terms of the bylaws.

Parties Bound

14.04. The Bylaws shall be binding upon and inure to the benefit of the directors, officers and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors and assigns except as otherwise provided in the Bylaws.

Effective Date

14.05. These Bylaws, and any subsequent amendments hereto, shall be effective of and from the date upon which approval has been given both by the Board of Directors and the City Council of the City of Rosenberg, Texas.

CERTIFICATE OF SECRETARY

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Corporation and that such Bylaws were duly amended by the Board of Directors of the Corporation on the date set forth below.

Adopted by the Board of Directors on 12th day of April, 2012.



ATTEST: Ronald Kalkmeyer
SECRETARY of the Corporation

Amended Bylaws approved by City of Rosenberg by motion, adopted by City Council of the City of Rosenberg on the 15th day of May, 2012.



ATTEST: Linda Cernosek
CITY SECRETARY, Linda Cernosek

Section 7.06 amended August 9, 1999

Section 4.09 amended March 1, 2005

Sections 4.08-.09; 5.02-.05; 6.01; 7.02-7.14; 9.01; 10.01-10.02; 11.01-11.02; 12.01; 13.01; 14.01-14.05 amended September 18, 2007

Sections 3.06, 4.01, 7.07, 7.09, 7.12 amended May 15, 2012

BYLAWS OF THE ROSENBERG DEVELOPMENT CORPORATION

These Bylaws govern the affairs of the ROSENBERG DEVELOPMENT CORPORATION (the "Corporation"), a public instrumentality and nonprofit industrial development corporation organized under Article 5190.6 V.T.C.S., the Development Corporation Act of 1979 (the "Act") and governed by Sec. 4B of the Act.

ARTICLE I. PURPOSE

General Purposes

1.01. The Corporation acts on behalf of the City of Rosenberg, Texas in furtherance of the public purposes of the Act and may engage in any project authorized under Sec. 2(10) or Sec. 4B of the Act, ~~with the exception of those projects the primary purpose of which is the financing of business through the granting of loans, which projects the Corporation is specifically prohibited from engaging in.~~

Powers

1.02. The Corporation has all the powers, both express and implied, granted to corporations governed by Sec. 4B of the Act, ~~with the exception of the limitation noted above.~~

ARTICLE II. OFFICES

Principal Office

2.01. The principal office of the Corporation in the State of Texas is located at 2110 Fourth Street in Rosenberg, Texas. The Board of Directors may provide for additional offices or change the location of any office with the prior approval of the City Council of the City of Rosenberg.

Registered Office and Agent

2.02. The Corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in the City of Rosenberg, Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Act.

ARTICLE III. BOARD OF DIRECTORS

Management of the Corporation

3.01. The affairs of the Corporation shall be managed by the Board of Directors.

Duties of Directors

3.02. The Board of Directors is required to perform the following duties:

- a. Program. The Board of Directors shall research, develop, and prepare an Economic Development Plan (the Plan) in accordance with policies or directives established by the City Council of the City of Rosenberg. The Board of Directors shall review the Plan at least once a year and submit it to the City Council of the City of Rosenberg for its approval. The Plan shall include:
 1. The short and long-term objectives of the Corporation and how they might be achieved, including specific details of proposed efforts or programs to achieve those goals;

2. Guidelines of how the Corporation proposes to use the tax funds received by the Corporation to achieve its objectives, including any limitations on the use of the funds;
 3. Any other information the City Council of the City of Rosenberg requests in writing be included in the Plan.
- b. Briefings. The President or Executive Director shall appear before the City Council of the City of Rosenberg to brief the City Council of the City of Rosenberg and submit a written Performance Report to the City Council of the City of Rosenberg on activities of the Corporation at least annually and at such other times as requested by the Mayor or three or more members of the City Council of the City of Rosenberg.

Number, Qualifications and Tenure of Directors

3.03. The Board of Directors shall consist of seven (7) members appointed by and who serve at the pleasure of the City Council of the City of Rosenberg, Texas, for two year terms of office or until successors are appointed. Not more than three (3) directors shall be persons who are employees, officers or members of the City Council of the City of Rosenberg, Texas. If an employee, officer or member of the City Council of the City of Rosenberg, Texas who has been appointed as a director shall cease to be an employee, officer or member of the City Council of the City of Rosenberg, Texas such event shall constitute an automatic resignation as a director and such vacancy shall be filled in the manner provided herein. After the expiration of the initial terms of the initial Directors as set forth in the Articles of Incorporation, the terms of four (4) directors shall begin on the first Tuesday in June of each even numbered year and expire on the first Tuesday in June of the next following even numbered year. The terms of three (3) directors shall begin on the first Tuesday in June of each odd numbered year and expire on the first Tuesday in June of the next following odd numbered year. Each director must reside within the City of Rosenberg, Texas and meet the requirements pursuant to the City Charter for City Officers.

Attendance

3.04. Directors should attend all regular called meetings of the Board of Directors. Directors who are regularly absent from meetings of the Board of Directors may be removed from office by the City Council of the City of Rosenberg, Texas.

Vacancies

3.05. A vacancy occurring upon the Board of Directors shall be filled for the unexpired term by appointment by the City Council of the City of Rosenberg, Texas.

Ex-Officio Members

3.06. The City Council of the City of Rosenberg may appoint ex-officio members to the Board of Directors. Ex-officio members shall be given notice of all meetings of the Board of Directors and may participate in discussions at Board meetings, but shall not be entitled to vote. The Board of Directors may recommend individuals to the City Council to serve as ex-officio members. The ex-officio members shall serve at the pleasure of the City Council of the City of Rosenberg and until their successors are appointed.

ARTICLE IV. OFFICERS

Officer Positions

4.01. The officers of the Corporation shall be a president, a vice president, a secretary, and a treasurer, all of whom shall be members of the Board of Directors. These positions shall not be held by Board members that also serve as City employees or City Council Members. The Board of Directors may create additional officer positions, define the authorities and duties of such additional positions and appoint persons to fill such positions. No person may hold more than one such office.

Election and Terms of Officers

4.02. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting. Each Officer shall hold office until a successor is duly elected and qualified. An Officer may be elected to succeed himself or herself in the same office.

Removal of Officers

4.03. Any officer may be removed by the Board of Directors at any time, with or without good cause. The removal of an officer does not also result in the removal of such person as a director of the Corporation.

Vacancies

4.04. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the officer's term.

President

4.05. The president shall be the chief executive officer of the Corporation. The president shall supervise and control all of the business and affairs of the Corporation. The president shall preside at all meetings of the Board of Directors. When the execution of any contract or instrument shall have been authorized by the Board of Directors, the president shall execute same except where such power is expressly delegated to another office of the Corporation. The president shall perform other duties prescribed by the Board of Directors and all duties incident to the office of president. The President shall appoint the members of all committees and all committee chairs.

Vice President

4.06. The Vice-President shall perform the duties assigned to him by the Board of Directors. When the president is absent, is unable to act, or refuses to act, the vice president shall perform the duties of the president. When acting in place of the president, the vice president shall have all the powers and duties as the president and be subject to all of the limitations and restrictions placed upon the president.

Secretary

4.07. When the president and vice president are absent, unable to act, or refuse to act, the secretary shall perform the duties of the president. When acting in place of the president, the secretary shall have all the powers and duties as the president and be subject to all of the limitations and restrictions placed upon the president. In addition, the secretary, or his/her designee, shall:

- a. Give all notices as provided in the bylaws or as required by law.
- b. Take minutes of the meetings of the Board of Directors and keep the minutes as part of the corporate records.
- c. Maintain custody of the corporate records, authenticate corporate documents and affix the seal of the Corporation as required.
- d. Keep a register of the mailing address of each director and officer of the Corporation.
- e. Perform duties as assigned by the president or Board of Directors.
- f. Perform all duties incident to the office of secretary.

Treasurer

4.08. When the president, vice president and secretary are absent, unable to act, or refuse to act, the treasurer shall perform the duties of the president. When acting in place of the president, the treasurer shall have all the powers and duties as the president and be subject to all of the limitations and restrictions placed upon the president. In addition, the treasurer, or his/her designee, shall:

- a. Have charge and custody of and be responsible for all funds and securities of the Corporation.
- b. Receive and give receipts for moneys due and payable to the Corporation from any source.
- c. Deposit all moneys in the name of the Corporation in banks, trust companies, or other depositories as provided by these bylaws.
- d. Write checks and disburse funds to discharge obligations of the Corporation.
- e. Maintain the financial books and records of the corporation.
- f. Prepare financial reports at least annually.
- g. Perform other duties as assigned by the Board of Directors.
- h. Perform all duties incident to the office of treasurer.

Executive Director

4.09. The Board of Directors ~~may can appoint an designate a City of Rosenberg employee as the Executive Director to serve as the General Manager and Chief Administrative Officer of the Corporation. The Executive Director will be an employee of the City of Rosenberg and is subject to the supervision of the City Manager.~~ The Executive Director shall perform the duties specifically delegated to him/her by the Board of Directors. ~~Administrative and personnel services, and the specific rules related thereto are delineated in the annual Administrative Services Agreement between the Rosenberg Development Corporation and the City of Rosenberg.~~

The Executive Director designee shall serve at the pleasure of the Board of Directors. The Executive Director shall be responsible for policy and program implementation and the day-to-day operations of the Corporation. The Executive Director will supervise and manage the business affairs of the Corporation. The Executive Director shall be a non-voting, ex-officio member of the Board of Directors and of any other committees created by the Board of Directors. The Executive Director shall compile and submit to the Board of Directors regular reports and recommendations regarding the programs, policies, and business affairs of the Corporation.

ARTICLE V. BOARD COMMITTEES

Committees Authorized

5.01. With the approval of the Board of Directors, the President may appoint persons to serve on standing or ad hoc committees. A committee may include persons who are not Directors of the Corporation. Committees will operate under general rules adopted by the Board of Directors. Committees may be charged with specific duties or authority, but shall not have the authority to:

- a. Amend the Articles of Incorporation; amend, alter, or repeal the Bylaws; or adopt a plan of merger or consolidation with another Corporation.
- b. Authorize the sale, lease, exchange or mortgage of any of the property or assets of the Corporation or commit Corporation funds without the prior approval of the Board of Directors.

- c. Authorize or revoke proceedings for the voluntary dissolution of the Corporation or adopt a plan for the distribution of the assets of the Corporation.
- d. Approve any transaction to which the Corporation is a party, take any action outside the scope of authority delegated to it by the Board of Directors, take final action on a matter that requires the approval of the Board of Directors, take action on any other matters appropriate to the authority of the Board of Directors, or take any action that involves a potential conflict of interest as defined in these Bylaws.

Committee List

5.02. The Economic Development Staff shall keep a list of standing committees and their appointees, along with each members appointment date and a description of each committee's purpose. This list may be revised as deemed necessary by the Board of Directors.

Committee Terms

5.03. The members of each standing committee shall serve until successors are appointed by ~~an~~ ~~incoming~~ ~~the~~ President, unless the Committee is terminated or a member is removed, resigns, or ceases to qualify as a member. Vacancies on committees may be filled in the same manner as the original appointment.

Rules

5.04. Each committee or subcommittee may adopt rules for its own operation consistent with the Bylaws or with rules adopted by the Board of Directors.

5.05. Such committees shall keep regular minutes of their meetings and report the same to the Board of Directors when required.

ARTICLE VI. MEETINGS

Annual Meeting

6.01. The annual meeting of the Board of Directors shall be held during the month of July of each year. The Board of Directors shall designate the time and location of the annual meeting, which shall be held in the principal offices of the Corporation. In accordance with Article IV, the election of officers should be conducted at the regular annual ~~meeting~~[RM1].

Regular Meetings

6.02. The Board of Directors may provide for regular meetings by resolution stating the time and place of such meetings at least four (4) times a year. The meeting shall be held within the City of Rosenberg, Texas, at the principal offices of the Corporation or at such other location as the Board of Directors may designate.

Special Meetings

6.03. Special meetings of the Board of Directors may be called by the Mayor or at the request of the President or any three Directors. A person or persons calling the meeting shall fix the time and location of the meeting, which meeting shall be conducted within the City of Rosenberg, Texas. The person or persons calling a special meeting shall notify the secretary of the Corporation of the information required to be included in the notice of the meeting.

Notice of Meetings

6.04. The Board of Directors shall be considered a "governmental body" within the meaning of Texas

Government Code, Sec. 551.001, and all meetings, notices of meetings, and deliberations shall be called, convened, held, conducted and given in accordance with the provisions of Texas Government Code, Chapter 551 (The Texas Open Meetings Act). In addition to the posting of a meeting notice in accordance with these Bylaws and the Texas Open Meetings Act, a copy of each such meeting notice shall be delivered to each Director not less than seventy two (72) hours before the time of the meeting. The notice shall state the place, date and time of the meeting. A meeting notice shall be deemed delivered to any Director when deposited in the United States mail addressed to the Director at his or her address as it appears on the records of the Corporation. Such additional notice may be waived in writing by a Director at any time either before or after the time of the meeting and such additional notice shall be deemed waived by attendance. In the case of special meetings, notice may be issued to Directors by mail, telephone, fax or in person and shall include who called the meeting and the purpose of the meeting.

Quorum

6.05. Four (4) directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The presence of a director may not be established by proxy. No business shall be conducted, nor shall any action be taken by the Board of Directors in the absence of a quorum.

Duties of Directors

6.06. Directors shall exercise ordinary business judgment in managing the affairs of the Corporation. In acting in their official capacity as Directors of the Corporation, Directors shall act in good faith and take actions they reasonably believe to be in the best interests of the Corporation and which are not unlawful and shall refrain from actions not in the best interest of the Corporation or which would be unlawful. A Director shall not be liable if, in the exercise of ordinary care, the Director acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the Corporation.

Actions of Board of Directors

6.07. ~~The Board of Directors shall try to act by consensus. However,~~ the vote of a majority of directors present at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors.

Proxy Voting Prohibited

6.08. A Director may not vote by proxy.

Removal of Directors

6.09. The Board of Directors and each member thereof serves at the pleasure of the City Council of the City of Rosenberg, Texas, which may remove any director at any time, either with or without good cause.

ARTICLE VII. TRANSACTIONS AND ADMINISTRATION OF THE CORPORATION

Fiscal Year

7.01. The fiscal year of the Corporation shall run concurrently with the fiscal year of the City of Rosenberg.

Accounts to be Administered by City

7.02. The Corporation shall contract with the City of Rosenberg for the administration of its accounts, expenditures, deposits, investment of funds and accounts in accordance with the Corporation's adopted investment policy, and other financial services for the Corporation as outlined in the Administrative Services Agreement between the Rosenberg Development Corporation and the City of Rosenberg. The Board of Directors shall designate the accounts and depositories to be created and designated for such purposes, and the methods of withdrawal of funds there from for use by and for the purposes of the Corporation upon two (2)

signatures, with the Executive Director and Director of Finance or his/her designee, and the RDC Board Treasurer as authorized signatories of said accounts.

7.03. The Corporation shall adopt an Investment Policy ("Policy") as required by State Law and shall invest its funds in accordance with the adopted Policy. The Policy shall be reviewed/updated on a yearly basis.

Checks and Drafts

7.04. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness over \$5,000 issued in the name of the Corporation shall be signed or bear the facsimile of three (3) signatures, with the Executive Director, Director of Finance or his/her designee, ~~and two (2) Directors of the Corporation and the President of the Corporation or his or her designee~~ as authorized signatories, who shall be specifically designated by the Board.

Budget

7.05. At least ~~ninety-sixty~~ (690) days prior to the commencement of each fiscal year of the Corporation, the Board of Directors shall adopt a proposed budget of expected revenues and proposed expenditures of the next ensuing fiscal year. The budget shall contain such classifications and shall be in such forms as may be prescribed by the City Council of the City of Rosenberg. The Corporation's budget shall not be effective until the same has been approved by the City Council of the City of Rosenberg.

Audits

7.06. The Corporation shall cause its books, records, accounts, and financial statements, and all other activities for the previous fiscal year to be audited at least once each fiscal year by an outside independent certified public accounting firm approved by the City Council of the City of Rosenberg. Any such audit shall be performed in accordance with generally accepted auditing procedures (GAAP) and shall include a written management letter which details suggested management controls and operating efficiencies. The management letter shall include recommendations for improving cost reductions and safeguarding assets. Each audit shall be prepared and submitted annually to the City Council of the City of Rosenberg, Texas, for approval.

Limitations on Expenditures

7.07. Before expending funds to undertake a project, the Corporation shall hold at least one public hearing on the proposed project. The Board of Directors shall provide written notification in advance to the City Council of the date, time, location of the public hearing, as well as a description of the project(s).

7.08. Expenditures shall not be limited except to the extent and categories as may be permitted under the laws of the State of Texas. It is the intent of the Rosenberg Development Corporation to use its resources and assets to the maximum extent as shall be permitted under the laws of the State of Texas, however no more than ten percent (10%) of the annual budget of the Rosenberg Development Corporation is to be allocated to administration and it further being the intent of the Rosenberg Development Corporation to impose upon itself no other restrictions except those as may be specified by law.

Contracts

7.09. The Board of Directors by official action may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of or on behalf of the Corporation. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments. ~~The Corporation shall follow and be bound by the same purchasing and contracting provisions of State law, including the provisions on competitive bidding, that are applicable to the City of Rosenberg.~~

7.10. The Corporation may contract with any qualified and appropriate person, association,

corporation or governmental entity, including the City of Rosenberg, to perform and discharge designated tasks which will aid or assist the Board in the performance of its duties. However, no such contract shall ever be approved or entered into which seeks or attempts to divest the Board of Directors or its discretion and policy-making functions in discharging the duties herein set forth.

Gifts

7.11. The Board of Directors may accept on behalf of the Corporation any gift or bequest. Special funds shall include all funds from government contracts, grants, and gifts designated by a donor for special purposes. All other funds shall be general funds.

Seal

7.12. The Board of Directors shall provide for a corporate seal.

Potential Conflicts of Interest

7.13. ~~The members of the Board of Directors are local public officials within the meaning of the Texas Government Code Chapter 171. In transactions with the Corporation, Directors shall follow and be bound by the requirements and limitations of Chapter 171 of the Local Government Code, as amended.~~ If a director has a substantial interest in a business entity or real property which is the subject of deliberation by the Board of Directors, the director shall file an affidavit with the secretary of the corporation stating the nature and extent of the interest. Such affidavit shall be filed prior to any vote or decision upon the matter. The Corporation shall not make a loan to a Director, Officer or employee of the Corporation or to an Officer or employee of the City of Rosenberg. Any Director may bring to the Board's attention any apparent or potential conflict of interest of any other Director in any transaction or matter coming before the Board of Directors for a decision. The Board of Directors shall make a determination on whether the Director has a conflict of interest before voting on the transaction or matter. The Director alleged to have the conflict of interest shall not vote on the determination of whether the conflict of interest exists. A Director who has a conflict of interest in a matter before the Board of Directors shall leave the room during any discussion and vote on that matter. This paragraph shall also apply to members of committees.

Bonds

7.14. Any bonds issued by the Corporation shall be in accordance with the Act and shall not be issued until approved by the City Council of the City of Rosenberg and by the bond counsel and financial advisers of the City of Rosenberg or the Corporation.

ARTICLE VIII. BOOKS, RECORDS AND AUDITS

Required Books and Records

8.01. The Corporation shall keep correct and complete books and records of account. The Corporation's books and records shall include:

- a. A file endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including, but not limited to, the articles of incorporation, any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or agent.
- b. A copy of the bylaws, and any amended versions or amendments to the bylaws.
- c. Minutes of the proceedings of the Board of Directors.
- d. A list of names and addresses of the directors and officers of the Corporation.
- e. A financial statement showing the assets, liabilities, and net worth of the Corporation at the

end of the three most recent fiscal years.

- f. A financial statement showing the income and expenses of the Corporation for the three most recent fiscal years.
- g. All rulings, letters, and other documents relating to the Corporation's federal, state and local tax status.
- h. The Corporation's federal, state and local information or income tax returns for each of the Corporation's three most recent tax years.

Records Open to Public

8.02. The Corporation shall be considered a "governmental body" within the meaning of Texas Government Code, Sec. 552.003 and all records of the corporation shall be made available to the public for inspection or reproduction in accordance with the requirements of Texas Government Code, Chapter 552 (The Texas Open Records Act).

Audits

8.03. The City Council of the City of Rosenberg, Texas may at any time require an independent audit of the Corporation's books to be conducted.

Inspections

8.04. Any member of the City Council of the City of Rosenberg, Director or Officer of the Corporation may inspect and receive copies of all books and records of the Corporation required to be kept by the Bylaws.

ARTICLE IX. YEARLY REVIEW OF BYLAWS

9.01. The bylaws shall be reviewed yearly, and revisions recommended as necessary for consideration by the Board and any applicable committees.

ARTICLE X. AMENDMENTS TO BYLAWS OR ARTICLES OF INCORPORATION

10.01. The bylaws may be altered, amended, or repealed by the Board of Directors with the consent of the City Council of the City of Rosenberg, Texas.

10.02. The Articles of Incorporation may at any time and from time to time be amended as provided in the Act so as to make any changes therein and add any provisions thereto which might have been included in the Articles of Incorporation in the first instance. Any such amendment shall be affected in either of the following manners: (i) the members of the Board of Directors of the Corporation shall file with the City Council of the City of Rosenberg a written application requesting approval of the amendments to the Articles of Incorporation, specifying in such application the amendments proposed to be made, such governing body shall consider such application and, if it shall by appropriate resolution duly find and determine that it is advisable that the proposed amendments be made and shall approve the form of the proposed amendments, then the Board of Directors of the Corporation may amend the Articles of Incorporation by adopting such amendments at a meeting of the board of directors and delivering articles of amendment to the Secretary of State, or (ii) Council may, at its sole discretion, and at any time, amend the Articles of Incorporation, and alter or change the structure, organization, programs or activities of the Corporation, or terminate or dissolve the Corporation (subject to the provisions of the Act, and subject to any limitation provided by the constitutions and laws of the State of Texas and the United States of America on the impairment of contracts entered into by the Corporation) by written resolution adopting the amendment to the Articles of Incorporation of the Corporation or articles of dissolution at a meeting of the City Council of the City of Rosenberg and delivering articles of amendment or dissolution to the Secretary of State, as provided in the Act. Restated Articles of Incorporation may be filed with the Secretary of State as provided in the Act.

ARTICLE XI. INDEMNIFICATION AND INSURANCE

Corporation to Indemnify

11.01. The Corporation shall indemnify any Director or Officer or former Director or Officer of the Corporation for expenses and costs (including attorney's fees) actually and necessarily incurred by the Officer or Director in connection with any claim asserted against the Officer or Director by action in court or otherwise by reason of the person being or having been a Director or Officer, except in relation to matters as to which the person shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

Corporation May Provide Insurance

11.02. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation to insure such person against any liability asserted against the person by reason of the person being or having been a Director, Officer, employee, or agent of the Corporation. The premiums for the insurance shall be paid for by the Corporation.

ARTICLE XII. PARLIAMENTARY AUTHORITY

12.01. Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for all matters of procedure not specifically covered by the Bylaws or any specific rules of procedure adopted by the Board of Directors.

ARTICLE XIII. DISSOLUTION OF THE CORPORATION

13.01. The Corporation is a non-profit Corporation. Upon dissolution, all of the Corporation's assets shall be conveyed to the City of Rosenberg.

ARTICLE XIV. MISCELLANEOUS PROVISIONS

Legal Authorities Governing Construction of Bylaws

14.01. The bylaws shall be construed in accordance with the laws of the State of Texas. All references in the bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended. It is expressly provided that the provisions of the Development Corporation Act of 1979 applicable to corporations governed under Sec. 4B of that Act are incorporated within these bylaws by reference. In the event of any conflict between the applicable provisions of such Act shall control.

Legal Construction

14.02. If any bylaw provision is held to be invalid, illegal or unenforceable in any respect, the invalidity, illegality or unenforceability shall not affect any other provision and the bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the bylaws.

Headings

14.03. The headings used in the bylaws are used for convenience and shall not be considered in construing the terms of the bylaws.

Parties Bound

14.04. The Bylaws shall be binding upon and inure to the benefit of the directors, officers and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors and assigns except as otherwise provided in the Bylaws.

Effective Date

14.05. These Bylaws, and any subsequent amendments hereto, shall be effective of and from the date upon which approval has been given both by the Board of Directors and the City Council of the City of Rosenberg, Texas.

CERTIFICATE OF SECRETARY

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Corporation and that such Bylaws were duly amended by the Board of Directors of the Corporation on the date set forth below.

Adopted by the Board of Directors on _____ day of _____, 20_____.

(SEAL)

ATTEST: _____
SECRETARY of the Corporation

Amended Bylaws approved by City of Rosenberg by motion, adopted by City Council of the City of Rosenberg on the ____ day of _____, 20_____.

(SEAL)

ATTEST: _____
CITY SECRETARY, Linda Cernosek

Section 7.06 amended August 9, 1999
Section 4.09 amended March 1, 2005
Sections 4.08-.09; 5.02-.05; 6.01; 7.02-7.14; 9.01; 10.01-10.02; 11.01-11.02; 12.01; 13.01; 14.01-14.05
amended September 18, 2007
Sections 3.06, 4.01, 7.07, 7.09, 7.12 amended May 15, 2012

**ROSENBERG DEVELOPMENT CORPORATION
POLICY COMMITTEE MEETING MINUTES**

On this the 17th day of November 2015, the Rosenberg Development Corporation (RDC) Policy Committee of the City of Rosenberg, Fort Bend County, Texas, met in Regular Session at the Rosenberg City Hall Council Office, 2110 4th Street, Rosenberg, Texas.

PRESENT

Bill Knesek	President, Rosenberg Development Corporation
Lynn Moses	Director, Rosenberg Development Corporation
Jimmie J. Peña	Director, Rosenberg Development Corporation

STAFF PRESENT

Jeremy Heath	Assistant Economic Development Director
Randall Malik	Executive Director, Rosenberg Development Corporation
Joyce Vasut	Executive Director of Administrative Services

CALL TO ORDER.

President Knesek called the meeting to order at 6:00 p.m.

REGULAR AGENDA

1. REVIEW AND DISCUSS THE ROSENBERG DEVELOPMENT CORPORATION BYLAWS, AND TAKE ACTION AS NECESSARY.

Executive Session: The Rosenberg Development Corporation (RDC) Bylaws require that the Board annually review its Bylaws. This meeting will provide the Policy Committee the opportunity to review the Bylaws and recommend any necessary changes to the RDC Board of Directors.

Key discussion points:

- ARTICLE 1.01: Randall Malik asked if the Board wanted the exception restricting the financing of businesses through the granting of loans. Bill Knesek requested staff remove such language and send it to the board for review.
- ARTICLE 4.09: Bill Knesek asked to consider striking the language "The Executive Director will be an employee of the City of Rosenberg and is subject to the supervision of the City Manager". After discussion, it was suggested striking the language would be appropriate if the statement, "The Executive Director designee shall serve at the pleasure of the Board of Directors" is amended to include, "with consent of the City Council".
- ARTICLE 5.03: Bill Knesek suggested striking the term, "incoming" from the first sentence and adding the statement, "The Committees serve at the pleasure of the RDC Board".
- ARTICLES 6.01 AND 6.02: Bill Knesek requested staff create a resolution stating that the location of the RDC's Regular Meetings will be Rosenberg Civic Center, 3825 Hwy 36S, Rosenberg, Texas, in order to clarify the location of the RDC's "principal offices".
- ARTICLE 6.07: Bill Knesek requested the full language of the article be condensed to "The vote of a majority of directors at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors".
- ARTICLE 7.02: Joyce Vasut indicated that she will review the language in article 7.02 and take proposed changes to the RDC Board.
- ARTICLE 7.04: Bill Knesek suggested the language "two (2) Directors of the Corporation" be replaced with "President of the Corporation or his or her designee in the event the President is not capable".
- ARTICLE 7.05: Randall Malik requested that the language "ninety (90) days" be changed to "sixty (60) days".
- ARTICLE 7.09: Randall Malik requested removing the sentence regarding competitive bidding.

- ARTICLE 7.13: Randall Malik requested removing the first sentence, “The members of the Board of Directors are local public officials within the meaning of the Texas Government Code Chapter 171”.
- ARTICLE 14.01: Bill Knesek requested the clause, “as amended” be added following, “Development Corporation Act of 1979”.

No action taken.

2. ADJOURNMENT.

Action: Director Moses moved, seconded by Director Pena, to adjourn the Regular Rosenberg Development Corporation Policy Committee Meeting. The motion carried by a unanimous vote. The meeting adjourned at 6:48 p.m.

Randall Malik
Executive Director, Rosenberg Development Corporation

ITEM 7

Hold Executive Session to receive legal advice from the City Attorney concerning pending litigation, namely dispute with Imperial Performing Arts, Inc., pursuant to Section 551.071 of the Texas Government Code; to deliberate the potential purchase, exchange, lease, or value of real property pursuant to Texas Government Code Section 551.072; and regarding economic development negotiations pursuant to Section 551.087 of the Texas Government Code.

ITEM 8

Adjourn Executive Session, reconvene Regular Session, and take action as necessary as a result of Executive Session.



COMMUNICATION FORM

January 14, 2016

ITEM #	ITEM TITLE
9	Executive Director's Report
ITEM/MOTION	
Consideration of and action on a report from the Rosenberg Development Corporation Executive Director regarding the previous month's economic development activities and contacts, which includes updates on the following: <ul style="list-style-type: none">a. Economic Indicators;b. Business Retention Visits;c. New and Expanded Businesses;d. Existing Businesses;e. RDC Strategic Plan; and,f. Past and Current RDC Projects.	
APPROVAL	SUPPORTING DOCUMENTS

SUBMITTED BY :

A handwritten signature in black ink, appearing to read "R. Malik".

Randall Malik
RDC Executive Director

1. Executive Director's Report – December 2015

EXECUTIVE SUMMARY

This item has been included to provide the Executive Director the opportunity to update the Board on the previous month's activities, contacts, and projects.



Rosenberg Development Corporation Economic Development Director's Update December 2015

New Home Update

City Housing Starts in 2015:	413
City Housing Starts in December:	47
ETJ Housing Starts in 2015:	408
ETJ Housing Starts in December:	15

Economic Indicators:

Unemployment for November 2015:	4.5%
Non-Adjusted Employment for November 2015:	15,769
Labor Force	16,518
January Sales Tax Receipts (Nov. 2015 sales):	\$1,167,512.06
Percentage Change From Previous Year:	- 6.90%
Annual Sales Tax Receipts for 2015 (Nov. 2015 sales):	\$1,167,512.06
Percentage Change From Previous Year:	- 6.90%

Department Activity

Number of New Leads (Primary Employers):	3
Number of Qualified Prospects (Primary Employers):	2
Business Retention Visits:	7

- Guest Speaker at Greater Fort Bend EDC Board Meeting
- Attended Fort Bend Chamber Economic Development Group Meeting
- Attended Greater Fort Bend EDC Board Meeting
- Attended Landscaping/Tree Planting Meeting with City of Rosenberg and CenterPoint Energy
- Participated in Mayor's State of the City Planning Meeting
- Participated in Hwy 36A Coalition Board Meeting
- Met with Jeanne McDonald and City Staff regarding MUD 144, MUD 155, and related projects
- Attended GHP – Houston Region Economic Outlook Luncheon
- Attended/ Co-Hosted UH-SBDC Winter Luncheon



Projects Update:

Livable Centers Study – Staff has received the final draft of the livable centers study.

Aldi Project – Aldi has submitted a formal reimbursement request for completion of the 674,349 Distribution Center and Divisional Headquarters. Per our development agreement with Aldi, we will reimburse Aldi \$500,000 for infrastructure improvements for the project. A certification of occupancy was submitted by the City of Rosenberg on December 7th. Aldi currently has the office portion open and plan to have a major hiring in July of 2016 to fully staff the office and distribution center.

Gateway and Grounds Maintenance Contracts – The contractors approved on December 1 to handle finish and rough cut areas have performed their first cuts, respectively.

Downtown Parking Lot – Jones & Carter is in the process of revising the design plans based on suggestions made at the December Board meeting. Revised plans showing the new entryway alignments are complete. Underground electrical and lighting designs are near completion. When City staff reviews and approves the updated plans, Jones & Carter can advertise for bids.



Economic Indicators

Metric	Dec. 2015	Dec. 2014	YTD 15-16	YTD 14-15
Sales Tax Receipts (Oct. 2015 receipts)	\$1,167,512.06 (-6.90%)	\$1,254,112.63	\$1,167,512.06 (-6.90%)	\$1,254,112.63
City Housing Starts	47 (+104.35%)	23	413 (+37.09%)	302
ETJ Housing Starts	15 (-66.67%)	45	408 (-13.19%)	470

Metric	Nov. 2015	Nov. 2014	% Change
Employment	15,769	16,050	-1.75%
Labor Force	16,518	16,671	-0.92%
Unemployment Rate	4.5%	3.7%	-0.8%



Economic Development Metrics

FY15-16 Performance Measures	Dec. 2015	FYTD Actual	All Current
Leads	3	8	
Qualified Prospects	2	5	7
Executed Agreements	1	2	
Completed Projects	0	0	
Business Retention Visits	7	12	



December 2015 Area Sales Tax Comparisons (Oct. 2015 receipts)

City	Net Payment This Period	Comparable Payment Prior Year	Change	FY15-16 Payments To Date	FY14-15 Payments To Date	Change
Rosenberg	1,167,512.06	1,254,112.63	-6.90%	1,167,512.06	1,254,112.63	-6.90%
Richmond	473,905.12	411,649.67	15.12%	473,905.12	411,649.67	15.12%
Fulshear	102,408.17	82,641.35	23.91%	102,408.17	82,641.35	23.91%
Houston	51,032,742.33	52,121,970.17	-2.08%	51,032,742.33	52,121,970.17	-2.08%
Humble	1,122,645.79	1,170,444.77	-4.08%	1,122,645.79	1,170,444.77	-4.08%
Katy	940,936.30	935,565.96	0.57%	940,936.30	935,565.96	0.57%
League City	1,422,952.71	1,269,458.36	12.09%	1,422,952.71	1,269,458.36	12.09%
Missouri City	656,084.96	667,400.93	-1.69%	656,084.96	667,400.93	-1.69%
Pearland	2,272,666.16	2,124,882.17	6.95%	2,272,666.16	2,124,882.17	6.95%
Sugar Land	4,190,161.20	4,113,498.77	1.86%	4,190,161.20	4,113,498.77	1.86%
Stafford	1,247,927.82	1,292,676.34	-3.46%	1,247,927.82	1,292,676.34	-3.46%

RDC November Allocation: \$291,878.02



COMMUNICATION FORM

January 14, 2016

ITEM #	ITEM TITLE
10	Future Agenda Items
ITEM/MOTION	
Review and discuss requests for future Agenda items, and take action as necessary.	
APPROVAL	SUPPORTING DOCUMENTS

SUBMITTED BY :

1. None

Randall Malik
RDC Executive Director

EXECUTIVE SUMMARY

This item provides the RDC Board the opportunity to request future Agenda items.

ITEM 11

Announcements.

ITEM 12

Adjournment.