



# City of Hutto

## Agenda

**River Creek Development Corporation Meeting  
Thursday, November 12, 2020 at 11:00 AM  
City Council Chambers**

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In accordance with the Texas Open Meetings Act this meeting agenda is posted for public information, continuously, for at least 72 hours prior to the scheduled time of the meeting on the bulletin board located on the exterior wall of the City Hall building at 500 West Live Oak, Hutto, Texas. This meeting agenda is also accessible via the Internet at [www.huttotx.gov](http://www.huttotx.gov)

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1. CALL SESSION TO ORDER

2. ROLL CALL

3. PUBLIC COMMENT

- 3.1. Any citizen wishing to speak during public comment may do so after completing the required registration form. The purpose of this item is to allow the residents of Hutto and other interested persons an opportunity to address the River Creek Development Corporation on agenda issues and on non-agenda issues (i.e., City policy or legislative issues). Non-agenda issues regarding daily operational or administrative matters should be first dealt with at the administrative level by calling City Hall at (512) 759-4839 during business hours. Each person providing public comment will be limited to 3 minutes.

Any citizen wishing to speak during public comment may do so after completing the required registration form. Comments for this meeting may also be sent to [comments@huttotx.gov](mailto:comments@huttotx.gov) PRIOR to 4:00 pm on November 11, 2020. The email must include name, address, phone # and email to be recognized properly.

Citizens wishing to comment by phone may call:

**Toll Free Call In: 1-800-717-4201**

**Conference ID: 242-3288**

**Once you are in the conference call press \*5 to signal that you are requesting to speak during public comment.**

*[Note: The Texas Open Meetings Act, Texas Government Code, Chapter 551, prohibits advisory boards, commissions and committees created by local governmental bodies from fully discussing, debating, or considering subjects for which public notice has not been given on the agenda. Issues that cannot be referred to the City Staff for action may be placed on the agenda of a future meeting.]*

4. AGENDA ITEMS

- 4.1. Accept resignation of Chairman Doug Gaul and acknowledge appointment of Director Tanner Rose.
- 4.2. Consideration and possible action on a Resolution appointing a chairperson to the River Creek Development Corporation. 4 - 5  
[Resolution River Creek Chair](#)
- 4.3. Consideration and possible action on a Resolution to establish regular board meetings in accordance with Section 2.3: Regular Meetings of the Bylaws of the River Creek Development Corporation. 6 - 7  
[Resolution Meetings 11.06.20 RC](#)
- 4.4. Consideration and possible action on approving the September 17, 2020 meeting minutes. 8  
[September 17, 2020 Meeting Minutes](#)
- 4.5. Consideration and possible action on a Resolution authorizing the filing with the IRS for recognition of exempt status under 501(c) and/or filing for Exemption Certificate with the Texas Comptroller of Public Accounts. 9  
[Resolution River Creek IRS Filing](#)
- 4.6. Consideration and possible action approving a resolution authorizing and approving the Second Amendment to the Construction Contract between the River Creek Development Corporation and 420 U 79, Ltd., dated December 6, 2018. 10 - 15  
[Hutto Second Amendment to Construction Contract River Creek DC agenda 11 12 20](#)  
[River Creek Construction Contract Exhibit D](#)
- 4.7. Consideration and possible action on a Resolution approving the amendments to the bylaws of the River Creek Development Corporation 16 - 24  
[Resolution Amending Bylaws 11.06.20 RC](#)

5. ADJOURNMENT

6. CERTIFICATION

I certify that this notice of the **November 12, 2020** River Creek Development Corporation meeting was posted on the City of Hutto website and the City Hall bulletin board of the City of Hutto on **November 9, 2020** at **10:50 A.M.**



*Holly Nagy*

The City of Hutto is committed to comply with the Americans Disability Act. The Hutto City Council Chamber is wheelchair accessible. Request for reasonable special

accommodations must be made 48 hours prior to the meeting. Please email the City Secretary's office at [City.Secretary@huttox.gov](mailto:City.Secretary@huttox.gov) or call (512) 759-4033 for assistance.

**RESOLUTION NO. R-\_\_\_\_\_**

**RESOLUTION OF THE RIVER CREEK DEVELOPMENT CORPORATION APPOINTING A CHAIRPERSON.**

**WHEREAS**, the River Creek Development Corporation was created pursuant to Subchapter D of Chapter 431 of the Texas Transportation Code, which authorizes the creation and organization of a local government corporation to assist and act on behalf of the City to accomplish any governmental purpose of the City and to engage in activities in the furtherance of the purposes of its creation; and

**WHEREAS**, Section 3.1 of the Corporation's bylaws provides that a vacancy in any office shall be filled by appointment by a majority vote of the Directors then in office; and

**WHEREAS**, the Board of Directors of the Corporation desires to appoint a Chairperson.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE RIVER CREEK DEVELOPMENT CORPORATION, THAT:**

\_\_\_\_\_ is elected Chairperson of the Corporation.

Dated this \_\_th day of November, 2020.

**RIVER CREEK DEVELOPMENT CORPORATION**

\_\_\_\_\_, Chair

**ATTEST:**

\_\_\_\_\_  
Holly Nagy, City Secretary



**RESOLUTION NO. R-\_\_\_\_\_**

**RESOLUTION OF THE RIVER CREEK DEVELOPMENT CORPORATION ESTABLISHING A REGULAR MEETING SCHEDULE IN ACCORDANCE WITH SECTION 2.3 OF THE CORPORATION'S BYLAWS.**

**WHEREAS**, the River Creek Development Corporation was created pursuant to Subchapter D of Chapter 431 of the Texas Transportation Code, which authorizes the creation and organization of a local government corporation to assist and act on behalf of the City to accomplish any governmental purpose of the City and to engage in activities in the furtherance of the purposes of its creation; and

**WHEREAS**, Section 2.3 of the Corporation's bylaws provides that Regular meetings of the Board shall be held at such times and places as shall be designated, from time to time, by resolution of the Board; and

**WHEREAS**, the Board of Directors of the Corporation desires to establish a schedule for quarterly meetings in accordance with the Corporation's bylaws.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE RIVER CREEK DEVELOPMENT CORPORATION, THAT:**

The Board of Directors shall meet regularly at least quarterly as provided in the Regular Meeting Schedule, attached hereto as Exhibit "A."

Dated this \_\_th day of November, 2020.

**RIVER CREEK DEVELOPMENT CORPORATION**

\_\_\_\_\_  
Doug Gaul, Chair

**ATTEST:**

\_\_\_\_\_  
Holly Nagy, City Secretary

**EXHIBIT "A"**

**Regular Meeting Schedule 2020-2021**



# City of Hutto

## MINUTES

**River Creek Development Corporation Meeting  
Thursday, September 17, 2020 at 6:00 PM  
City Council Chambers**

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In accordance with the Texas Open Meetings Act this meeting agenda is posted for public information, continuously, for at least 72 hours prior to the scheduled time of the meeting on the bulletin board located on the exterior wall of the City Hall building at 500 West Live Oak, Hutto, Texas. This meeting agenda is also accessible via the Internet at [www.huttotx.gov](http://www.huttotx.gov)

1. CALL SESSION TO ORDER - *6:00 PM*
2. ROLL CALL:

Members present: Doug Gaul, Chairperson, Dan Thornton, Vice Chair

Staff Present: Holly Nagy, City Secretary, Dottie Palumbo, City Attorney

Absent: Patti Martinez, Secretary

3. PUBLIC COMMENT  
- *None*

4. AGENDA ITEMS

- 4.1. Consideration and possible action concerning FY 2020/2021 Budget.

*Board member Thornton made a motion accept as presented. Board member Gaul seconded the motion. The motion passed.*

- 4.2. Consideration and possible action directing General Counsel to review Articles of Incorporation and By Laws and prepare amendments to resolve any inconsistencies.

*Board member Thornton made a motion to direct staff to review the Articles of Incorporation and Bylaws and prepare amendments. Board member Gaul seconded the motion. The motion passed.*

5. ADJOURNMENT- *6:07 PM*

ATTEST:

\_\_\_\_\_  
Patti Martinez, Secretary

\_\_\_\_\_  
,Chair

**RESOLUTION NO. R-\_\_\_\_\_**

**RESOLUTION OF THE RIVER CREEK DEVELOPMENT CORPORATION AUTHORIZING THE FILING WITH THE IRS FOR RECOGNITION OF EXEMPT STATUS UNDER SECTION 501(C) OF THE INTERNAL REVENUE CODE AND/OR FILING FOR EXEMPTION CERTIFICATE WITH THE TEXAS COMPTROLLER OF PUBLIC ACCOUNTS.**

**WHEREAS**, the River Creek Development Corporation was created pursuant to Subchapter D of Chapter 431 of the Texas Transportation Code, which authorizes the creation and organization of a local government corporation to assist and act on behalf of the City to accomplish any governmental purpose of the City and to engage in activities in the furtherance of the purposes of its creation; and

**WHEREAS**, the Board of Directors of the Corporation desires to file with the IRS for recognition of exempt status under Section 501(c) of the Internal Revenue Code and/or file for exemption certificate with the Texas Comptroller of Public Accounts.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE RIVER CREEK DEVELOPMENT CORPORATION, THAT:**

The General Counsel of the Corporation or designee is hereby directed and authorized to file with the IRS for recognition of exempt status under Section 501(c) of the Internal Revenue Code and/or file for exemption certificate with the Texas Comptroller of Public Accounts.

Dated this \_\_\_th day of **November, 2020**.

**RIVER CREEK DEVELOPMENT CORPORATION**

\_\_\_\_\_  
\_\_\_\_\_, Chair

**ATTEST:**

\_\_\_\_\_  
Holly Nagy, City Secretary

## SECOND AMENDMENT TO CONSTRUCTION CONTRACT

THIS SECOND AMENDMENT TO CONSTRUCTION CONTRACT (this "**Amendment**") is made by and between River Creek Development Corporation (the "**Corporation**") and 79 HCD Development, LLC, a Texas limited liability company (the "**Construction Manager**"), EFFECTIVE on \_\_\_\_\_ 2020.

### **RECITALS:**

A. Corporation and Construction Manager are parties to that certain Construction Contract dated December 6, 2018, amended June 29, 2020 (as may be further amended, the "**Construction Contract**") pursuant to which the Construction Manager agreed to construct certain Public Improvements for the Corporation and the Corporation agreed to pay the costs of the construction of such Public Improvements.

B. The Construction Contract contemplated a construction management fee in the total amount of \$1,300,000.00 to be paid to the Construction Manager.

C. The Construction Manager desires to amend the Construction Contract to allocate a portion of the construction management fee, in the amount of \$200,000.00 to the payment of costs for the Town Green, identified on Exhibit "D" attached thereto.

D. The Corporation intends to and shall allocate the \$200,000 for the payment of costs for the Town Green.

E. All capitalized terms used in this Amendment shall have the meanings given to them in the Construction Contract, unless otherwise defined herein.

### **AGREEMENT:**

NOW, THEREFORE, in consideration of the premises and the mutual covenants herein contained, the parties hereby amend the Construction Contract pursuant to the terms of this Amendment effective as of the date hereof:

1. The recitals set forth above are incorporated herein and shall have the same force and effect as if set forth in this section.

2. Section 5.02(h) of the Construction Contract is deleted in its entirety and replaced with the following:

"The Construction Manager shall be entitled to a construction management fee for the Public Improvements including the public parking, roads, utilities, storm drainage and US 79 improvements to be paid out of funds available under this Agreement. An initial construction management fee in the amount of \$800,000.00 shall be paid to the Construction Manager in accordance with the City's fiscal policy for making disbursements. A second construction management fee in the amount of \$300,000.00 shall be paid upon completion of eighty percent (80%) of

Public Improvements (with the 80% being calculated as 80% of this Agreement being actually paid, the Public Improvements having been built in accordance with City Codes and approved by the City Manager, upon City approval in accordance with the City's fiscal policy for disbursements and verification of progress related to construction). The total construction management fee, when combined with other fees payable to the Construction Manager in connection with the Project, shall not exceed \$1,100,000.00.”

3. The Corporation agrees to cause the Service and Amendment Plan to be updated to allocate an additional \$200,000 for the payment of Actual Costs of the Town Green public improvement identified on Exhibit “D” attached to the Construction Contract.

4. The Corporate agrees to cause the Service and Amendment Plan to be updated to allocate any funds designated as “contingency fee” to the payment of Actual Costs of the Town Green public improvement identified on Exhibit “D” attached to the Construction Contract.

5. Except as modified by this Amendment, the Construction Contract shall remain unchanged and shall continue in full force and effect. This Amendment may be executed in multiple counterparts, and electronic signatures (including fax, copy, or any other means of electronic reproduction) shall be deemed originals.

*[Signature Pages Follow]*

IN WITNESS WHEREOF, the Corporation and the Construction Manager have executed and delivered this Amendment as of the date and year first above written.

**CORPORATION:**

**River Creek Development Corporation**

By: \_\_\_\_\_  
Chair

STATE OF TEXAS            §  
  §  
COUNTY OF WILLIAMSON   §

This instrument was acknowledged before me on the \_\_\_ day of November, 2020 by, \_\_\_\_\_ of the River Creed Development Corporation, on behalf of said corporation.

(SEAL)

\_\_\_\_\_  
Notary Public, State of Texas

\_\_\_\_\_  
Name printed or typed  
Commission Expires: \_\_\_\_\_

*[Signatures Continue on Next Page]*

**CONSTRUCTION MANAGER:**

**79 HCD Development, LLC,**  
a Texas limited liability company

By: \_\_\_\_\_  
Wyatt Henderson, its manager

STATE OF TEXAS            §  
  §  
COUNTY OF WILLIAMSON   §

This instrument was acknowledged before me on the \_\_\_\_ day of November, 2020 by, \_\_\_\_\_, \_\_\_\_\_ of 79 HCD Development, LLC, a limited liability company, on behalf of 79 HCD Development, LLC.

(SEAL)

\_\_\_\_\_  
Notary Public, State of Texas

\_\_\_\_\_  
Name printed or typed  
Commission Expires: \_\_\_\_\_

## **EXHIBIT D**

### **PUBLIC IMPROVEMENTS**

#### **The Lakes Landscaping**

- The central retention pond will serve as an amenity feature for the Property. The pond will be defined by vertical walls with stone veneer and wire cable railing around the majority of the perimeter. An adjacent pedestrian walk will encircle the ponds and an enhanced pedestrian bridge crossing the central pond will connect visitors between the east and west portions of the project. Landscaping, irrigation, and site furnishings will also be provided.
- The water level in the ponds will be maintained at a constant level through the use of on-site wells. The water will be re-circulated through a series of fountains, which will also serve as an aesthetic enhancement. Lights will illuminate the fountains and pedestrian bridge with varying light displays at night.

#### **Streets - Landscaping**

- All streets within the Property will be enhanced with landscaping improvements. The street lights will have upgraded banner attachments for seasonal promotions. The sidewalks will be constructed out of concrete and/or pavers and will be a minimum of 5 feet in width on both sides of the roads. Street trees will be added to the landscape islands or within tree grates along the sidewalk. Concrete planters will be added at the intersections and inside the Co-op Boulevard median. Pedestrian crossings will be raised at the intersections with enhanced pavers at the crosswalks. The traffic circle at Co-op Boulevard and W. Live Oak Street will be landscaped and irrigated. The project will have enhanced traffic signage and street signage. All landscaping will be built in accordance with City standards.

#### **City Hall Landscaping**

- The landscaping will include the sod, shrubs, trees, flower beds and irrigation. The hardscape will include sidewalks constructed out of both concrete and pavers, bike racks and flag poles and decorative planters. All of these improvements will be constructed in accordance with City standards.

#### **Signage, Monumentation & Demolition**

- The Property's primary sign will be located along Highway 79 at Co-op Boulevard. The sign will be approximately 30 feet in height and resemble a stone cistern with a corrugated metal base, reflective of the agricultural history of the site. A second, internal gateway sign will extend over Co-Op Boulevard, welcoming visitors to the Property. Smaller, internal directional and directory signs will be located along the sidewalks within the District and on the historic silos.

#### **Town Green**

- A centralized town green will serve as the activity heart of the Property. The green will consist of a splash pad plaza and sculptures. It will include more than 20,000 square feet of an event lawn consisting of artificial turf. Seat walls and gentle sloping berms will surround the perimeter of the town green, as well as outdoor patio seating, enhanced landscape beds and shade trees. There will also be an amphitheater stage platform for hosting outdoor concerts and events. There will be pedestrian scale lighting for maintaining safety and accessibility of the space at night. The green will be easily accessible to the pedestrian bridge, public sidewalks and public parking lots. These improvements will be constructed in accordance with City standards.

### **Excavation, Water, Sewer, Drainage, and Paving**

- The excavation and stormwater drainage improvement portion of the improvements consist of the construction of a combined wet pond amenity and detention pond and associated drainage channels and appurtenances to appropriately control and convey storm water runoff through the Property. The storm drainage improvements will be constructed in accordance with City standards.
- The water, sewer and paving improvements consist of the construction of West Live Oak Street from Exchange Boulevard through the Property to the intersection with West Street, the construction of the full distance of CO-OP Boulevard from US Highway 79 through the Property to the intersection with West Live Oak Street, as well as the construction of the full distance of Pecan Street from West Street through the Property to the intersection of West Live Oak Street. These improvements will provide road and thoroughfare access to all phases of the Property and consist of the construction of related earthwork, paving, sidewalks, signage, traffic control devices, manholes, water/waste water trunk mains, pipes, valves and associated appurtenances. All improvements will be constructed in accordance with City standards.
- Multiple public parking lots will be constructed to meet the parking requirements for the Property. All parking lots will include drainage, water and sewer connections, and lighting; and will be constructed in accordance with City standards. The City will retain 2.5% of the Zone Annual Credit from the offset against the Annual Installment until such time as a site development permit for Parking Garage #1 is approved.

### **Highway 79 Construction & Engineering**

- The Property will include a divided section along Highway 79 from Exchange Boulevard to West Street including a left turn lane on the east bound lane of Highway 79 at Co-op Boulevard. There is also a deceleration lane being added on the west bound lane of Highway 79 at Co-op Boulevard along with a traffic light at the intersection of Highway 79 and Co-op Boulevard. The frontage of Highway 79 will be enhanced through the use of landscape screening along all parking lots. Enhanced plant beds will line the project frontage. These improvements will be constructed in accordance with City standards.
- Four silos that were previously located internal to the site have been relocated to the frontage of Highway 79 and serve as a perimeter monument announcing the development to drivers along the highway.

**RESOLUTION NO. R-\_\_\_\_\_**

**RESOLUTION OF THE RIVER CREEK DEVELOPMENT CORPORATION, APPROVING THE AMENDMENTS TO THE BYLAWS FOR THE CORPORATION**

**WHEREAS**, the River Creek Development Corporation was created pursuant to Subchapter D of Chapter 431 of the Texas Transportation Code, which authorizes the creation and organization of a local government corporation to assist and act on behalf of the City to accomplish any governmental purpose of the City and to engage in activities in the furtherance of the purposes of its creation; and

**WHEREAS**, Section 4.2 of the Corporation’s bylaws provides that the bylaws may be amended at any time and from time to time by majority vote of the Directors then in office, but only with approval of the City Council; and

**WHEREAS**, the Board of Directors of the Corporation desires to amend the bylaws to modify the length of the terms the officers of the Corporation to three (3) years and update the principal office of the Corporation.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE RIVER CREEK DEVELOPMENT CORPORATION, THAT:**

The amendments to the bylaws of the River Creek Development Corporation, attached hereto as Exhibit “A,” are hereby approved.

Dated this \_\_th day of November, 2020.

**RIVER CREEK DEVELOPMENT CORPORATION**

\_\_\_\_\_  
Doug Gaul, Chair

**ATTEST:**

\_\_\_\_\_  
Holly Nagy, City Secretary

**EXHIBIT “A”**

**BYLAWS OF THE RIVER CREEK DEVELOPMENT CORPORATION**

Effective \_\_\_\_\_

**Article I: Powers and Purposes**

**Section 1.1: Corporate Identity; Offices.** The name of the corporation is the River Creek Development Corporation (the “Corporation”). The principal office of the Corporation shall be at [~~401 W. Front Street~~] 500 W. Live Oak Street, Hutto, TX 78634. The Corporation may relocate such principal office and have such other offices as the Board of Directors shall determine.

**Section 1.2: Powers, Purposes and Authority.** The Corporation is a public non-profit corporation organized under the laws of the State of Texas for the purpose of aiding, assisting, and acting on behalf of the City of Hutto (the “City”) in the performance of its governmental functions to promote the common good and general welfare of the City.

The Corporation is formed pursuant to the provisions of Subchapter D, Chapter 431, of the Texas Transportation Code (“Chapter 431”) as it now or may hereafter be amended, which authorizes the Corporation to assist and act on behalf of the City to accomplish any governmental purpose of the City and to engage in activities in the furtherance of the purposes for its creation, in the manner specified by Chapter 394 of the Texas Local Government Code, and in conformance with the Texas Nonprofit Corporation Law, Chapter 22 of the Texas Business Organizations Code (the “TNCL”).

The Corporation shall have and exercise all rights, powers, privileges, authority, and functions of every kind and nature whatsoever, both expressed and implied, given by the general laws of the State of Texas to non-profit corporations incorporated under Chapter 431, including, without limitation, the TNCL.

The Corporation shall have all other powers of a like or different nature not prohibited by law which are available to non-profit corporations in Texas and which are necessary or useful to enable the Corporation to perform the purposes for which it is created, including the power to issue bonds, notes or other obligations, and otherwise exercise its borrowing power to accomplish the purposes for which it was created.

The Corporation is created as a local governmental corporation pursuant to Chapter 431 and shall be a governmental unit within the meaning of Subdivision (2), Chapter 101, Texas Civil Practice and Remedies Code. The operations of the Corporation are governmental and not proprietary functions for purposes of the Texas Tort Claims Act, Section 101.001 et seq., Texas Civil Practice and Remedies Code. The Corporation shall have the power to acquire land in accordance with Chapter 431 as amended from time to time.

**Section 1.3: Annual Corporate Budget.** At least sixty (60) days prior to the commencement of each fiscal year of the Corporation, the Board shall adopt a proposed budget of

anticipated revenues and proposed expenditures for the next ensuing fiscal year. The budget shall contain such classifications as shall be in such form as may be prescribed from time to time by the City Manager and/or Council. The budget shall not be effective until same has been approved by the City Council. The Corporation's fiscal year shall start on October 1 and end on September 30th of the following year and may be changed by action of the Board and approval of the City Council.

**Section 1.4: Books and Records: Review of Financial Statements.** The Corporation shall keep correct and complete books and records of all accounts and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the Corporation may be inspected by any director or his or her agent or attorney at a reasonable time: and at all times the City Manager and/or City Council of the City (the "City of Hutto") will have access to the books, records and financial statements of the Corporation. At the direction of the City Manager and/or Council, the books, records, accounts and financial statements may be maintained for the Corporation by the staff of the City. In such event, the Corporation shall pay to the City reasonable compensation for such services.

**Section 1.5: Powers in General.** The Corporation may exercise all powers granted under the Act consistent with its Certificate of Formation, these Bylaws and the Resolutions, Orders and Ordinances of the City Council.

## **Article II: Board of Directors**

**Section 2.1: Appointment, Powers, Number and Term of Office.** The Board of Directors shall exercise all of the powers of the Corporation, subject to the restrictions imposed by law, the Certificate of Formation and these Bylaws.

The business and affairs of the Corporation and all corporate powers shall be exercised by or under authority of the Board of Directors (the "Board"), appointed by the Hutto City Council and subject to the applicable limitations imposed by the Act, other applicable legislation and these Bylaws. The Board may, by contract, resolution or otherwise, give general or limited or special powers and authority to the Officers of the Corporation.

The Board may plan and direct its work through the Chairperson who will be charged with the responsibility of carrying out the Corporation's programs as adopted and planned by the Board.

The Board shall consist of three (3) persons who shall each be appointed by the City Council. The term of each directorship will be for three (3) years. All directors must be residents of the City. Those filling vacancies shall serve out the term of those seats.

Any Director, or all Directors, may be removed from office at any time by majority vote of the City Council, for cause or at will. Any vacancy occurring on the Board shall be filled by appointment by majority vote of the City Council.

**Section 2.2: Meetings of Directors in General.** The Board shall meet at least once each year and any member of the Board may request that an item be placed on the agenda by providing same in writing, to the Secretary no later than ten (10) days prior to the date of the Board meeting. The Board may hold its meetings at any place authorized by Chapter 431 and as the Board may from time to time determine; provided that. In the absence of any such determination by the Board,

the meeting shall be held at the principal office of the Corporation, at the City Council Chambers of the City or such other location determined by the Board. The Board shall conduct its meetings in accordance with the requirements of the TNCL and Chapter 431.

**Section 2.3: Regular Meetings.** Regular meetings of the Board shall be held at such times and places as shall be designated, from time to time, by resolution of the Board. Notice of regular meetings need not be given to each of the Directors, but public notice of each meeting shall be given in the manner prescribed by law.

**Section 2.4: Special Meetings.** Special meetings of the Board shall be held whenever called by the Chairperson, by the Secretary or by a majority of the Directors then in office, or upon advice of or by request of the City Council.

The Secretary or his/her designee shall give or cause public notice to be given of each special meeting. Special notice of each special meeting shall also be given to each Director either by mail, telephone, electronically or in person at least two (2) hours before the meeting. Notice required by law to be given to any other person or entity shall be given in the manner prescribed by law. Except as otherwise provided by law or 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 is present, even though without any notice, any matter pertaining to the purposes of the Corporation may be considered and acted upon, except as otherwise provided by law.

**Section 2.5: Quorum.** A majority of the Directors fixed by these Bylaws shall constitute a quorum for the consideration of matters pertaining to the purposes 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, unless the act of a greater number is required by law. Any member of the Board may request a record vote on any matter to come before the Directors and that record vote will become a part of the minutes.

**Section 2.6: Conduct of Business.** At the meetings of the Board, matters pertaining to the purposes of the Corporation shall be considered in such order from time to time as the Board may determine.

**Section 2.7: Compensation of Directors.** Compensation of Directors. Directors shall not receive any compensation for their services as Directors except that they shall be reimbursed for their actual expenses incurred in the performance of their official duties.

**Section 2.8: Board Committees.** The Board may designate two (2) or more directors to constitute an official committee of the Board to exercise such authority as is delegated and approved by resolution of the Board. It is provided, however, that all final, official actions of the Corporation may be exercised only by the full 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 2.9: Advisory Board.** The Board may appoint an advisory board or boards to assist the Board and perform such other duties as the Board may from time to time assign to the advisory board. An advisory board shall be made up of no more than seven (7) individuals. At

the time the Board creates an advisory board, the Board shall adopt rules and regulations regarding membership of the advisory board. The advisory boards may make recommendations to the Board, but all final, official actions of the Corporation shall be exercised only by the Board.

**Section 2.10: Texas Open Meetings Act and Open Records Act.** Meetings of the Board, Board committees, and the advisory board are subject to the Texas Open Meetings Act, Texas Government Code Chapter 551, and the Corporation is subject to the Texas Open Records Act, Texas Government Code Chapter 552.

**Article III: Officers**

**Section 3.1: Titles and Terms of Office.** The Officers of the Corporation shall be a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer, and such person may hold more than one office, except the Chairperson shall not hold the office of Secretary. The Chairperson and each other Officer of the Corporation shall be appointed by a majority vote of the Directors then in office and shall hold office for a term of [~~two (2) years~~] three (3) years or until his or her successor is elected or appointed.

All Officers shall be subject to removal from office with or without cause at any time by a majority vote of the Directors then in office.

A vacancy in any office shall be filled by appointment by a majority vote of the Directors then in office.

**Section 3.2: Chairperson** The Chairperson shall be the Chief Executive Officer of the Corporation, and, subject to the control of the Board of Directors, the Chairperson shall be in general charge of the properties and affairs of the Corporation. The Chairperson shall preside at all meetings of the Board of Directors in furtherance of the purposes of this Corporation; the Chairperson may sign and execute all contracts, conveyances, franchises, bonds, deeds, assignments, notes and other instruments in the name of the Corporation.

The Chairperson shall have the authority to appoint standing committees to aid and assist the Board in its business undertakings or matters incidental to the operation and functions of the Board. The Chairperson shall have the authority to appoint ad-hoc committees which may address issues of a temporary nature of concern or which have a temporary effect on the business of the Board.

**Section 3.3: Vice Chairperson.** The Vice Chairperson shall have such powers and duties as may be assigned by the Board of Directors and shall exercise the powers of the Chairperson during the Chairperson's absence or inability to act. Any action taken by the Vice Chairperson in the performance of the duties of the Chairperson shall be with conclusive evidence of the absence or inability of the Chairperson to act at the time such action was taken.

**Section 3.4: Treasurer.** The Treasurer shall have custody of all the funds and securities of the Corporation that come in to his or her hands or shall and otherwise provide for custody. When necessary, or proper, the Treasurer may sign or endorse, on behalf of the Corporation for collection or payment checks, notes and other obligations and shall deposit any funds received to the credit of the Corporation in such bank or banks or depositories as shall be designated by the

Board of Directors. Whenever required by the Board of Directors, the Treasurer shall enter or cause to be entered regularly in the books of the Corporation to be kept by the Treasurer for that purpose full and accurate amounts of all monies received and paid out on account of the Corporation. The Treasurer shall perform all acts incident to the position of the Treasurer subject to the control of the Board of Directors.

**Section 3.5: Secretary.** The Secretary shall keep or shall cause to be kept the minutes of all meetings of the Board of Directors, its committees and those of Executive Sessions in books provided for that purpose. The Secretary shall attend to giving and serving notices in furtherance of the corporate purposes. The Secretary may attest or sign with the Chairperson in the Corporation's name, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the Corporation. The Secretary shall have charge of the corporate books, records, and all records of the securities of which the Treasurer shall have custody, and such other books and papers as the Board of Directors may direct, all of which shall during business hours be open to inspection at the office of the Corporation; and the Secretary shall in general perform all duties incident to the office of Secretary subject to the control of the Board of Directors.

In the absence of the Secretary, the Chairperson may appoint any other Board of Director to act as Secretary during such absence.

**Section 3.6: Chief Executive Officer.** The City Manager for the City of Hutto shall serve as the Chief Executive Officer for the Corporation and the Board. The Chief Executive Officer shall carry out all administrative duties as directed by the Board and shall be authorized to sign all agreements and documents approved by the Board.

**Section 3.7: Compensation.** Officers of the Board shall not receive any compensation for their services as Officers except that they may be reimbursed for their actual expenses incurred in the performance of their official duties.

#### **Article IV: Provisions Regarding Bylaws**

**Section 4.1: Effective Date.** These Bylaws shall become effective only upon the occurrence of the following events:

- (1) the adoption of these Bylaws by the Board of Directors; and
- (2) the approval of these Bylaws by the City Council.

**Section 4.2: Amendments to Bylaws.** These Bylaws may be amended at any time and from time to time by majority vote of the Directors then in office, but only with approval of the City Council.

**Section 4.3: Interpretation of Bylaws.** These Bylaws shall be liberally construed to effectuate the purposes set forth herein. If any word, phrase, clause, sentence, paragraph, section or other part of these Bylaws, or the application thereof to a person or circumstance, shall ever be held to be invalid or unconstitutional by any court of competent jurisdiction, the remainder of these Bylaws and the application of such word, phrase, clause, sentence, paragraph, section or other part of these Bylaws to any other person or circumstance shall not be affected thereby.

**Article V: General Provisions**

**Section 5.1: Principal Office.** The current principal office of the Corporation is at shall be at [~~401 W. Front Street~~] *500 W. Live Oak Street*, Hutto, TX 78634. The Corporation may relocate such principal office and have such other offices as the Board shall determine.

**Section 5.2: Seal.** The seal of the Corporation shall be as determined by the Board of Directors. The Board may determine the Corporation will have no seal.

**Section 5.3: Notice and Waiver of Notice.** Whenever any notice whatsoever is required to be given to the Board of Directors under the Act, the Certificate of Formation or these Bylaws, such notices shall be deemed to be sufficient if given by depositing it for mailing in a post office box in a sealed postpaid wrapper 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 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 sole purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened. A written waiver of notice, signed by the person or persons entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Neither the business to be transacted nor the purpose of any regular or special meeting of the Board of Directors need be set forth in any notice to a Director of such meeting unless required by the Board of Directors.

Any notice whatsoever that may be required to be given to the public by law, shall be given in the manner prescribed by law.

**Section 5.4: Resignations.** Any Director or Officer may resign at any time. Any such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the Chairperson or the Secretary. Absent a written notice of the resignation, the City Council of the City shall cause a notice of the resignation to be provided. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation. Notwithstanding the effective date, a resigning Director shall serve until such time as her or her successor takes office.

**Section 5.5: Approval of the City Council.** To the extent these Bylaws refer to any approval or action to be taken by the City, such shall be evidenced by a certified copy of a Resolution, Ordinance, Order or Motion duly adopted by the City Council.

**Section 5.6: Organizational Control.** The City Council may, at its sole discretion and at any time, alter or change the structure, organization or activities of the Corporation (including the termination of the Corporation), subject to the Act and any limitation on the impairment of contracts. The Corporation shall comply with all financial and administrative ordinances and policies of the City.

**Section 5.7: Dissolution of the Corporation.** Upon dissolution of the Corporation, title to or other interest in any real or personal property then owned by the Corporation shall vest in the City except and unless as authorized by the City Council.

**Section 5.8: Staff and organizational management.** Staffing of the Corporation shall be provided by the City of Hutto and the City Manager and Chairperson shall work together to ensure that the Chief Executive Officer of the Corporation and/or subsequent City departmental staff fully implement the policies of the Board of Directors. The Corporation shall utilize the staff and employees of the City for the provision of all support services required by the Corporation. The Corporation shall pay compensation to the City for such services. The performance of City staff of services for the Corporation shall not materially interfere with the other duties of such staff, provided that in the performance of services for the Corporation, such staff shall answer to the Corporation, under direction of the City Manager.

**Section 5.9: Indemnification.** The Corporation shall indemnify any current or former director, officer, or employee of the Corporation, or any person who may have served at the Corporation's request as a director, officer, or employee of another corporation or entity in which it owns shares of stock or other ownership interest or of which it is a creditor, against expenses actually and necessarily incurred by such person and any amount paid in satisfaction of judgments in connection with any action, suit, or proceeding, whether civil, criminal, arbitral, or investigative in nature, in which such person was, is, or is threatened to be made a named defendant or respondent by reason of being or having been such a director, officer, or employee (whether or not the person is or was such at the time such costs or expenses are incurred by or imposed upon such person) as is required by Section 8.051 of the Texas Business Organizations Code ("TBOC"). The Corporation may indemnify any such person against and for any such expenses or costs and may advance expenses to any such person as is permitted by and according to the terms of Section 8.101 of the TBOC.

**Section 5.10: Insurance.** The Corporation may at the discretion of the Board of Directors purchase and maintain insurance on behalf of the Corporation and any person whom it has the power to indemnify pursuant to law, the Certificate of Formation, these Bylaws or otherwise, including without limitation directors and officers liability insurance.

These Bylaws were adopted at a duly called meeting of the Board of Directors of the Corporation held on \_\_\_\_\_, 20\_\_ . These Bylaws shall become effective upon the date of their approval by resolution of the City Council of the City of Hutto, Texas.

By: \_\_\_\_\_  
\_\_\_\_\_, Secretary  
River Creek Development Corporation

Adopted and approved this \_\_\_\_\_.

**THE CITY OF HUTTO, TEXAS**

By: \_\_\_\_\_  
Doug Gaul, Mayor