

RESOLUTION NO. 2021-08-971

A RESOLUTION OF THE CITY OF ANNA, TEXAS APPROVING FORMATION OF ANNA PUBLIC FACILITY CORPORATION; AUTHORIZING THE FORM OF THE ARTICLES OF INCORPORATION AND BYLAWS FOR THE CORPORATION; AUTHORIZING THE CITY MANAGER TO ACT AS REGISTERED AGENT AND OTHER MATTERS INCIDENT THERETO; APPOINTING AN INITIAL BOARD OF DIRECTORS; AND PROVIDING AN EFFECTIVE DATE

WHEREAS, the City of Anna, Texas (the “City”) desires to create a public facility corporation under Chapter 303 of the Texas Local Government Code, as amended (the “Act”);

WHEREAS, the City finds that it is in the public interest and to the benefit of the City’s residents and citizens of the State of Texas to create a public facility corporation for the purpose of financing, refinancing or otherwise providing for the cost of public facilities of the City and to incorporate the Corporation;

WHEREAS, the name of the public facility corporation to be created by the City is the Anna Public Facility Corporation (the “Corporation”);

WHEREAS, a copy of the form of the Articles of Incorporation is attached hereto as **Exhibit “A”** and incorporated as if fully set forth herein (the “Articles of Incorporation”) pursuant to the Act;

WHEREAS, pursuant to the Act, the City Council must approve, by resolution, the bylaws of the Corporation which must be consistent with state law and with the Articles of Incorporation of the Corporation (the “Bylaws”). A copy of the Bylaws is attached hereto as **Exhibit “B”** and incorporated as if fully set forth herein;

WHEREAS, the City Council is appointing the City Manager as the registered agent and the Economic Development Director as Chief Administrative Officer of the Corporation;

WHEREAS, the City Council is authorized by the Act to appoint the board of directors for the Corporation; and

WHEREAS, the City has considered the Articles of Incorporation and the Bylaws proposed to be used in organizing the Corporation and has found and determined that they are in proper form and content and should be approved;

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

SECTION 1. Findings. The findings set forth above are incorporated into the body of this resolution as if fully set forth herein and are adopted as a part of the judgment and findings of the City Council. The City Council has found and determined, and hereby finds and determines, that it is wise, expedient, necessary, or advisable that the public facility corporation be formed.

SECTION 2. Incorporation. The City Council hereby adopts and approves the Articles of Incorporation of the Corporation in substantially the form as attached in Exhibit "A", including the initial directors of such corporation as specified therein, and hereby GRANTS authority for the incorporation of the Corporation. The incorporators named in the Articles of Incorporation are hereby authorized to serve as incorporators of the Corporation and shall execute and file all necessary documents with the Secretary of the State of Texas.

SECTION 3. Bylaws. The City Council hereby adopts and approves the Bylaws, a copy of which is attached as **Exhibit "B"** and incorporated as if fully set forth herein. The City Manager, or his designee, is directed to present the Bylaws to the initial board of directors of the Corporation on behalf of the City for their adoption.

SECTION 4. Cumulative Clause. This Resolution shall be cumulative of all provisions of state or federal law and other resolutions of the City of Anna, Texas, except where the provisions of this Resolution are in direct conflict with the provisions of such resolutions, in which event the conflicting provisions of such resolutions are hereby repealed.

SECTION 5. Severability Clause. If any provision, section, subsection, sentence, clause or phrase of this resolution, or the application of same to any person or set circumstances for any reason is held to be unconstitutional, void or invalid or for any reason unenforceable, the validity of the remaining portions of this resolution of the application thereby shall remain in effect, it being the intent of the City Council of the City of Anna, Texas in adopting this resolution, that no portion thereof or provision contained herein shall become inoperative or fail by any reason of unconstitutionality or invalidity of any portion or provision.

SECTION 6. Repealer Clause. Any provisions of any prior resolution or ordinance of the City whether codified or uncodified, which are in conflict with any provision of the Resolution, are hereby repealed to the extent of the conflict, but all other provisions of the resolutions or ordinances of the City whether codified or uncodified, which are not in conflict with the provisions of this Resolutions, shall remain in full force and effect.

SECTION 7. Open Meetings. It is hereby officially found and determined that all notice required by law has been given and notice of this resolution was posted and the resolution passed in accordance with the Open Meeting Act.

SECTION 8. Effective Date. This resolution shall take effect immediately from and after its passage.

PASSED, APPROVED AND ADOPTED by the City Council of the City of Anna, Texas, on this 24th day of August, 2021.

Nate Pike, Mayor

ATTEST:

Carrie L. Land, City Secretary

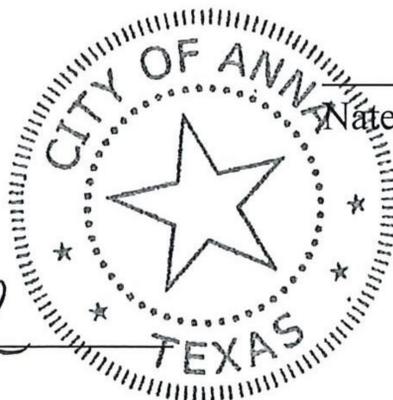


EXHIBIT A

ANNA PUBLIC FACILITY CORPORATION

BYLAWS

**ARTICLE I
OFFICES**

SECTION 1.01. Principal Office. The principal office of the Anna Public Facility Corporation (the "Corporation") shall be at 111 N. Powell Parkway, Anna, Texas 75409.

**ARTICLE II
DIRECTORS**

SECTION 2.01. General Authority. The affairs of the Corporation shall be managed by a board of directors (the "Board") which shall be composed in its entirety of persons appointed by and whose terms of office shall be fixed by the governing body of the City of Anna, Texas (the "City"). The property and business of the Corporation shall be managed by the Board which may exercise all powers of the Corporation and do all lawful acts.

SECTION 2.02. Membership. The Board of Directors shall consist of seven (7) directors, which shall be composed of the City of Anna, Texas, City Council ("City Council"), including the Mayor and members of the City Council. The board of directors shall automatically change each time the councilmembers of the City change. Any director shall cease to be a director at the time he or she ceases to be a Councilmember of the City.

SECTION 2.03. Meetings; Notice. Meetings of the Board shall be called as necessary and shall normally be held as a jointly with a City Council meeting. Special meetings may also be called as necessary. All Board meetings shall be open to the public (subject to closed session exceptions) and shall be noticed and conducted in accordance the Texas Open Meetings Act, Texas Government Code, Chapter 551. Meetings may be held at the place selected by the Board within the boundaries of the State of Texas.

SECTION 2.04. Remote Meetings. To the extent permitted under the Texas Open Meetings Act, Texas Government Code, Chapter 551, the Board may meet regularly or specially by means of conference telephone or similar communications equipment that permits all individuals participating in the meeting to hear one another and such participation shall constitute presence in person at the meeting.

SECTION 2.05. Quorum. At all meetings of the Board the presence of a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by the Texas Public Facility Corporation Act (Chapter 303, Texas Local Government Code, as amended) (the "Act") or other applicable law.

SECTION 2.06. Notice. All meeting notices must be in compliance with the Texas Open Meetings Act, Texas Government Code, Chapter 551.

SECTION 2.07. Action. Any action required by the Act to be taken must be taken at a duly noticed meeting open to the public in accordance with the Texas Open Meetings Act, Texas Government Code, Chapter 551.

SECTION 2.08. Ex-Officio Members. The City Manager or his or her respective designee, the City Finance Director, and any member of the governing body of the City or other appropriate person or entity designated by the Board may attend all meetings of the Board or committees, including but not limited to executive or closed meetings, but shall not have the power to vote in the meetings unless such person is a Council member and also a member of the Board appointed by the governing body of the City.

SECTION 2.09. No Compensation. Directors and Officers shall receive no compensation for services rendered as directors or officers, but shall be reimbursed for all reasonable expenses incurred in performing their duties as directors. This shall not affect entitlement to compensation received by employees of the City who may be appointed as officers.

SECTION 2.10. Ethics; Conflict of Interest. Directors and officers appointed by directors shall strictly adhere to all applicable provisions of state law, the City of Anna Home-Rule Charter and the City's Code of Ethics (Art. 2.07, Anna City Code of Ordinances). In addition to compliance with such laws, if a director or officer is aware that he/she has a conflict of interest with regard to any particular matter or vote coming before the Board, the director or officer shall bring the same to the attention of the Board and shall abstain from discussion and voting thereon. Any director or officer shall bring to the attention of the Board any apparent conflict of interest or potential conflict of interest of any other director or officer, in which case the Board shall determine whether a true conflict of interest exists before any further discussion or vote shall be conducted regarding that particular matter. The director or officer about whom a conflict of interest question has been raised shall refrain from voting with regard to the determination as to whether a true conflict exists.

SECTION 2.11. Public Records. Except as made confidential under the Texas Public Information Act or other law, the Corporation's records are public records and the Corporation shall comply with the Texas Public Information Act.

SECTION 2.12. Committees. The Board may, by resolution or resolutions adopted by a majority of the whole Board, establish one or more committees, each committee to consist of two or more of the directors of the Corporation. Such committee or committees shall have such name or names, and such powers, as may be determined from time to time by resolution adopted by the Board of Directors. The committees shall keep regular minutes of their proceedings and report the same to the Board when required. Notwithstanding the foregoing, all official action of the Board must be taken in accordance with the Texas Open Meetings Act, Texas Government Code, Chapter 551.

ARTICLE III NOTICES

SECTION 3.01. Generally. Whenever under applicable law or these Bylaws, notice is required to be given to any director, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, electronic mail or facsimile, addressed to such director at such address, electronic mail address or facsimile number as appears on the books of the Corporation, and such notice shall be deemed to be given at the time when the same shall be thus mailed or transmitted by electronic mail or facsimile.

SECTION 3.02. Waiver. Whenever any notice is required to be given under applicable law or of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. A person's attendance at a meeting shall constitute waiver of notice of such meeting.

ARTICLE IV OFFICERS

SECTION 4.01. Appointment. The officers of the Corporation shall be chosen by the Board. The Board shall choose from its members a President and a Vice President. The Board shall also choose a Secretary who may or may not be a member of the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary. The Board shall choose such officers.

SECTION 4.02. Term. The officers of the Corporation chosen pursuant to Section 4.01 shall serve for terms not longer than three years and may be reappointed to subsequent terms.

SECTION 4.03. Other Officers. The Board may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

SECTION 4.04. Removal; Vacancy. Any officer elected or appointed by the Board may be removed at any time by the affirmative vote of a majority of the whole Board. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board.

SECTION 4.05. City Officers. The Board shall have the right to utilize the services of the City Manager, City Secretary, and City Attorney provided (i) that the Corporation shall pay reasonable compensation to the City for such services, and (ii) the performance of such service does not materially interfere with the other duties of such personnel of the City.

SECTION 4.06. The President.

- (a) The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the directors.
- (b) The President shall be an ex-officio member of all standing committees, shall have general supervision of the management of the business of the Corporation, and shall see that all orders and resolutions of the Board are carried into effect.
- (c) The President shall execute bonds, mortgages, conveyances, assignments, notes and other contracts and instruments requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation.

SECTION 4.0e. The Vice President. The Vice President shall, in the absence or disability of the President, have the duties and exercise the powers of the President, and shall perform such other duties as the Board shall prescribe. Any action taken by the Vice President in the performance of the duties of the President shall be conclusive evidence of the absence or inability to act of the President at the time such action was taken.

SECTION 4.08. The Secretary. The Secretary shall attend all sessions of the Board and record all votes and the minutes of all proceedings and shall perform like duties for the standing committees when required. He/She shall give, or cause to be given, notice of all special meetings of the Board and shall perform such other duties as may be prescribed by the Board or the President under whose supervision he/she shall be. He/She shall keep in safe custody the seal of the Corporation and, when authorized by the Board, affix the same to any instrument requiring it, and, when so affixed, it shall be attested by his/her signature. And when the corporate seal is required as to instruments executed in the course of ordinary business, he/she shall attest to the signature of the President or Vice President and shall affix the seal thereto.

SECTION 4.09. Economic Development Director. The Economic Development Director shall be a full-time employee of the City and shall be the chief administrative officer of the Corporation, responsible for all daily operations and implementation of Board policies and resolutions. The Economic Development Director shall be appointed and managed by the City Manager. The Economic Development Director shall attend all called Board meetings and perform those duties and functions as the Board shall prescribe.

ARTICLE V FISCAL PROVISIONS

SECTION 5.01. Fiscal Year. The fiscal year, unless otherwise determined by the Board, shall end September 30 of each year.

SECTION 5.02. Expenditures. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons, including the Executive Director, as the Board may from time to time designate, provided that in no event shall a check be negotiable until it is signed by at least one officer.

SECTION 5.03. Policy. The Corporation shall adhere to the City's Financial Policy to guide the overall financial condition and operations of the Corporation including without limitation compliance with applicable provisions of the Texas Public Funds Investment Act.

SECTION 5.04. Debt Instruments. Notwithstanding anything to the contrary herein or in the Articles of Incorporation, the Corporation shall be required to obtain the consent of the City for issuing bonds, notes, certificates, notes or other obligations ("Obligations"). Obligations are limited obligations of the housing finance corporation and are payable solely from the revenue, receipts, and other resources pledged to their payment. A bondholder or creditor may not compel the local government to pay the bond, the interest, or any redemption premium or other indebtedness. All proceeds from loans or from Obligations issued by the Corporation shall be deposited and invested as provided in the resolution, order, indenture, or other documents authorizing or relating to their execution or issuance. Subject to the requirements of contracts, loan agreements, indentures, or other agreements securing Obligations, all other monies of the Corporation, if any, shall be deposited, secured, and/or invested in the manner provided for the deposit, security, and/or investment of the public funds of the City. The Board shall designate the accounts and depositories to be created and designated for such purposes, and the methods of withdrawal of funds therefrom for use by and for the purposes of the Corporation upon the signature of its treasurer and such other persons as the Board shall designate. The accounts, reconciliation, and investment of such funds and accounts shall be performed by the Department of Finance of the City and the City's Finance Director shall be the Corporation's investment officer.

SECTION 5.05. Books, Records, Audits. The Corporation shall keep and properly maintain, in accordance with generally accepted accounting principles, complete books, records, accounts, and financial statements pertaining to its corporate funds, activities, and affairs. At the direction of the City Council, the books, records, accounts and financial statements of the Corporation may be maintained for the Corporation by the accountants, staff, and personnel of the City. The Corporation (or the City if the option described above is selected) shall cause its books, records, accounts, and financial statements to be audited at least once each fiscal year by an outside, independent, auditing and accounting firm selected by the City. Such audit shall be at

the expense of the Corporation. Representatives of the City may inspect the books, records, accounts, and financial statements of the Corporation at any time.

**ARTICLE VI
SEAL**

SECTION 6.01. The corporate seal shall be circular and shall have inscribed in the outer circle "Anna Public Facility Corporation" and shall have inscribed in the inner circle the letters "T-E-X-A-S" and a five-pointed star. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

**ARTICLE VII
AMENDMENTS**

SECTION 7.01. These Bylaws may be altered, changed, or amended at any meeting of the Board at which a quorum is present, provided notice of the proposed alteration, change, or amendment be contained in the notice of such meeting, by the affirmative vote of a majority of the directors at such meeting and present thereat.

**ARTICLE VIII
GENERAL
PROVISIONS**

SECTION 8.01. Interpretation; Severability. Bylaws and all of the terms and provisions hereof 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 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 or other part of these Bylaws to any other person or circumstance shall be affected thereby.

SECTION 8.02. Principal Office, Registered Office, Registered Agent. The principal office and the registered office of the Corporation shall be within the City at the address of the City Hall. The registered agent of the Corporation shall be the City Manager. Process may be served on the Corporation in accordance with applicable law.

SECTION 8.03. 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 or Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

SECTION 8.04. Indemnification of Directors, Officers and Employees.

- (a) The Corporation is, for the purposes of the Texas Tort Claims Act (Subchapter A, Chapter 101, Texas Civil Practices and Remedies Code), a governmental unit and its actions are governmental functions.
- (b) As provided in Section 303.037 of the Act, the Corporation shall indemnify each and every member of the Board, its officers and its employees and each member of the Board and each employee of the City, to the fullest extent permitted by law, against any and all liability or expense, including attorneys' fees, incurred by any of such persons by reason of any actions or omissions that may arise out of the sanctions and activities of the Corporation; provided, however, that the Corporation may not provide indemnity in any manner if the director, officer, employee, or agent is guilty of negligence or misconduct in relation to the matter. The legal counsel for the Corporation is authorized to provide a defense for members of the Board, officers, and employees of the Corporation.

SECTION 8.05. Effective Date. These Bylaws shall become effective upon the occurrence of the following events:

- (1) the approval of the form of these Bylaws by the City, which approval may be granted prior to the creation of the Corporation; and
- (2) the adoption of the Bylaws by the Board.

SECTION 8.06. Termination. The Corporation may not be terminated if it has outstanding Obligations. Upon the termination of the Corporation after payment of all Obligations of the Corporation, all remaining assets of the Corporation shall be transferred to the City's general fund.

Adopted and effective this _____ day of _____, 2021.

Nate Pike, President

ATTEST:

_____, Secretary

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of Anna Public Facility Corporation and that these Bylaws constitute the Corporation's Bylaws. These Bylaws were duly adopted by the Board of Directors to be effective as of_____.

Secretary of Anna Public Facility Corporation

EXHIBIT B

**ARTICLES OF INCORPORATION
OF
ANNA PUBLIC FACILITY CORPORATION
A PUBLIC FACILITY CORPORATION AND
INSTRUMENTALITY OF
THE CITY OF ANNA, TEXAS**

Pursuant to the Texas Business Organizations Code, Anna Public Facility Corporation (the "Corporation"), a nonprofit corporation incorporated under the laws of the State of Texas, and public nonprofit corporation under the Public Facility Corporation Act, as amended, Chapter 303, Texas Local Government Code (the "Act") with the approval of the city council of the City of Anna, Texas (the "City"), as evidenced by the resolution attached hereto as Exhibit "A" (the "Resolution") and made a part of this Articles of Incorporation for all purposes, does hereby adopt the following Articles of Incorporation for the Corporation:

**ARTICLE ONE
NAME**

The name of the Corporation is the "Anna Public Facility Corporation".

**ARTICLE TWO
AUTHORIZATION**

The Corporation is a nonprofit public corporation.

**ARTICLE THREE
DURATION**

Subject to the provisions of Article Thirteen hereof, the period of duration of the Corporation is perpetual.

**ARTICLE FOUR
PURPOSE AND LIMITATIONS**

(a) The Corporation is organized exclusively for the purpose of assisting the City in financing, refinancing, owning or providing public facilities. The Corporation shall have and possess the broadest possible powers to finance obligations issued or incurred in accordance with existing law, to provide for the acquisition, construction, rehabilitation, renovation, repair, equipping, furnishing and placement in service of public facilities of the City under the terms of

the Act. The corporation is authorized to issue “bonds” as defined and permitted by the Act on behalf of the City; provided, however, no bonds, notes, interim certificates, or other evidence of indebtedness may be issued by the Corporation unless such bonds are first approved by resolution of the City. The Corporation is a public corporation, a constituted authority, and a public instrumentality within the meaning of the Act, the United States Treasury Department, the rulings of the Internal Revenue Service prescribed and promulgated pursuant to section 103 and 141 of the Internal Revenue Code of 1986, as amended, and the Corporation is authorized to act on behalf of the City as provided in this Articles of Incorporation.

(b) In the fulfillment of its corporate purpose, the Corporation shall have and may exercise the powers described in paragraph (a) of this Article, together with all of the other powers granted to corporations that are incorporated under the Act, and to the extent not in conflict with the Act, the Corporation shall additionally have and may exercise all of the rights, powers, privileges, authorities, and functions given by the general laws of the State to nonprofit corporations under the Texas Non-Profit Corporation Act, as amended, Texas Revised Civil Statutes Annotated Article 1396-101, et seq., or any other applicable laws of the State.

(c) The Corporation shall have the purposes and powers permitted by the Act, but the Corporation does not have, and shall not exercise the powers of sovereignty of the City, including the power to tax, eminent domain, or police power. However, for the purposes of the Texas Tort Claims Act (Subchapter A, Chapter 101, Texas Civil Practice and Remedies Code), the Corporation is a governmental unit and its actions are governmental functions.

(d) No bonds or other obligations, contracts, or agreements of the Corporation are or shall ever be deemed to be or constitute the contracts, agreements, bonds, other debt instruments, or other obligations or the lending of credit, or a grant of the public money or things of value, of, belonging to, or by the State, the City, or any other political corporation, subdivision or agency of the State, or a pledge of the faith and credit of any of them. Any and all of such contracts, agreements, bonds or other debt instruments, and other obligations, contracts and agreements shall be payable solely and exclusively from the revenues and funds received by the Corporation from the sources authorized by the Act and from such other sources as may be otherwise lawfully available and belonging to the Corporation from time to time.

(e) The City, in its sole discretion, may alter the Corporation’s structure, name, organization, programs, or activities; consistent with the Act and subject to limitations provided by law relating to the impairment of contracts entered into by the Corporation.

ARTICLE FIVE FINANCING

(a) Before the consummation of the sale and delivery of any bonds, the Corporation shall obtain approval by the City, evidenced by the adoption of a written resolution.

(b) In the exercise of the powers of the Corporation, the Corporation may enter into a loan, lease, trust, or other agreements as authorized by the Act that are necessary and appropriate to the fulfillment of the public purpose of the Corporation, all of which agreements (and the

specific uses, and the method of withdrawals and expenditure of the proceeds of the bonds) must be included as a part of the approval process of the City required by paragraph (a) above.

ARTICLE SIX MEMBERS

The Corporation has no members and is a non-stock corporation.

ARTICLE SEVEN AMENDMENTS

This Articles of Incorporation may be amended at any time as provided in the Act, to make any changes and add any provisions that might have been included in the Articles of Incorporation in the first instance. Any amendment may be accomplished in either of the following manners:

(a) The members of the board of directors of the Corporation shall file with the City a written application requesting approval of the amendments to the Articles of Incorporation, specifying in such application the amendments proposed to be made. The City shall consider such application and, if it shall, by appropriate resolution, duly find and determine that it is advisable that the proposed amendments be made, it shall approve the form of the proposed amendments. The board of directors of the Corporation may then amend the Articles of Incorporation by adopting such amendment at a meeting of the board of directors. The Corporation's president or vice president and the secretary of the City shall execute the amendment on behalf of the Corporation. The amendment and a certified copy of the resolution of the City shall be delivered to the Secretary of State as required by the Act; or

(b) The City may, at its sole discretion, and at any time, amend this Articles of Incorporation and alter or change the structure, name, organization, programs or activities of the Corporation, or terminate or dissolve the Corporation (subject to the provisions of the Act) by resolution as otherwise provided in the Act.

ARTICLE EIGHT ADDRESS

The street address of the initial registered office of the Corporation is 111 N. Powell Parkway, Anna, TX 75409, and the name of its initial registered agent at that address is the City of Anna City Manager.

ARTICLE NINE BOARD OF DIRECTORS

(a) The affairs of the Corporation shall be managed by a board of directors, which shall be composed of the City Council, including the Mayor and members of the City Council. The board of directors shall automatically change each time the councilmembers of the City change. Any director shall cease to be a director at the time he or she ceases to be a Councilmember of the City. A quorum shall be as determined under the bylaws of the Corporation.

(b) The initial board of directors shall be composed of seven (7) directors. The names and street addresses of the persons who are to serve as the initial directors are as follows:

Name	Address
Nate Pike	c/o City of Anna 111 N. Powell Parkway Anna, Texas 75409
Kevin Toten	c/o City of Anna 111 N. Powell Parkway Anna, Texas 75409
Lee Miller	c/o City of Anna 111 N. Powell Parkway Anna, Texas 75409
Josh Volmer	c/o City of Anna 111 N. Powell Parkway Anna, Texas 75409
Danny Ussery	c/o City of Anna 111 N. Powell Parkway Anna, Texas 75409
Stan Carver II	c/o City of Anna 111 N. Powell Parkway Anna, Texas 75409
Randy Atchley	c/o City of Anna 111 N. Powell Parkway Anna, Texas 75409

Subject to the automatic changing of directors as described in subsection (a), above, each director shall serve a three-year term unless sooner removed or resigned, as subject to the terms of the Act. Each director shall be eligible for reappointment, as subject to the terms of the Act.

(c) The directors shall serve without compensation, but they shall be reimbursed for their actual expenses incurred in the performance of their duties as directors.

(d) The board of directors shall elect a president, vice president, secretary, treasurer and any other officers that the Corporation considers necessary, to serve as executive officers of the Corporation, as more specifically provided in the Corporation's bylaws.

(e) Meetings of the board of directors are subject to the Texas Open Meetings Act, Texas Government Code, Chapter 551, and the Corporation is subject to the Texas Public Information Act, Texas Government Code, Chapter 552.

ARTICLE TEN
BYLAWS

The initial bylaws of the Corporation shall be adopted by the Corporation's board of directors and shall, together with these Articles of Incorporation, govern the initial affairs of the Corporation until and unless amended in accordance with the provisions of the Act and these Articles of Incorporation. The bylaws and each amendment and repeal of the bylaws must be approved by the City by resolution.

ARTICLE ELEVEN
INCORPORATOR

The name and street address of the incorporator is:

Name	Address
Joey Grisham	c/o City of Anna 111 N. Powell Parkway Anna, Texas 75409

ARTICLE TWELVE
CITY APPROVAL

(a) The City has specifically authorized the Corporation by resolution to act on its behalf to further the public purposes stated in these Articles of Incorporation, and the City has by Resolution approved this Articles of Incorporation. A copy of this Resolution is attached hereto as Exhibit "A" and is on file among the permanent public records of the City and the Corporation.

(b) The City is the Corporation's "Sponsor" (as defined by the Act) and has caused this Corporation to be created. The address of the Sponsor and the Corporation is 111 N. Powell Parkway, Anna, TX 75409.

ARTICLE THIRTEEN
TERMINATION AND
DISSOLUTION

The City, by written resolution, may authorize and direct the termination and dissolution of the Corporation. However, the Corporation shall not be dissolved, and its business shall not be terminated, by act of the City or otherwise, so long as the Corporation shall be obligated to pay any debt.

IN WITNESS HEREOF, I have hereunto set my hand this _____ day of _____, 2021.

Joey Grisham

VERIFICATION

State of Texas
County of Collin

Joey Grisham personally appeared before me, and being first duly sworn declared that he signed these articles in the capacity designated, if any, and further states that he has read the above application and the statements therein contained are true.

Notary Public's Signature

Given under my hand and seal of office this _____ day of _____, 2021.

Notary – State of Texas

EXHIBIT A

Approving Resolution of the City

EXHIBIT A

ANNA PUBLIC FACILITY CORPORATION

BYLAWS

ARTICLE I OFFICES

SECTION 1.01. Principal Office. The principal office of the Anna Public Facility Corporation (the "Corporation") shall be at 111 N. Powell Parkway, Anna, Texas 75409.

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SECTION 2.01. General Authority. The affairs of the Corporation shall be managed by a board of directors (the "Board") which shall be composed in its entirety of persons appointed by and whose terms of office shall be fixed by the governing body of the City of Anna, Texas (the "City"). The property and business of the Corporation shall be managed by the Board which may exercise all powers of the Corporation and do all lawful acts.

SECTION 2.02. Membership. The Board of Directors shall consist of seven (7) directors, which shall be composed of the City of Anna, Texas, City Council ("City Council"), including the Mayor and members of the City Council. The board of directors shall automatically change each time the councilmembers of the City change. Any director shall cease to be a director at the time he or she ceases to be a Councilmember of the City.

SECTION 2.03. Meetings; Notice. Meetings of the Board shall be called as necessary and shall normally be held as a jointly with a City Council meeting. Special meetings may also be called as necessary. All Board meetings shall be open to the public (subject to closed session exceptions) and shall be noticed and conducted in accordance the Texas Open Meetings Act, Texas Government Code, Chapter 551. Meetings may be held at the place selected by the Board within the boundaries of the State of Texas.

SECTION 2.04. Remote Meetings. To the extent permitted under the Texas Open Meetings Act, Texas Government Code, Chapter 551, the Board may meet regularly or specially by means of conference telephone or similar communications equipment that permits all individuals participating in the meeting to hear one another and such participation shall constitute presence in person at the meeting.

SECTION 2.05. Quorum. At all meetings of the Board the presence of a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a

quorum shall be the act of the Board, except as may be otherwise specifically provided by the Texas Public Facility Corporation Act (Chapter 303, Texas Local Government Code, as amended) (the "Act") or other applicable law.

SECTION 2.06. Notice. All meeting notices must be in compliance with the Texas Open Meetings Act, Texas Government Code, Chapter 551.

SECTION 2.07. Action. Any action required by the Act to be taken must be taken at a duly noticed meeting open to the public in accordance with the Texas Open Meetings Act, Texas Government Code, Chapter 551.

SECTION 2.08. Ex-Officio Members. The City Manager or his or her respective designee, the City Finance Director, and any member of the governing body of the City or other appropriate person or entity designated by the Board may attend all meetings of the Board or committees, including but not limited to executive or closed meetings, but shall not have the power to vote in the meetings unless such person is a Council member and also a member of the Board appointed by the governing body of the City.

SECTION 2.09. No Compensation. Directors and Officers shall receive no compensation for services rendered as directors or officers, but shall be reimbursed for all reasonable expenses incurred in performing their duties as directors. This shall not affect entitlement to compensation received by employees of the City who may be appointed as officers.

SECTION 2.10. Ethics; Conflict of Interest. Directors and officers appointed by directors shall strictly adhere to all applicable provisions of state law, the City of Anna Home-Rule Charter and the City's Code of Ethics (Art. 2.07, Anna City Code of Ordinances). In addition to compliance with such laws, if a director or officer is aware that he/she has a conflict of interest with regard to any particular matter or vote coming before the Board, the director or officer shall bring the same to the attention of the Board and shall abstain from discussion and voting thereon. Any director or officer shall bring to the attention of the Board any apparent conflict of interest or potential conflict of interest of any other director or officer, in which case the Board shall determine whether a true conflict of interest exists before any further discussion or vote shall be conducted regarding that particular matter. The director or officer about whom a conflict of interest question has been raised shall refrain from voting with regard to the determination as to whether a true conflict exists.

SECTION 2.11. Public Records. Except as made confidential under the Texas Public Information Act or other law, the Corporation's records are public records and the Corporation shall comply with the Texas Public Information Act.

SECTION 2.12. Committees. The Board may, by resolution or resolutions adopted by a majority of the whole Board, establish one or more committees, each committee to consist of two or more of the directors of the Corporation. Such committee or committees shall have such name or names, and such powers, as may be determined from time to time by resolution adopted by the Board of Directors. The committees shall keep regular minutes

of their proceedings and report the same to the Board when required. Notwithstanding the foregoing, all official action of the Board must be taken in accordance with the Texas Open Meetings Act, Texas Government Code, Chapter 551.

ARTICLE III NOTICES

SECTION 3.01. Generally. Whenever under applicable law or these Bylaws, notice is required to be given to any director, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, electronic mail or facsimile, addressed to such director at such address, electronic mail address or facsimile number as appears on the books of the Corporation, and such notice shall be deemed to be given at the time when the same shall be thus mailed or transmitted by electronic mail or facsimile.

SECTION 3.02. Waiver. Whenever any notice is required to be given under applicable law or of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. A person's attendance at a meeting shall constitute waiver of notice of such meeting.

ARTICLE IV OFFICERS

SECTION 4.01. Appointment. The officers of the Corporation shall be chosen by the Board. The Board shall choose from its members a President and a Vice President. The Board shall also choose a Secretary who may or may not be a member of the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary. The Board shall choose such officers.

SECTION 4.02. Term. The officers of the Corporation chosen pursuant to Section 4.01 shall serve for terms not longer than three years and may be reappointed to subsequent terms.

SECTION 4.03. Other Officers. The Board may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

SECTION 4.04. Removal; Vacancy. Any officer elected or appointed by the Board may be removed at any time by the affirmative vote of a majority of the whole Board. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board.

SECTION 4.05. City Officers. The Board shall have the right to utilize the services of the City Manager, City Secretary, and City Attorney provided (i) that the Corporation shall pay reasonable compensation to the City for such services, and (ii) the

performance of such service does not materially interfere with the other duties of such personnel of the City.

SECTION 4.06. The President.

- (a) The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the directors.
- (b) The President shall be an ex-officio member of all standing committees, shall have general supervision of the management of the business of the Corporation, and shall see that all orders and resolutions of the Board are carried into effect.
- (c) The President shall execute bonds, mortgages, conveyances, assignments, notes and other contracts and instruments requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation.

SECTION 4.0e. The Vice President. The Vice President shall, in the absence or disability of the President, have the duties and exercise the powers of the President, and shall perform such other duties as the Board shall prescribe. Any action taken by the Vice President in the performance of the duties of the President shall be conclusive evidence of the absence or inability to act of the President at the time such action was taken.

SECTION 4.08. The Secretary. The Secretary shall attend all sessions of the Board and record all votes and the minutes of all proceedings and shall perform like duties for the standing committees when required. He/She shall give, or cause to be given, notice of all special meetings of the Board and shall perform such other duties as may be prescribed by the Board or the President under whose supervision he/she shall be. He/She shall keep in safe custody the seal of the Corporation and, when authorized by the Board, affix the same to any instrument requiring it, and, when so affixed, it shall be attested by his/her signature. And when the corporate seal is required as to instruments executed in the course of ordinary business, he/she shall attest to the signature of the President or Vice President and shall affix the seal thereto.

SECTION 4.09. Economic Development Director. The Economic Development Director shall be a full-time employee of the City and shall be the chief administrative officer of the Corporation, responsible for all daily operations and implementation of Board policies and resolutions. The Economic Development Director shall be appointed and managed by the City Manager. The Economic Development Director shall attend all called Board meetings and perform those duties and functions as the Board shall prescribe.

ARTICLE V FISCAL PROVISIONS

SECTION 5.01. Fiscal Year. The fiscal year, unless otherwise determined by the Board, shall end September 30 of each year.

SECTION 5.02. Expenditures. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons, including the Executive Director, as the Board may from time to time designate, provided that in no event shall a check be negotiable until it is signed by at least one officer.

SECTION 5.03. Policy. The Corporation shall adhere to the City's Financial Policy to guide the overall financial condition and operations of the Corporation including without limitation compliance with applicable provisions of the Texas Public Funds Investment Act.

SECTION 5.04. Debt Instruments. Notwithstanding anything to the contrary herein or in the Articles of Incorporation, the Corporation shall be required to obtain the consent of the City for issuing bonds, notes, certificates, notes or other obligations ("Obligations"). Obligations are limited obligations of the housing finance corporation and are payable solely from the revenue, receipts, and other resources pledged to their payment. A bondholder or creditor may not compel the local government to pay the bond, the interest, or any redemption premium or other indebtedness. All proceeds from loans or from Obligations issued by the Corporation shall be deposited and invested as provided in the resolution, order, indenture, or other documents authorizing or relating to their execution or issuance. Subject to the requirements of contracts, loan agreements, indentures, or other agreements securing Obligations, all other monies of the Corporation, if any, shall be deposited, secured, and/or invested in the manner provided for the deposit, security, and/or investment of the public funds of the City. The Board shall designate the accounts and depositories to be created and designated for such purposes, and the methods of withdrawal of funds therefrom for use by and for the purposes of the Corporation upon the signature of its treasurer and such other persons as the Board shall designate. The accounts, reconciliation, and investment of such funds and accounts shall be performed by the Department of Finance of the City and the City's Finance Director shall be the Corporation's investment officer.

SECTION 5.05. Books, Records, Audits. The Corporation shall keep and properly maintain, in accordance with generally accepted accounting principles, complete books, records, accounts, and financial statements pertaining to its corporate funds, activities, and affairs. At the direction of the City Council, the books, records, accounts and financial statements of the Corporation may be maintained for the Corporation by the accountants, staff, and personnel of the City. The Corporation (or the City if the option described above is selected) shall cause its books, records, accounts, and financial statements to be audited at least once each fiscal year by an outside, independent, auditing and accounting firm selected by the City. Such audit shall be at the expense of the Corporation. Representatives of the City may inspect the books, records, accounts, and financial statements of the Corporation at any time.

ARTICLE VI SEAL

SECTION 6.01. The corporate seal shall be circular and shall have inscribed in the outer circle "Anna Public Facility Corporation" and shall have inscribed in the inner circle the letters "T-E-X-A-S" and a five-pointed star. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

ARTICLE VII AMENDMENTS

SECTION 7.01. These Bylaws may be altered, changed, or amended at any meeting of the Board at which a quorum is present, provided notice of the proposed alteration, change, or amendment be contained in the notice of such meeting, by the affirmative vote of a majority of the directors at such meeting and present thereat.

ARTICLE VIII GENERAL PROVISIONS

SECTION 8.01. Interpretation; Severability. Bylaws and all of the terms and provisions hereof 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 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 or other part of these Bylaws to any other person or circumstance shall be affected thereby.

SECTION 8.02. Principal Office, Registered Office, Registered Agent. The principal office and the registered office of the Corporation shall be within the City at the address of the City Hall. The registered agent of the Corporation shall be the City Manager. Process may be served on the Corporation in accordance with applicable law.

SECTION 8.03. 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 or Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

SECTION 8.04. Indemnification of Directors, Officers and Employees.

- (a) The Corporation is, for the purposes of the Texas Tort Claims Act (Subchapter A, Chapter 101, Texas Civil Practices and Remedies Code), a governmental unit and its actions are governmental functions.
- (b) As provided in Section 303.037 of the Act, the Corporation shall indemnify each and every member of the Board, its officers and its employees and each member of the Board and each employee of the City, to the fullest extent permitted by law, against any and all liability or expense, including attorneys' fees, incurred by any of such persons by reason of any actions or omissions that may arise out of the sanctions and activities of the Corporation; provided, however, that the Corporation may not provide indemnity in any manner if the director, officer, employee, or agent is guilty of negligence or misconduct in relation to the matter. The legal counsel for the Corporation is authorized to provide a defense for members of the Board, officers, and employees of the Corporation.

SECTION 8.05. Effective Date. These Bylaws shall become effective upon the occurrence of the following events:

- (1) the approval of the form of these Bylaws by the City, which approval may be granted prior to the creation of the Corporation; and
- (2) the adoption of the Bylaws by the Board.

SECTION 8.06. Termination. The Corporation may not be terminated if it has outstanding Obligations. Upon the termination of the Corporation after payment of all Obligations of the Corporation, all remaining assets of the Corporation shall be transferred to the City's general fund.

Adopted and effective this _____ day of _____, 2021.

Nate Pike, President

ATTEST:

_____, Secretary

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of Anna Public Facility Corporation and that these Bylaws constitute the Corporation's Bylaws. These Bylaws were duly adopted by the Board of Directors to be effective as of_____.

Secretary of Anna Public Facility Corporation