



AZLE
MUNICIPAL DEVELOPMENT
DISTRICT BYLAWS

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ARTICLE I PURPOSES

The Azle Municipal Development District (the "District") is a political subdivision of the State of Texas and the City of Azle, Texas (the "City"), created in accordance with Chapter 377 of the Texas Local Government Code, as amended (the "Act"), and other applicable laws. The District was created for the purpose of developing and financing all development projects as that term is defined in Section 377.001(3) of the Act, as amended (a "Development Project").

ARTICLE II BOARD OF DIRECTORS

Section 1. Board of Directors The property and affairs of the District shall be managed and controlled by a Board of Directors subject to the restrictions imposed by law and these Bylaws.

Section 2. Appointment, Number, and Term of Office A Board of Directors (the "Board") shall be appointed by the City of Azle City Council (the "Council"). The Board shall consist of seven (7) persons/places. The term of office for places 1, 3, 5 and 7 shall expire in odd-numbered years, while places 2, 4 and 6 shall expire in even-numbered years. Terms shall expire on October 31st of each respective year. Thereafter, each member of the Board shall be appointed and serve a two (2) year term. A director continues to serve on the Board until their successor is appointed and is duly qualified to act.

Section 3. Qualifications Each of the Directors must reside within the city limits of Azle or its extra territorial jurisdiction. An employee, officer, or member of the City Council of the City ("City Council") may serve as a director, but may not have a personal interest in a contract executed by the District other than as an employee, officer, or member of the City Council of the City.

Section 4. Vacancies and Resignations A vacancy in any position of Director which occurs by reason of death, resignation, disqualification, removal or otherwise shall be filled by the City Council. A Director may resign at any time. Such resignation shall be made in writing, addressed to the Mayor and the City Secretary, with a copy to the Board, and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the City Secretary. Any Director may be removed from office by the City Council at any time without cause.

Section 5. Officers and Term of Office The Board of Directors shall choose from its members a President, Vice President, and Secretary. The term of office for each officer shall be one (1) year with the term of office expiring on October 31st of each year. Officers may be re-elected.

Section 6. Compensation Directors shall not receive any salary or compensation for their services as Directors; provided that nothing contained herein shall be construed to preclude any Director from receiving reimbursement for their actual expenses incurred in the performance of their duties as a Director.

Section 7. Meetings of the Board Regular meetings of the Board shall be held in the City at such times as shall be designated, from time to time, by the Executive Director. Directors may hold their meetings and may have an office and keep the books of the District at Azle City Hall, or such other place or places within the City as the Board may from time to time determine.

Special meetings of the Board shall be held whenever called by the President or Executive Director of the Board, or at the request of a majority of the Directors who are serving duly appointed terms of office at the time the meeting is called.

The Board shall meet in accordance with and file notice of each meeting of the Board for the same length of time and in the same manner and location as is required of a City under Chapter 551 of the Texas Government Code (the "Open Meetings Act").

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

Section 8. Quorum A majority of the Board shall constitute a quorum for the consideration of matters pertaining to the purposes of the District. The act of a majority of the Directors present and voting at a meeting at which a quorum is in attendance shall constitute the act of the Board, unless the act of a greater number is required by law or by these Bylaws.

A Director who is present at a meeting of the Board at which any corporate action is taken shall be presumed to have assented to such action, unless their dissent shall be entered in the minutes of the meeting or unless they shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the District immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of the action.

Section 9. Board's Relationship with City Council The City Council shall require that the District be responsible to it for the proper discharge of its duties. All policies for development project administration shall be submitted for Council approval, and the Board shall administer said development projects accordingly. The Board shall determine its policies and direction within the limitations of the duties imposed by applicable laws, these Bylaws, contracts entered into with the City, and budget and fiduciary responsibilities of the Board.

Section 10. Board's Relationship with Administrative Departments of the City Any request for services made to the administrative departments of the City shall be made by the Board or its designee in writing to the City Manager. The City Manager may approve such request for assistance from the Board when such requested services are available within the administrative departments of the City and the Board has agreed to reimburse the administrative department's budget for the costs of such services so provided.

Section 11. Conflict of Interest The members of the Board of Directors shall be considered local public officials within the meaning of Chapter 171 of the Texas Local Government Code. If a Director has a substantial interest, as that term is defined in said Chapter, in a business entity or real property which is the subject of deliberation by the Board of Directors, the Director shall file an affidavit with the Secretary of the District stating the nature or extent of the interest. Such affidavit shall be filed prior to any vote or decision upon the matter of the Board of Directors, and if required by said Chapter, the interested Director shall abstain from any vote or decision upon the matter.

ARTICLE III OFFICERS

Section 1. President The President shall be a member of the Board and shall preside at all meetings of the Board. The President shall be the principal executive officer of the District and, subject to the Board, shall be in general charge of the properties and affairs of the District. The President shall have such other duties as assigned by the Board. The President may call special and emergency meetings of the Board.

Section 2. Vice President The Vice President shall be a member of the Board. The Vice President shall perform the duties and exercise the powers of the President upon the President's death, absence, disability, or upon the President's inability to perform the duties of the office. Any action taken by the Vice President in the performance of the duties of the President shall be conclusive evidence of the absence or inability to act of the President at the time such action was taken. A Vice President shall have such other powers and duties as may be assigned by the Board or the President.

Section 3. Secretary The Secretary shall keep or cause to be kept the minutes of all meetings of the Board; shall attend to the giving and serving of all notices; shall have charge of the District's books, records, documents and instruments, except the books of accounting, financial records and securities of which the City of Azle Finance Director shall have custody and charge, and such other books and papers as the Board may direct, all of which shall at all reasonable times be open to the inspection of any Director upon application at the office of the District Secretary subject to the control of the Board. The City Secretary, or designee, will assist the Secretary with the execution of his/her responsibilities.

Section 4. Executive Director The City Manager of the City will serve as the Executive Director of the District, provide administrative support services for the District, and perform duties for the Board as prescribed by the City Council. The Executive Director may participate in Board discussions, but shall not vote on matters before the Board.

ARTICLE IV GENERAL POWERS AND DUTIES OF THE DISTRICT

Section 1. Limitations of District Powers In the fulfillment of its purpose, the District shall be governed by the Act, and shall have all of the powers set forth and conferred in the Act, and in other applicable laws, subject to the limitations prescribed therein and herein and to the provisions thereof and hereof.

Section 2. Recommending Body The Board is a recommending body to the City Council.

Section 3. District Powers Subject to a favorable recommendation of the Board and approval by the City Council, the District may perform any act necessary to the full exercise of the District's powers, including:

- a. accepting a grant or loan from a department or agency of the United States; department, agency, or political subdivision of this state; or public or private person;
- b. acquiring, selling, leasing, conveying, or otherwise disposing of property or an interest in property, including a Development Project, under terms and conditions determined by the District;
- c. employing necessary personnel; and
- d. adopting rules to govern the operation of the District and its employees and property.

Subject to a favorable recommendation of the Board and approval by the City Council, the District may contract with a public or private person to plan, acquire, establish, develop, construct, or renovate a Development Project; or perform any other act the District is authorized to perform under the Act.

Section 4. Strategic Plan The District shall research, develop and prepare a Strategic Plan, 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 elimination of unemployment and under-employment, and the promotion of employment, through the expansion and development of a sound retail, industrial and manufacturing base for and within the City. The Plan shall be complimentary to the goals and objectives of the City Council, the City's Comprehensive Plan, and/or any other goals and objectives of the City.

ARTICLE V FISCAL PROVISIONS

Section 1. Municipal Development Project Fund The District shall establish by resolution a fund known as the Municipal Development Project Fund. The District may establish separate accounts within the fund. The District shall deposit the proceeds from any sales and use tax imposed by the District, all revenue from the sale of bonds or other obligations by the District, and any other money required by law to be deposited into the Municipal Development Project Fund.

Section 2. Use of Municipal Development Project Fund Subject to a favorable recommendation of the Board and approval by the City Council, the District may use money in the Development Project Fund to:

- a. pay the cost of planning, acquiring, establishing, developing, constructing, or renovating one or more Development Projects in the District;
- b. pay the principal of, interest on, and other costs relating to bonds or other obligations issued by the District or to refund bonds or other obligations;
- c. pay the costs of operating or maintaining one or more Development Projects during the planning, acquisition, establishment, development, construction, or renovation or while

- bonds or other obligations for the planning, acquisition, establishment, development, construction, or renovation are outstanding; or
- d. as otherwise permitted by the Act as it exists or may be amended.

Section 3. Annual Budget On or before August 1 of each year, the Board shall prepare and present a proposed budget of expected revenues and proposed expenditure for the next ensuing fiscal year to the City Council. The fiscal year of the District shall commence on October 1 of each year and end on September 30. The District shall expend funds consistent with the Board adopted and Council approved budget. Any proposed expenditure not included in the budget will require approval by the City Council.

Section 4. Bonds and Other Obligations Subject to the approval of the Azle City Council, the District may issue bonds, including revenue bonds and refunding bonds, or other obligations to pay the costs of a Development Project. The bonds or other obligations and the proceedings authorizing the bonds or other obligations shall be submitted to the Attorney General for review and approval as required by Chapter 1202, Government Code. The bonds or other obligations must be payable from and secured by the revenues of the District. The bonds or other obligations may mature serially or otherwise not more than 30 years from their date of issuance. The bonds or other obligations are not a debt of and do not create a claim for payment against the revenue or property of the District other than a Development Project for which the bonds are issued.

Section 5. Finance and Accounting The City of Azle Finance Director shall have custody of all funds and securities of the District and shall maintain all accounts and financial records in accordance with the City's standard accounting procedures. When necessary, the Director of Finance shall (i) endorse for collection, on behalf of the District, checks, notes and other obligations and deposit the same to the credit of the District in such bank or banks or depositories as shall be designated by the Board; (ii) sign all receipts and vouchers for payments made to the District, either alone or jointly with such other officer as may be designated by the Board; or (iii) when required by the Board, render a statement of the District's cash account. All purchases and expenditures by the District shall be in accordance with City of Azle Purchasing Policies and Procedures. The Finance Director shall provide the Board a monthly written report of the District's finances and shall provide an annual report within 90 days of the end of each fiscal year.

Section 6. Auditing Procedures The Board shall provide for an annual financial audit to be performed by a competent independent audit firm. Such audit may be performed by the auditing firm retained by the City and performed within the scope of the City's annual financial audit.

ARTICLE VI INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Right to Indemnification To the fullest extent allowed by law, the District shall indemnify all Directors and employees of the District against expenses (including attorney's fees) and amounts paid in settlement actually and reasonably incurred by a Director or employee in connection with the defense of any civil, criminal or administrative action, suit or proceeding in which the Director or employee is made a party or with which the Director or employee is threatened, by reason of being or because of any act as District Director or employee within the course and scope of their duties and/or employment if the Director or employee acted in good faith and in a manner in which the Director or employee reasonably believed to be in or not opposed to the best interest of the District, and with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful.

Section 2. Limit on Indemnification Notwithstanding the foregoing, a Director or employee shall not be entitled to indemnification regarding (i) any matter in which they shall be adjudged by a court of competent jurisdiction to be liable for intentional acts of misconduct or gross negligence in the performance of their duties, or (ii) any matter in which they fail to notify the District of a claim within a reasonable time or fails to cooperate in the defense of such claim, but only to the extent that the defense of such claim is prejudiced by their failure to give notice or to cooperate.

Section 3. Insurance The District may purchase and maintain insurance, at its expense, to protect itself and any person who is or was serving as a Director or employee of the District against any expense, liability or loss.

ARTICLE VII ETHICS

It is the policy of the District that Directors and officers conduct themselves in a manner consistent with sound business and ethical practices; that public interest always be considered in conducting District business; and the appearance of impropriety be avoided to ensure and maintain public confidence in the District. Any rules of ethical conduct adopted from time to time by the City shall apply to the District and its Directors.

ARTICLE VIII AMENDMENTS

A proposal to alter, amend, or repeal these Bylaws shall be made by the affirmative vote of a majority of the full Board at any meeting. Any proposed change or amendment to the Bylaws, however, must be approved by the City Council to be effective.