

RESOLUTION NO. 39-1993

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF ABILENE, TEXAS ALLOWING THE SHIFTING OF CERTAIN ASSETS AND RESPONSIBILITIES OF THE ABILENE ECONOMIC DEVELOPMENT COMPANY, INC. (AEDC) TO OTHER ORGANIZATIONS, TERMINATING A CONTRACT WITH THE AEDC AND AMENDING THE BYLAWS OF THE AEDC AND DEVELOPMENT CORPORATION OF ABILENE, INC. (DCOA).

WHEREAS, the AEDC is a non-profit corporation organized under the IRS code 501(c)(3); and

WHEREAS, the AEDC was formed for the purpose of promoting, assisting, and enhancing economic development, with a commitment to small and minority businesses in Abilene, Texas in accordance with the Articles of Incorporation; and

WHEREAS, the AEDC has acted as the official Taylor County Overall Economic Development Program Committee; however, this function as well as most others performed by the AEDC may be assumed by the DCOA, subject to DCOA approval; and

WHEREAS, the AEDC desires to reduce its responsibilities and number of required meetings in order to shift those responsibilities to the City of Abilene and DCOA, subject to approval by the City Council and DCOA; and

WHEREAS, the AEDC desires to terminate a contract dated October 12, 1989 with the City of Abilene for the administration of economic development programs because the AEDC will no longer have funding available to administer said programs; and,

WHEREAS, the AEDC approved Resolution No. 93-1 authorizing the shifting of certain assets and loan program responsibilities as mentioned above, termination of the contract with the City and amendment to the Bylaws during its regular board meeting on September 14, 1993; and,

WHEREAS, the DCOA will consider a resolution accepting certain AEDC assets and responsibilities and amending its Bylaws during a regular board meeting on September 21, 1993.

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

- Part 1. The Bylaws of the AEDC be amended to read as indicated in the AEDC Resolution No. 93-1 (see Attachment "A").
- Part 2. Subject to DCOA approval, the Bylaws of the DCOA be amended to read as indicated in DCOA Resolution No. DCOA-1993.7 (see Attachment "B").

Part 3. Subject to DCOA approval and effective 10-1-93, assets and loan program responsibilities of the AEDC be distributed as follows:

- a. Those outstanding accounts funded with Community Development Block Grant dollars to the City of Abilene; and,
- b. Those outstanding accounts funded with half-cent sales tax dollars to the DCOA; and,
- c. Any uncommitted loan fund balance from CDBG funds back to the CDBG entitlement balance; and,
- d. Any uncommitted loan fund balance from half-cent sales tax for economic development back to the DCOA.

Part 4. Effective 10-1-93, the Contract dated October 12, 1989 between the City of Abilene and AEDC for the purpose of allowing the City to implement, administer and carry out the duties that an executive director would have in administering the economic development programs and to manage and administer such programs of the AEDC, be terminated.

Part 5. Subject to DCOA approval, the DCOA now serve in the capacity of economic development advisor to the City Council.

Part 6. That this resolution shall take effect immediately from and after its passage.

Adopted this 23 day of September, 1993.

ATTEST:

  
Jo Moore, City Secretary

  
Gary D. McCaleb, Mayor

APPROVED:

  
Asst. City Attorney

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ATTACHMENT "A"

RESOLUTION NO. AECD 93-1

RESOLUTION OF THE BOARD OF DIRECTORS OF THE ABILENE ECONOMIC DEVELOPMENT COMPANY, INC. (AEDC), ABILENE, TEXAS, AMENDING THE BYLAWS OF THE CORPORATION, TRANSFERRING ALL ASSETS OF THE AEDC TO OTHER ORGANIZATIONS AND TERMINATING A CONTRACT WITH THE CITY OF ABILENE.

WHEREAS, the AEDC is a non-profit corporation organized under the IRS code 501(c)(3); and

WHEREAS, the AEDC was formed for the purpose of promoting, assisting, and enhancing economic development, with a commitment to small and minority businesses in Abilene, Texas in accordance with the Articles of Incorporation; and

WHEREAS, Sec. 4.02 of the Bylaws authorizes the number of Directors of the AEDC to be no less than ten (10) nor more than twenty (20); and

WHEREAS, the AEDC desires to reduce its responsibilities and number of required meetings and shift those responsibilities to the City of Abilene and Development Corporation of Abilene, Inc. (DCOA), subject to the City Council's and DCOA's acceptance of such responsibilities; and

WHEREAS, the AEDC desires to terminate a contract dated October 12, 1989 with the City of Abilene for the administration of economic development programs because the AEDC will no longer have funding available to administer the programs.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF THE ABILENE ECONOMIC DEVELOPMENT COMPANY, INC.

Part 1. Subject to City Council approval, the Bylaws of the AEDC be amended to read as follows:

4.02 Number, Tenure, and Qualifications

"The authorized number of Directors of this corporation shall be no less than three (3) and no more than five (5). The minimum and maximum number of Directors may be increased or decreased from time to time by amendment to these Bylaws. Directors need not reside within the city limits of Abilene; however, no less than a majority of the directors shall reside in Taylor County.

The Board of Directors . . . . (this paragraph shall remain unchanged)

Effective 10-1-93, those Directors currently serving as President, Vice-President and Secretary/Treasurer shall become the sole Directors of the corporation. Those Directors shall finish serving the terms of their current

appointment. Directors shall be appointed for a regular term of two (2) years.

Notwithstanding any changes from time to time in the number of directors which serve on the Board of Directors as permitted in this Section 4.02, the terms of office of the Directors' terms will commence on the annual meeting date of the appropriate year.

Directors are removable at any time by the City Council of Abilene, Texas, for cause or at will.

#### 4.04 Meetings

There shall be an annual meeting of the Board of Directors which shall be held on the second Tuesday of January of each year, at 555 Walnut, Abilene, Texas, or such other place as the Board may designate.

The President may call a special meeting at his or her discretion or upon the written request of one (1) Director of the Board. Notice shall be given to the Directors at least three (3) days prior to the meeting by written notice delivered personally or sent by mail or telegram to each Director at his or her respective address as shown by the records of the corporation. The attendance of a Director at any meeting shall constitute a waiver by that Director of the notice for that particular meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is claimed not to be lawfully called or convened.

Notice of any meeting shall be given to the public in accordance with the requirements of the Texas Open Meetings Act. The notice shall contain information regarding the particular time, date, and location of the meeting and the agenda to be considered. All meetings shall be conducted in accordance with the Texas Open meetings Act.

Part 2. Effective 10-1-93, the Contract dated October 12, 1989 between the City of Abilene and Abilene Economic Development Company, Inc. for the purpose of allowing the City to implement, administer and carry out the duties that an executive director would have in administering the economic development programs and to manage and administer such programs of the AEDC, be terminated subject to the approval of City Council.

Part 3. Subject to City Council and DCOA approval, shift certain assets and loan program responsibilities of the AEDC as follows:

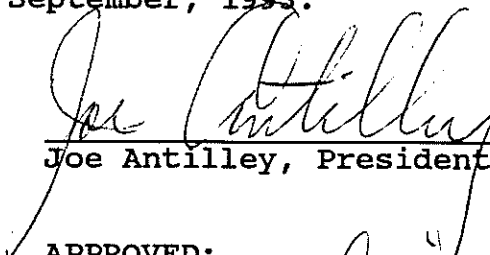
- a. Those outstanding accounts funded with Community Development Block Grant dollars to the City of Abilene; and,
- b. Those outstanding accounts funded with half-cent sales tax dollars to the DCOA; and,
- c. Any uncommitted CDBG loan fund balance to the City's entitlement balance; and,
- d. Any uncommitted loan fund balance from half-cent sales tax for economic development back to the DCOA.

Part 4. That this resolution shall take effect immediately from and after its passage.

Adopted this 14<sup>th</sup> day of September, 1993.

ATTEST:

\_\_\_\_\_  
Secretary

  
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Joe Antilley, President

APPROVED:

  
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Asst. City Attorney

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ATTACHMENT "B."

RESOLUTION NO. DCOA-1993.7

RESOLUTION OF THE DEVELOPMENT CORPORATION OF ABILENE, INC. (DCOA), ABILENE, TEXAS ASSUMING CERTAIN ASSETS AND LOAN PROGRAM RESPONSIBILITIES OF THE ABILENE ECONOMIC DEVELOPMENT COMPANY, INC. (AEDC) AND AMENDING THE BYLAWS OF THE CORPORATION.

WHEREAS, the AEDC is a non-profit corporation organized under the IRS code 501(c)(3); and

WHEREAS, the AEDC was formed for the purpose of promoting, assisting, and enhancing economic development, with a commitment to small and minority businesses in Abilene, Texas in accordance with the Articles of Incorporation and has acted in the capacity of economic development advisor to the City Council; and

WHEREAS, the AEDC has acted as the official Taylor County Overall Economic Development Program Committee; however, this function as well as most others performed by the AEDC may be assumed by the DCOA; and

WHEREAS, the AEDC desires to reduce its responsibilities and number of required meetings and shift those responsibilities to the City of Abilene and Development Corporation of Abilene, Inc. (DCOA), subject to the approval of the City Council and DCOA; and

WHEREAS, the AEDC approved Resolution No. 93-1 authorizing the shifting of certain assets and loan program responsibilities as mentioned above and termination of the contract with the City during its regular board meeting on September 14, 1993; and

WHEREAS, the City Council will consider a resolution allowing the shifting of certain AEDC assets and loan program responsibilities during its regular meeting on September 23, 1993.

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

Part 1. Subject to approval by the City Council and effective 10-1-93, the following assets and loan program responsibilities of the AEDC be shifted to DCOA:

- a. Those outstanding accounts funded with half-cent sales tax dollars to the DCOA,
- b. Any uncommitted loan fund balance from half-cent sales tax for economic development back to the DCOA.

Part 2. The DCOA now serve in the capacity of economic development advisor to the City Council.

Part 3. The Bylaws of the DCOA be amended to read as follows:

SECTION IV  
COMMITTEES

6.02 Standing Committees

The President shall have authority to appoint the following standing committees of the Board and such other committees as the Board may deem appropriate in the future:

1. **Budget and Finance Committee:** This committee shall have the responsibility of working with the Director, or the contractual entity performing as a Director as the case may be, in the formation and promotion of the annual budget of the Board. The Committee shall present such budget to the Board. In addition to the preparation of the budget for the Board, the Committee shall review the semi-annual and annual reports prepared by staff and shall monitor all budget expenditures of the Board and keep the Board advised in such matters. The Committee will also review all requests for Development Corporation assistance that cannot be accommodated through existing contractual arrangements.

The Committee shall be comprised of no more than two (2) Development Corporation of Abilene board members. An additional non-board member may be appointed at the discretion of the President.

2. **Project Evaluation Committee:** This committee shall develop measures to evaluate the effectiveness of the various activities funded by the Board. The Committee may also review the contract monitoring reports of the staff. The Committee will evaluate DCOA funded activities based on the established criteria and make recommendations to the Board with regard to continuation, change or termination of activities.

The Committee shall be comprised of no more than two (2) Development Corporation of Abilene board members. An additional non-board member may be appointed at the discretion of the President.

3. **Minority/Women Business Enterprise Program (M/WBE) Committee:** This Committee's mission is to enhance the development of minority and woman-owned business enterprises for more effective participation in the City's bidding process and to support and promote ongoing efforts to provide opportunities for minority and women-owned business enterprises. The M/WBE Committee will review and approve any changes in the City's Minority/Women Business Enterprise Program.

4. **Abilene Regional Business and Education Center Committee:** The primary mission of the Abilene Regional Business and Education Center is to encourage the development of new or expanding businesses within the Abilene area and to offer vocational and technical training to the area's workforce. The Center houses

the Business Innovation Center (BIC) which provides affordable rents, shared services and equipment, and professional, technical and financial programs to assist new or expanding businesses. The mission includes the continued development of any vacant space within the Center, such as the kitchen area and available space on the first and second floors, to meet the overall objectives of the Center and to coordinate with Texas State Technical College the identification and development of programs to meet the educational needs of the Abilene business community.

5. **Overall Economic Development Program Planning Committee:** This committee is responsible for annually updating the City/Taylor County Overall Economic Development Program developed in 1988 by the National Development Council, Inc. The document was originally developed to establish clear, implementable economic development objectives using committee input and area resources and is a prerequisite for receipt of federal Economic Development Administration funds.

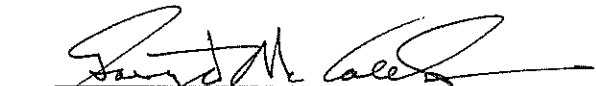
The Committee shall be comprised of no less than 10 members with 2 of the members being appointed annually by the Taylor County Commissioners.

Part 4. That this resolution shall take effect immediately from and after its passage.

Adopted this \_\_\_\_\_ day of September, 1993.

ATTEST:

  
Jo Moore, City Secretary

  
Gary D. McCaleb, Mayor

APPROVED:

  
Asst. City Attorney

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