

PUBLIC NOTICE

DEVELOPMENT CORPORATION OF ABILENE, INC.

A meeting of the Development Corporation of Abilene, Inc. ("DCOA") will be held on August 26, 2020, by videoconference commencing at 1:00 pm, to consider the Agenda set forth below.

In accordance with social distancing guidelines, the DCOA Board room will not be open to the public, and the meeting will be held by videoconference. In accordance with the Texas Open Meetings Act, or under the provisions provided by the Governor of Texas in conjunction with the Proclamation and Declaration of Disaster enacted March 13, 2020: 1) Board Members of the DCOA may participate in this meeting remotely by videoconference; and 2) Members of the public may attend this meeting free of charge by videoconference at the following link: <https://global.gotomeeting.com/join/712276189>. The videoconference will remain open from 1:00 pm until the end of the meeting.

Under Agenda Item 3, the opportunity for public comment will be announced and members of the public should identify themselves at that time should he or she choose to make any comments concerning any Items on the Agenda. Under Item 3 on the Agenda, public comments concerning Items on the Agenda are allowed for up to 3 minutes per person (or in the event that a person addresses the Board through a translator, such public comments on Items on the Agenda is allowed for up to 6 minutes). While the Board is in executive session the videoconference will remain active. Should you get disconnected at any time during the meeting, you may log back into the meeting using the same link that is set forth above to re-join the meeting.

The following public telephone dial-in number may also be used during the meeting to access the Board's open session deliberations and/or provide public comment on any Items on the Agenda under Agenda Item 3: +1 (872) 240-3212, Access Code 712-276-189.

SIGNED:


Misty Mayo, CEO

AGENDA

August 26, 2020
1:00 pm

1. Call the meeting to order
2. Invocation
3. Public Comment on Agenda Items
4. Governance Schedule
5. Approval of minutes from the July 30, 2020 Board Meeting

6. Sales Tax Report for August and Financial Report for July 2020
7. Executive Session:
The DCOA reserves the right to adjourn into executive session at any time during the course of this meeting to discuss any of the matters listed, as authorized by the Texas Government Code Sections:
 1. 551.071 (Consultation with Attorney)
 - A. Agreements with Partners (City of Abilene for the Airport Business Development Management Program, Griggs Center for Entrepreneurship and Philanthropy at Abilene Christian University, Texas Tech University for the Small Business Development Center (SBDC), Military Affairs Committee of the Chamber of Commerce (MAC), Abilene Independent School District (AISD))
 - B. Contract with the Abilene Industrial Foundation (AIF)
 - C. DCOA Bylaws
 - D. DCOA Certificate of Formation (formerly Articles of Incorporation)
 - E. Interlocal Agreement with the City of Abilene
 2. 551.072 (Deliberations about Real Property)
 3. 551.074 (Personnel Matters)
 4. 551.087 (Business Prospect/Economic Development)
 - A. Project Grasshopper
 - B. Project Mark
 - C. Project ERG-9
 - D. Project ERG-10
8. Discussion on Projects, including Economic Relief Grants (ERGs), for the purpose of providing current status of projects
9. Discussion and possible approval of FY21 Contract with the Abilene Industrial Foundation
10. Discussion and possible approval of a Resolution approving an Agreement with Project Grasshopper
11. Discussion and possible approval of a Resolution approving an Agreement with Project Mark
12. Discussion and possible approval of a Resolution approving an Agreement with Project ERG-10
13. Discussion and possible approval of a Resolution authorizing changes to the DCOA's Bylaws
14. Discussion and possible approval of a Resolution approving of (i) a Restated Certificate of Formation (formerly Articles of Incorporation) of the DCOA with amendments and (ii) an Application to present to the Abilene City Council to amend the DCOA's Certificate of Formation (formerly Articles of Incorporation)

15. Oral presentation of Semi-Annual Report from *NEXT*University
16. Presentation on Economic Development Marketing 201
17. Discussion of the next board meeting date
18. Adjournment

CERTIFICATE

I hereby certify that the above notice of meeting was posted on the bulletin board at the City Hall of Abilene, Texas, on the 21st day of August, 2020 at 1:50 p.m.



City Secretary

NOTICE

Persons with disabilities who would like special assistance or need special accommodations to participate in this meeting should contact the Development Corporation of Abilene, Inc., (325) 676-6390, at least forty-eight (48) hours in advance of this meeting. Telecommunication device for the deaf is (325) 676-6360.

DCOA Governance Schedule

Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Post Agenda (72 hrs prior to the meeting)
x	x	x	x	x	x	x	x					Monthly board meeting
												Annual Report presentation to City Council (Nov. or Dec.)
			x	x								Semi-Annual Report presentation to City Council (April or May)
						x						Annual proposed budget to City Council (July or Aug)
												State of the City Address by Mayor
												Other meetings
Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Governance: Semi-Annual & Annual Reviews
x												Presentation/proclamation to Outgoing Board Members (City of Abilene and the Board)
x												Welcome new board member(s)
x												New board member(s) onboarding
x												Officer election (President, Vice President, Secretary and Treasurer & others as determined)
x												Bank account signature card
Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Presentations Semi-Annual Reports (DCOA, AIF, ABI, SDBC & MAC) -Oct. - Mar.:
	x											Presentation of Semi-Annual Report of activity -- MAC (6 mos ending 3/31)
					x							Presentation of Semi-Annual Report of activity -- DCOA (6 mos ending 3/31)
				x								Presentation of Semi-Annual Report of activity -- ABI/Airport (6 mos ending 3/31)
					x							Presentation of Semi-Annual Report of activity -- AIF (6 mos ending 3/31)
					x							Presentation of Semi-Annual Report of activity -- SBDC (6 mos ending 3/31)
						x						Presentation of Report of activity (BE in Abilene)
							x					Presentation of Report of activity (NextU)
Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Presentations: Annual Reports (DCOA, AIF, ABI, SDBC & MAC) April - Sept.:
												Presentation of Annual Report of activity -- MAC (6 mos ending 9/30)
												Presentation of Annual Report of activity -- ABI/Airport (6 mos ending 9/30)
												Presentation of Annual Report of activity -- AIF (6 mos ending 9/30)
												Presentation of Annual Report of activity -- DCOA
												Presentation of Annual Report of activity -- SBDC (6 mos ending 9/30)
			10									Partners: Semi-Annual Written Reports of activity (Oct-March) due April 10
								10				Partners: Annual Written Reports of activity (Apr-Sept) - due October 10
					3							Partners: Annual budget request due (AIF, ABI, SBDC & MAC & Griggs Ctr.) - June 3
							x					New fiscal year contract (Abilene Independent School District)

Board Meeting Minutes July 30, 2020

DEVELOPMENT CORPORATION OF ABILENE, INC.
BOARD MEETING MINUTES
July 30, 2020

MEMBERS PRESENT:	Jack Rich Floyd Miller	Vic Corley Shea Hall	Sam Vinson
STAFF PRESENT:	Misty Mayo Julie Johncox	Cynthia Nesmith Akane Thaxton	
GUESTS PRESENT:	Mark Zachary Chris Shelton Amy Whitmer Alan Hartmann Brock New Meredith Horn Victor Sotelo	McMahon Surovik Suttle, PC McMahon Surovik Suttle, PC Abilene Industrial Foundation Hartmann's, Inc. Abilene Industrial Foundation Condley & Co. KTAB	

- 1. CALL THE MEETING TO ORDER:** President Jack Rich called the meeting to order at 10:02 am by videoconference.
- 2. INVOCATION:** Jack Rich offered the invocation.
- 3. PUBLIC COMMENT ON AGENDA ITEMS:** President Jack Rich announced an opportunity for the public to comment on any of the agenda items. He further stated that there would be no votes or formal action taken during public comment, that this would allow members of the public to present ideas and information to the DCOA Board and staff pertaining to the items on the agenda, and that if there was anyone who would like to make a public comment, to please state their name and address. No one from the public spoke.
- 4. GOVERNANCE SCHEDULE:** Misty Mayo, DCOA CEO, stated that the governance schedule is in the packet. This is a plan that schedules items to be addressed at each DCOA Board meeting.
- 5. INTRODUCTION OF ALAN HARTMANN FROM HARTMANN'S, INC.:** Misty Mayo introduced Alan Hartmann with Hartmann's, Inc. and explained that Hartmann's has purchased the DCOA's Fulwiler building (former Zoltek building A) to expand their corporate headquarters and manufacturing facility. The project has a capital investment of over \$12.5 million and will create 70 new jobs.

The family-owned company has been in Abilene for over 60 years. Alan Hartmann stated that his grandfather started the company in 1965 in Abilene, and the primary business is manufacturing precision parts. One of Hartmann's largest customers is Johnson & Johnson vision care, and components from Hartmann's are used to manufacture 6.5+ billion contact lenses a year for AccuView globally. Hartmann's manufactures service tools of all sorts and sizes for another large customer, Cummins Engine. From the energy sector, Emerson Automation is a primary customer, as well. Hartmann's became AS9100 certified three years

ago as their fastest growing industry is aerospace. Alan thanked the Board for their support of Hartmann's expansion project.

6. APPROVAL OF MINUTES FROM THE JUNE 17, 2020, BOARD MEETING: Sam Vinson moved to approve the minutes from the June 17, 2020, Board meeting. Floyd Miller seconded, and the motion carried.

7. SALES TAX REPORT FOR JULY AND FINANCIAL REPORT FOR JUNE 2020: Akane Thaxton, Finance Manager with the DCOA, presented the sales tax report for June as reported by the City of Abilene. The sales tax rebate for June is \$3,380,520.30, which represents April sales. Economic development received \$845,130.07, which is 8.71% below last year and 11.15% below the projected FY20 budget amount. For the period October through June, sales tax is 2.90% above last year and 0.15% above the approved FY20 budget amount.

The DCOA's total current assets as of June 30, 2020, were \$35,219,103. The June revenues totaled \$1,400,203 and total expenditures were \$3,442,333, with \$3,247,311 spent on seven different projects.

8. EXECUTIVE SESSION: President Jack Rich stated: I hereby announce we are going into Executive Session pursuant to Texas Government Code Sections 551.071, 072, 074, and 087 to consult with legal counsel, discuss real property transactions, personnel matters, and discuss economic development negotiations involving a business prospect, as set forth on the agenda, and that any vote or action will be taken in open session.

President Rich announced the date is July 30, 2020, and the time is 10:18 am. Later, President Rich announced the date is still July 30, 2020, and the time is 11:21 am, and that no vote or action was taken in Executive Session.

9. PROJECTS UPDATE: CEO Misty Mayo explained that nine proposals have been received from the Governor's Office of Economic Development (TxEDT) and that the DCOA has responded to eight of those nine in the last five weeks. In 2019 the DCOA responded to zero RFP's from the TxEDT. In 2020, thus far, the DCOA has funded 13 projects: two ERG projects pending votes, and two projects are scheduled to close in August (Bavarian and Chike), which would make a total of 17 projects completed since January.

10. UPDATE ON ECONOMIC RELIEF GRANTS: Misty Mayo stated that there are still funds available of the \$3 million originally allocated earlier this year by the Board to help Type A companies affected by the recession to retain jobs. Sam Vison, Chair of the ERG Committee, stated that there are seven grants that have been awarded, totaling \$1,678,798, and two additional qualified ERGs will be voted on today.

11. DISCUSSION AND POSSIBLE APPROVAL OF A RESOLUTION APPROVING AN AGREEMENT WITH PROJECT ERG-8: Sam Vinson, Chair of the ERG committee, presented Resolution DCOA-2020.35 stating the committee recommended a grant for Owen Machine and Tool, which has been in business since 1971 and is also a member of the Business Retention and Expansion program (BRE). Mr. Vinson stated that the committee's recommendation is: funds not to exceed \$100,000 for the retention of 12 full-time employees

for one year. President Jack Rich asked each Board member for their vote, it was unanimous, and the motion passed.

12. DISCUSSION AND POSSIBLE APPROVAL OF A RESOLUTION APPROVING AN AGREEMENT WITH PROJECT ERG-9: Sam Vinson, Chair of the ERG committee, presented Resolution DCOA-2020.39 stating the committee recommended a grant to a company for an amount not to exceed \$502,576 for the company's retention of 100 full-time employees for one year, pending City Council's approval. President Jack Rich asked each Board member for their vote; it was unanimous and the motion passed.

13. DISCUSSION AND POSSIBLE APPROVAL OF CONSTRUCTION PROCUREMENT POLICY AMENDMENT(S): CEO Misty Mayo presented Resolution DCOA-2020.38 adopting an Amended Construction Procurement Policy for the DCOA. Three amendments were: 1) to specify that the policy applies if construction costs exceed \$250,000; 2) changing the word "bid" to "bids" in the third section under Solicitation of Bids/Proposals; and, 3) under the Solicitation of Bids/Proposals, fifth paragraph, number 8, adding the following ranking and scoring factor: 8) if the contractor is located in the City of Abilene; the Board previously discussed that they would like an importance of doing business with companies located in Abilene being written into the policy, so this amendment was presented.

Sam Vinson made the motion to approve Resolution DCOA-2020.38 adopting an Amended Construction Procurement Policy as stated. Shea Hall seconded, and the motion passed.

14. DISCUSSION AND POSSIBLE APPROVAL OF FINANCIAL POLICIES AND PROCEDURES: Misty Mayo presented Resolution DCOA-2020.36 adopting Financial Policies and Procedures. The Board reviewed the Financial Policies and Procedures.

Sam Vinson made the motion to approve Resolution DCOA-2020.36 adopting Financial Policies and Procedures for the DCOA. Floyd Miller seconded, and the motion passed

15. DISCUSSION AND POSSIBLE APPROVAL OF A RESOLUTION APPROVING A FINANCIAL INSTITUTION FOR DCOA'S BANKING SERVICES: CEO Misty Mayo presented Resolution DCOA-2020.37 approving a Financial Institution for DCOA Banking Services. Following the current bylaws, the DCOA published a Request for Proposal in June for financial institutions to provide the DCOA with their application to provide depository account services. First Financial Bank (FFB) was the only financial institution that submitted an application to perform such services in response to the RFP. The DCOA staff recommends that FFB be selected as a depository for the DCOA funds.

Sam Vinson made the motion to approve Resolution DCOA-2020.37 approving First Financial Bank as the depository for DCOA funds. Shea Hall seconded, and the motion passed.

16. ORAL PRESENTATION OF SEMI-ANNUAL REPORT FOR BE IN ABILENE: CEO Misty Mayo introduced Brock New, who has been the leader of the BE (Building Entrepreneurs) in Abilene program. The DCOA contracts with the Abilene Industrial Foundation (AIF) to implement the program.

Mr. New highlighted the key program points and stated that it is rare for a community to support entrepreneurs at this level:

- BE in Abilene is a program designed three years ago as a way to support and grow entrepreneurs.
- DCOA commits \$250,000 annually to be awarded to qualified Type A type companies that are in the startup phase.
- Winners:
2018: Pappy Slokum Brewing Company and J Tops (manufactures custom Jeep tops), each winning \$100,000.
2019: Sockdolager Brewing Company and Unique Kids Beds, each winning \$100,000.
2020: First time all \$250k was allocated: 2 Profs Gourmet Ice Cream (\$100,000); Belt Buckle Distillery (\$100,000); and Moose Mountain Goods (\$50,000).

This year, the staff team evaluated the entire program for improvements. The DCOA enhanced its marketing concept and re-evaluated its application process. This led to greater clarity and success for the companies participating. For example, the first year, 47% of the applicants qualified for the competition, which improved this year, as the DCOA had 85% qualified applicants. It was reported that all the partners (SBDC, ACU Griggs Center, and the AIF) agree that this is the strongest year of applicants so far from the strength of the businesses involved.

17. MARKETING 101 PRESENTATION: CEO Misty Mayo informed the Board that there would be a brief presentation at each meeting to provide additional information and training for Board members and offered the following. Economic Development Marketing is a tool that allows the DCOA to promote economic growth and development, and is critical to the DCOA's strategies and planning. A good example of a competitive Economic Development Marketing tool is GIS WebTech, which was previously approved in the budget and will go live on the DCOA's updated website. The DCOA leverages marketing GIS WebTech to effectively pursue business attraction and to promote and assist local companies.

18. DISCUSSION OF THE NEXT BOARD MEETING: Board members considered dates for the next meeting, and President Rich announced the next scheduled regular meeting of the DCOA Board will be on Wednesday, August 26, 2020, at 1:00 pm.

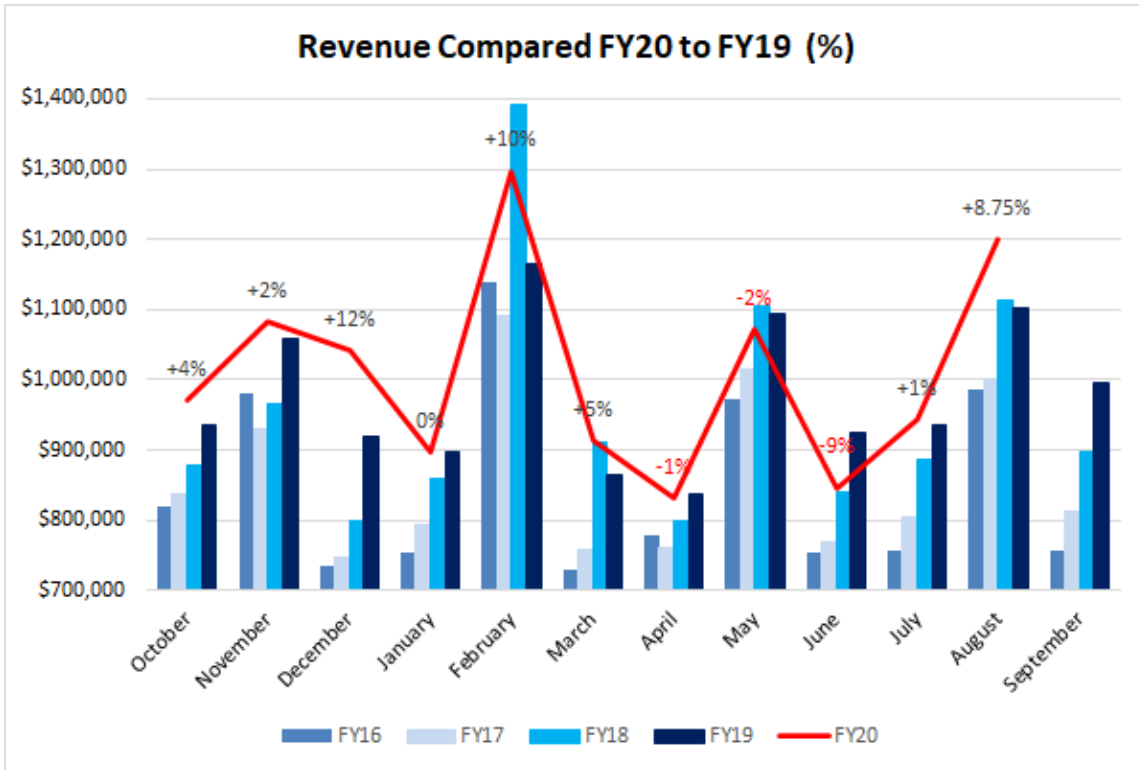
19. ADJOURNMENT: There being no further business, the meeting was adjourned.

Jack Rich, President

Vic Corley, Secretary/Treasurer

**SALES TAX REPORT
AUGUST 2020**

Sales Tax Revenue for Economic Development August 2020 Report Representing June 2020 Sales



Month	FY17	FY18	FY19	FY20
October	837,118	879,590	935,573	971,166
November	930,685	964,521	1,057,749	1,082,334
December	747,969	798,352	920,280	1,040,873
January	793,214	858,624	896,175	897,279
February	1,092,352	1,392,378	1,164,524	1,296,947
March	757,151	911,871	865,352	912,615
April	760,192	799,041	836,708	830,828
May	1,016,082	1,104,587	1,094,925	1,072,277
June	767,736	838,840	925,759	845,130
July	805,208	885,910	934,495	942,858
August	1,000,259	1,114,193	1,102,815	1,199,290
FY TOTAL	9,507,967	10,547,906	10,734,354	11,091,595
September	813,341	897,771	996,654	
YTD	10,321,308	11,445,677	11,731,008	

Note:

Report reflects the month sales tax is received from Austin. Revenue is recorded on this basis for budgetary purposes.

The Comprehensive Annual Financial Report (CAFR) will reflect revenue based upon the month the sales tax is paid by the vendor to the State Comptroller in accordance with GASB 33 requirements.

Revenue for August 2020 represents June 2020 sales. Approximately \$77,345.74 of the rebate is from prior periods, audit, future, and unidentified payments. \$9,467.15 is from Single Local Rate collections.

Audit Payments: Larger businesses submit sales tax collections to the State Comptroller every month and smaller ones either quarterly or annually. The Comptroller audits the books of these businesses on a four year cycle to determine if sales tax was collected on all taxable sales. Audit collections represent the sales tax revenue from prior sales and submitted or refunded subsequent to the audit.

FINANCIAL REPORT JULY 2020

DEVELOPMENT CORPORATION OF ABILENE, INC.
STATEMENT OF NET POSITION
July 31, 2020 and 2019

	July 2020	July 2019
Current Assets:		
Cash and cash investments	\$ 33,163,848	\$ 26,415,776
Accounts receivable	436	4,466,848
Due from other governments	2,042,065	1,983,177
Total Current Assets	35,206,349	32,865,801
Noncurrent Assets:		
Notes receivable, net	5,806,681	2,692,934
Notes receivable - earning economic incentives	10,711,211	9,812,027
Capital assets	55,110,252	60,410,934
Accumulated depreciation	(13,124,492)	(14,132,185)
Total capital assets, net	41,985,760	46,278,749
Total Noncurrent Assets	58,503,652	58,783,710
Total Assets	\$ 93,710,001	\$ 91,649,511
Liabilities		
Current:		
Accounts payable	\$ 151,113	\$ 38,979
Accrued expenses	-	1,789,830
Total Current Liabilities	151,113	1,828,809
Total Liabilities	151,113	1,828,809
Net Position		
Net Investment in capital assets	41,985,760	46,278,749
Restricted for contractual obligations	23,973,531	16,790,875
Unrestricted, designated for purposes of trust	27,599,597	26,751,078
Total Net Position	93,558,888	89,820,702
Total Liabilities and Net Position	\$ 93,710,001	\$ 91,649,511

DEVELOPMENT CORPORATION OF ABILENE, INC.
SCHEDULE OF REVENUES, EXPENSES AND CHANGES IN NET POSITION
For ten months ending July 31, 2020 and 2019

	July 2020	Fiscal YTD 2020	Fiscal YTD 2019
Revenues:			
Sales and use taxes	\$ 942,859	\$ 9,892,306	\$ 9,631,539
Investment earning	5,853	392,498	562,899
Building rental / land lease	79,402	941,184	945,346
Gain on Sale of Building	-	2,172,049	-
Miscellaneous revenue	-	4,627	9,420
Total Revenues	<u>1,028,114</u>	<u>13,402,664</u>	<u>11,149,204</u>
Expenses*:			
Economic Development Projects	800,263	8,328,426	6,001,622
DCOA property maintenance	38,527	636,841	544,003
Abilene Industrial Foundation	61,993	427,433	494,706
TTU Small Business Development Center	14,766	138,057	150,131
Chamber Military Affairs	75,096	255,444	158,497
Airport Business Development Manager	-	114,061	107,882
ACU Griggs Center	-	-	29,086
Economic Development Operating Division	99,240	1,070,464	728,968
Total Expenses	<u>1,089,885</u>	<u>10,970,726</u>	<u>8,214,895</u>
Changes In Net Position	(61,771)	2,431,938	2,934,309
Net Position at Beginning of Period	<u>93,620,659</u>	<u>91,126,950</u>	<u>86,886,393</u>
Net Position at End of Period	<u>\$ 93,558,888</u>	<u>\$ 93,558,888</u>	<u>\$ 89,820,702</u>

Summary of Current Period Economic Development Projects:	
EASI De-fuel Truck	\$ 1,950
Fulwiler Property Roof	526,421
Chamber 2020 Census	10,588
174 Cypress & Parking	110
Marigold Street Upgrade	40,091
Economic Relief Incentive	214,933
Hangar 2 Expansion	6,170
Total	<u>\$ 800,263</u>

* Note: Expenses do not include depreciation. Depreciation expense will be recorded at year-end.

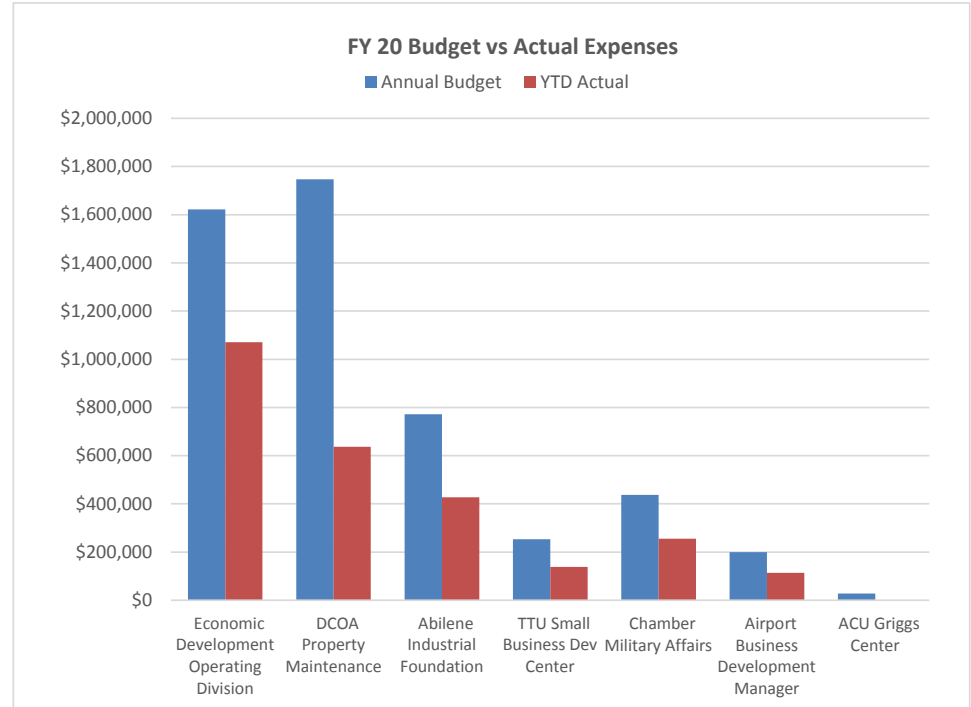
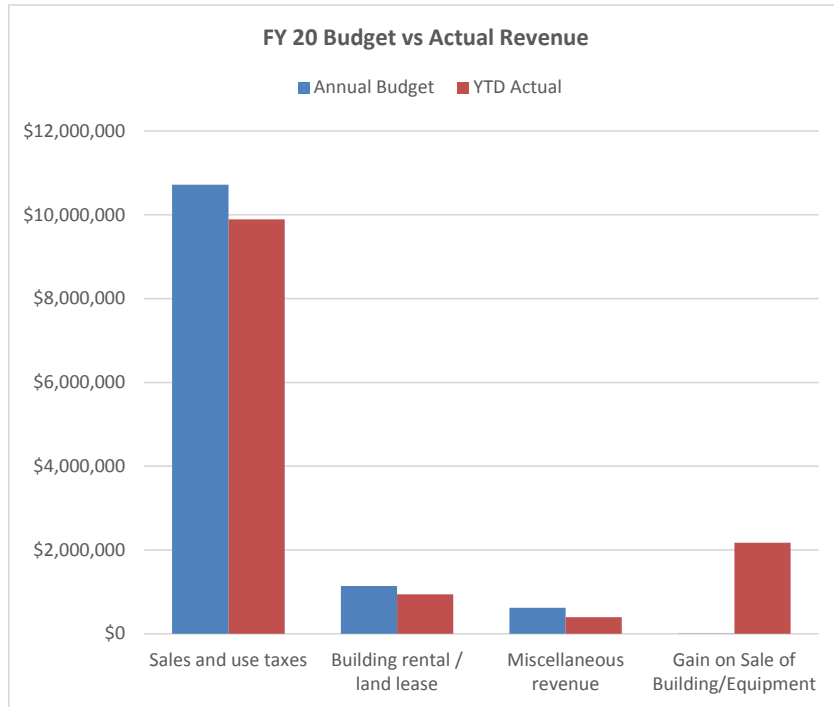
Development Corporation of Abilene, Inc.
Economic Program Status
As of July 31, 2020

Economic Programs:	Project	Amount Budgeted	Prior Years Disbursement	Current Year Disbursement	Balance reserved for budgeted programs
Murf Systems	4998	\$ 245,101	\$ 237,240	\$ 7,861	\$ -
EASI De-Fuel Truck	5354	181,760	148,400	17,550	15,810
Coca Cola Refreshments	5387	1,232,712	1,232,712	-	-
Industrial Maintenance Training AISD	5389	181,098	131,098	33,994	16,006
Abimar Foods 2015	5391	1,200,000	900,000	300,000	-
TTUHSC School of Public Health	5393	1,115,104	1,115,104	-	-
Praire Dog Pet Products	5394	3,061,211	-	1,451,014	1,610,197
Broadwind Towers	5400	213,798	99,672	114,126	-
TSTC New Abilene Campus	5401	4,179,600	979,600	-	3,200,000
Access Business Park A/E	5406	64,150	64,051	-	99
Access Business Park Ph 1 Development	5406.1	1,258,101	1,140,758	-	117,343
BE In Abl Grant	5407	500,000	-	-	500,000
5 Pts Purchase Zoltek Property	5410	5,023,290	5,023,290	-	-
5 Pts. Business Park Repairs/Cleanup	5410.1	974,041	974,169	(128)	-
Fulwiler Property Roof Design and Construction	5410.2	3,034,793	4,658	2,452,651	577,484
Vine St. Roof Project	5415	1,789,830	1,736,100	9,035	44,695
Abilene Educ Foundation	5418	93,012	49,727	11,348	31,937
Hardin Simmons University	5419	500,000	250,000	250,000	-
842/834 Pine St.	5420	389,857	4,857	385,000	-
N 1st Land Purchase	5422	98,592	93,005	4,686	901
Airport Roofing Project	5425	1,684,538	1,434,949	249,589	-
FDLIC	5426	1,035,000	-	-	1,035,000
Chamber 2020 Census	5427	100,000	26,471	47,647	25,882
Airport-Aerospace Cluster Study	5428	55,000	24,000	26,073	4,927
Staff Retention Bonus	5430	15,695	-	15,695	-
DCOA Reorganization	5431	17,757	-	17,757	-
174 Cypress & Parking Garage	5432	1,100,000	-	994,623	105,377
Marigold Street Upgrade	5433	1,325,000	-	58,769	1,266,231
Fulwiler Road Upgrade	5434	1,275,000	-	-	1,275,000
Economic Relief Incentives	5435	4,000,000	-	860,314	3,139,686
Hartmann's	5436	12,082	-	12,082	-
Hangar 2 Expansion	5437	1,100,000	-	11,258	1,088,742
City Street Maintenance	5438	8,500,000	-	997,482	7,502,518
Subtotal Economic Program Obligation Reserve		\$ 45,556,122	\$ 15,669,861	\$ 8,328,426	\$ 21,557,835
Plus Administrative Division Obligations:					
Economic Development Operating Division	Division 2760	1,621,748	-	1,070,464	551,284
DCOA Property Maintenance	Division 2775	1,747,241	-	636,841	1,110,400
Abilene Industrial Foundation	Division 2775	771,525	-	427,433	344,092
TTU Small Business Dev Center	Division 2775	253,000	-	138,057	114,943
Chamber Military Affairs	Division 2775	437,000	-	255,444	181,556
Airport Business Development Manager	Division 2775	199,982	-	114,061	85,921
ACU Griggs Center	Division 2775	27,500	-	-	27,500
Subtotal Administrave Divisions Obligation Reserve		\$ 5,057,996	\$ -	\$ 2,642,300	\$ 2,415,696
Total reserve for obligated programs					\$ 23,973,531
DCOA Board approved projects waiting for signed contracts:			Expiration Date		
JLUS Implementation	\$	55,000	Contingent upon execution of all necessary agreements		
Dyess AFB DEEAG		536,337	Contingent upon execution of all necessary agreements		
Project Gateway		387,000	08/26/2020		
Project Threshold Sell of DCOA owned property			08/26/2020		
	\$	978,337			

**Development Corporation of Abilene, Inc.
Revenue and Expenses
Budget vs Actual Comparison
For ten months ending July 31, 2020**

Revenue			
	Annual Budget	YTD Actual	% of Budget
Sales and use taxes	10,722,393	9,892,306	92%
Building rental / land lease	1,140,457	941,184	83%
Miscellaneous revenue	617,930	397,125	64%
Gain on Sale of Building/Equipment	10	2,172,049	
Revenue	12,480,790	13,402,664	107%

Expenses			
	Annual Budget	YTD Actual	% of Budget
Economic Development Operating Division	1,621,748	1,070,464	66%
DCOA Property Maintenance	1,747,241	636,841	36%
Abilene Industrial Foundation	771,525	427,433	55%
TTU Small Business Dev Center	253,000	138,057	55%
Chamber Military Affairs	437,000	255,444	58%
Airport Business Development Manager	199,982	114,061	57%
ACU Griggs Center	27,500	-	0%
	5,057,996	2,642,300	52%



DISCUSSION ON PROJECTS

ECONOMIC RELIEF GRANT UPDATE

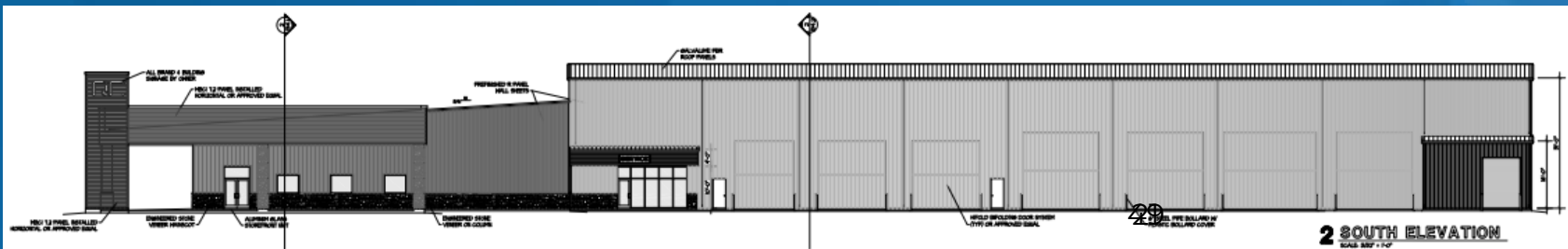
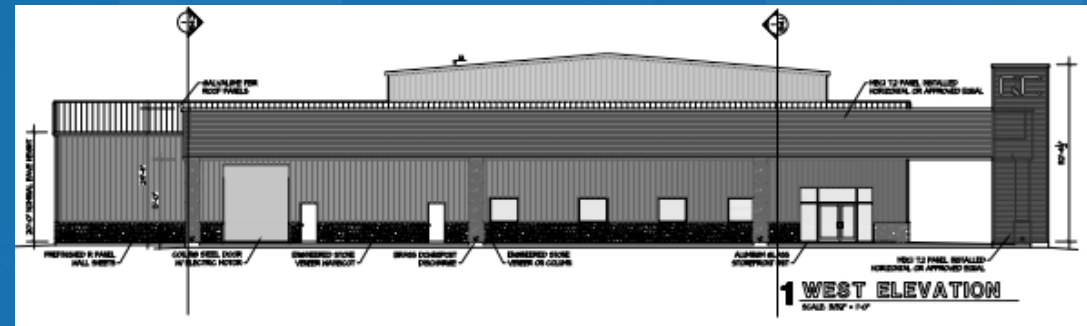
- 33 applied
- 18 did not qualify (misclassification of NAICS)
- 8 approved to receive funds
- 2 in approval process
- 8 grants awarded = \$1,778,798 (Total Funded)
- 5 qualified applicants are in the process of completing application
- 5 companies declined applying for the grant, stating they would like to leave monies available for others in greater need (DCOA has current agreements with these 5)
- Implemented an aggressive marketing plan to promote the grant, including interview with Abilene Reporter News & engaging the manufacturing association
- Companies can apply at **AbileneDCOA.com**

PROJECTS UPDATE

- Projects: 16 (18 after approval - ERG-9 & ERG-10)
- Two additional local expansion projects identified
 - Projected Timelines 12-18 months
 - Manufacturing
- Total RFPs received: 29 (Oct-Aug)
 - RFPs from Governor's Office: 14
 - Responded to 10 (4 missing criteria)
 - RFPs from Consultants: 15
 - Responded to 15
 - 12 out of 15 - Manufacturing

PROJECT GRASSHOPPER

- Business Expansion – Regional Office & Distribution
- Company assembles and distributes agricultural implements and parts to 34 counties in Texas and 4 in southern Oklahoma
- Supports 1.8 million acres of agriculture
- Approx. 85% Business to Business (15% Business to Consumer)
- Creating 11 Jobs (9 considered)
- Retaining 20 Jobs (17 considered)
- Capital Investment = \$6,188,179



PROJECT GRASSHOPPER

- 9 Jobs Created + 17 Jobs Retained
- 11 Jobs Created + 20 Jobs Retained Considered (reduction of 15% of jobs for retail = 9 created + 17 retained)
- 15% reduction of capex for retail
- \$60,184 Avg Salary – 9 jobs created
- Capex = \$5,259,952.15 after 15% reduction
- **9.51% Incentive = \$500,000**

15% Reduction of Capex

Total Budget	\$ 6,188,179.00
Retail Portion (15%)	\$ (928,226.85)

New Adjusted Capex \$ 5,259,952.15

NET BENEFITS OVER 10 YEARS

CITY	\$1,154,224
COUNTY	\$612,042
SCHOOL DISTRICT	\$279,467

INCENTIVE ANALYSIS

\$500,000 Total Incentive	\$19,231 Per Job
23.1% Rate of Return	4.3 Yrs Payback Period

RESOLUTION NO. DCOA-2020.42

A RESOLUTION OF THE DEVELOPMENT CORPORATION OF ABILENE, INC. (“DCOA”), ABILENE, TEXAS AUTHORIZING AN INCENTIVE FOR PROJECT GRASSHOPPER (“COMPANY”).

WHEREAS, Company assembles and distributes agricultural implements and parts to 34 counties in Texas and 4 counties in Oklahoma; and,

WHEREAS, Company desires to relocate to a new facility in Abilene, Texas and projects a capital investment of approximately \$6,188,179.00 for the purchase and construction of a new corporate headquarters; and,

WHEREAS, Company currently employs 20 full-time employees (“FTEs”) and projects to create, by the end of a five-year period, an additional 11 FTEs for total employment of 31 FTEs; and,

WHEREAS, the Company projects to employ a total of 31 FTEs at the end of a five-year period, but the incentive described herein is calculated only on the Company’s retention of 17 FTEs and creation of 9 FTEs which represent the FTEs that are considered primary jobs; and,

WHEREAS, the DCOA’s staff requests the DCOA’s Board of Directors approve an incentive for Project Grasshopper in an amount up to \$500,000.00; and,

WHEREAS, the DCOA's Board of Directors finds that Project Grasshopper (a) creates and/or retains primary jobs, and (b) is suitable for the development, retention or expansion of manufacturing and industrial facilities, a distribution center, a regional or national corporate headquarters facility, and/or any other facilities described in Section 501.101(2) of the Texas Local Government Code.

NOW THEREFORE, BE IT RESOLVED BY THE DEVELOPMENT CORPORATION OF ABILENE, INC., ABILENE, TEXAS, THAT:

PART 1. DCOA hereby authorizes an incentive package for Project Grasshopper in an amount not to exceed \$500,000.00 in exchange for the Company’s retention of at least 20 FTEs and creation of 11 new FTEs for total employment of 31 FTEs at the end of a five-year period.

The incentive package will be up to \$500,000.00 funded at 9.51% of the Company’s Adjusted Capital Investment (defined hereinafter) for the purchase and renovation of a new corporate headquarters, earned over five years. As used in this Resolution, the term “**Adjusted Capital Investment**” shall mean 85% of the Company’s actual capital investment.

PART 2. The funding commitment authorized under this Resolution shall expire without notice 180 days from the date of adoption of same unless all required documents and agreements are executed prior to that expiration date or the funding commitment herein is extended in writing by the DCOA’s Chief Executive Officer (“**CEO**”) prior to the expiration date.

PART 3. The CEO is hereby authorized to, on behalf of the DCOA, negotiate, enter into and execute all agreements and to take any steps necessary which are consistent with and necessary to effectuate the actions outlined above.

PART 4. This Resolution takes effect immediately upon passage.

ADOPTED this the 26th day of August, 2020.

ATTEST:

Vic Corley
Secretary/Treasurer

Jack Rich
President

APPROVED AS TO FORM:

Mark Zachary, Attorney at Law

PROJECT MARK

- Business Attraction – Manufacturing & Corporate HQ
- Company prints and assembles flags and signage that are shipped throughout the US
- Major markets – CA, TX and FL
- Creating 18 Jobs
- Avg. Wage = \$36,249
- Avg. Hourly Wage = \$17.42
- Capital Investment = \$1,050,000



4934 Derrick Drive

PROJECT MARK

- 18 Jobs Created
- Capex = \$1,050,000
- **6% incentive = \$60,000**

NET BENEFITS OVER 10 YEARS

CITY	\$584,391
COUNTY	\$99,977
SCHOOL DISTRICT	\$14,703

JOBS



28.5 Total
18.0 Direct
10.5 Spin-off

SALARIES



\$35,720 Avg
\$36,249 Direct
\$34,814 Spin-off

INCENTIVE ANALYSIS

\$60,000
Total Incentive

\$3,333
Per Job

97.4%
Rate of Return

1.0 Yrs
Payback Period

RESOLUTION NO. DCOA-2020.45

A RESOLUTION OF THE DEVELOPMENT CORPORATION OF ABILENE, INC. (“DCOA”), ABILENE, TEXAS AUTHORIZING AN INCENTIVE FOR PROJECT MARK (“COMPANY”).

WHEREAS, Company manufactures flags and signage for shipment throughout the United States; and,

WHEREAS, Company desires to locate a new facility in Abilene, Texas and projects a capital investment of approximately \$1,050,000.00 for the purchase and renovation of a new manufacturing facility; and,

WHEREAS, Company currently projects to employ 18 full-time employees (“FTEs”) by the end of a three-year period; and,

WHEREAS, the DCOA’s staff requests the DCOA’s Board of Directors approve an incentive for Project Mark in an amount up to \$60,000.00; and,

WHEREAS, the DCOA's Board of Directors finds that Project Mark (a) creates and/or retains primary jobs, and (b) is suitable for the development, retention or expansion of manufacturing and industrial facilities and/or any other facilities described in Section 501.101(2) of the Texas Local Government Code.

NOW THEREFORE, BE IT RESOLVED BY THE DEVELOPMENT CORPORATION OF ABILENE, INC., ABILENE, TEXAS, THAT:

PART 1. DCOA hereby authorizes an incentive package for Project Mark in an amount not to exceed \$60,000.00 in exchange for the Company’s creation of 18 new FTEs at the end of a three-year period.

The incentive package will be up to \$60,000.00 funded at 6% of the Company’s actual capital investment for the purchase and renovation of a new facility, earned over three years.

PART 2. The funding commitment authorized under this Resolution shall expire without notice 180 days from the date of adoption of same unless all required documents and agreements are executed prior to that expiration date or the funding commitment herein is extended in writing by the DCOA’s Chief Executive Officer (“CEO”) prior to the expiration date.

PART 3. The CEO is hereby authorized to, on behalf of the DCOA, negotiate, enter into and execute all agreements and to take any steps necessary which are consistent with and necessary to effectuate the actions outlined above.

PART 4. This Resolution takes effect immediately upon passage.

ADOPTED this the 26th day of August, 2020.

ATTEST:

Vic Corley
Secretary/Treasurer

Jack Rich
President

APPROVED AS TO FORM:

Mark Zachary, Attorney at Law

Company

- Manufacturing: Provides custom welding, steel fabrication and code work (structural steel, tank and vessel) for a variety of industries around the world
- Established in 2014
- Participates in the BRE Program

- **Committee recommends \$ _____ to retain ___% of jobs at _____**

RESOLUTION NO. DCOA-2020.44

A RESOLUTION OF THE DEVELOPMENT CORPORATION OF ABILENE, INC., ABILENE, TEXAS (“DCOA”) AUTHORIZING AN ECONOMIC RELIEF INCENTIVE FOR PROJECT ERG-10 (“COMPANY”).

WHEREAS, as a result of COVID-19 and the economic recession in the City of Abilene, the DCOA set aside funds for Economic Relief Incentives to provide qualified incentives to support business retention and business expansion through any expenditures that are consistent with the Development Corporation Act; and,

WHEREAS, the Economic Relief Incentive Committee has determined that awarding an incentive for Project ERG-10 will support Company’s business retention efforts; and,

WHEREAS, the Economic Relief Incentive Committee and the DCOA’s staff requests the DCOA’s Board of Directors approve an incentive for Project ERG-10 in an amount not to exceed \$ [REDACTED]; and,

WHEREAS, the DCOA's Board of Directors finds that Project ERG-10 (a) creates and/or retains primary jobs, and (b) is required and/or suitable for the development, retention or expansion of one or more of the facilities described in Section 501.101(2) of the Texas Local Government Code.

NOW THEREFORE, BE IT RESOLVED BY THE DEVELOPMENT CORPORATION OF ABILENE, INC., ABILENE, TEXAS, THAT:

PART 1. DCOA hereby authorizes an incentive for Project ERG-10 in an amount not to exceed \$ [REDACTED], in exchange for the Company’s retention of [REDACTED] full-time employees for one year.

PART 2. The funding commitment authorized under this Resolution shall expire without notice 180 days from the date of adoption of same unless all required documents and agreements are executed prior to that expiration date or the funding commitment herein is extended in writing by the DCOA’s Chief Executive Officer (“CEO”) prior to the expiration date.

PART 3. The CEO or her designee is hereby authorized to, on behalf of the DCOA, negotiate, enter into and execute all agreements and to take any steps necessary which are consistent with and necessary to effectuate the actions outlined above.

PART 4. This Resolution takes effect immediately upon passage.

ADOPTED this the ____ day of ____, 2020

ATTEST:

Vic Corley
Secretary/Treasurer

Jack Rich
President

APPROVED AS TO FORM:

Mark Zachary, Attorney at Law

DCOA BYLAWS

RESOLUTION NO. DCOA-2020.40

A RESOLUTION OF THE DEVELOPMENT CORPORATION OF ABILENE, INC. (“DCOA”) ABILENE, TEXAS ADOPTING AMENDED AND RESTATED BYLAWS.

WHEREAS, the DCOA desires to adopt Amended and Restated Bylaws; and

WHEREAS, the attached Amended and Restated Bylaws of the Development Corporation of Abilene, Inc. are hereby adopted.

NOW THEREFORE, BE IT RESOLVED BY THE DEVELOPMENT CORPORATION OF ABILENE, INC., ABILENE, TEXAS, THAT:

PART 1. DCOA approves the attached Amended and Restated Bylaws of the Development Corporation of Abilene, Inc.

PART 2. This Resolution takes effect immediately upon passage.

ADOPTED this the 26th day of August, 2020.

ATTEST:

Vic Corley
Secretary/Treasurer

Jack Rich
President

APPROVED AS TO FORM:

Mark Zachary, Attorney at Law

**AMENDED AND RESTATED BYLAWS OF THE
DEVELOPMENT CORPORATION OF ABILENE, INC.**

**ARTICLE I
Purpose and Powers**

Section 1.01 PURPOSE. The Development Corporation of Abilene, Inc. (the “**DCOA**”) is incorporated, on behalf of the City of Abilene, Texas (the “**City**”), and in accordance with the Development Corporation Act, as set forth in Tex. Loc. Gov’t Code, Chapters 501, 502, and 504, as amended (collectively the “**Act**”), and other applicable laws. The purpose of the DCOA is to promote, assist, and enhance economic development activities for the City of Abilene, Texas in accordance with its Articles of Incorporation.

Section 1.02 POWERS. In the fulfillment of its corporate purpose, the DCOA shall be governed by the Act and the Texas Nonprofit Corporation Law, as set forth in the Tex. Bus. Orgs. Code, Chapters 20 and 22, as amended, and shall have all of the powers set forth and conferred in its Articles of Incorporation, the Act, the Texas Nonprofit Corporation Law, and other applicable laws, subject to the prescribed limitations (collectively the “**Governing Laws**”).

**ARTICLE II
Board of Directors**

Section 2.01 POWERS, NUMBER AND TERM OF OFFICE.

(a) The affairs of the DCOA shall be managed and controlled by a Board of Directors (individually a “**Director**” and collectively the “**Board**”) and, subject to the restrictions imposed by the Governing Laws and these Bylaws.

(b) The Mayor of the City of Abilene (the “**Mayor**”) shall appoint the Directors of the DCOA with the approval of the City Council of the City of Abilene (the “**City Council**”). Each Director shall meet at least one (1) of the following qualifications:

(i) The candidate for appointment has served or is serving as the Chief Executive officer of a company; or

(ii) The candidate for appointment has served or is serving in a position of executive management of a company; or

(iii) The candidate for appointment is serving or has served the community in a professional capacity; or

(iv) The candidate for appointment shall have experience equivalent to any of the above qualifications.

The City Council shall consider an individual's experience, accomplishments, and educational background in appointing members to the Board to ensure that the interests

and concerns of all segments of the community are considered, as well as the mission of the DCOA.

(c) The number of Directors shall be five (5). Directors shall serve for a term of two (2) years.

(d) Except for Replacement Directors (defined hereafter), Director terms shall commence on January 1 of the calendar year following appointment, and end on December 31 of the last year of appointment, regardless of the date of appointment to, qualification for, or assumption of said office. No Director shall serve more than three (3) consecutive terms unless a Director is serving in a leadership role and it is determined that, to ensure the continuity and stability of the Board, a Director should be appointed for a fourth (4th) consecutive term.

(e) Directors who have been appointed to complete an unexpired term of a resigning or removed Director (a “**Replacement Director**”) shall complete the term of the Director who he or she has been appointed to replace, and such term shall not be considered to be a consecutive terms of said Director for purposes of this Section.

(f) Any Director may be removed from office by the City Council for cause or at will upon the affirmative vote of at least four (4) City Council members; however, should the City Council vote to remove a second Director within six (6) months from the removal of the first Director, then removal of any additional Directors within one (1) year of the removal of the first Director shall only be allowed with the affirmative vote of at least five (5) City Council members.

(g) The Board shall elect a Chairman of the Board (the “**Chair**”) and a Vice Chair for one (1) year term at each annual meeting of the Board. The term of the Chair and Vice Chair shall commence on January 1 of the year of appointment, and end on December 31 that same year. No Director shall serve more than two (2) consecutive terms as Chair or Vice Chair.

(h) The Chair shall: (i) preside at all meetings of the Board; (ii) as directed by the Board, direct the President in the performance of duties of the President; and (iii) perform other duties prescribed by the Board. Additionally, the Chair may enter into agreements and/or deliver instruments that the Board has authorized the Chair to execute.

(i) When the Chair is absent, is unable to act, or refuses to act, the Vice Chair shall perform the duties of the Chair. When the Vice Chair acts in place of the Chair, the Vice Chair shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform other duties as assigned by the Chair or Board.

(j) Regular attendance of the Board meetings is required of all Directors. The following number of absences may constitute the need for replacement of a Director: three (3) consecutive absences or attendance reflecting absences constituting 50% or more of the meetings over a twelve (12) month period. In the event replacement is appropriate, the Chair or the President shall meet with the Director, and unless the Chair or the President

receives a commitment from the absentee Director to remedy their attendance at Board meetings, and such is shown by the Director's improved attendance at such meetings, the Chair or the President shall submit in writing to the City Secretary a request that the Director be replaced because of said Director's failure to meet the attendance requirements of this Section. Any vacancy occurring pursuant to this Section shall be filled by appointment of the Mayor with approval by the City Council.

Section 2.02 MEETINGS.

(a) The Board shall meet at least quarterly at places and times to be determined by the Chair. Any Director may request that an item be placed on the agenda by delivering the same in writing to the Secretary of the Board no later than ten (10) days prior to the date of the Board meeting.

(b) The annual meeting of the Board shall be during the first regularly scheduled Board meeting of each calendar year.

(c) Notice of all meetings of the Board shall be given to each Director at or before the time that any meeting notice is posted according to the Texas Open Meetings Act. The notice shall contain information regarding the time, date, and location of the meeting and agenda to be considered.

(d) All meetings of the Board shall be held in the City of Abilene, Texas. Subject to the requirements of the Texas Open Meetings Act as set forth in Tex. Gov't Code, Chapter 551, as amended (the "**Texas Open Meetings Act**"), Board members may attend Board meetings remotely.

(e) The City Manager and the Mayor may attend all meetings of the Board or Committees, provided, however, that they may not attend the executive session portion of a meeting, if the DCOA's Board determines that such attendance could waive the attorney/client privilege of the DCOA. These representatives shall not have the power to vote in the meetings they attend.

Section 2.03 QUORUM. Directors must be present in order to vote at any meeting. A majority of the entire membership of the Board shall constitute a quorum for the conduct of the official business of the DCOA. The act of a majority of the Directors present at a meeting at which a quorum is in attendance shall constitute the act of the Board and of the DCOA, unless the act of a greater number is required by law.

Section 2.04 CONDUCT OF BUSINESS.

(a) At the meetings of the Board, matters pertaining to the business of the DCOA shall be considered in accordance with rules of procedure as from time to time prescribed by the Board.

(b) The Board may plan and direct its work through the President, who is given the powers set forth in Section 3.02 and charged with the responsibility of carrying out the DCOA's programs as may be adopted and planned by the Board. The President shall serve

as the Chief Executive Officer (“CEO”) of the DCOA unless the Board determines otherwise.

Section 2.05 IMPLIED DUTIES. The DCOA is authorized to do that which the Board deems desirable to accomplish, any of the purposes or duties set out or alluded to in these Bylaws, and in accordance with Texas law.

Section 2.06 COMMITTEES OF THE BOARD. The Chair may designate not more than two (2) Directors to constitute an official committee of the Board, with such other non-Board members of the committee as may be appointed by the Board, to exercise such authority of the Board as may be specified in a resolution. It is provided, however, that all final, official actions of the DCOA may be exercised only by the Board. Each committee so designated shall keep regular minutes of the transactions of its meetings and shall cause such minutes to be recorded for that purpose in the principal office of the DCOA.

Section 2.07 BOARD’S RELATIONSHIP WITH ADMINISTRATIVE DEPARTMENTS OF THE CITY.

(a) Any request for services made to the administrative departments of the City shall be made by the Board or the President in writing to the City Manager. The City Manager may approve such request for assistance from the Board when he or she finds such requested services are available within the administrative departments of the City and that the DCOA has agreed to reimburse the administrative department's budget for the costs of such services so provided.

(b) Any requests for legal assistance shall be made by the Board or the President to the City Attorney. The City Attorney may provide such assistance when such services are available and the DCOA has agreed to reimburse the City for providing the legal services.

Section 2.08 COMPENSATION OF DIRECTORS. Directors shall not receive any salary or compensation for their services as Directors. However, they shall be reimbursed for their actual expenses incurred in the performance of their duties hereinunder.

Section 2.09 CONFLICT OF INTEREST. In the event that a Director is aware of a conflict of interest or potential conflict of interest with regard to any particular vote, the Board’s actions shall be governed by the Tex. Bus. Org. Code, Section 22.230, as amended.

ARTICLE III
Officers

Section 3.01 TITLES AND TERMS OF OFFICE.

(a) The elected officers of the DCOA shall be a President, a Secretary and a Treasurer, and such other officers as the Board may from time to time elect or appoint, including one or more Vice Presidents. One person may hold more than one office, except that neither the President nor the Chair shall hold the office of Secretary. The terms of office for each officer shall be as follows:

(i) The President shall be appointed by the Board and shall be an employee or contractor of the DCOA. The President shall serve at the pleasure of the Board until such time as he or she resigns the position, is removed by the Board, his or her term ends, or his or her contract terminates.

(ii) The term of the President, Secretary and Treasurer shall commence on January 1 of the year of appointment, and end on December 31 of that same year, regardless of the date of appointment to, qualification for, or assumption of said office.

(b) All officers shall be subject to removal from office at any time by a vote of a majority of the entire Board.

(c) Vacancies may be filled by the Board for the unexpired portion of the term of that office, in the same manner as other officers are elected to the Board.

Section 3.02 POWERS AND DUTIES OF THE PRESIDENT. The President shall have the general powers and authority set forth below so that the President may transact the general business of the DCOA and efficiently carry out the DCOA's programs, oversee the administrative functions of the DCOA, and otherwise oversee the DCOA's affairs. The DCOA's President is authorized to take the following actions:

(a) Make expenditures of the funds as set forth in the DCOA's annual budget, as such annual budget is approved by the Board and the City Council;

(b) Enter into contracts for the purchase of goods and services, so long as said contracts do not involve expenditures that exceed the amounts set forth for said expenditure in the DCOA's annual budget;

(c) Employ, direct, control, evaluate, discipline, and discharge the DCOA's employees, other than the President;

(d) Establish the compensation for each DCOA position other than the President position, provided that the DCOA's annual budget has sufficient funds for the expenditures; and

(e) Develop various DCOA policies and procedures, provided that any financial, accounting, and purchasing policies and procedures shall also be approved by the Board.

The authority described above shall also authorize the President to enter into agreements and/or deliver instruments in the name of and on behalf of the DCOA. Said agreements and/or instruments may have provisions for contingent liabilities, provided that the contingent liability obligations are not reasonably expected to exceed the amounts set forth in the DCOA's annual budget, as determined by the President in his or her reasonable discretion.

Section 3.03 POWERS AND DUTIES OF THE INTERIM PRESIDENT. In the absence of the President, the Board shall appoint a person to perform the duties of President on an interim basis (the "**Interim President**") until such time that the Board appoints a new President. The Interim President may be either an employee or contractor of the DCOA. The Interim President shall perform such other duties as from time to time may be assigned to him or her by the Board.

Section 3.04 POWERS AND DUTIES OF THE VICE PRESIDENT. If a Vice President is appointed by the Board, he or she shall perform such duties as from time to time may be assigned to him or her by the President.

Section 3.05 POWERS AND DUTIES OF THE TREASURER. The Treasurer shall lead the Board in its process of selecting an auditor to audit the DCOA's books, records, accounts and financial statements on an annual basis in accordance with Section 4.04(b).

Section 3.06 POWERS AND DUTIES OF THE SECRETARY. The Secretary shall ensure that a record of the minutes of all meetings of the Board and of any committees of the Board are kept and are located at the principal office of the DCOA. The Secretary shall ensure that the President remains the custodian of the corporate records and seal of the DCOA, and keeps a registered mailing address and street address (if different) of each Director.

Section 3.07 EMPLOYEES.

(a) The Board shall, in the annual budget, make provisions for the compensation to be paid to the President and such compensation so established by the Board shall comprise the salary and benefits paid to the President for his or her services. The President shall be hired by the Board.

(b) The DCOA may employ, or contract for, such full or part-time employees as needed to carry out the programs of the DCOA. These employees shall perform those duties as are assigned to them by the President. As provided in Section 3.02, the President shall hire, direct, and control the work of all DCOA employees.

Section 3.08 BENEFITS. In accordance with Tex. Loc. Gov't Code, Section 501.067, the DCOA may obtain:

(a) health benefits coverage, liability coverage, workers' compensation coverage, and property coverage under the City's insurance policies, through self-funded

coverage, or under coverage provided under an interlocal agreement with a political subdivision; and/or

(b) retirement benefits under a retirement program the City participates in or operates.

Health benefits coverage may be extended to the DCOA's employees, and to the dependents of the DCOA's employees. Workers' compensation benefits may be extended to the Directors, employees, and volunteers. Liability coverage may be extended to protect the DCOA, the Directors, and the DCOA's employees. Retirement benefits may be extended to the DCOA's employees. The DCOA must reimburse the City for any expense incurred in providing said benefits.

Section 3.09 CONTRACTING FOR SERVICES. The DCOA may contract with any qualified and appropriate person, association, corporation or governmental entity 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 its discretion and policy-making functions in discharging its duties as set forth herein.

ARTICLE IV

Functional Corporate Duties and Requirements

Section 4.01 GENERAL DEVELOPMENT PLAN.

(a) The President shall, in consultation with the Board, research, develop, prepare, and submit to the City Council for its approval, an economic development plan for the City, which shall include proposed methods and the expected costs of implementation. The plan shall include both short-term and long-term goals for the economic development of the City, proposed methods for the expansion and development of a sound economic base for the City.

(b) The President shall review and update the plan each year, prior to or in conjunction with the submission of the DCOA's annual budget to the City Council.

Section 4.02 ANNUAL CORPORATE BUDGET. Prior to the commencement of each fiscal year of the DCOA, the Board shall adopt a proposed budget of expected revenues and proposed expenditures for the ensuing fiscal year. The budget shall not be effective until the same has been approved by resolution of the City Council. The City Council's approval of the budget shall be the City Council's approval of the DCOA's programs and expenditures outlined in the budget as required by the Act.

The Board and/or President may make expenditures within the total budget amount approved by the City Council so long as such expenditures (a) do not increase the total budget amount previously approved by the City Council, and (b) do not increase any single fund or budget classification by more than ten (10) percent.

Section 4.03 EXPENDITURES OF COPORATE FUNDS. For any “Project” as such is defined by the Act (each a “Project Expenditure” and collectively “Project Expenditures”), in the amount of \$1,000,000 or less, the Board has sole approval authority over each Project Expenditure upon approval by the Board. For any Project Expenditure which exceeds \$1,000,000, the City Council shall also approve said Project Expenditure. The DCOA shall not make a Project Expenditure over \$1,000,000 if the Project Expenditure fails to receive the required City Council approval. This Section shall satisfy the requirements of Tex. Loc. Gov’t Code, Section 501.073 requiring approval of project expenditures by the City Council, and it shall not be necessary for the DCOA to obtain the City Council’s approval of an amended budget before making said Project Expenditure.

Section 4.04 BOOKS, RECORDS, AND AUDITS.

(a) The DCOA shall keep and properly maintain, in accordance with generally accepted accounting principles, corporate funds, activities, and affairs.

(b) The DCOA shall cause its books, records, accounts, and financial statements to be audited at least once each fiscal year by an outside, independent, auditing and accounting firm selected by the Board. Such audit shall be at the expense of the DCOA and shall be a certified audit.

Section 4.05 DEPOSIT AND INVESTMENT OF CORPORATE FUNDS.

(a) All proceeds from the issuance of bonds, notes, or other debt instruments (“Obligations”) issued by the DCOA shall be deposited and invested as provided in the resolution, order, indenture, or other documents authorizing or relating to their issuance.

(b) All other monies of the DCOA shall be deposited, secured and/or invested in accordance with Tex. Gov’t Code, Chapter 2257, as amended; and investments of funds and accounts, not needed for obligations of the DCOA, shall be performed in accordance with Tex. Gov’t Code, Chapter 2256, as amended. The Board shall (i) designate the accounts and depositories to be created and designated for such purposes, (ii) adopt financial policies and procedures to account for such funds, and (iii) adopt investment policies to make such investments.

(c) At the request of the DCOA and with the approval of the City Council, the monies of the DCOA may be deposited, secured and/or invested for the DCOA by the accountant, staff and personnel of the City. In such event, the DCOA shall pay to the City reasonable compensation for such service.

Section 4.06 ISSUANCE OF OBLIGATIONS. No Obligations, including refunding Obligations, shall be sold and delivered by the DCOA, unless the City Council shall approve such Obligations by action taken no more than sixty (60) days prior to the date of sale of the Obligations.

ARTICLE V
Miscellaneous Provisions

Section 5.01 PRINCIPAL OFFICE & REGISTERED AGENT.

(a) The principal office of the DCOA in the State of Texas shall be located in the City of Abilene, County of Taylor, and it may be, but need not be, identical with the registered office of the DCOA.

(b) The DCOA shall have and shall continually designate a qualified registered agent at its registered office, as required by the Act.

Section 5.02 FISCAL YEAR. The fiscal year of the DCOA shall begin on October 1 and end on September 30 of the following year.

Section 5.03 OPEN MEETINGS ACT AND PUBLIC INFORMATION ACT. The DCOA is subject to the Texas Open Meetings Act, and the Texas Public Information Act, as set forth in Tex. Gov't Code, Chapter 552, as amended.

Section 5.04 CORPORATE SEAL. The Board shall obtain a corporate seal which shall bear the words "Corporate Seal of Development Corporation of Abilene, Inc.". The Board may thereafter use the corporate seal and may later alter the seal as necessary without changing the corporate name; but these Bylaws shall not be construed to require the use of the corporate seal.

Section 5.05 MEMBERS. The DCOA shall have no members.

ARTICLE VI
Indemnification of Directors, Officers, and Employees

As provided in Tex. Loc. Gov't Code, Section 504.107, the DCOA is, for the purposes of the Texas Tort Claims Act, as set forth in Tex. Civ. Prac. & Rem. Code, Chapter 101, as amended, a governmental unit and its actions are governmental functions.

The DCOA shall indemnify each and every Director or former Director of the Board, its officers, its employees, its attorneys, each member of the City Council and each employee of the City, to the fullest extent permitted by law, against any and all liability or expense, including attorneys' fees incurred by any of such persons by reason of any actions or omissions that may arise out of the functions and activities of the DCOA.

The Board shall authorize the DCOA to pay or reimburse any current or former Director or officer of the DCOA for any costs, expenses, fines, settlements, judgments, and other amounts, actually and reasonably incurred by such person in any action, suit, or proceeding to which he or she is made a party by reason of holding such position as officer or Director; provided, however, that such officer or Director shall not receive such indemnification if he or she be finally adjudicated in such instance to be liable for gross negligence or intentional misconduct in office. The indemnification herein provided shall also extend to good faith expenditures incurred in anticipation of, or preparation for, threatened or proposed litigation. The Board may, in proper

cases, extend the indemnification to cover the good faith settlement of any such action, suit, or proceedings, whether formally instituted or not.

To the extent the Board authorizes indemnification to Directors or officers of the DCOA, the City shall also provide indemnity to said Directors and officers. However, the City's indemnification shall only apply after the DCOA's ability to indemnify has been exhausted. Nothing in this Section creates personal liability on the part of officers and Directors to any extent not otherwise provided by statute or case law.

Furthermore, the DCOA agrees to indemnify and hold harmless and defend the City, its officers, agents, and its employees, from and against liability for any and all claims, liens, suits, demands, and/or actions for damages, injuries to persons (including death), property damage (including loss of use), and expenses, including court costs and attorneys' fees and other reasonable costs arising out of or resulting from the DCOA's activities and from any liability arising out of or resulting from the intentional acts or negligence or intentional acts or omissions of the DCOA, including but not limited to its officers, agents, employees, licensees, invitees, and other persons.

The DCOA further agrees that it shall at all times exercise reasonable precautions on behalf of, and be solely responsible for, the safety of its officers, agents, employees, licensees, invitees, and other persons, as well as their property, while in the vicinity where activities are being performed. It is expressly understood and agreed that the City shall not be liable or responsible for the negligence of the DCOA, including but not limited to, its officers, agents, employees, licensees, invitees, and other persons.

It is further agreed with respect to the above indemnity, that the City and the DCOA will provide the other prompt and timely notice of any event covered which in any way, directly or indirectly, contingently or otherwise, affects or might affect the DCOA or the City, and the City shall have the right to compromise and defend the same to the extent of its own interests. It is further agreed this indemnity clause shall be an additional remedy to the City and not an exclusive remedy.

ARTICLE VII

Effective Date, Amendments

Section 7.01 EFFECTIVE DATE. These Bylaws shall become effective upon the occurrence of all of the following events: the adoption of these Bylaws by the Board; and the approval and adoption of these Bylaws by the City Council.

Section 7.02 AMENDMENTS TO BYLAWS. These Bylaws may be amended or repealed and amended Bylaws may be adopted by an affirmative vote of at least three (3) Directors present at any regular meeting or any special meeting of the Board, if at least three (3) days written notice is given of an intention to amend, repeal, and/or adopt new Bylaws. Any Bylaw amendments will be effective upon approval of the City Council by resolution.

ARTICLE VIII
Dissolution

Upon the properly authorized dissolution of the DCOA, when the last of the DCOA's obligations are satisfied, any remaining assets of the DCOA shall be transferred to the City, and the existence of the DCOA shall be terminated.

CERTIFICATE OF ADOPTION OF AMENDED AND RESTATED BYLAWS

These Amended and Restated Bylaws were adopted on the ___ day of _____, 2020 by DCOA Resolution _____ and on the ___ day of _____, 2020 by the City Council.

Misty Mayo, President and CEO

**DCOA CERTIFICATE OF
FORMATION
(FORMERLY ARTICLES OF
INCORPORATION)**

RESOLUTION NO. DCOA-2020.41

A RESOLUTION OF THE DEVELOPMENT CORPORATION OF ABILENE, INC. (“DCOA”) ABILENE, TEXAS AUTHORIZING A WRITTEN APPLICATION REQUESTING APPROVAL OF AMENDMENTS TO THE DCOA’S CERTIFICATE OF FORMATION F/K/A ARTICLES OF INCORPORATION (THE “CERTIFICATE OF FORMATION”).

WHEREAS, the DCOA desires to adopt a Restated Certificate of Formation with new amendments; and

WHEREAS, the attached Restated Certificate of Formation with new amendments of the Development Corporation of Abilene, Inc. is hereby adopted, provided that the City Council of the City of Abilene (“**City Council**”) approves of same; and

WHEREAS, the members of the DCOA’s Board of Directors desire to file with the City Council a written application requesting approval of the Restated Certificate of Formation with new amendments.

NOW THEREFORE, BE IT RESOLVED BY THE DEVELOPMENT CORPORATION OF ABILENE, INC., ABILENE, TEXAS, THAT:

- PART 1.** DCOA approves the attached Restated Certificate of Formation with new amendments of the Development Corporation of Abilene, Inc.
- PART 2.** The members of the DCOA’s Board of Directors approve and authorize the attached written application requesting approval of the attached Restated Certificate of Formation with new amendments to be filed with the City Council.
- PART 3.** This Resolution takes effect immediately upon passage.

ADOPTED this the 26th day of August, 2020.

ATTEST:

Vic Corley
Secretary/Treasurer

Jack Rich
President

APPROVED AS TO FORM:

Mark Zachary, Attorney at Law



Develop**Abilene**
DEVELOPMENT CORPORATION OF ABILENE

August 26, 2020

City Council
Attn: Mayor Anthony Williams and
City Secretary Shawna Atkinson
City Hall
555 Walnut Street
Abilene, TX 79601

RE: Written application requesting approval of a Restated Certificate of Formation with amendments

Dear City Council:

Please find the attached Restated Certificate of Formation of the Development Corporation of Abilene, Inc. with new amendments.

Pursuant to DCOA Resolution No. DCOA-2020.41, the DCOA's Board of Directors respectfully request that you approve the Restated Certificate of Formation of the Development Corporation of Abilene, Inc. and the amendments included therein.

Sincerely,

Jack Rich, President

Enclosures

RESTATED CERTIFICATE OF FORMATION OF THE DEVELOPMENT CORPORATION OF ABILENE, INC., A TEXAS NON-PROFIT CORPORATION

THE STATE OF TEXAS §

COUNTIES OF TAYLOR AND JONES §

The Development Corporation of Abilene, Inc., a Texas non-profit economic development corporation (the “**Corporation**”) under the Development Corporation Act, as set forth in Tex. Loc. Gov’t Code, Chapters 501, 502, and 504, as amended (collectively the “**Act**”), with the approval of the governing body of the City of Abilene, Texas (the “**City**”), as evidenced by the Resolution attached hereto and made a part hereof for all purposes, do hereby adopt this Restated Certificate of Formation f/k/a the Articles of Incorporation (this “**Certificate of Formation**”) for the Corporation. Each amendment included in this Certificate of Formation conforms to the Act and this restated Certificate of Formation is an accurate copy of the Corporation’s certificate of formation and all amendments to the certificate of formation that are in effect and all additional amendments made to the certificate of formation. This restated Certificate of Formation does not contain any other change to the Corporation’s certificate of formation that is not set forth in this Certificate of Formation.

**ARTICLE I
NAME**

The name of the Corporation is DEVELOPMENT CORPORATION OF ABILENE, INC.

**ARTICLE II
NON-PROFIT CORPORATION**

The Corporation is a non-profit corporation specifically governed by the Act which includes, but is not limited to, Chapter 504 of the Tex. Loc. Gov’t Code.

**ARTICLE III
DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV
PURPOSE**

The Corporation is organized exclusively for the purposes of benefiting and accomplishing public purposes of the City by promoting, assisting, and enhancing economic development activities for the City as provided by the Act.

The Corporation shall have and exercise all of the rights, powers, privileges, authority, and functions given by the general laws of Texas to non-profit corporations by the Texas Nonprofit

Corporation Law, as set forth in the Tex. Bus. Orgs. Code, Chapters 20 and 22, as amended, and the additional powers as provided in Section 501.054 of the Act, including the issuance of bonds. If any conflict should arise between these statutes regarding the Corporation's powers, the Act shall control and govern the Corporation.

**ARTICLE V
REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 400 Pine Street, Ste. 800, Abilene, Texas 79601, and the name of the registered agent at such address is Mark Zachary.

**ARTICLE VI
DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors constituting the Board of Directors of the Corporation is five (5). The names and addresses of the persons who are currently serving as the Directors and the date their term expires (“**Term Expiration Date**”) and years served upon the Term Expiration Date are as follows:

Director Number	Director	Address	Term Expiration Date	Years Served Upon Term Expiration Date
1	Jack Rich	174 Cypress St., Ste. 301 Abilene, Texas 79601	December 31, 2020	6
2	Vic Corley	174 Cypress St., Ste. 301 Abilene, Texas 79601	December 31, 2020	3
3	Sam Vinson	174 Cypress St., Ste. 301 Abilene, Texas 79601	December 31, 2021	3
4	Shea Hall	174 Cypress St., Ste. 301 Abilene, Texas 79601	December 31, 2022	3
5	Floyd Miller	174 Cypress St., Ste. 301 Abilene, Texas 79601	December 31, 2022	3

As described above, each of the foregoing described Directors shall serve until the expiration of their existing three (3) year term. Upon the Term Expiration Date of Director Number 2, an individual shall be appointed to a three (3) year term as Director Number 2 that expires on December 31, 2023. All other subsequent terms of office for the Directors shall be two (2) years. The Mayor shall appoint the Directors of the Corporation with the approval of the Council. No Director shall serve more than three (3) consecutive terms unless a Director is serving in a leadership role and it is determined that, to ensure the continuity and stability of the Board, a Director should be appointed for a fourth (4th) consecutive term.

Each Director shall meet at least one (1) of the following qualifications:

- (a) serve, or have served, as Chief Executive Officer of a company; or
- (b) serve, or have served, in a position of executive management of a company; or
- (c) serve, or have served, in a professional capacity; or
- (d) have experience equivalent to any of the above qualifications.

Any vacancy occurring shall be filled by appointment of the Mayor with approval by the City Council.

Each of the Directors shall reside or own a business that operates within the City or within the extra-territorial jurisdiction of the City of Abilene. Each Director shall be eligible for reappointment. Any Director may be removed from office as set forth in the Corporation's Bylaws. The Directors shall serve without compensation except that they shall be reimbursed for their actual expenses incurred in the performance of their duties as Directors.

ARTICLE VII MEMBERSHIP/STOCK

The Corporation has no members and is a non-stock corporation.

ARTICLE VIII AMENDMENTS

This Certificate of Formation 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 this Certificate of Formation in the first instance. Any such amendment shall be effected in either of the following manners: (i) the members of the Board of Directors of the Corporation shall file with the governing body of the City a written application requesting approval of the amendments to this Certificate of Formation, 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 this Certificate of Formation by adopting such amendments at a meeting of the Board of Directors of the Corporation and delivering an amended certificate of formation to the Secretary of State, or (ii) the governing body of the City may, at its sole discretion, and at any time, amend this Certificate of Formation, 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 this Certificate of Formation or a certificate of termination at a meeting of the governing body of the City and

delivering an amended certificate of formation or a certificate of termination to the Secretary of State, as provided in the Act or upon election as provided in the Act. A restated certificate of formation may be filed with the Secretary of State as provided in the Act.

ARTICLE IX AUTHORIZATION

The City has specifically authorized the Corporation by Resolution to act on its behalf to further the public purposes stated in said Resolution and this Certificate of Formation, and the City has by said Resolution approved this Certificate of Formation. A copy of said Resolution is attached to this Certificate of Formation and made a part hereof for all purposes.

ARTICLE X RESTRICTIONS

The Corporation may not take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures and regardless of any other provision in this Certificate of Formation (i) no dividends shall ever be paid by the Corporation and no part of its net earnings remaining after payment of its expenses shall be distributed to or inure to the benefit of its Directors or officers or any individual, firm, corporation or association and (ii) the Corporation may not devote more than an insubstantial part of its activities to the carrying on of propaganda, or otherwise attempting to influence legislation, and it shall not participate in, or intervene in, (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE XI DISSOLUTION

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

NEXTU University UPDATE

2019-2020 SCHOOL YEAR

5 Pathways

- 85% growth vs. prior year (2 pathways)
- Added: LVN, Industrial Systems & Aircraft Technology

\$35K in DCOA Scholarship Dollars Utilized

- \$35K scholarship dollars utilized in 2019-2020
- 74% increase in scholarships awarded vs. \$16K in 2018-2019

46 Students Enrolled

- 93% retention rate Fall to Spring
- 24% enrollment increase vs. 36 enrolled in 2018

1st NEXTU CTE Signing Day

- 11 students signed letters of commitment



ECONOMIC DEVELOPMENT MARKETING 201

Economic Development Marketing is...

A tool that enables the DCOA to promote economic growth & development through aggressive targeted marketing efforts.

The Reality...

- Marketing strategies evolve rapidly & many traditional strategies are no longer effective.
- Utilizing modern marketing tools & resources will empower the DCOA to compete.

Strategies to compete...

**Effective
Communication
Tools**

Data & Analytics

**Online Economic
Development
Marketing Trends**

**Powerful,
Target-specific
Messaging**

DCOA's Marketing Plan will...

- Outline specific goals, strategies, action items & performance measures
- Ensure a positive impact & effective use of available resources, staff & finances