

RESOLUTUION NO. _____

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF
LAREDO, TEXAS, APPROVING THE BYLAWS OF THE BOARD
OF DIRECTORS FOR THE REINVESTMENT ZONE NO. 1 (A TAX
INCREMENT REINVESTMENT ZONE)**

WHEREAS, on December 5th, 2016, the City Council of the City of Laredo, Texas adopted Ordinance No. 2016-O-192 (the “Ordinance”), which created Reinvestment Zone No. 1, (the “Zone”) and established a Board of Directors for the Zone (the “Board”) as authorized in accordance with the Tax Increment Financing Act (the “Act”), Chapter 311 of the Texas Tax Code Ann.; and

WHEREAS, on _____, the Board met and approved bylaws applicable to the Board (the “Bylaws”) to assist the Board in efficiently and effectively carrying out the duties and responsibilities of the Board as outlined in the Ordinance; and

WHEREAS, the Board believes it to be in the best interest of the City of Laredo for the City Council of the City of Laredo to approve such Bylaws which are attached hereto and incorporated herein as though set forth fully herein, and recommends their passage.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF LAREDO, TEXAS THAT:

Section 1: The recitals above are incorporated into this Resolution.

Section 2: The City Council hereby approves and adopts the Bylaws as attached hereto and as recommended by the Board.

Section 3: In the event it is determined that the Bylaws should be amended, any amendment must first be approved by the City Council of the City of Laredo before such amendment becomes effective.

**DULY PASSED BY THE CITY COUNCIL AND APPROVED BY THE MAYOR ON THIS
THE _____ DAY OF _____, 2024.**

DR. VICTOR D. TREVIÑO
MAYOR



Reinvestment Zone No. 1
Laredo, TX
(A Tax Increment Reinvestment Zone)

BYLAWS

The Reinvestment Zone No. 1, City of Laredo, TX, Board of Directors (hereinafter referred to as “TIRZ Board” or “Board”) hereby adopts these Bylaws to govern their proceedings and carry out the purpose for which the TIRZ was created, not inconsistent with the Charter and Ordinances of the City. These Bylaws shall serve a function supplementary to the regulations governing the TIRZ Board within the City's Code of Ordinances, as may be amended by City Council, and any current or future City of Laredo Ordinances relating to the creation, regulation, and administration of the TIRZ.

ARTICLE I
POWERS AND PURPOSE

Section 1.1. Financing Development in the Zone.

In order to implement the purposes for which Reinvestment Zone No. 1, Laredo, TX (the “Zone”) was created, as set forth in Ordinance No. 2016-O-192, dated December 5, , 2016 (the “2016 Ordinance”), creating the Zone, the City of Laredo, Texas (the “City”) may issue obligations to finance all or part of the cost of implementing the Project and Financing Plan for the Zone as defined in the Tax Increment Financing Act of Chapter 311 of the Texas Tax Code (the “Act”).

Section 1.2. Books and Records: Approval of Programs and Financial Statements.

The TIRZ Board shall keep correct and complete books and records of account and shall also keep minutes of its proceedings and the proceedings of committees having any of the authority of the Board. All books and records of the Zone may be inspected at any time, and at all times, by members of the Board, the City Council, the City Manager or his/her designee, as well as any member of the governing body of each participating taxing entity.

ARTICLE II BOARD OF DIRECTORS

Section 2.1. Powers, Number and Term of Office.

As provided in Ordinance No. 2017-O-047, dated May 12, 2017, the Board shall consist of seven (7) members with Position One of the Board reserved for appointment by the District 8 City Council Member of the City, who may appoint himself/herself or another qualified individual; Position Two shall be reserved for appointment by the City Manager of the City, who may appoint himself/herself or another qualified individual; Position Three shall be reserved for the Director of Finance of the City; Position Four shall be reserved for the Director of Planning of the City; Positions Five, Six, and Seven are reserved for nomination by the Mayor, subject to approval by the City Council.

The directors appointed to odd-numbered positions shall be appointed for two-year terms, beginning on the December 5th, 2016, the effective date of the 2016 Ordinance. The directors appointed to even-numbered positions shall be appointed to a one-year term, beginning on December 5th, 2016, the effective date of the 2016 Ordinance. All subsequent appointments shall be for two-year terms. The member of the Board appointed to Position Five is hereby designated to serve as the chair of the Board for a one-year term beginning on January 1, 2017. Thereafter the Mayor shall annually nominate and appoint, subject to City Council approval, a member to serve as chair for a term of one year beginning on January 1 of the following year .

Any director may be removed from the office by the governing body of the taxing entity which appointed the director and may be removed notwithstanding any time remaining on such director's term of office.

In the event of a vacancy caused by the resignation, death, or removal for any reason of the director, the governing body of the respective taxing unit which made such Board appointment shall be responsible for filling the vacancy.

The Board shall make recommendations to the City Council concerning the administration, management, and operation of the Zone. The Board shall prepare and adopt a project plan and a reinvestment zone financing plan for the Zone and submit such plans, including any amendments thereto, to the City Council for its approval.

The Board shall perform all duties imposed upon it by the Ordinance, Chapter 311 of the Texas Tax Code and all other applicable laws. The Board shall not be authorized, under any circumstance, to unilaterally issue bonds, impose taxes or fees, exercise the power of eminent domain, or give final approval to project plans.

Section 2.2. Meetings of Directors.

The TIRZ Board shall hold their meetings within a public building in the City as needed, with said meetings abiding by Chapter 551, Texas Government Code (the "Texas Open Meetings Act").

Section 2.3 Regular and Special Meetings.

Regular and Special Meetings of the TIRZ Board shall be held at such times and places as shall be designated, from time to time, by the Board. Notice of all regular and special meetings of the Board and any committees thereof shall be posted in accordance with the provisions of the Texas Open Meetings Act. There shall be at least one (1) Regular Meeting held each year.

Section 2.4. Emergency Meetings.

Emergency meetings of the Board shall be held whenever called by the chair, by the secretary, by four (4) directors then in office, or upon advice of or request by City Council. The secretary shall give notice to each director of each emergency meeting. Notice of all emergency meeting agendas shall state the purpose, which shall be the only business conducted and shall be subject to the requirements of the Texas Open Meetings Act.

Section 2.5. Quorum.

A majority of the total number of directors of the Board shall constitute a quorum for the consideration of matters pertaining to the purposes of the Zone. The act of a majority of the members present at the meeting at which a quorum is in attendance shall constitute the act of the Board, unless the act of greater number is required by law.

Section 2.6. Conduct of Business.

At the meetings of the TIRZ Board, matters pertaining to the purposes of the Zone shall be considered in such order as from time to time the Board may determine.

At all meetings of the Board, the chair shall preside and in the absence of the chair, the vice chair shall exercise the power of the chair.

The secretary of the TIRZ Board shall act as secretary of all meetings of the Board, but in the absence of the secretary, the presiding officer may appoint any person to act as the secretary of the meeting. City staff shall provide notice of meetings and prepare meeting agendas.

Following each Regular, Special, and Emergency meeting, a copy of the minutes of the meeting shall be submitted to the City Secretary of the City within a reasonable time after approval.

Section 2.7. Attendance.

It is expected that all Board members shall make every effort to attend all Regular, Special and Emergency meetings of the Board. If a Board member is unable to attend a regularly scheduled Board meeting, the member shall notify the City staff liaison prior to the time such meeting is held. Annually, the Board will provide each taxing unit responsible for appointing Board members with a report that includes the attendance record of the Board members.

**ARTICLE III
OFFICERS**

Section 3.1. Titles and Term of Office.

The Mayor shall annually nominate and appoint, subject to City Council approval, a member to serve as chair. As provided in Section 311.009(f) of the Act, the Board may elect from its members a vice-chairman and such other officers as the Board sees fit. One person may hold more than one office, except that the chair shall not hold the office of secretary. Terms of office for officers shall not exceed two (2) years; provided, however, that officers may be reappointed or reelected to successive terms as officers.

Section 3.2. Powers and Duties of the Chair.

The chair shall be the chief executive officer of the TIRZ Board and shall be in general charge of the properties and affairs of the Zone and shall preside at all meetings of the Board.

Section 3.3. Vice Chair.

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

Section 3.4. Secretary.

The secretary shall keep the minutes of all meetings of the Board in the books provided for the purpose and shall have charge of such books, records, documents, and instruments as the Board may direct, all of which shall at all reasonable times be open to inspection. The secretary shall generally perform all duties incident to the office of secretary subject to the control of the City Council and the Board. The function of secretary may be performed by City staff.

Section 3.5. Administrative Staff.

Staff functions for the Board may be performed by the City Manager and/or designee.

ARTICLE IV PROVISIONS REGARDING BYLAWS

Section 4.1. Effective Date.

These Bylaws shall become effective upon the adoption of these Bylaws by the Board. The adoption of these Bylaws must be approved by the City Council, which approval shall, unless specified otherwise, affirm such effective date.

Section 4.2. Amendment to Bylaws.

These Bylaws may be amended by majority vote of the TIRZ Board, provided that the Board files with the City Council a written application requesting that the City Council approve such amendment to the Bylaws, specifying in such application, the amendment or amendments proposed to be made. If the City Council by appropriate ordinance or resolutions finds and determines it is advisable that the proposed amendment be made, authorizes the same to be made and approves the form of the proposed amendment, the Board shall proceed to amend the Bylaws.

After consultation with the Board, the Bylaws may also be amended at any time by the City Council by adopting an amendment to the Bylaws by appropriate ordinance or resolution of the City Council and delivering the amended Bylaws to the secretary of the Board.

Section 4.3. Interpretation of Bylaws.

These Bylaws and all the terms and provisions hereof shall be 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 any 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 of other part of these Bylaws to any other person or circumstance shall not be affected thereby.

ARTICLE V PROVISIONS REGARDING BYLAWS

Section 5.1. Notice and Waiver of Notice.

Unless otherwise required by State law, whenever any notice whatsoever is required to be given under the provision of these Bylaws, said notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid wrapper addressed to the person entitled thereto at his post office address, as it appears on the books of the Zone, and such notice shall be deemed to have been given on the day of such mailing. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened. A waiver of notice in writing signed by the

person or person entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 5.2. 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 date is explicitly state, resignation is effective at the time of its receipt by City Council. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 5.3. Approval.

To the extent that these Bylaws refer to any approval by the City, such approval of delegation shall be evidenced by a certified copy of an ordinance or resolution, duly adopted by the City Council.

Section 5.4. Official Office and Records Repository.

Laredo City Hall shall be the official office for the Zone and all records of the Zone shall be maintained by City Staff in said City Hall.

The undersigned, being the duly elected and qualified Secretary of the TIRZ Board for the Zone, hereby certifies that the foregoing initial Bylaws of the Zone were duly adopted by the Board of the Zone effective ____ day of _____, 2024.

, Secretary