1. 5/26/2022 Agenda (PDF)

   Documents:

   05-26-22 AGENDA.PDF

2. 5/26/2022 Agenda Packet (PDF)

   Documents:

   5-26-22 AGENDA PACKET.PDF

CITY OF MARSHALL, TEXAS
REGULAR CITY COUNCIL MEETING
COUNCIL CHAMBERS, CITY HALL, 401 SOUTH ALAMO
MAY 26, 2022, 6:00 P.M.

This meeting will be conducted utilizing a video and audio conferencing tool, as well as, a standard conference call. Instructions and direct links to view the meeting or speak during Citizen Comment can be found at www.marshalltexas.net.

****

AGENDA INFORMATION PACKET IS AVAILABLE FOR THE PUBLIC TO REVIEW ON THE CITY'S WEB SITE AFTER 8:00 A.M. ON WEDNESDAY BEFORE THE MEETING AT www.marshalltexas.net

****

1. **CALL TO ORDER AND ROLL CALL**

2. **INVOCATION AND PLEDGES**

3. **OATH OF OFFICE AND BOND APPROVAL**

   A. Issue Oath of Office for Councilmember representing District 5. (City Attorney)

   B. Consider approval of a bond for Councilmember representing District 5. (City Secretary)

4. **EXECUTIVE SESSION**

   A. Pursuant to the Open Meetings Act, Texas Government Code, Section 551.074 (Personnel) – Discussion of Chairman, or Mayor, and Acting Chairman, or Mayor Pro-Tem, for the City Council.

5. **ELECTION OF CHAIRMAN AND ACTING CHAIRMAN**

   A. Consider election of the Chair, or Mayor, for the City Council. (City Attorney)

   B. Consider election of the Acting Chair, or Mayor Pro-Tem, for the City Council. (City Attorney)

6. **CITIZEN COMMENTS**

Texas Government Code, Sec. 551.007 requires that a governmental body must allow each member of the public who desires to address the body regarding an item on an agenda the opportunity to do so before or during the body's consideration of the item. The "Citizens Comments" portion of the meeting meets the requirements of this law and is the public's opportunity to speak on any item on, or not on, the agenda. Those who wish to speak will have three minutes to do so unless additional time has been requested.

7. **ITEMS TO BE WITHDRAWN FROM CONSENT AGENDA**

8. **CONSENT AGENDA**

The items on the Consent Agenda require little or no deliberation by the Council. Approval of the Consent Agenda authorizes the City Manager or his designee to proceed with conclusion of each in accordance with staff recommendations, a copy of which is filed with the minutes of the meeting. A Councilmember may remove items from the Consent Agenda by making such request prior to a motion and vote on the Consent Agenda.

A. Consider approval of the minutes from the May 12, 2022 Regular meeting and the May 16, 2022 Special-Called meeting.

9. **CITY MANAGER REPORTS AND REQUESTS FOR CITY COUNCIL CONSIDERATION**

A. Consider approval of appointments to Marshall Downtown Development Corporation. (Finance Director)

10. **CONSIDERATION OF ITEMS WITHDRAWN FROM THE CONSENT AGENDA**

11. **ADJOURNMENT**

Posted: May 23, 2022
5:00 p.m.
N. Smith

This meeting will be conducted in accordance with the Americans with Disabilities Act. Requests for sign interpretive services will be available with at least 72-hour notice prior to the meeting. To make arrangements for these services, please call the City Secretary's Office at 903-935-4446.

CITY OF MARSHALL, TEXAS
REGULAR CITY COUNCIL MEETING
COUNCIL CHAMBERS, CITY HALL, 401 SOUTH ALAMO
MAY 26, 2022, 6:00 P.M.

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1. **CALL TO ORDER AND ROLL CALL**
Page 4

2. **INVOCATION AND PLEDGES**
Page 5

3. **OATH OF OFFICE AND BOND APPROVAL**

A. Issue Oath of Office for Councilmember representing District 5. (City Attorney)
Page 6

B. Consider approval of a bond for Councilmember representing District 5. (City Secretary)
Page 11

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Page 13

5. **ELECTION OF CHAIRMAN AND ACTING CHAIRMAN**

A. Consider election of the Chair, or Mayor, for the City Council. (City Attorney)
Page 14

B. Consider election of the Acting Chair, or Mayor Pro-Tem, for the City Council. (City Attorney)
Page 16

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Page 18

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Page 19

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Page 20

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A. Consider approval of appointments to Marshall Downtown Development Corporation. (Finance Director)
Page 28

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Page 40

11. **ADJOURNMENT**
Page 41

Posted: May 23, 2022
5:00 p.m.
N. Smith

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ITEM 1

CALL TO ORDER AND ROLL CALL

ITEM 2

INVOCATION AND PLEDGES

ITEM 3A

OATH OF OFFICE

ISSUE OATH OF OFFICE FOR COUNCILMEMBER REPRESENTING DISTRICT 5

Memorandum

To: Terrell Smith, City Manager

From: Nikki Smith, City Secretary

Date: May 19, 2022

Re: Oath of Office

Attached is a copy of the Oath of Office that will be administered to the newly elected City Councilmember at the City Council Meeting on May 26, 2022.

Form 2204 - Oath of Office
(General Information)

The attached form is designed to meet minimal constitutional filing requirements pursuant to the relevant provisions.
This form and the information provided are not substitutes for the advice and services of an attorney.

Execution and Delivery Instructions

An Oath of Office that is required to be filed with the Office of the Secretary of State is considered filed once it has been received by this office. The Oath of Office may be administered to you by a person authorized under the provisions of Chapter 602 of the Texas Government Code. Authorized persons commonly used to administer oaths include notaries public and judges.

Mail**:** P.O. Box 12887, Austin, Texas 78711-2887.
Overnight mail or hand deliveries**:** James Earl Rudder Officer Building, 1019 Brazos, Austin, Texas 78701.
Fax**:** (512) 463-5569. If faxed, the original Oath should also be mailed to the appropriate address above.
Email**:** Scanned copies of the executed Oath may be sent to register@sos.texas.gov. If sent by email, the original Oath should also be mailed to the appropriate address above.

NOTE*: Do not have the Oath of Office administered to you before executing and filing the Statement of Officer (Form 2201 – commonly referred to as the "Anti-Bribery Statement") with the Office of the Secretary of State***.**

Commentary

Pursuant to art. XVI, Section 1 of the Texas Constitution, the Oath of Office *may not* be taken until a Statement of Officer (see Form 2201) has been subscribed to and, as required, filed with the Office of the Secretary of State. Additionally, gubernatorial appointees who are appointed during a legislative session *may not* execute their Oath until after confirmation by the Senate. Tex. Const. art. IV, Section 12.

Officers Required to File Oath of Office with the Secretary of State**:**

Gubernatorial appointees
District attorneys
Appellate and district court judges
Officers appointed by the supreme court, the court of criminal appeals, or the State Bar of Texas
Associate judges appointed under subchapter B or C, chapter 201 of the Texas Family Code
Directors of districts operating pursuant to chapter 36 or 49 of the Texas Water Code file a duplicate original of their Oath of Office within 10 days of its execution. Texas Water Code, Sections 36.055(d) and 49.055(d)

Officers Not Required to File Oath of Office with the Secretary of State**:**

Members of the Legislature elected to a *regular* term of office will have their Oath of Office administered in chambers on the opening day of the session and recorded in the appropriate Journal. Members elected to an *unexpired* term of office should file their Oath of Office with either the Chief Clerk of the House or the Secretary of the Senate, as appropriate.

All other persons should file their Oaths locally. Please check with the county clerk, city secretary or board/commission secretary for the proper filing location.

As a general rule, city and county officials do not file their oath of office with the Secretary of State– these officials file at the local level. The Legislature amended the Texas Constitution, Article 16, Section 1, in November 2001 to no longer require local level elected officials to file with our office. **The Office of the Secretary of State does NOT file Statements or Oaths from the following persons**: Assistant District Attorneys; City Officials, including City Clerks, City Council Members, Municipal Judges, Justices of the Peace, and Police/Peace Officers; Zoning/Planning Commission Members; County Officials, including County Clerks, County Commissioners, County Judges (*except County Court of Law Judges who file with the Elections Division)*, County Tax Assessors, and District Clerks; and Officials of Regional Entities, such as, Appraisal Review Districts, Emergency Service Districts, and School Districts (ISD's). Questions about whether a particular officer is a state-level officer may be resolved by consulting relevant statutes, constitutional provisions, judicial decisions, and attorney general opinions.

All state or county officers, other than the governor, lieutenant governor, and members of the legislature, who qualify for office, are commissioned by the governor. Tex. Gov't Code, Section 601.005. The Secretary of State performs ministerial duties to administer the commissions issued by the governor, including confirming that officers are qualified prior to being commissioned. Submission of this oath of office to the Office of the Secretary of State confirms an officer's qualification so that the commission may be issued.

Questions about this form should be directed to the Government Filings Section at (512) 463-6334 or register@sos.texas.gov.

Revised 9/2017

Form #2204 Rev 9/2017

Submit to:
SECRETARY OF STATE
Government Filings Section
P O Box 12887
Austin, TX 78711-2887
512-463-6334
FAX 512-463-5569
Filing Fee: None

This space reserved for office use

OATH OF OFFICE

IN THE NAME AND BY THE AUTHORITY OF THE STATE OF TEXAS,
I, ____ , do solemnly swear (or affirm), that I will faithfully execute the duties of the office of ____ of the State of Texas, and will to the best of my ability preserve, protect, and defend the Constitution and laws of the United States and of this State, so help me God.

____
Signature of Officer

Certification of Person Authorized to Administer Oath

State of ______________________________

County of ______________________________

Sworn to and subscribed before me on this _______________ day of _____________________, 20____.

(Affix Notary Seal,
only if oath
administered by a
notary.)

____
Signature of Notary Public or
Signature of Other Person Authorized to Administer An Oath

____
Printed or Typed Name

ITEM 3B

BOND APPROVAL

CONSIDER APPROVAL OF A BOND FOR COUNCILMEMBER REPRESENTING DISTRICT 5

Memorandum

To: Terrell Smith, City Manager

From: Nikki Smith, City Secretary

Date: May 19, 2022

Re: Bond for City Councilmember

We have taken the necessary actions to obtain a $5,000 bond for the new City Councilmember for District 5. I ask the Council to approve this bond.

ITEM 4A

EXECUTIVE SESSION

PURSUANT TO THE OPEN MEETINGS ACT, TEXAS GOVERNMENT CODE, SECTION 551.074 (PERSONNEL) – DISCUSSION OF CHAIRMAN, OR MAYOR, AND ACTING CHAIRMAN, OR MAYOR PRO-TEM, FOR THE CITY COUNCIL

ITEM 5A

ELECTION OF CHAIR

ELECTION OF THE CHAIR, OR MAYOR, FOR THE CITY COUNCIL

MEMORANDUM

To: Terrell Smith, City Manager

From: Nikki Smith, City Secretary

Date: May 19, 2022

Subject: Election of the Mayor for the City Council

Section 3.09(a) of the City Charter provides for the election of a Mayor from among the members of the City Council.

ITEM 5B

ELECTION OF ACTING CHAIR

ELECTION OF THE ACTING CHAIR, OR MAYOR PRO-TEM, FOR THE CITY COUNCIL

MEMORANDUM

To: Terrell Smith, City Manager

From: Nikki Smith, City Secretary

Date: May 19, 2022

Subject: Election of the Mayor Pro-Tem for the City Council

Section 3.09(b) of the City Charter provides for the election of a Mayor Pro-Tem to act in the place of the Mayor in his or her absence.

ITEM 6

CITIZEN COMMENTS

ITEM 7

ITEMS TO BE WITHDRAWN FROM CONSENT AGENDA

ITEM 8A

CONSENT AGENDA

CONSIDER APPROVAL OF THE MINUTES FROM THE MAY 12, 2022 REGULAR MEETING AND THE MAY 16, 2022 SPECIAL-CALLED MEETING

MINUTES OF THE REGULAR MEETING OF THE
CITY COUNCIL OF THE CITY OF MARSHALL
MAY 12, 2022
6:00 PM

Mayor Amy Ware called the Regular meeting to order in the Council Chambers, City Hall at 6:00 p.m.

PRESENT:

MAYOR: Amy Ware, District 4

COUNCIL MEMBERS:

Marvin Bonner, District 1	Leo Morris, District 2
Jennifer Truelove, District 3	Vernia Calhoun, District 5
Amanda Abraham, District 6	Micah Fenton, District 7

ADMINISTRATIVE STAFF PRESENT:

Terrell Smith, City Manager	Christol Hall, HR Manager
Reggie Cooper, Fire Chief	Cliff Carruth, Police Chief
Eric Powell, Public Works Director	Dawn Jones, Finance Director

Scott Rectenwald, Acting City Attorney
Daniel Duke, Tourism & Cultural Arts Director
Nikki Smith, City Secretary/Payroll Accountant
Randy Pritchard, Support Services Superintendent
Garnett Johnson, Community Development Director

INVOCATION & PLEDGE: Mayor Ware

MINUTES

114. CONSIDER APPROVAL OF THE MINUTES FROM THE APRIL 28, 2022 REGULAR MEETING.

Councilmember Truelove made a motion to approve the minutes from the April 28, 2022 Regular meeting. Councilmember Fenton seconded the motion, which passed with a vote of 7:0.

CANVASS ELECTION

115. CONSIDER APPROVAL OF A RESOLUTION CANVASSING THE RESULTS OF THE GENERAL ELECTION HELD ON MAY 7, 2022.

Scott Rectenwald, Acting City Attorney, explained the canvass could not be held until the ballot board convenes and counts all provisional ballots.

PRESENTATION

116. PRESENTATION OF PLAQUES TO OUTGOING CITY COUNCIL MEMBERS.

Mayor Ware presented a plaque to Councilmember Vernia Calhoun. Councilmembers thanked her for her service to the City of Marshall.

Councilmember Calhoun thanked her fellow Councilmembers and City Staff for working with her during her time in office.

OATH OF OFFICE AND BOND APPROVAL

117. ISSUE OATH OF OFFICE FOR COUNCILMEMBERS REPRESENTING DISTRICTS 5, 6 and 7.

Scott Rectenwald administered the Oath of Office for the Councilmembers representing Districts 6 and 7.

118. CONSIDER APPROVAL OF BONDS FOR COUNCILMEMBERS REPRESENTING DISTRICTS 5, 6 AND 7.

Nikki Smith, City Secretary, asked for approval of renewed bonds for Councilmembers representing Districts 6 and 7.

Councilmember Truelove made a motion to approve the bonds for Councilmembers representing Districts 6 and 7. Councilmember Calhoun seconded the motion, which passed with a vote of 7:0.

119. **EXECUTIVE SESSION**

A. Pursuant to the Open Meetings Act, Texas Government Code, Section 551.074 (Personnel) – Discussion of Chairman, or Mayor, and Acting Chairman, or Mayor Pro-Tem, for the City Council.

This item was withdrawn.

ELECTION OF CHAIRMAN AND ACTING CHAIRMAN

120. CONSIDER ELECTION OF THE CHAIRMAN, OR MAYOR, FOR THE CITY COUNCIL.

This item was withdrawn.

121. CONSIDER ELECTION OF THE ACTING CHAIRMAN, OR MAYOR PRO-TEM, FOR THE CITY COUNCIL.

This item was withdrawn.

122. **CITIZEN COMMENTS**

There were no Citizen Comments.

Mayor Ware left the meeting at this time.

123. **ITEMS TO BE WITHDRAWN FROM CONSENT AGENDA**

There were no items withdrawn from the Consent Agenda.

124. **CONSENT AGENDA**

Councilmember Truelove made a motion to approve the Consent Agenda. Councilmember Fenton seconded the motion, which passed with a vote of 6:0.

A. Street Sweeping Activity Report.

B. Monthly Financial Report.

C. Consider approval of a resolution for financing of ten (10) new vehicles for the Police Department and one (1) new vehicle for the Fire Department and authorization for the Finance Director to execute the financing contract.

D. Municipal Court Activity Report.

PRESENTATION & PROCLAMATION

125. PRESENTATION OF A PROCLAMATION DESIGNATING MAY 7, 2022 AS SAM MOSELEY DAY IN MARSHALL, TEXAS.

Mayor Pro-Tem Abraham read a proclamation designating May 7, 2022 as Sam Moseley Day in Marshall, Texas.

126. PRESENTATION OF A PROCLAMATION DESIGNATING MAY 15-21, 2022 AS "NATIONAL PUBLIC WORKS WEEK" IN THE CITY OF MARSHALL.

Mayor Pro-Tem Abraham read a proclamation designating May 15-21, 2022 as "National Public Works Week" in the City of Marshall.

127. PRESENTATION OF THE KEEP MARSHALL BEAUTIFUL BEAUTIFICATION AWARD WINNERS FOR THE MONTH OF MAY 2022.

Daniel Duke, Tourism & Cultural Arts Director, stated winners of the Keep Marshall Beautiful Beautification Award for the month of May are; residential property at 3107 Victory Drive owned by Jeremy and Kathryn Roberts & the commercial property Wisteria Gardens Bed & Breakfast located at 215 E Rusk owned by Mary Lynn and John Vasser. The recipients were unable to attend.

RESOLUTION

128. CONSIDER APPROVAL OF A RESOLUTION TO AUTHORIZE HIRING A GRANT ADMINISTRATOR TO ASSIST THE CITY OF MARSHALL APPLY FOR TEXAS HAZARD MITIGATION FUNDS.

Eric Powell, Public Works Director, asked for approval of a resolution to authorize hiring Traylor and Associates, a Grant Administration Firm, to assist the City of Marshall apply for Texas Hazard Mitigation funds.

Councilmembers asked questions and discussed.

Mayor Pro-Tem Abraham made a motion to approve a resolution to authorize hiring Traylor & Associates to assist the City of Marshall apply for Texas Hazard Mitigation funds. Councilmember Calhoun seconded the motion, which passed with a vote of 6:0.

129. <u>CONSIDER APPROVAL OF A RESOLUTION TO AUTHORIZE HIRING AN ENGINEERING SERVICES COMPANY TO ASSIST THE CITY OF MARSHALL APPLY FOR TEXAS HAZARD MITIGATION FUNDS.</u>

Eric Powell was for approval of a resolution to authorize hiring KSA Engineers, an Engineering Firm, to assist the City of Marshall apply for Texas Hazard Mitigation funds.

Councilmember Truelove made a motion to approve a resolution to authorize hiring KSA Engineers to assist the City of Marshall apply for Texas Hazard Mitigation funds. Councilmember Fenton seconded the motion, which passed with a vote of 6:0.

<u>CITY MANAGER REPORTS AND REQUESTS FOR CITY COUNCIL CONSIDERATION</u>

130. <u>CONSIDER APPROVAL TO AWARD A CONTRACT FOR IMPROVEMENTS TO AIRPORT PARK.</u>

Eric Powell stated two (2) bids were received for the improvements to Airport Park project. Eric Powell asked for approval to award a contract to Rayford's Truck and Tractor for the improvements to Airport Park project at a cost of $138,200.50.

Councilmember Truelove made a motion to approve awarding a contract to Rayford's Truck and Tractor for the improvements to Airport Park project. Mayor Pro-Tem Abraham seconded the motion, which passed with a vote of 6:0.

131. <u>CONSIDER APPROVAL OF AN AMENDMENT TO THE HOLIDAY POLICY.</u>

Christol Hall, HR Manager, asked for approval of an amendment to the Holiday Policy.

Councilmembers asked questions and discussed.

Mayor Pro-Tem Abraham made a motion to approve an amendment to the Holiday Policy. Councilmember Calhoun seconded the motion, which passed with a vote of 6:0.

132. <u>CONSIDER APPROVAL OF AN APPOINTMENT TO THE KEEP MARSHALL BEAUTIFUL BOARD.</u>

Daniel Duke asked for approval of Deloris Butler to the Keep Marshall Beautiful Board.

Councilmember Truelove made a motion to approve the recommendation for the appointment of Deloris Butler to the Keep Marshall Beautiful Board. Councilmember Bonner seconded the motion, which passed with a vote of 6:0.

133. **<u>CONSIDERATION OF ITEMS WITHDRAWN FROM THE CONSENT AGENDA</u>**

There were no items withdrawn from the Consent Agenda.

134. **ADJOURNMENT**

Councilmember Calhoun made a motion for adjournment. Councilmember Truelove seconded the motion, which passed with a vote of 6:0.

APPROVED:

____

Mayor of the City Council
of the City of Marshall, Texas

ATTEST:

____

City Secretary

Resolutions: R-22-14
R-22-15
R-22-16

MINUTES OF THE SPECIAL-CALLED MEETING OF THE
CITY COUNCIL OF THE CITY OF MARSHALL
MAY 16, 2022
10:00 AM

Mayor Ware called the Special-Called meeting to order in the Council Chambers, City Hall at 10:00 a.m.

PRESENT:

MAYOR: Amy Ware, District 4

COUNCIL MEMBERS:
Marvin Bonner, District 1
Leo Morris, District 2
Vernia Calhoun, District 5
Amanda Abraham, District 6
Micah Fenton, District 7

ABSENT: Jennifer Truelove, District 3

ADMINISTRATIVE STAFF PRESENT:
Terrell Smith, City Manager
Cliff Carruth, Police Chief
Eric Powell, Public Works Director
Dawn Jones, Finance Director
Scott Rectenwald, Acting City Attorney
Daniel Duke, Tourism & Cultural Arts Director
Nikki Smith, City Secretary/Payroll Accountant
Randy Pritchard, Support Services Superintendent

135. **CITIZEN COMMENTS**

There were no Citizen Comments.

CANVASS ELECTION

136. CONSIDER APPROVAL OF A RESOLUTION CANVASSING THE RESULTS OF THE GENERAL ELECTION HELD ON MAY 7, 2022.

Scott Rectenwald, Acting City Attorney asked for approval of the results of the May 7, 2022 General Election into record.

Councilmember Abraham made a motion to approve a resolution canvassing the results of the General Election held on May 7, 2022. Councilmember Calhoun seconded the motion, which passed with a vote of 6:0.

137. **ADJOURNMENT**

Councilmember Calhoun made a motion for adjournment. Councilmember Abraham seconded the motion, which passed with a vote of 6:0.

APPROVED:

____
Mayor of the City Council
of the City of Marshall, Texas

ATTEST:

____
City Secretary

Resolutions: R-22-17

ITEM 9A

CONSIDER APPROVAL OF APPOINTMENTS TO MARSHALL DOWNTOWN DEVELOPMENT CORPORATION

City of MARSHALL TEXAS

DEPARTMENT OF FINANCE

MEMORANDUM

To: Members of the City Council

From: Dawn I. Jones, Finance Director

cc: Terrell Smith, City Manager
Nikki Smith, City Secretary

Date: 5/19/22

Re: Appointments to the Marshall Downtown Development Corporation Board of Directors

---

The Marshall Downtown Development Corporation (MDDC) currently has two (2) vacant Board of Director positions. The Committee is requesting the approval of the following appointments:

- Jim Davis
- Dinora Harris

City of Marshall
Application for Appointment to City Boards and Committees

Name of Board or Committee to which you are applying: Downtown Development Board

Note: A person may serve on only two (2) City boards or committees at one time.

Name: Davis Jim L.
(Title) (Last) (First) (Middle)

Permanent Residence Address: 2112 Fairway Ln Marshall TX 75672
(Street) (City) (State) (Zip Code)

Preferred Mailing Address: —
(If different from above) (Street) (City) (State) (Zip Code)

Preferred Phone and Fax: 903.930.9797
(Phone) (Fax)

Email Address: jdavis @ davischemsvs.com

Occupation: CEO

Employer: Davis Chemical Services, LLC Title: CEO

Are you a registered voter in the City of Marshall? ☒ Yes ☐ No

Are you a resident of the City of Marshall? ☒ Yes ☐ No

Length of residence: 20+ yrs In which District do you reside? 6

Do you, your spouse or your employer have any financial interest, direct or indirect in any contract with the City of Marshall?
☐ Yes ☒ No
If Yes, please explain:

Do you, your spouse or your employer have any financial interest, directly or indirectly, in the sale to the City of any land, materials, supplies or service?
☐ Yes ☒ No
If Yes, please explain:

Do you, your spouse or your employer have any financial interest, directly or indirectly, in matters that might come before the Board or Committee to which you are seeking appointment?
☐ Yes ☒ No
If Yes, please explain:

Convictions: Have you ever been convicted of violating any federal, state or municipal law, regulation or ordinance? ☐ Yes ☒ No
If so, give details. Do not include traffic violations.

Continued on Page 2

(Rev. 12/09)

City of Marshall Application for Appointment to City Boards and Committees (Page 2)

Name: Davis, Jim L.

BACKGROUND

Education:

Professional:

Volunteer Experience/Community Service:

Areas of interest:

Please specify membership on any other governmental Board or Committee.
List all Boards, Commissions, Corporations, Non-Profit Entities, Agencies, or other Entities of which you are currently a member and/or officer and/or employed by, and give the title and dates of any position that you have held in such organization.

Organization: CVB

Title: Director Dates:

Organization:

Title: Dates:

Reasons for Seeking Appointment: Please attach a brief narrative outlining your interests and qualifications for seeking appointment. You may also add a résumé or additional information.

I have read and understand the instructions and appointment process. The foregoing and any attached statements are true, accurate and complete; and I agree that any misrepresentation or omission of facts may result in my disqualification for appointment.

04/18/22

Signature Date

FILE COMPLETED FORM WITH CITY ADMINISTRATION OFFICE BY DEADLINE FOR PROCESSING.

ATTN: Lacy Burson
401 S. Alamo
Marshall, Texas 75670

(Original copy will be on file in the City Admiration Office for 12 months.)

Note: Information provided on this form is public and subject to the Texas Public Information Act (Government Code Chapter 552)

AMENDED AND RESTATED BYLAWS OF MARSHALL DOWNTOWN DEVELOPMENT CORPORATION A NOT FOR PROFIT CORPORATION

ARTICLE I
ESTABLISHMENT

Marshall Downtown Development Corporation is amending and restating its Bylaws in order to recognize the Corporation's change to a Local Government Corporation. The name of this Corporation, its purpose, and the terms of its existence are set forth in the Articles of Incorporation. The Marshall Downtown Development Corporation was established by Resolution of the City Commission of Marshall, Texas on March 13, 2003, to act as a non-profit corporation for the benefit of the City of Marshall, Texas, specifically to promote and assist in the development, growth, and economic well being of the downtown area of the City.

ARTICLE II
PURPOSE AND POWERS

<u>2.01 Purpose</u>. The Marshall Downtown Development Corporation ("The Corporation") is incorporated under the provisions of Subchapter D of Chapter 431, Texas Transportation Code, as amended ("Chapter 431"), and Chapter 394, Texas Local Government Code ("Chapter 394" and together with Chapter 431, herein referred to as the "Act") for the following purposes:

A. To assist with downtown renovation and development in the City and within the downtown empowerment zone;

B. To assist in the protection, maintenance and/or renovation of historic structures within the City, including but not limited to the development of the Hotel Marshall property;

C. To assist with landscaping and beautification projects of publicly and privately owned properties within the City;

D. To seek the maximum involvement of private and public business support services in assisting new and developing business, with the a primary goal of stimulating economic activity in the downtown area of the City;

E. To assist the City of Marshall's Main Street Advisory Board and any other private or public organization with projects that achieve the goals of the Corporation;

F. To solicit and raise funds from public and private sources sufficient to develop and maintain such projects and activities as the Corporation might undertake in furtherance of its purpose;

G. To purchase, lease, or otherwise acquire such property, real or personal, sufficient for its purposes;

H. To carry on any other similar activity in connection with the foregoing and to have and exercise all of the powers conferred on non-profit corporations by the laws of the State of Texas and Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended such that the Corporation remains a non-profit entity.

2.02 Powers. In the fulfillment of its corporate purpose, the Corporation shall be governed by 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.

ARTICLE III
MEETINGS OF BOARD

3.01 Regular Meetings. The Board shall meet regularly at such time and place as is determined by the President. The Secretary shall mail written notice of all regular meetings at least three (3) days in advance.

3.02 Special Meetings. Special meetings of the Board may be held whenever requested by one or more of the following: 1) the President; 2) the Secretary; 3) by a majority of the Directors; or 4) by a majority of the Commission.

3.03 Vacancies. The City Commission shall fill regular vacancies on the Board during the Commission's regular meeting in December. Appointments to fill vacancies due to unexpired terms may be made anytime throughout the year in accordance with Section 4.04 of these Bylaws.

3.04 Annual Meeting. The Board shall hold a regular meeting in January of each year such meeting shall serve as the annual meeting of the Board, at which time elections of Officers for the current year shall be held and new Officers will immediately take their positions.

3.05 Quorum. A quorum shall consist of a majority of the appointed Board, and shall be required to transact business of the Board. No votes shall be held by the Board without a quorum of the Board members present. Phone votes or votes by proxy will not be allowed.

3.06 Conduct of Meetings. All Board meetings will be conducted in accordance with these By-laws and Robert Rules of Order.

3.07 Action of the Board Approval of a simple majority of those Directors present at a meeting at which a quorum is present shall constitute an action of the Board.

3.08 Books and Records. The Board shall cause to be kept correct and complete books and records of account of the Corporation, minutes of the proceedings of the members and the Board.

3.09 Open Meetings. All meetings and deliberations of the Board shall be noticed, called, convened, held, and conducted in accordance with Texas Open Meetings Act, Chapter 551, Texas Government Code, as amended (the "Texas Open Meetings Act").

ARTICLE IV
BOARD MEMBERS

4.01 Duties and Powers.

A. Ultimate responsibility for the management shall be vested in the Board of Directors with full power and authority over the affairs of the Corporation;

B. The Board shall set overall project direction and policy for operation, and shall establish guidelines for evaluation and effectiveness of operation;

C. The Board shall adopt an annual budget and make such subsequent revisions in the budget as it may deem advisable;

4.02 Number. The Board shall consist of no fewer than three (3) no more than seven (7) Directors, each of whom shall be appointed by the City Commission of Marshall.

4.02 Term. The initial Board of Directors shall draw lots for staggered terms of one, two and three years. One Director shall serve a one-year term. Two Directors shall serve terms of two years, and two Directors shall serve terms of three years. Thereafter, all Directors shall serve terms of three (3) years. Directors' terms of office shall be based on the calendar year, with the Director's respective term ending on December 31. Each Director shall hold office until the next annual meeting and until his successor shall have been appointed and qualified. After their first term of office Directors may serve, if so reappointed by the Commission, a second term of three years. No member of the Board shall serve more than two (2) consecutive terms, except that a Director appointed to fill the unexpired term of a Director may serve out the unexpired term and may then serve not more than two (2) consecutive terms. After a one (1) year absence from the Board, previous members will be eligible to serve additional terms of three (3) years each in accordance with earlier provisions of this section.

4.03 Removal. Any Director may be removed from office, with or without cause, at any time by a vote of four (4) members of the Commission. Directors serve at the will of the Commission.

4.04 Vacancies and Notification Thereof. Vacancies on the Board shall be filled by the City Commission for an unexpired term of a member, in the same manner and for the same term of membership of the original appointment.

4.05 Compensation. Directors shall not receive any salary or compensation for their service as Directors. Directors may, upon the approval of the Board and upon providing proper receipts for such expenses, be reimbursed for their actual expenses incurred in the performance of their duties.

4.07 Officers. The Officers of the Corporation shall include a President, a Vice-President, a Secretary/Treasurer, a Treasurer, and such other Officers, as may from time to time be appointed by the Board.

4.07 Terms of Officers. Each Officer may be elected or appointed by the Board of Directors at its first meeting and shall be elected or appointed annually thereafter by the Board at its annual meeting. New Offices may be created and filled at any meeting of the Board. Each such Officer shall hold office until the close of the election of Officers at the annual meeting of the Board next held after his or her election or appointment, and thereafter until his or her successor shall have been elected or appointed and shall qualify, or until his or her death, resignation, or removal.

4.08 President. The President shall preside over meetings of the Board and shall serve as an ex-officio member of all committees designated by the Board. The President shall serve as 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 and may upon authorization of the Board, sign, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and all other instruments and documents in the name of the Corporation. The President is entitled to a vote in matters of the Board.

4.09 Vice President. The Vice-President shall perform duties as delegated by the President and shall exercise the powers of the President in the event of absence or inability of the President to serve or preside over meetings of the Board or operations of the Corporation. The Vice-President is entitled to a vote in matters of the Board.

4.10 Secretary/Treasurer. The Secretary/Treasurer shall cause to be maintained minutes of the meetings of the Board. The Secretary/Treasurer is entitled to vote in matters of the Board. The Secretary/Treasurer shall cause to be kept a copy of all fiscal records of the Board. The Secretary/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 and to see that the books of the Corporation are audited, or reviewed, annually by a certified public accountant, and shall initiate or conduct any investigation into the income, expenditures, or bookkeeping practices of the Corporation on his/her own initiative or at the request of the Board and shall report the results of the same to the Board. The Secretary may attest to the signature of the President or other officers or members of the Board of Directors, on all such contracts, instruments or documents as may be authorized by the Board of Directors.

4.11 Records. Officers of the Corporation shall make available for inspection at reasonable times to any member of the Board all official records of the Corporation for which they are responsible. In accordance with the Texas Open Records Act, all records of the Corporation are open to public inspection upon proper request submitted to the Corporation. Upon leaving office, each Officer shall turn over his or her successor in good order such monies, books, records, documents, and other property of the Corporation as have been in his/her custody during his/her term of office.

4.12 Ex-Officio Members. The City Finance Director shall serve as an ex-officio member of the Board and may participate in all policy discussions and deliberations of the Board. Ex-officio members do not ho ld voting rights on the Board.

ARTICLE V
COMMITTEES

5.01 Standing Committees. The Board may appoint standing committees as it deems necessary to report to the Board. Along with the President, who serves as an ex-officio member of all committees, no more than one additional Board member shall serve on a particular committee at any one time. The Board should specifically look outside its membership and into the local community for committee members. It shall require a majority vote of the Board to approve a committee, its membership and to designate a Committee Chair.

5.02 Advisory Capacity. A committee cannot take official action for the Corporation; that power is exercised only by the Board. Committees are to act only as an advisory arm of the Board.

ARTICLE VI
FINANCIAL ADMINISTRATION

6.01 Deposits of Funds. All funds of the Corporation not otherwise employed shall be deposited in such banks, trust companies or other reliable depositories as the Board from time may determine.

6.02 Withdrawal of Corporate Funds. The Board shall designate the accounts and depositories to be created and designated for such purposes, and the methods of withdrawal of funds there from for use by and for the purposes of the Corporation upon the signature of its Secretary/Treasurer and such other persons as the Board shall designate.

6.03 Loans. No loans or advances shall be contracted on behalf of the Corporation, and no note or other evidence of the indebtedness shall be issued in its name, unless and except as authorized by the Board and in accordance with the provisions of these By-Laws. Any such authorization may be general or confined to specific instances, and may include authorization to pledge, as security for loans or advances so authorized, any and all securities and other tangible property at any time held by the Corporation.

6.04 Annual Audit. The Corporation shall cause its books, records, accounts, and financial statements to be audited, or reviewed, each fiscal year by an outside, independent, auditing and accounting firm selected by the Corporation.

6.05 Expenditures of Corporate Money. The monies of the Corporation may be expended by the Corporation for any of the purposes authorized by the Articles of Incorporation and these By-Laws.

6.06 Checks and Drafts. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation must be signed by the President and either the Secretary/Treasurer, or in the absence of the Secretary/Treasurer the Vice-President. All wire or electronic transfers of funds of the Corporation shall be authorized by the Board of Directors.

6.07 Gifts. The Corporation may accept on behalf of the Corporation any contribution, grant, bequest, or devise of real, personal or mixed property for the general purpose or for any special purposes of the Corporation.

6.08 Contracts. The President, or any other individual specifically authorized by the Board, may, in the name of and on behalf of the Corporation, enter into those contracts or execute and deliver those instruments that are authorized by the Board. Without the express and specific authorization of the Board, no Officer or other agent of the Corporation may enter into any material contract or execute and deliver any material instrument in the name of and on behalf of the Corporation.

6.09 Contract with Directors or Officers. No Director or Officer of the Corporation shall be present during, the discussion and/or voting on which he/she may be interested, directly or indirectly, in any contract relating to operations conducted by the Corporation, nor any contract for furnishing services to it.

6.10 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and shall end on the last day of December each year.

ARTICLE VII
INDEMNIFICATION

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

ARTICLE VIII
AMENDMENT OF BY-LAWS

The By-Laws of the Corporation may not be amended without the consent and approval of the City Commission. The Board of the Corporation shall make application to the City Commission for the approval of any proposed amendments, but the same shall not become effective until or unless the same is approved by the City Commission.

ARTICLE IX
MISCELLANEOUS PROVISIONS

9.01 Principal Office. The principal office and the registered office of the Corporation shall be the registered office of the Corporation specified in the Articles of Incorporation, or any amendment thereto, or any other change of registered office filed with the Texas Secretary of State.

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

9.03 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 be specified, at the time of its receipt by the President, Vice-President or Secretary/Treasurer. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

9.04 Dissolution. The dissolution of the Corporation may be conducted in accordance with the Act and other applicable state or federal laws. Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to the City of Marshall in accordance with the Act.

ARTICLE X
EFFECTIVE DATE AND AMENDMENTS

10.01 Effective Date. These Bylaws shall become effective upon the occurrence of the following events:

A. The approval of these Bylaws by the City Commission; and

B. The adoption of these Bylaws by the Board.

10.02 Amendments to 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 Act.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Amended and Restated Bylaws of the Corporation and that such Bylaws were duly adopted by the Board of Directors of the Corporation on the date set forth below.

Adopted by the Board of Directors on the 21st day of February, 2005.

ATTEST:

D. Keith Fuller

Secretary of the Corporation

These Amended Bylaws were approved by the City of Marshall by Resolution, adopted by the City Commission of the City of Marshall on the 15th day of November, 2004.

(SEAL)

ATTEST:

Lisa Agnor

City Secretary, City of Marshall, Texas

ITEM 10

CONSIDERATION OF ITEMS WITHDRAWN FROM THE CONSENT AGENDA

ITEM 11

ADJOURNMENT