



CITY OF GODLEY, TEXAS
Godley Economic Development Corporation
Board of Directors Meeting Agenda
Meeting – 6:00 p.m.
April 23, 2024

The Godley Economic Development Corporation Board of Directors will hold a Meeting at 6:00 p.m. in the Fire Administration Building, also known as “Former City Hall” located at 104 South Main, Godley, Texas on Tuesday, April 23, 2024. This meeting is open to the public and subject to the Open Meeting Act. Pursuant to Section 551.071 of the Texas Government Code, the EDC Board of Directors may convene an Executive Session at any time during the meeting as deemed necessary to obtain advice from the City Attorney regarding any posted agenda item.

REGULAR SESSION – 6:00 P.M.

I. CALL TO ORDER / ROLL CALL

Call to order and announce a quorum is present.

II. NEW BUSINESS

- A.) All members of the Godley Economic Development Board of Directors to renew their oath of office.
- B.) Discuss the general role and responsibilities of the Economic Development Corporation Board.
- C.) Discuss and take appropriate action regarding the appointment of a Board president, vice president, and treasurer.
- D.) Discuss and consider approval proposed amendments to the Godley Economic Development Corporation Bylaws.

III. EXECUTIVE SESSION

Pursuant to the TEXAS OPEN MEETINGS ACT, Chapter 551, TEXAS GOVERNMENT CODE, Section 551.071 (consultation with attorney on pending or contemplated litigation, settlement officer, or a matter in which the duty of the attorney to the governmental body under the Texas Rules of Professional Conduct of the State Bar of Texas clearly conflict with Chapter 551) Section 551.087 (discussions of certain economic development matters), executive session may be held, under these exceptions, at any time during the meeting that a need arises for the EDC Board of Directors to discuss posted subject matter of this EDC meeting.

Reconvene into open session for possible action resulting from any items posted and legally discussed in executive session.

1. *Section 551.087 Discussion Regarding Economic Development Negotiations regarding a prospective commercial project within the City of Godley.*

IV. ACTION FROM EXECUTIVE SESSION

1. *Section 551.087 Discussion Regarding Economic Development Negotiations regarding a prospective commercial project within the City of Godley.*

ADJOURNMENT

Certification:

I hereby certify that the above notice was posted on the bulletin board, at the Godley City Hall, 200 West Railroad Ave., Godley, Texas 76044, on _____, 2024 _____ am/pm and remained so posted at least 72 hours before said meeting was convened. **NOTICE:** Godley City Hall is wheelchair accessible and special parking is available at the front of the building. Persons with disabilities who plan to attend this meeting and who may need auxiliary aids or services are requested to contact the City Secretary's Office a minimum of 24 hours before the meeting and every effort will be made to provide reasonable accommodations.

Brittany Gross, City Secretary

Certification of Notice of Meeting was removed on _____, 2024 at _____ a.m. /p.m. by _____.

Godley, Texas
EDC Board of Directors

AGENDA REPORT



Meeting Date: April 23, 2024

Agenda Item: II. A.

Staff Contact: Brittany Gross

E-mail: Brittany.gross@godleytx.gov

Phone: 817-389-3539

SUBJECT: All members of the Godley Economic Development Board of Directors to renew, take oath of office.

BACKGROUND:

The City Secretary will give the Oath of Office to the members of the Board of Directors.

FINANCIAL IMPACT:

None

RECOMMENDATION:

None

ATTACHMENTS:

Godley, Texas
EDC Board of Directors

AGENDA REPORT



Meeting Date: April 23, 2024

Staff Contact: Brittany Gross

Agenda Item: II. B.

E-mail: Brittany.gross@godleytx.gov

Phone: 817-389-3539

SUBJECT: Discuss the general role and responsibilities of the Economic Development Corporation Board, by City Attorney.

BACKGROUND:

FINANCIAL IMPACT:

None

RECOMMENDATION:

None

ATTACHMENTS:

Godley, Texas
EDC Board of Directors

AGENDA REPORT



Meeting Date: April 23, 2024

Agenda Item: II. C.

Staff Contact:

E-mail:

Phone:

Angela Winkle, CPM, City
Administrator

Angela.winkle@godleytx.gov

817-389-3539

SUBJECT: Discuss and take appropriate action regarding the appointment of a Board President, Vice President and Treasurer.

BACKGROUND:

In the Bylaws, Article III Officers, discusses the roles of the President, Vice President, Secretary and Treasurer and their Powers and Duties. The Board of Directors will need to chose a President, Vice President and Treasurer at this meeting and a secretary at the next meeting of the Board.

FINANCIAL IMPACT:

None

RECOMMENDATION:

Staff recommends the nomination of a President, Vice President and Treasurer and the Board can then vote to elect these Officer positions.

ATTACHMENTS:

Godley, Texas
EDC Board of Directors

AGENDA REPORT



Meeting Date: April 23, 2024

Staff Contact: Brittany Gross

Agenda Item: II. D.

E-mail: Brittany.gross@godleytx.gov

Phone: 817-389-3539

SUBJECT: Discussion and possible action on the Bylaws of the Godley 4B Economic Development Corporation.

BACKGROUND:

Attached are the Bylaws of the Godley 4B Economic Development Corporation.

FINANCIAL IMPACT:

None

RECOMMENDATION:

Staff recommends approval of these Bylaws.

ATTACHMENTS:

- Bylaws

**BYLAWS OF THE
GODLEY 4B ECONOMIC DEVELOPMENT CORPORATION**

ARTICLE I

PURPOSE AND POWERS

Section 1. Purpose. The Godley 4B Economic Development Corporation (the "Corporation") is incorporated for the purposes set forth in Article Four of its Articles of Incorporation, the same to be accomplished on behalf of the City of Godley, Texas (the "City") as its duly constituted authority and instrumentality in accordance with the Texas Local Government Code, Title 12, Subtitle C1, the "Development Corporation Act" as amended (the "Act"), and other applicable laws.

Section 2. Powers. In the fulfillment of its corporate purpose, the Corporation shall be a Type B Corporation governed by Chapter 505 of the Act, and shall have all of the powers set forth and conferred in its Articles of Incorporation, in the Act, and in other applicable law, subject to the limitations prescribed therein and herein, and to the provisions thereof and hereof.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Powers, Number, and Term of Office.

(a) The property and affairs of the Corporation shall be managed and controlled by a Board of Directors (the "Board") and, subject to the restrictions imposed by law, by the Articles of Incorporation and by these Bylaws. The Board shall exercise all of the powers of the Corporation subject to the Godley City Council's (the "Council") approval of the Corporation's annual budget.

(b) The Board shall consist of **seven (7)** directors, each of whom shall be appointed by the City Council, as provided in the Articles of Incorporation.

(c) The directors constituting the first Board shall be those directors named in the Articles of Incorporation. All subsequent Boards shall have the qualifications, shall be of the classes of directors, and shall be appointed in accordance with the terms set forth in the Articles of Incorporation.

(d) Any director may be removed by the Council at will. In the case of a vacancy on the Board, for any reason, the Council shall appoint a successor to serve the remainder of the unexpired term.

Section 2. Meetings of Directors. The directors may hold their meetings at such place or places in the City as the Board may from time to time determine; provided, however, in the absence of any such determination by the Board, the meetings shall be held at the principal office of the Corporation as specified in Article V of these Bylaws.

Section 3. Notice of Meetings.

(a) Regular meetings of the Board shall be held without the necessity of written notice to the directors at such times and places as shall be designated from time to time by the Board. Special meetings of the Board shall be held whenever called by the president, by the secretary, by a majority of the directors, by the Mayor of the City, or by a majority of the City Council. Emergency meetings shall be held in accordance with the Open Meetings Act.

(b) The secretary shall give notice to each director of the special meeting in person or by mail or telephone at least two (2) hours before the meeting. Unless otherwise indicated in the notice thereof, any and all matters pertaining to the purposes of the Corporation may be considered and acted upon at a special meeting. At any meeting at which every director shall be present, even without any notice, any matter pertaining to the purpose of the Corporation may be considered and acted upon consistent with applicable law.

(c) Whenever any notice is required to be given to the Board, said notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postage paid envelope addressed to the person entitled thereto at his or her post office address as it appears on the books of the Corporation, and such notice shall be deemed to have been given on the day of such mailing. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any Regular or Special Meeting of the Board needs to be specified in the notice or waiver of notice of such meeting, unless required by the Board. A waiver of notice in writing, signed by the persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 4. Open Meetings Act. All meetings and deliberations of the Board shall be called, convened, held, and conducted, and notice shall be given to the public, in accordance with the Texas Open Meetings Act, Chapter 551, Tex. Gov. Code, as amended.

Section 5. Quorum. A majority of the entire membership of the Board of Directors shall constitute a quorum for the conduct of official business of the Corporation. 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 of the Corporation, unless the act of a greater number is required by law.

Section 6. Conduct of Business.

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

(b) At all meetings of the Board, the president shall preside, and in the absence of the president, the vice president shall exercise the powers of the president.

(c) The secretary of the Corporation shall act as secretary of all meetings of the Board but, in the absence of the secretary, the presiding officer may appoint any person to act as secretary of the meeting.

Section 7. Committees of the Board. The Board may designate two (2) or more directors to constitute an official committee of the Board to exercise such authority of the Board as may be specified in the resolution. It is provided, however, that all final, official actions of the Corporation 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 in books kept for that purpose in the principal office of the Corporation.

Section 8. 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 hereunder.

ARTICLE III

OFFICERS

Section 1. Titles and Term of Office.

(a) The officers of the Corporation shall be a president, vice president, secretary, and treasurer, and such other officers as the Board may from time to time elect or appoint. One person may hold more than one office, except that the president shall not hold the office of secretary. Terms of the office shall be one (1) year with the right of an officer to be re-elected.

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

(c) A vacancy in the office of any officer shall be filled by a vote of a majority of the directors.

Section 2. Powers and Duties of the President.

The president shall be the chief executive officer of the Corporation and, subject to the paramount authority of the Board, the president shall be in general charge of the properties and affairs of the Corporation, shall preside at all meetings of the Board, and may sign and execute all contracts, conveyances, franchises, deeds, assignments, and other instruments in the name of the Corporation.

Section 3. Powers and Duties of the Vice President.

The vice president shall have such powers and duties as may be prescribed by the Board and shall exercise the powers of the president during that officer's absence or inability to act. Any action taken by the vice president in the performance of the duties of the president shall be conclusive evidence of the absence or inability to act of the president at the time such action was taken.

Section 4. Treasurer.

The treasurer shall have the responsibility to see to the handling, custody, and security of all funds and securities of the Corporation in accordance with these Bylaws. When necessary or proper, the treasurer may endorse and sign, on behalf of the Corporation, for collection or issuance, checks, and other obligations in or drawn upon such bank or banks or depositories as shall be designated by the Board consistent with these Bylaws. The treasurer shall see to the entry in the books of the Corporation full and accurate accounts of all monies received and paid out on account of the Corporation. The treasurer shall, at the expense of the Corporation, give such bond for the faithful discharge of their duties in such form and amount as the Board or the Council may require.

Section 5. Secretary.

The secretary shall keep the minutes of all meetings of the Board in books provided for that purpose, shall give and serve all notices, may sign with the president in the name of the Corporation, and/or attest the signature thereto, all contracts, conveyances, franchises, deeds, assignments, and other instruments of the Corporation, shall have charge of the corporate books, records, documents and instruments, except the papers as the Board may direct, all of which shall at all reasonable times be open to public inspection upon application at the office of the Corporation during business hours, and shall in general perform all duties incident to the office of secretary subject to the control of the Board.

Section 6. Naming Board Members. The president, vice president, and the secretary shall be named from among the members of the Board. The treasurer and any assistant secretaries may, at the option of the Board, be persons other than members of the Board, but they must be employees of the City.

Section 7. Compensation. Officers who are members of the Board shall not receive any salary or compensation for their services, except that they shall be reimbursed for their actual expenses incurred in the performance of their duties hereunder. Other officers may be compensated as directed by the Board.

ARTICLE IV

FUNCTIONAL CORPORATE DUTIES AND REQUIREMENTS

Section 1. General Corporate Duties and Authority.

(a) The Board shall, if directed by the City, research, develop, prepare, finance, and implement a recreational facilities development plan.

(b) In carrying out its obligations under subsection (a) of this Section, the Corporation shall be authorized to exercise all rights and powers granted under the Act, including, but not limited to Chapter 505 of the Act thereof, with the objective and for the purpose of developing and diversifying the economy of the State of Texas and the City, and the elimination of unemployment and underemployment in the State and the City, and the expansion of commerce within the State.

(c) The Board shall periodically submit reports to the City Council as to the status of its activities in carrying out its obligations under this Section, and, with respect to each project undertaken by the Corporation, shall submit quarterly annual reports to the Council on the status and finances of such project.

(d) Any and all contracts or agreements between the Corporation and other parties shall be authorized, executed, approved, and delivered in accordance with applicable law, provided, that, prior to the authorization or execution of any such agreement, a copy thereof shall be provided to the City Secretary.

(e) All construction and other contracts or agreements entered into by the Corporation shall be let or entered into in accordance with the laws applicable to the letting or entering into of contracts by the City, unless applicable law and the City permit otherwise.

Section 2. Annual Corporate Budget.

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

Section 3. Books, Records, Audits.

(a) The Corporation shall keep and properly maintain, in accordance with generally accepted accounting principles, complete books, records, accounts, and financial statements pertaining to its corporate fund activities and affairs. The City shall at all times have access to the books and records of the Corporation.

(b) At the direction of the City Council, the books, records, accounts, and financial statements of the Corporation may be maintained for the Corporation by the accountants, staff and personnel of the City.

(c) The Corporation, or the City if the option described in subsection (b) of this Section is selected, 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 Corporation and approved by the City Council. Such audit shall be at the expense of the Corporation.

Section 4. Deposit and Investment of Corporate funds.

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

(b) Subject to the requirements of contracts, loan agreements, indentures or other agreements securing Obligations, all other monies of the Corporation, if any, shall be deposited, secured, and/or invested in the manner provided for the deposit, security, and/or investment of the public funds of the City. The Board shall designate the accounts and depositories to be created and designated for such purposes, and the methods of withdrawal of funds therefrom for use by and for the purposes of the Corporation upon the signature of its treasurer and such other persons as the Board shall designate. The accounts, reconciliation, and investment of such funds and accounts shall be performed by the finance director/treasurer of the City.

Section 5. Expenditures of Corporate Money.

(a) The monies of the Corporation, including sales and use taxes collected pursuant to Chapter 505 of the Act, monies derived from the rents received from the lease or use of property, the proceeds from the investment of funds of the Corporation, the proceeds from the sale of property, and the proceeds derived from the sale of Obligations, may be expended by the Corporation for any of the purposes authorized by the Act, subject to the following limitations:

(i) Expenditures from the proceeds of Obligations shall be identified and described in the orders, resolutions, indentures, or other agreements submitted to and approved by the City Council prior to the execution of loan or financing agreements or the sale and delivery of Obligations to the purchasers thereof required by Section 6 of this Article;

(ii) Expenditures that may be made from a fund created with the proceeds of Obligations, and expenditures of monies derived from sources other than the proceeds of Obligations may be used for the purposes of financing or otherwise providing one or more "Projects," as defined in Chapter 501 and other Sections of the Act. The specific expenditures shall be described in a resolution or order of the Board and shall be made only after the approval thereof by the Council;

(iii) All other proposed expenditures shall be made in accordance with and shall be set forth in the annual budget required by Section 2 of this Article or in contracts meeting the requirements of Section 1(d) of this Article.

Section 6. Issuance of Obligations. No Obligations, including refunding Obligations, shall be authorized or sold and delivered by the Corporation unless the City Council shall approve such Obligations by action taken no more than sixty (60) days prior to the date of delivery of such Obligations or refunding Obligations.

ARTICLE V

MISCELLANEOUS PROVISIONS

Section 1. Principal Office.

(a) The principal office of the Corporation shall be the registered office of the Corporation specified in the Articles of Incorporation.

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

Section 2. Fiscal Year. The fiscal year of the Corporation shall be the same as the fiscal year of the City.

Section 3. Seal. The seal of the Corporation shall be as determined by the Board.

Section 4. Resignations. Any director or officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time is specified, at the time of its receipt by the president or secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 5. Approval or Advice and Consent of the Council. To the extent that these Bylaws refer to any approval by the City or the Council, or refer to advice and consent by the Council, such approval, or advice and consent, shall be evidenced by a certified copy of a resolution, order, or motion duly adopted by the Council.

Section 6. Indemnification of Directors, Officers and Employees.

(a) As provided in the Act, the Corporation is, for the purposes of the Texas Tort Claims Act (Subchapter A, Chapter 101, Texas Civil Practice and Remedies Code), a governmental unit and its actions are governmental functions.

(b) The Corporation shall indemnify each and every member of the Board, its officers, and its employees, and each member of the Council and each employee of the City, to the fullest extent permitted by law, against any and all liability or expense, including attorney's

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 Corporation.

ARTICLE VI

EFFECTIVE DATE, AMENDMENTS

Section 1. Effective Date. These Bylaws shall become effective upon the approval by the City Council.

Section 2. Amendments to the Articles of Incorporation and Bylaws. The Articles of Incorporation of the Corporation and these Bylaws may be amended only in the manner provided in the Articles of Incorporation and the Act.

EXECUTED this 16 day of April, 2024.

