



City of Pflugerville

Meeting Agenda

Pflugerville Community Development Corporation (PCDC)

Monday, January 29, 2024

5:00 PM

3801 Helios Way, Ste. 130

Special Called Meeting

You are invited to a Zoom webinar.

When: Jan 29, 2024 05:00 PM Central Time (US and Canada)

Topic: PCDC Special Called Meeting

Please click the link below to join the webinar:

<https://us02web.zoom.us/j/83473105771>

Or One tap mobile : +13462487799,,83473105771# US (Houston) +17193594580,,83473105771#
US

Or Telephone: Dial(for higher quality, dial a number based on your current location): +1 346
248 7799 US (Houston) +1 719 359 4580 US +1 253 205 0468 US +1 253 215 8782 US (Tacoma)
+1 669 444 9171 US +1 669 900 6833 US (San Jose) +1 301 715 8592 US (Washington DC) +1 305
224 1968 US +1 309 205 3325 US +1 312 626 6799 US (Chicago)
+1 360 209 5623 US+1 386 347 5053 US+1 507 473 4847 US+1 564 217 2000 US+1 646 931 3860
US+1 689 278 1000 US+1 929 436 2866 US (New York)

Webinar ID: 834 7310 5771

International numbers available: <https://us02web.zoom.us/j/83473105771>

1. **Call to Order**
2. **Opening**
 - 2A. **Pledge of Allegiance to the Flag of the United States of America:** I pledge allegiance to the flag of the United States of America and to the Republic for which it stands; One Nation under God, indivisible, with liberty and justice for all.
 - 2B. **Pledge of Allegiance to the Texas State Flag:** Honor the Texas Flag; I pledge allegiance to thee, Texas, one state under God, one and indivisible.
3. **Public Comment**

In accordance with the Texas Attorney General's Opinion, any public comment that is made on an item that is not on the published final agenda will only be heard by the PCDC Board. No formal action, discussion, deliberation, or comment will be made by the Board. Each person providing public comment will be limited to 3 minutes.

4. **Discuss and Consider**

- 4A. [2023-1209](#) Discussion and possible action to elect one or more officers of the Board of Directors of the Pflugerville Community Development Corporation.
- 4B. [RES-1187](#) Discussion and possible action to authorize Resolution 2024-003 to memorialize the election and appointment of officers of the Board of Directors of the Pflugerville Community Development Corporation.

5. Adjourn

The Pflugerville Community Development Corporation may retire to executive session any time between the meeting's opening and adjournment on any item listed on the Agenda for the purpose of consultation with legal counsel pursuant to Section 551.071 of the Texas Government Code; discussion of real estate pursuant to Section 551.072 of the Texas Government Code; and/or deliberation regarding economic development negotiations pursuant to Section 551.087 of the Texas Government Code by majority vote of the Board.

Action, if any, will be taken in open session. PCDC Vice-President, Jeff Thompson.

This is to certify that a copy of this agenda for this meeting was posted on the bulletin board located at the City Municipal Building on the 26th day of January, 2024 at 5:00 PM pursuant to Section 551.041, Government Code.

The Pflugerville Community Development Corporation is committed to compliance with the Americans with Disabilities Act. Reasonable modifications and equal access to communications will be provided upon request. Requests to speak during Public Comment must be received at least 2 hours prior to the meeting. To request to speak please contact Alisa Richey, Executive Assistant at alisar@pfdevelopment.com or 512-990-3725 for information. This agenda has been reviewed and approved by the PCDC's legal counsel and the presence of any subject in any Executive Session portion of the agenda constitutes a written interpretation of the Texas Government Code Chapter 551 by legal counsel for the governmental body and constitutes an opinion by the attorney that the items discussed may be legally discussed in the closed portion of the meeting considering available opinions of a court of record and opinions of the Texas Attorney General known to the attorney. This provision has been added to this agenda with the intent to meet all elements necessary to satisfy Texas Government Code Chapter

551.144(c) and the meeting is conducted by all participants in reliance on this opinion.

Attendance By Other Elected or Appointed Officials:

It is anticipated that members of the City Council and/or other city board, commissions and/or committees may attend the meeting in numbers that may constitute a quorum of the City Council and/or other city boards, commissions and/or committees. Notice is hereby given that the meeting, to the extent required by law, is also noticed as a meeting of the City Council and/or other boards, commissions and/or committees. Notice is hereby given that the meeting, to the extent required by law, is also noticed as a meeting of the City Council and/or other boards, commissions and/or committees of the City, whose members may be in attendance. The members of the City Council and/or boards, commissions and/or committees may participate in discussions on the same items listed on the agenda, which occur at the meeting, but no action will be taken by such in attendance unless such item and action is specifically provided for on an agenda for the City Council or board, commission or committee subject to the Texas Open Meetings Act.

VIDEO CONFERENCE CALL: PURSUANT TO SECTION 551.127 OF THE TEXAS GOVERNMENT CODE, ONE OR MORE MEMBERS OF THE PCDC BOARD MAY PARTICIPATE IN A MEETING REMOTELY, FOLLOWING CERTAIN GUIDELINES AND NOTICE REQUIREMENTS. A QUORUM OF THE PCDC WILL BE PHYSICALLY PRESENT FOR THE SCHEDULED MEETING AT THE ABOVE STATED LOCATION. THIS NOTICE SPECIFIES THE INTENT TO HAVE A QUORUM PRESENT AT THE STATED MEETING LOCATION. THE MEMBER OF THE PCDC BOARD PRESIDING OVER THE MEETING WILL BE PHYSICALLY PRESENT AT THE ABOVE PUBLIC LOCATION. VIDEO CONFERENCE EQUIPMENT PROVIDING TWO-WAY AUDIO AND VIDEO COMMUNICATION WITH EACH MEMBER. PARTICIPATING REMOTELY WILL BE MADE AVAILABLE AND EACH PORTION OF THE MEETING HELD BY VIDEO CONFERENCE THAT IS REQUIRED TO BE OPEN TO THE PUBLIC CAN BE VIEWED AND HEARD BY THE PUBLIC AT

THE LOCATION SPECIFIED.

Amy Madison, PCDC Executive Director.



Agenda Date: 1-29-2024

Status: Discuss and Consider

Agenda Number: 2023-1209

Title: Discussion and possible action to elect one or more officers of the Board of Directors of the Pflugerville Community Development Corporation.

Summary: As per the Bylaws Section 3.02 and 3.07, the PCDC Board elected officers at their January 17, 2024, Regular Board Annual Meeting. One officer did not receive a majority vote per the Bylaws (minimum 4). Additionally, Board members requested that they review the officer elections again following the remaining two appointments to the board. Board appointments made by City Council at a Regular Meeting on January 23, 2024: Oscar R. Mitchell and Caesar Ruiz.

Current Officers:

Jeff Thompson – Vice President

Darelle White – Treasurer

Jim McDonald - Secretary

Prior Action: Elected three officers at the January 17, 2024, Regular Board Meeting.

Supporting Documents:

Bylaws

Recommended Action: N/A

RESOLUTION NO. 2049-23-05-23-0493

**RESOLUTION OF THE CITY OF PFLUGERVILLE, TEXAS ADOPTING
AMENDED BYLAWS FOR THE PFLUGERVILLE COMMUNITY
DEVELOPMENT CORPORATION**

WHEREAS, the Pflugerville Community Development Corporation (the "PCDC") bylaws were adopted by resolution of the City Council of the City of Pflugerville (the "City Council") on December 18, 2001 and amended by resolution of the City Council on February 13, 2007; and

WHEREAS, the PCDC adopted amended bylaws on August 26, 2016, and the City Council adopted the amended bylaws by action on January 10, 2017; and

WHEREAS, the City Council adopted additional revised bylaws by action on November 24, 2020; and

WHEREAS, it is required that bylaws of the PCDC be adopted by resolution; and

WHEREAS, pursuant to Section 9.02 of the PCDC by laws, the by laws may be amended at any time at the sole discretion of the City Council, and

WHEREAS, the City Council now finds it appropriate to amend the bylaws for the PCDC; NOW THEREFORE,

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF PFLUGERVILLE TEXAS:

That the City Council hereby approves and adopts the amended bylaws of the PCDC attached hereto as Exhibit A.

APPROVED this 23rd day of May, 2023.

CITY OF PFLUGERVILLE, TEXAS



Victor Gonzales, Mayor

ATTEST:



Trista Evans, City Secretary

EXHIBIT A

PFLUGERVILLE COMMUNITY DEVELOPMENT CORPORATION BYLAWS

ARTICLE I. INTENT AND PURPOSE

Articles of Incorporation. The Pflugerville Community Development Corporation (the "Corporation") was created by its Articles of Incorporation ("Articles") and Bylaws adopted by City Council Resolution No. 176-01-12-18-3A on December 18, 2001. Following the initial adoption, the City Council of the City of Pflugerville (the "City Council") adopted Resolution No. 970-07-02-13-10A amending the bylaws and Resolution No. 1202-09-03-10-11E and Resolution No. 1290-11-06-14- 0042 amending the Articles of Incorporation. The City Council adopted amended bylaws by action on January 10, 2017. The City Council adopted amended bylaws by action on November 24, 2020. The City Council adopted amended bylaws by action on May 23, 2023. The Articles also specify many of the rules for operation and function of the Corporation. These By-Laws further define the operations and functions of the Corporation that are not addressed by the Articles or Texas law for Type B corporations.

1.01 Purpose. The purpose of these by-laws is to establish the duties of the Board of Directors, its officers, committees, meetings, executive staff, and related affairs. These bylaws are a supplement to all existing applicable statutes.

1.02 Location. The office of the Corporation shall be located at an address within Pflugerville city limits.

ARTICLE II. BOARD OF DIRECTORS

2.01 Board of Directors. The business and affairs of the Corporation shall be managed by a board of seven directors (the "Board"). Directors shall be appointed by the City Council of the City of Pflugerville (the "City"). Each member of the Board shall serve at the pleasure of the City Council for a term of two years.

2.02 Bonding. The Corporation shall require and provide a bond for each Director of the Board for the faithful discharge of their duties in such sum set by the Board.

2.03 Training. Each Director of the Board shall attend a Sales and Use Tax class as soon as possible upon appointment but no later than six months after appointment.

2.04 Code of Ethics. The Board shall adopt, maintain, and comply with a Code of Ethics, which shall be reviewed and approved annually by the Board and by City Council.

ARTICLE III. OFFICERS

3.01 Compensation of Board of Directors and its Officers. Board Directors and Board Officers shall not receive any salary for their services.

3.02 Officers. The officers of the Corporation shall be a President, Vice-President, Secretary, and Treasurer. The Board, at each Annual Meeting, shall elect these officers for a one-year term.

No person shall hold more than one office at one time.

3.03 President. The President shall preside at all meetings of the Board. The President shall have power to execute all contracts and instruments of conveyance in the name of the Corporation, to sign checks, drafts, notes and orders for the payment of money, and to appoint and discharge agents and employees, subject to the approval of the Board . The President shall have general and active management of the business of the Corporation and shall perform all the duties usually incident to the office of President.

3.04 Vice-President. In the absence or disability of the President, the Vice- President shall perform the duties and exercise the powers of the President.

3.05 Secretary. The Secretary may sign with the President, or the Vice- President, in the name of the Corporation, all contracts and instruments of conveyance authorized by the Board; and shall in general perform all the duties incidental to the office of secretary, subject to the control of the Board. The Secretary shall execute all documents required to be signed by the Secretary. In the absence or disability of the President and the Vice-President, the Secretary shall perform the duties and exercise the powers of the President.

3.06 Treasurer. The Treasurer shall endorse on behalf of the Corporation collection, checks, notes and other obligations as the Board may designate. The Treasurer shall review all financial documents and reports and ensure that audits are accomplished.

Whenever required by the Board, the Treasurer shall review all financial reports of the Corporation's financial account(s) and perform all acts incident to the position of treasurer, subject to the control of the Board. In the absence or disability of the President, and the Vice-President and the Secretary, the Treasurer may perform the duties and exercise the powers of the President.

3.07 Election of Officers. Nominations for all officer positions shall be made from the floor and voted on separately by voice vote. In the event of a vacancy, the Board, as soon as practical, shall elect a Director of the Board to serve the remainder of the officer's term.

ARTICLE IV. COMMITTEES

4.01 Committees and Sub-Committees. The Board may, by resolution, appoint from time to time temporary committees or subcommittees to aid the Board and the Executive Director in its projects. In no event may a majority of the Board be appointed to any Committee, nor more than two Directors of the Board be appointed to any subcommittee. The Board may appoint Directors or other individuals to serve as representatives of the Corporation.

ARTICLE V. MEETINGS

5.01 Regular Meetings. Days, times, and locations of Regular Meetings shall be set by Resolution and provided to the City Secretary. Regular meetings may not be cancelled except by vote of the Board prior to the date of the regularly scheduled meeting date.

5.02 Annual Meeting. The Annual Meeting of the Board shall be held at the first Regular Meeting in January of each year, or as soon thereafter as reasonably feasible, unless changed by Board Resolution. At the Annual Meeting, the Board shall elect officers, adopt a Calendar, review and amend as necessary all corporate policies and receive updates on Legislative changes and court opinions.

5.03 Special Meetings. Special Meetings of the Board may be called by a joint request of the President and a Director of the Board.

5.04 Notice. The Executive Director shall give notice of the time, place, and location of each meeting. Notice shall be sent to each Director of the Board, Executive Director, and General Counsel not less than 72 hours prior to the start of the meeting. In the event of a cancellation, notice shall be provided to the individuals stated above. All notices shall be made in writing via electronic mail, in person, or by telephone. Public notice shall be in accordance with State law.

5.05 Quorum. A majority of the membership of the Board, including vacancies, shall constitute a quorum for the transaction of business.

5.06 Order of Business. The order of business shall be determined by the President. In the event a question of procedure is not addressed by these by-laws, then the procedures of the City Council shall be used as a guide for the board to consider.

5.07 Presiding Officer. At all meetings of the Board, the President, or in the President's absence, the Vice-president shall be the presiding officer. In the absence of both officers, the Secretary, shall preside, or in the absence of all three of these officers, the Treasurer shall preside. The Secretary shall sit as Secretary at all meetings of the Board.

5.08 Motions and Voting. All Board Directors are permitted to make motions and shall vote on pending motions except as prohibited by conflict-of-interest laws. For action to be considered on a motion, the motion of a Board Director shall be made by one Director and seconded by another Board Director. Four (4) affirmative votes are required to pass any motion and will be confirmed by a verbal roll call of the members.

5.09 Voting Requirement. All motions and resolutions of the Board must be voted upon by voice vote. In the case of a Director having a legal conflict of interest, stated upon the record and filed on the appropriate forms, that Director must not vote. At the President's discretion, a roll call vote may be taken on any motion in the order as determined by the President.

5.10 Preparation of Agenda. The President is responsible for setting the agenda for all Board meetings. Two or more board Directors may add an item to an agenda by a request in writing delivered to the President and Executive Director.

ARTICLE VI. EXECUTIVE STAFF

6.01 Executive Director. The Board of Directors may appoint an Executive Director for the corporation who shall act as the Chief Administrative Officer. The appointment of an Executive Director shall be by affirmative vote of at least four members followed by confirmation by the City Council. The Board shall determine a method of selection that ensures orderly, nonpartisan action in securing a competent and qualified person to fill the position in alignment with the position's job description. The Executive Director shall be chosen based on economic development training, experience, and ability. The Executive Director may only be discharged with the approval of both the Board and the City Council.

6.02 General Counsel. The Board may appoint a General Counsel, who shall be a competent attorney, in good standing, and duly licensed to practice law in Texas. General Counsel shall receive compensation as fixed by the Board. General Counsel shall be the legal advisor and attorney for the Corporation and its Board of Directors in the conduct of corporate business. General Counsel shall report directly to the Board of Directors and shall serve at the will of the Board; however, the Board may retain special counsel at any time it deems necessary or advisable. A member of the Board, the Executive Director or any other employees of the Pflugerville Community Development Corporation shall not serve as the General Counsel of the Corporation.

ARTICLE VII. FISCAL YEAR

7.01 Fiscal Year and Annual Corporate Budget. The fiscal year of the Corporation is October 1 through September 30. At least 90 days prior to the commencement of each fiscal year, the Board shall adopt and subsequently present to City Council for approval, an annual budget illustrating anticipated revenues and proposed expenditures for the next ensuing fiscal year.

7.02 Negotiable Instruments. All checks, drafts, loans, notes or other obligations or instruments of the Corporation (hereinafter referred to as "negotiable instruments") shall be signed by such of the Officers of the Corporation as may be authorized by the Board by written resolution. The President and the Treasurer of the Corporation are automatically designated as such officers authorized to execute negotiable instruments on behalf of the Corporation. The issuance of checks and use of corporate credit cards by designated personnel may be authorized by policy set by Board resolution, with oversight of the Board Treasurer. The execution of all other negotiable instruments on behalf of the Corporation must be executed by at least two officers of the corporation. All negotiable instruments other than checks and the usage of corporate credit cards must be approved by the Board by the passage of a Resolution of the Board, evidencing the authorization prior to acquisition of anything of value by the Corporation.

7.03 Board Independence. All Board Directors and employees of the corporation are prohibited from participating in personal financial transactions with economic development prospects and are excluded from receiving economic development grants or incentives from the PCDC. All members of the PCDC Board shall conform to the City's Code of Conduct to include provisions related to Conflicts of Interest.

7.04 Quarterly Annual Budget Reconciliation, Monthly Cash Flow Projection Report, and General Ledger. On a quarterly basis, the Board shall present a financial update for the current fiscal year to the City Council at a regularly scheduled City Council meeting. On a monthly basis, the Board shall forward to the City Manager for City Council consideration a monthly Cash Flow Projection Report and General Ledger illustrating anticipated income and expenditures of the Corporation for the next quarter.

7.05 Investment & Reserve Policies. The Corporate Investment Policy and Reserve Policy shall be prepared and reviewed annually with the Annual Budget and presented to the City Council for approval with the Annual Budget.

7.06 Board Approval Requirement - Specificity. The payment of an expense for any good or service, including real property transactions, in excess of the amount expressly authorized to the Executive Director by the Board must be approved by the Board prior to the expense being incurred. Any payment of an expense that is not listed on the anticipated expenditure report, either independently or in the aggregate, in an amount over \$50,000 must be approved by the City Council prior to the expenditure being made. The Board, by resolution, shall establish the Executive Director's spending limits and provide for procurement procedures.

7.07 Annual Audit Reconciliation Requirement. Each annual audit must require that all audited funds reconcile and all errors on the budget be noted to be eligible for approval by the Board. The full, unedited, audit report must be shared with the City Council.

ARTICLE VIII. MISCELLANEOUS

8.01 Notices and Waivers. Whenever under the provisions of these Bylaws notice is required to be given to any Director or officer, unless otherwise provided, the notice may be given personally, it may be given in writing by electronic mail, or by depositing it in the post office in a postpaid envelope or postal card addressed to the Director or officer, at the address as appears on the books of the Corporation, and the notice shall be deemed to be given at the time when it is mailed. Whenever any notice to Directors or officers is required to be given by law, or by these Bylaws, a waiver in writing signed by the person or persons entitled to the notice, whether before or after the time stated shall be deemed the equivalent of notice. This paragraph does not eliminate the requirement to comply with the Open Meetings Act.

8.02 Resignations. Any Director of the Board or officer may resign with or without notice. Resignations shall be made in writing or announced at a Board meeting and recorded in the minutes. Resignations shall take effect at the time specified in the resignation. If no time is specified, the resignation shall be effective at the time of its receipt at a Board meeting. Board acceptance of a resignation is not necessary to make it effective. Three consecutive, unexcused absences from regular meetings shall be considered a voluntary resignation from the Board.

8.03 Approval of the City Council. To the extent these Bylaws refer to any approval or other action to be taken by the City, that approval or action shall be evidenced by a certified copy of a resolution, ordinance, or minute order duly adopted by the City Council.

8.04 City Council Communications. The Executive Director shall establish opportunities for open conversation with City elected officials and staff.

ARTICLE IX. PROVISIONS REGARDING BYLAWS

9.01 Effectiveness. These Bylaws shall become effective upon the adoption of a resolution approving these Bylaws by the City Council.

9.02 Amendment. These Bylaws may be amended at any time and from time-to-time by (i) majority vote of the Directors then in office with approval of the City Council or (ii) by the City Council itself, at its sole discretion.

9.03 Interpretation. These Bylaws shall be liberally construed to effectuate their purposes. If any word, phrase, clause, sentence, paragraph, section or other part of these Bylaws, or the application thereof to any person or circumstances, is ever held 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.



Agenda Date: 01-29-2024

Status: Discuss and Consider

Agenda Number: RES 1187

Title: Discussion and possible action to authorize Resolution 2024-003 to memorialize the election and appointment of officers of the Board of Directors of the Pflugerville Community Development Corporation.

Summary: The PCDC Bylaws require that officers be elected annually. Three officers were elected and one officer did not receive a majority vote (minimum 4 per Bylaws). Additionally, board members requested that they further review officers following all board appointments. On January 23, the City Council appointed two new members to the board - Oscar R. Mitchell and Caesar Ruiz.

The Resolution 2024-003 will memorialize any officers elected at the annual meeting and approve any changes at this meeting.

Prior Action: On January 9, 2024 and January 23, 2024, the City Council made board appointments to the Pflugerville Community Development Corporation. On January 17, the PCDC Board met and elected a vice president, secretary, and treasurer.

Supporting Documents:
Resolution 2024-003

Recommended Action:
Approve

Resolution No. 2024-003

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE
PFLUGERVILLE COMMUNITY DEVELOPMENT CORPORATION
DESIGNATING CORPORATE OFFICERS FOR 2024**

WHEREAS, the PCDC Board of Directors held its Annual Meeting on January 17, 2024 and elected a Vice-President, Treasurer and Secretary of the Corporation, and further held a Special Called Meeting on January 29, 2024 to elect one or more officers, such action to be memorialized by this Resolution; and

WHEREAS, the PCDC Board of Directors conducted an election of officers and elected its President, Vice President, Secretary and Treasurer for the 2024 year;

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE PFLUGERVILLE COMMUNITY DEVELOPMENT CORPORATION, TEXAS THAT:

1. _____ is elected President of the Board of Directors in accordance with the corporate by-laws, as amended. Date of Election: _____
2. _____ is elected Vice President of the Board of Directors in accordance with the corporate by-laws, as amended. Date of Election: _____
3. _____ is elected Secretary of the Board of Directors in accordance with the corporate by-laws, as amended. Date of Election: _____
4. _____ is elected Treasurer of the Board of Directors in accordance with the corporate by-laws, as amended. Date of Election: _____

Any other resolution or purported resolution of the Corporation that conflicts with this Resolution regarding Corporation officers for the year 2024 is void.

PASSED AND APPROVED this 29th day of January 2024.

, President

ATTEST:

, Secretary
