



# TAX INCREMENT REINVESTMENT ZONE NO. 1 & NO. 2 BOARD REGULAR MEETING

City of Dripping Springs

Council Chambers, 511 Mercer St, Dripping Springs, TX

Monday, August 09, 2021 at 4:00 PM

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## Agenda

### CALL TO ORDER AND ROLL CALL

#### Board Members

Dave Edwards, Chair  
Taline Manassian, Vice Chair  
Missy Atwood  
Michelle Fischer  
John McIntosh  
Walt Smith  
Bob Richardson (Advisory Board Member)

#### Staff, Consultants & Appointed/Elected Officials

City Attorney Laura Mueller  
City Treasurer Shawn Cox  
City Secretary Andrea Cunningham  
TIRZ Project Manager Keenan Smith

### PRESENTATION OF CITIZENS

*A member of the public who desires to address the Board regarding any item on an agenda for an open meeting may do so at presentation of citizens before an item or at a public hearing for an item during the Board's consideration of that item. Citizens wishing to discuss matters not contained within the current agenda may do so, but only during the time allotted for presentation of citizens. Speakers are allowed two (2) minutes to speak during presentation of citizens or during each public hearing. Speakers may not cede or pool time. Members of the public requiring assistance of a translator will be given twice the amount of time as a member of the public who does not require the assistance of a translator to address the Board. It is the request of the Board that members of the public wishing to speak on item(s) on the agenda with a noticed Public Hearing hold their comments until the item(s) are presented for consideration. Speakers are encouraged to sign in. Anyone may request a copy of the City's policy on presentation of citizens for the City Secretary. By law no action may be taken during Presentation of Citizens.*

### MINUTES

- 1. Discuss and consider approval of the July 12, 2021, TIRZ No. 1 & No. 2 Board regular meeting minutes.**

### BUSINESS

- 2. Discuss and consider possible action related to the TIRZ Old Fitzhugh Road Project and the TIRZ No. 1 & No. 2 Board meeting schedule.**

3. **Discuss and consider possible action related to the TIRZ Town Center Project.**
4. **Discuss and consider possible action related Board Appointments and Vacancies.**
- 5. Discuss and consider approval of updated bylaws based on recent legislation related to the application of the Texas Open Meetings Act and legislative update.**

### **EXECUTIVE SESSION**

*The TIRZ No. 1 & No. 2 Board for the City of Dripping Springs has the right to adjourn into executive session at any time during the course of this meeting to discuss any matter as authorized by Texas Government Code Sections 551.071 (Consultation with Attorney), 551.072 (Deliberations about Real Property), 551.073 (Deliberations about Gifts and Donations), 551.074 (Personnel Matters), 551.076 (Deliberations about Security Devices), and 551.086 (Economic Development). The TIRZ No. 1 & No. 2 Board for the City of Drippings Springs may act upon any item listed in Executive Session in Open Session or move any item from Executive Session to Open Session for action.*

6. **Consultation with City Attorney and Deliberation of Real Property regarding legal issues related to Real Property for the Tax Increment Reinvestment Zone including the Town Center Project and uses.** *Consultation with City Attorney, 551.071; Deliberation of Real Property, 551.072*

### **UPCOMING MEETINGS**

#### **TIRZ No. 1 & No. 2 Board Meetings**

September 13, 2021, at 4:00 p.m.

October 18, 2021, at 4:00 p.m.

November 8, 2021, at 4:00 p.m.

#### **City Council Meetings**

August 17, 2021, at 6:00 p.m.

September 7, 2021, at 6:00 p.m.

September 21, 2021, at 6:00 p.m.

### **ADJOURN**

### **TEXAS OPEN MEETINGS ACT PUBLIC NOTIFICATION & POSTING OF MEETING**

*All agenda items listed above are eligible for discussion and action unless otherwise specifically noted. This notice of meeting is posted in accordance with Chapter 551, Government Code, Vernon's Texas Codes. Annotated. In addition, the Board may consider a vote to excuse the absence of any Board Member for absence from this meeting.*

*I certify that this notice of meeting was posted at the City of Dripping Springs City Hall and website, [www.cityofdrippingsprings.com](http://www.cityofdrippingsprings.com), on **August 6, 2021 at 1:30 p.m.***

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City Secretary

*This facility is wheelchair accessible. Accessible parking spaces are available. Requests for auxiliary aids and services must be made 48 hours prior to this meeting by calling (512) 858-4725.*



# TAX INCREMENT REINVESTMENT ZONE NO. 1 & NO. 2 BOARD REGULAR MEETING

City of Dripping Springs

Council Chambers, 511 Mercer St, Dripping Springs, TX

Monday, July 12, 2021 at 4:00 PM

## MINUTES

### CALL TO ORDER AND ROLL CALL

With a quorum of the Board present, Chair Edwards called the meeting to order at 4:09 p.m.

**Board Members present were:**

Dave Edwards, Chair  
 Taline Manassian, Vice Chair  
 Missy Atwood  
 Walt Smith  
 Bob Richardson (Advisory Board Member)

**Board Member absent was:**

John McIntosh

**Staff, Consultants & Appointed/Elected Officials present were:**

City Administrator Michelle Fischer  
 City Attorney Laura Mueller  
 City Secretary Andrea Cunningham  
 TIRZ Project Manager Keenan Smith  
 TIRZ Administrator Jon Snyder, P3 Works  
 TIRZ Consultant, Aldo Fritz, TJKM  
 TIRZ Consultant, Cory Peterson, TJKM  
 Mim James

### PRESENTATION OF CITIZENS

*A member of the public who desires to address the Board regarding any item on an agenda for an open meeting may do so at presentation of citizens before an item or at a public hearing for an item during the Board's consideration of that item. Citizens wishing to discuss matters not contained within the current agenda may do so, but only during the time allotted for presentation of citizens. Speakers are allowed two (2) minutes to speak during presentation of citizens or during each public hearing. Speakers may not cede or pool time. Members of the public requiring assistance of a translator will be given twice the amount of time as a member of the public who does not require the assistance of a translator to address the Board. It is the request of the Board that members of the public wishing to speak on item(s) on the agenda with a noticed Public Hearing hold their comments until the item(s) are presented for consideration. Speakers are encouraged to sign in. Anyone may request a copy of the City's policy on presentation of citizens for the City Secretary. By law no action may be taken during Presentation of Citizens.*

No one spoke during Presentation of Citizens.

## MINUTES

- 1. Discuss and consider approval of the May 10, 2021, TIRZ No. 1 & No. 2 Board regular meeting minutes.**

A motion was made by Board Member Smith to approve the May 10, 2021, TIRZ No. 1 & No. 2 Board regular meeting minutes. Board Member Atwood seconded the motion which carried unanimously 4 to 0.

## BUSINESS

- 2. Presentation and consideration of acceptance regarding the Fiscal Year 2020-2021 Q2 TIRZ Administrator Report.**

Jon Snyder and Mim James presented the report which is on file.

A motion was made by Vice Chair Manassian to accept the Fiscal Year 2020-2021 Q2 TIRZ Administrator Report. Board Member Smith seconded the motion which carried unanimously 4 to 0.

- 3. Discuss and consider possible action regarding the Town Center Project Cost Sharing and Reimbursement.**

Item 3 was discussed in conjunction with Item 2. No action was taken.

- 4. Update and discussion regarding Hays POSAC Grant Funding related to the Old Fitzhugh Road Multi-Use Trail and the Town Center Square and Pavilion.**

Keenan Smith presented the update which is on file.

No action was taken on this item.

- 5. Discuss and consider possible action regarding TIRZ Priority Projects related to the Old Fitzhugh Road Project.**

Keenan Smith presented the staff report which is on file.

Aldo Fritz and Cory Peterson gave a presentation which is on file.

Board Members will review the grant options and will decide which options to move forward with at the next meeting.

No action was taken on this item.

- 6. Discuss and consider recommendation of appointment to TIRZ Boards and report on vacancies on member seats on the TIRZ No. 1 & No. 2 Board.**

Board Member Smith reported that Hays County is currently interviewing potential candidates for appointment to the county seat.

A motion was made by Board Member Smith to recommend City Council appointment of Michelle Fischer to an unexpired term ending December 31, 2021. Board Member Atwood seconded the motion which carried unanimously 4 to 0.

A motion was made by Vice Chair Manassian to adjourn into Executive Session under Texas Government Code Section 551.072, Deliberation of Real Property and regarding Executive Session Agenda Item 7. Board Member Smith seconded the motion which carried unanimously 4 to 0.

## **EXECUTIVE SESSION**

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### **7. Deliberation of Real Property regarding legal issues related to Real Property for the Tax Increment Reinvestment Zone including the Town Center Project and uses. Deliberation of Real Property, 551.072**

The Board met in Executive Session from 5:41 p.m. – 6:02 p.m. No vote or action was taken during Executive Session.

Chair Edwards returned the meeting to Open Session at 6:02

## **UPCOMING MEETINGS**

### **TIRZ No. 1 & No. 2 Board Meetings**

August 9, 2021, at 4:00 p.m.

September 13, 2021, at 4:00 p.m.

October 18, 2021, at 4:00 p.m.

### **City Council Meetings**

July 20, 2021, at 5:00 p.m. (Special Budget Meeting)

July 20, 2021, at 6:00 p.m.

July 29, 2021, at 6:00 p.m. (Special Budget Meeting)

August 3, 2021, at 6:00 p.m.

## **ADJOURN**

Via unanimous consent this regular meeting adjourned at 6:03 p.m.



# City of Dripping Springs

Post Office Box 384  
511 Mercer Street  
Dripping Springs, Texas 78620

## Agenda Item Report from: TIRZ Project Manager / Keenan Smith

<b>TIRZ Board Meeting Date:</b>	August 9, 2021
<b>Agenda Item Wording:</b>	Old Fitzhugh Road Project- RFQ for Plans, Specifications and Estimates "For Information, Discussion and Possible Action"
<b>Agenda Item Requestor:</b>	TIRZ Project Manager – Keenan Smith
<b>Board Member Sponsor:</b>	Chair- Dave Edwards
<p><b>Summary/Background:</b> TIRZ FY'22 Budget included a funding allocation to advance the Old Fitzhugh Road (OFR) Project from Concept Plan into the Engineering Phase.</p> <p>This proposed engineering work (Plans, Specifications &amp; Estimates or "PSE's) would reinitiate forward progress on the project and make it more "Shovel Ready." The work will serve to improve Grant Funding prospects, while also providing Grant funding "match" rationale, and potentially attracting additional funding sources.</p> <p>A Draft Scope of Work for the OFR PSE's was presented at the TIRZ Board in the July 12 TIRZ Board Meeting.</p> <p>Subsequently, the TIRZ Project Manager and City Attorney, working in consultation with the City's Public Works Coordinator and City Engineer, has finalized and issued a Request for Proposals for the OFR PSE's Phase Services.</p> <p>The RFQ process and timeline is summarized here:</p> <ul style="list-style-type: none"> <li>• <b>August 5:</b> RFQ Issued, Posted to City Website, Invitations sent</li> <li>• <b>August 27:</b> Statements of Qualification (SOQ's) Due from Firms</li> <li>• September 15: Complete Review &amp; Evaluation of SOQ's (Staff, Committee) 2-3 weeks</li> <li>• <b>September 20:</b> Qualified Firm Recommendation to TIRZ Board (Special Meeting or via e-mail)</li> <li>• <b>September 21:</b> Qualified Firm Recommendation to City Council for Approval</li> <li>• October 13: Negotiations &amp; Prep of PSA (Staff &amp; Qualified Firm) 3-4 weeks</li> <li>• <b>October 18:</b> PSA Recommendation to TIRZ Board (verify Regular meeting date or via e-mail)</li> <li>• <b>October 19:</b> PSA to City Council for Approval</li> <li>• <b>November 2:</b> PSA Executed &amp; Notice to Proceed (Staff and Selected Firm) 2 weeks</li> </ul> <p><b>Respectfully Submitted:</b></p> <p>Keenan E. Smith, AIA TIRZ Project Manager</p> <p>August 5, 2021 / 1305 hrs.</p>	



# Old Fitzhugh Road Grants & Funding Scenario Recommendations

August 9, 2021  
TIRZ Board Meeting

# Recommended Grant Priority / Applications:

Funding Level	Agency	Grant Name	Funding Amount	Type	Due Date	Grant Application Difficulty Level	Grant Info	Additional Comments
Private	Keep Texas Beautiful	Governor's Community Achievement Awards	\$100,000 to \$130,000	Landscaping	March 4, 2022	Medium	Used for landscaping improvements	Apply in 2022



# Additional Recommended Grants

Additional Grant Opportunities								
Agency	Grant Name	Funding Amount	Type	Due Date	Grant Application Difficulty Level	Grant Info	Additional Comments	Notes
PeopleForBikes	Community Grant Program	up to \$10,000	Bike/Ped	October 15, 2021	Medium	Funds bicycle infrastructure projects	Possible for extra amenity	
T-Mobile	T-Mobile Hometown Grants program	up to \$50,000	Revitalization	End of each quarter	Medium	Grant funds projects to build, rebuild, or refresh community spaces that help foster local connections in the town	Fall: Applications open July – Sept., Towns announced in Oct.	
AARP	AARP Community Challenge	up to \$100,000	Community Space	July 28, 2022		184 quick-action projects across the country, helping urban, rural and suburban communities make immediate improvements and jumpstart long-term progress to support residents of all ages.	TJKM Application Target Grant	

# OFR Project Draft Funding Scenario:

Preliminary Project Funding Summary						
	FY Year 2021	FY Year 2022	FY Year 2023	FY Year 2024	FY Year 2025	Totals
<b>Total Preliminary Cost Estimate</b>	<b>\$6,242,000</b>					
Potential Funding (Hays POSAC)		\$425,000	\$845,000	\$845,000		\$2.115M
Other Potential Grant Funding			\$290,000			\$0.290M
Potential TIRZ Direct Funding			\$175,000	\$175,000	\$175,000	\$0.525M
Additional Project Funds Needed			\$1,635,000	\$1,635,000	\$ -	\$3.27M
Project Funding Allocations	\$ -	\$425,000	\$1,310,000	\$2,655,000	\$1,810,000	\$6.2M

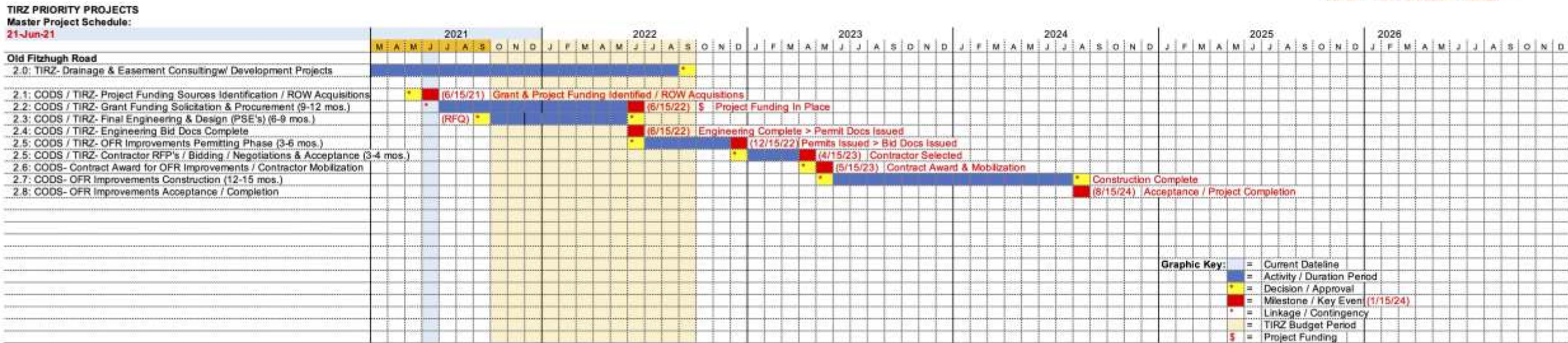
Keep Texas Beautiful	Governor’s Community Achievement Awards	\$100,000 to 130,000	2023
PeopleForBikes	Community Grant Program	up to \$10,000	2023
T-Mobile	T-Mobile Hometown Grants program	up to \$50,000	2023
AARP	AARP Community Challenge	\$100,000	2023

### Funding Scenario Notes:

- Separate PSE Funding by TIRZ Budget &
- Potential Hays POSAC Funding
- TIRZ Expenditures to Date Not Included

# Old Fitzhugh Road / Project Timeline:

Old Fitzhugh Road  
Master Project Schedule / Update  
TIRZ - PM / 210621- KES





Questions &  
Next Steps...

Thank You !!!



**STAFF REPORT**  
**City of Dripping Springs**  
**PO Box 384**  
**511 Mercer Street**  
**Dripping Springs, TX 78602**

**Submitted By:** Laura Mueller, City Attorney

**Council Meeting Date:** August 9, 2021

**Agenda Item Wording:** **Discuss and consider approval of updated bylaws based on recent legislation related to the application of the Texas Open Meetings Act and legislative update.**

**Agenda Item Requestor:** Laura Mueller, City Attorney

**Summary/Background:** This past regular legislative session the Texas Legislature passed a bill making Tax Increment Reinvestment Zone Boards fully subject to the Open Meetings Act. (Tex. S.B. 244- Effective 09/01/2021). The Board in Dripping Springs have operated primarily subject to the Open Meetings Act, but the original bylaws allowed for some phone and virtual meetings that would not have been authorized under the Open Meetings Act. In response to this, I have edited the Bylaws to reflect this change. Practical changes include: 1. Phone meetings of at least a quorum of the Board are only authorized for emergency purposes. 2. All Board members must have Texas Open Meetings Act training (if they have not already done so). 3. Meeting Agendas and Minutes will have to be prepared for all meetings.

Other bills to be aware of:

- **HB 988 – Property Tax Appraisal:** Creates a Class A misdemeanor for an employee, officer, or member of the governing body of the City to indirectly or directly communicate with an employee of the appraisal district in which the City participates related to the value at which property in the district is appraised. Effective 01/01/2022
- **HB 1869 – Debt Financing:** Modifies the definition of “debt” for purposes of the debt service property tax rate calculation to only include debt that... is issued for “designated infrastructure” which includes: streets, roads, highways, bridges, sidewalks, **parks**, landfills, parking structures, or airports and telecommunications, wireless communications, IT systems, applications, and hardware/software as part of any utility system, water supply project, water plant or wastewater plant. Does not include city buildings. Effective 09/01/2021.



**Commission Recommendations:** N/A

**Recommended Council Actions:** Approve amendments to Bylaws.

**Attachments:** TIRZ 1 Bylaws; TIRZ 2 Bylaws.

**Next Steps/Schedule:** After adoption, City Attorney and City Secretary will ensure compliance with the Open Meetings Act.



**City of Dripping Springs  
Dripping Springs Tax Increment Reinvestment Zone No. 1  
Town Center TIRZ  
BYLAWS**

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**ARTICLE I**

**POWERS AND PURPOSE**

**Section 1. Financing Development or Redevelopment in the Zone.** In order to implement the purposes for which Tax Increment Reinvestment Zone No. 1, Town Center TIRZ, City of Dripping Springs, Texas (the “Zone”) was formed, as set forth in **Ordinance No. 1110.15** approved on November 29, 2016, creating the Zone, the City of Dripping Springs, Texas (the “City”) may issue obligations to finance all or part of the cost of implementing the “project plan” for the Zone as defined in the Tax Increment Financing Act of the Tax Code, Chapter 311, Vernon's Texas Codes Annotated (the “Act”).

**Section 2. Books and Records: Approval of Programs and Financial Statements.** The Board of Directors 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 of Directors. All books and records of the Zone may be inspected by any director or his agent or attorney for any proper purpose at any reasonable time; and at all times the City Council and the City Auditor will have access to the books and records of the Zone. The City Council must approve all programs and expenditures for the Zone and annually review any financial statements of the Zone.

**ARTICLE II**

**BOARD OF DIRECTORS**

**Section 1. Powers, Number, and Term of Office.** The property and affairs of the Zone shall be managed and controlled by the City Council based on the recommendations of the Board of Directors of the Zone (“Board of Directors” or “Board”), subject to the restrictions imposed by law, the ordinances creating the Zone, and these Bylaws. It is the intention of the City Council that the Board of Directors shall function only in an advisory capacity with respect to the Zone and shall exercise only those powers which are either granted to the Board pursuant to the Act or delegated to the Board by the City Council.

The Board of Directors shall consist of seven (7) directors appointed by the City Council of the City, however should the County participate in the TIRZ, the City Council shall appoint five (5) directors

and two (2) directors shall be appointed by the County Commissioners Court of Hays County. Provided however, that if a taxing unit (other than the City) waives its right to appoint a member to the Board, as evidenced by written resolution duly adopted by the governing body of such taxing unit, the City may appoint such Board member in its stead.

The first Board of Directors shall serve for an initial term ending December 31, 2018 or until his or her successor is appointed. Subsequent directors shall be appointed by the governing bodies of the City and County, and shall serve for two (2) year terms beginning January 1, 2019 or until their successors are appointed by the respective governing bodies. Starting January 1, 2021, the members will serve staggered terms with 4 members serving a two-year term from January 1, 2021 to December 31, 2022 and the remaining members serving a one-year term from January 1, 2021 to December 31, 2021. After that time, all members will serve staggered two-year terms.

Any director may be removed from office by the City Council for cause deemed by the City Council as sufficient for their removal in the interest of the public.

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

**Section 2. Meetings of Directors.** The directors shall hold their meetings once a month pursuant to the city code of ordinances at City Hall. Additional special meetings may be called as deemed necessary by the Board of Directors or the City Council. Monthly meetings may be cancelled if the board has no business to discuss.

**Section 3. Regular and Special Meetings.** Regular Meetings shall be held on the second Monday of every month at 4 p.m. Special Meetings of the Board of Directors shall be held at such times and places as shall be designated, from time to time, by the Board of Directors. All meetings of the Board shall be subject to the Open Meetings Act. ~~monthly, regular meetings of the Board shall be of a public nature unless pertaining to matters of land purchase, security, personnel, matters where such meetings would be allowed by the Open Meetings Act, or strictly legal matters. Special meetings may be held in person at City Hall or by teleconference or e-mail, unless such teleconference or videoconference falls under an exception to the Open Meetings Act allowing action at a teleconference or videoconference. Special meetings held by teleconference or e-mail shall be for discussion purposes only.~~ Notice of all ~~regular and special~~ meetings of the Board ~~held at City Hall~~ shall be posted in accordance with the provisions of Chapter 551, Texas Government Code. There shall be at least one Regular Meeting held each year. Minutes of all open and closed meetings shall be kept in accordance with the Texas Open Meetings Act.

**Section 4. Emergency Meetings.** Emergency Meetings of the Board of Directors shall be held whenever called by the chair or the majority of the directors then in office or upon advice or request by the City Council subject to the requirements of the Texas Open Meetings Act. The secretary shall give notice to each director of each Emergency Meeting. Emergency meetings may be held at City Hall, or as otherwise allowed by the Texas Open Meetings Act. ~~may be held by teleconference, videoconference, or e-mail. Minutes of emergency meetings where decisions are made will be kept.~~

**Section 5. Quorum.** A majority four (4) of the seven (7) directors holding current appointments shall constitute a quorum for the consideration of matters pertaining to the purposes of the Zone. The act of a majority of the directors present at a meeting at which a quorum is in attendance shall constitute the act of the Board of Directors, unless the act of a greater number is required by law.

**Section 6. Conduct of Business.** At the meetings of the Board of Directors, matters pertaining to the purposes of the Zone shall be considered in such order as from time to time the Board of Directors may determine. At all meetings of the Board of Directors, the chair shall preside and in the absence of the chair, the vice chair shall exercise the power of the chair.

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

Within five (5) days of approval of minutes for each Regular Meeting, Special, and Emergency meeting, a copy of the approved minutes shall be submitted to the City Secretary of the City.

**Section 7. Compensation of Directors.** Directors as such shall not receive any salary or compensation for their services, except that they shall be reimbursed for their actual reasonable expenses incurred in the performance of their duties hereunder.

**Section 8. Attendance.** Board members shall make every effort to attend all Regular, Special and Emergency meetings of the Board and/or Committees. The City Council may replace a City appointee of the Board or request replacement of an appointee from other taxing jurisdictions for non-attendance at three consecutive meetings.

## ARTICLE III OFFICERS

**Section 1. Titles and Term of Office.** The officers of the Zone shall consist of a chair, a vice chair, and such other officers as the Board of Directors may from time to time elect or appoint; provided however that the City Council shall, on an annual basis, appoint the chair whose term shall end on December 31 of each year. Terms of office for officers, other than the chair, shall not exceed two (2) years.

A vacancy in the office of any officer, other than the chair, shall be filled by a vote of a majority of the directors.

**Section 2. Powers and Duties of the Chair.** The chair shall be the chief executive officer of the Board of Directors and, subject to the approval of the City Council, they shall be in general charge of the properties and affairs of the Zone and shall preside at all meetings of the Board of Directors.

**Section 3. Vice Chair.** The vice chair shall be a member of the Board of Directors, shall have such powers and duties as may be assigned to him by the Board of Directors and 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 absence or inability to act of the chair at the time such action was taken.

**Section 4. Secretary.** The City Secretary or their designee shall keep the minutes of all meetings of the Board of Directors in books provided for the purpose, they shall have charge of such books, records, documents and instruments as the Board of Directors may direct, all of which shall at all

reasonable times be open to inspection, and they shall in general perform all duties incident to the office of secretary subject to the control of the City Council and the Board of Directors.

**Section 5. Compensation.** Officers as such shall not receive any salary or compensation for their services, except that they shall be reimbursed for their actual reasonable expenses incurred in the performance of their duties hereunder.

**Section 6. Staff.** Staff functions for the Board of Directors may be performed by the City Administrator or their designees.

## ARTICLE IV PROVISIONS REGARDING BYLAWS

**Section 1. Effective Date.** These Bylaws shall become effective only upon the adoption of these Bylaws by the Board of Directors. The Board of Directors shall submit its Bylaws to the City Council who may approve or disapprove of the Bylaws.

**Section 2. Amendments to Bylaws.** These Bylaws may be amended by majority vote of the Board of Directors, provided that the Board of Directors 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 finds and determines that 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 of Directors shall proceed to amend the Bylaws.

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

**Section 3. Interpretation of Bylaws.** These Bylaws and all 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 not be affected thereby.

## ARTICLE V GENERAL PROVISIONS

**Section 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 hereto 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. A waiver of notice in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

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

**Section 3. Approval or Delegation of Power by the City Council.** 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 (if permissible), duly adopted by the City Council.

Approved by the TIRZ Board of Directors on the \_\_\_th day of \_\_\_\_\_, 2021.

Approved by the Dripping Springs City Council on the \_\_\_\_\_th day of \_\_\_\_\_, 2021



**City of Dripping Springs**  
**Dripping Springs Tax Increment Reinvestment Zone No. 2**  
**Southwest TIRZ**  
**BYLAWS**

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**ARTICLE I**

**POWERS AND PURPOSE**

**Section 1. Financing Development or Redevelopment in the Zone.** In order to implement the purposes for which Tax Increment Reinvestment Zone No. 2, Southwest TIRZ, City of Dripping Springs, Texas (the “Zone”) was formed, as set forth in **Ordinance No. 1110.16** approved on November 29, 2016, creating the Zone, the City of Dripping Springs, Texas (the “City”) may issue obligations to finance all or part of the cost of implementing the “project plan” for the Zone as defined in the Tax Increment Financing Act of the Tax Code, Chapter 311, Vernon's Texas Codes Annotated (the “Act”).

**Section 2. Books and Records: Approval of Programs and Financial Statements.** The Board of Directors 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 of Directors. All books and records of the Zone may be inspected by any director or his agent or attorney for any proper purpose at any reasonable time; and at all times the City Council and the City Auditor will have access to the books and records of the Zone. The City Council must approve all programs and expenditures for the Zone and annually review any financial statements of the Zone.

**ARTICLE II**

**BOARD OF DIRECTORS**

**Section 1. Powers, Number, and Term of Office.** The property and affairs of the Zone shall be managed and controlled by the City Council based on the recommendations of the Board of Directors of the Zone (“Board of Directors” or “Board”), subject to the restrictions imposed by law, the ordinances creating the Zone, and these Bylaws. It is the intention of the City Council that the Board of Directors shall function only in an advisory capacity with respect to the Zone and shall exercise only those powers which are either granted to the Board pursuant to the Act or delegated to the Board by the City Council.

The Board of Directors shall consist of seven (7) directors appointed by the City Council of the City, however should the County participate in the TIRZ, the City Council shall appoint five (5) directors

and two (2) directors shall be appointed by the County Commissioners Court of Hays County. Provided however, that if a taxing unit (other than the City) waives its right to appoint a member to the Board, as evidenced by written resolution duly adopted by the governing body of such taxing unit, the City may appoint such Board member in its stead.

The first Board of Directors shall serve for an initial term ending December 31, 2018 or until his or her successor is appointed. Subsequent directors shall be appointed by the governing bodies of the City and County, and shall serve for two (2) year terms beginning January 1, 2019 or until their successors are appointed by the respective governing bodies. Starting January 1, 2021, the members will serve staggered terms with 4 members serving a two-year term from January 1, 2021 to December 31, 2022 and the remaining members serving a one-year term from January 1, 2021 to December 31, 2021. After that time, all members will serve staggered two-year terms.

Any director may be removed from office by the City Council for cause deemed by the City Council as sufficient for their removal in the interest of the public.

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

**Section 2. Meetings of Directors.** The directors shall hold their meetings once a month pursuant to the city code of ordinances at City Hall. Additional special meetings may be called as deemed necessary by the Board of Directors or the City Council. Monthly meetings may be cancelled if the board has no business to discuss.

**Section 3. Regular and Special Meetings.** Regular Meetings shall be held on the second Monday of every month at 4 p.m. Special Meetings of the Board of Directors shall be held at such times and places as shall be designated, from time to time, by the Board of Directors. All meetings of the Board shall be subject to the Open Meetings Act. ~~monthly, regular meetings of the Board shall be of a public nature unless pertaining to matters of land purchase, security, personnel, matters where such meetings would be allowed by the Open Meetings Act, or strictly legal matters. Special meetings may be held in person at City Hall or by teleconference or e-mail, unless such teleconference or videoconference falls under an exception to the Open Meetings Act allowing action at a teleconference or videoconference. Special meetings held by teleconference or e-mail shall be for discussion purposes only.~~ Notice of all ~~regular and special~~ meetings of the Board ~~held at City Hall~~ shall be posted in accordance with the provisions of Chapter 551, Texas Government Code. There shall be at least one Regular Meeting held each year. Minutes of all open and closed meetings shall be kept in accordance with the Texas Open Meetings Act.

**Section 4. Emergency Meetings.** Emergency Meetings of the Board of Directors shall be held whenever called by the chair or the majority of the directors then in office or upon advice or request by the City Council subject to the requirements of the Texas Open Meetings Act. The secretary shall give notice to each director of each Emergency Meeting. Emergency meetings may be held at City Hall, or as otherwise allowed by the Texas Open Meetings Act. ~~may be held by teleconference, videoconference, or e-mail. Minutes of emergency meetings where decisions are made will be kept.~~

**Section 5. Quorum.** A majority four (4) of the seven (7) directors holding current appointments shall constitute a quorum for the consideration of matters pertaining to the purposes of the Zone. The act of a majority of the directors present at a meeting at which a quorum is in attendance shall constitute the act of the Board of Directors, unless the act of a greater number is required by law.

**Section 6. Conduct of Business.** At the meetings of the Board of Directors, matters pertaining to the purposes of the Zone shall be considered in such order as from time to time the Board of Directors may determine. At all meetings of the Board of Directors, the chair shall preside and in the absence of the chair, the vice chair shall exercise the power of the chair.

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

Within five (5) days of approval of minutes for each Regular Meeting, Special, and Emergency meeting, a copy of the approved minutes shall be submitted to the City Secretary of the City.

**Section 7. Compensation of Directors.** Directors as such shall not receive any salary or compensation for their services, except that they shall be reimbursed for their actual reasonable expenses incurred in the performance of their duties hereunder.

**Section 8. Attendance.** Board members shall make every effort to attend all Regular, Special and Emergency meetings of the Board and/or Committees. The City Council may replace a City appointee of the Board or request replacement of an appointee from other taxing jurisdictions for non-attendance at three consecutive meetings.

## ARTICLE III OFFICERS

**Section 1. Titles and Term of Office.** The officers of the Zone shall consist of a chair, a vice chair, and such other officers as the Board of Directors may from time to time elect or appoint; provided however that the City Council shall, on an annual basis, appoint the chair whose term shall end on December 31 of each year. Terms of office for officers, other than the chair, shall not exceed two (2) years.

A vacancy in the office of any officer, other than the chair, shall be filled by a vote of a majority of the directors.

**Section 2. Powers and Duties of the Chair.** The chair shall be the chief executive officer of the Board of Directors and, subject to the approval of the City Council, they shall be in general charge of the properties and affairs of the Zone and shall preside at all meetings of the Board of Directors.

**Section 3. Vice Chair.** The vice chair shall be a member of the Board of Directors, shall have such powers and duties as may be assigned to him by the Board of Directors and 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 absence or inability to act of the chair at the time such action was taken.

**Section 4. Secretary.** The City Secretary or their designee shall keep the minutes of all meetings of the Board of Directors in books provided for the purpose, they shall have charge of such books, records, documents and instruments as the Board of Directors may direct, all of which shall at all

reasonable times be open to inspection, and they shall in general perform all duties incident to the office of secretary subject to the control of the City Council and the Board of Directors.

**Section 5. Compensation.** Officers as such shall not receive any salary or compensation for their services, except that they shall be reimbursed for their actual reasonable expenses incurred in the performance of their duties hereunder.

**Section 6. Staff.** Staff functions for the Board of Directors may be performed by the City Administrator or their designees.

**ARTICLE IV  
PROVISIONS REGARDING BYLAWS**

**Section 1. Effective Date.** These Bylaws shall become effective only upon the adoption of these Bylaws by the Board of Directors. The Board of Directors shall submit its Bylaws to the City Council who may approve or disapprove of the Bylaws.

**Section 2. Amendments to Bylaws.** These Bylaws may be amended by majority vote of the Board of Directors, provided that the Board of Directors 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 finds and determines that 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 of Directors shall proceed to amend the Bylaws.

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

**Section 3. Interpretation of Bylaws.** These Bylaws and all 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 not be affected thereby.

**ARTICLE V  
GENERAL PROVISIONS**

**Section 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 hereto 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. A waiver of notice in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

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

**Section 3. Approval or Delegation of Power by the City Council.** 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 (if permissible), duly adopted by the City Council.

Approved by the TIRZ Board of Directors on the \_\_\_th day of \_\_\_\_\_, 2021.

Approved by the Dripping Springs City Council on the \_\_\_\_\_th day of \_\_\_\_\_, 2021