



NOTICE OF MEETING OF COPPERAS COVE ECONOMIC DEVELOPMENT CORPORATION

Notice is hereby given that a Regular Meeting of the Copperas Cove Economic Development Corporation will be held on September 28, 2022, at 12.00 p.m. in the Technology Center at 508 S. 2nd Street, Copperas Cove, Texas 76522 at which time the following agenda will be discussed.

A. CALL TO ORDER

B. INVOCATION AND PLEDGE OF ALLEGIANCE

C. ROLL CALL

D. ANNOUNCEMENTS

Oath of Office - Position One (1). **Ted Gonzalez**

Oath of Office - Position One (3). **Rick Kirkpatrick**

Oath of Office - Position One (4). **Bradi Diaz**

CITIZENS FORUM

At this time, citizens will be allowed to speak on any matter other than personnel matters, matters under litigation, or matters on the regular agenda, for a length of time not to exceed five minutes per person. Thirty minutes total has been allotted for this section.

E. CONSENT AGENDA

All matters listed under this item are considered to be routine by the EDC Board of Directors and will be enacted by one motion. There will not be a separate discussion of these items. If discussion is desired, that item will be removed from the consent agenda and considered separately.

1. Consideration and action on approval of minutes for the Regular Meeting held on August 24, 2022. **Brittany Sanders, Economic Development Specialist, Copperas Cove EDC.**

F. PUBLIC HEARINGS

G. ACTION ITEMS

1. Consideration and action on approving the Profit and Loss report for the month of August 2022. **Fred Welch, Executive Director, Copperas Cove EDC.**

2. Discussion and direction on revisions to the Copperas Cove Economic Development Corporation Bylaws. **Fred Welch, Executive Director, CCEDC.**

H. REPORTS FROM STAFF, OUTSIDE ENTITIES, ADVISORY COMMITTEES, AND BOARDS

1. Update on EDC Activities. **Diane Drussell, Assistant Director, Copperas Cove EDC.**
2. Executive Directors Report. **Fred Welch, Executive Director, Copperas Cove EDC.**

I. ITEMS FOR FUTURE AGENDAS

J. EXECUTIVE SESSION

K. RECONVENE INTO AN OPEN SESSION FOR POSSIBLE ACTION RESULTING FROM ANY ITEM POSTED AND LEGALLY DISCUSSED IN THE EXECUTIVE SESSION.

L. ADJOURN

The Board of Directors reserves the right to adjourn into Executive Session at any time regarding any issue on this agenda for which it is legally permissible.

I, the undersigned authority, do hereby certify that the above Notice of Meeting of the Governing Body of the Copperas Cove Economic Development Corporation was posted at **5:00 p.m. September 23, 2022**, inside the Display Case of the Copperas Cove Economic Development Corporation, 113 W. Avenue D, Copperas Cove, Texas, a place convenient and readily accessible to the public always.

Brittany Sanders, ED Specialist
Copperas Cove EDC

Economic Development Corporation

F.1.

Meeting Date: September 28, 2022

Contact: Brittany Sanders, Economic Development Specialist, Copperas Cove EDC

Subject:

Consideration and action on approval of minutes for the Regular Meeting held on August 24, 2022.

Brittany Sanders, Economic Development Specialist, Copperas Cove EDC

Attachments:

August 24, 2022, Regular Meeting Minutes



COPPERAS COVE ECONOMIC DEVELOPMENT CORPORATION
Meeting Minutes for August 24, 2022

A. CALL TO ORDER

Chairman JC Stubbs called the Regular meeting of the Copperas Cove Economic Development Corporation to order at 12:01 p.m.

B. INVOCATION AND PLEDGE OF ALLEGIANCE

Director Elizabeth Ruszkiewicz led the Invocation and the Pledge of Allegiance.

C. ROLL CALL

Roll call led by Brittany Sanders, Economic Development Specialist

<i>Present:</i>	<i>JC Stubbs, Chairman</i>	<i>Fred Welch, Executive Director</i>
	<i>Jay Jackson, Secretary</i>	<i>Brittany Sanders, ED Specialist</i>
	<i>Elizabeth Ruszkiewicz, Director</i>	<i>Barbara Boulware-Wells, Legal Counsel</i>
	<i>Rick Kirkpatrick, Director</i>	

Absent: Diane Drussell, Assistant Director
Fred Chavez, Council Liaison

D. ANNOUNCEMENTS

Information for upcoming events:

Altrusa Golf Classic- October 15, 2022

E. CITIZENS FORUM

At this time, citizens will be allowed to speak on any matter other than personnel matters, matters under litigation, or matters on the regular agenda, for a length of time not to exceed five minutes per person. Thirty minutes total has been allotted for this section.

F. CONSENT AGENDA - All matters listed under this item are considered to be routine by the EDC Board of Directors and will be enacted by one motion. There will not be a separate discussion of these Item. If discussion is desired, that item will be removed from the consent agenda and considered separately.

1. Consideration and action on approval of minutes for the Regular Meeting held on July 13,2022.
Brittany Sanders, Economic Development Specialist, Copperas Cove EDC.

Secretary Jay Jackson made a motion to approve Agenda Item F1. Director Elizabeth Ruskiewicz seconded the motion and with a unanimous vote, the motion carried.

G. PUBLIC HEARINGS

None

H. ACTION ITEM

1. Consideration and action on approving the Profit and Loss report for the month of May 2022.
Fred Welch, Executive Director, Copperas Cove EDC.

Director Rick Kirkpatrick made a motion to approve Agenda Item H1. Secretary Jay Jackson seconded the motion and with a unanimous vote, the motion carried

2. Consideration and action on approving the Profit and Loss report for the month of June 2022.
Fred Welch, Executive Director, Copperas Cove EDC.

Director Elizabeth Ruskiewicz made a motion to approve Agenda Item H2. Secretary Jay Jackson seconded the motion and with a unanimous vote, the motion carried

3. Consideration and action on approving the Profit and Loss report for the month of July 2022.
Fred Welch, Executive Director, Copperas Cove EDC.

Director Rick Kirkpatrick made a motion to approve Agenda Item H3. Director Elizabeth Ruskiewicz seconded the motion and with a unanimous vote, the motion carried

4. Consideration and action on approving Resolution # EDC 2022-05 and accepting the Quarterly Investment Report as presented for the quarter ending June 2022, per the Investment Policy.
Fred Welch, Executive Director, Copperas Cove EDC.

Secretary Jay Jackson made a motion to approve Agenda Item H4. Director Rick Kirkpatrick seconded the motion and with a unanimous vote, the motion carried.

5. Consideration and action on approving the proposal from Clark Associates for preliminary development and planning services for Phase II of the Narrows Business and Technology Park (45 acres). **Fred Welch, Executive Director, Copperas Cove EDC.**

Director Rick Kirkpatrick made a motion to approve Agenda Item H5. Director Elizabeth Ruskiewicz seconded the motion and with a unanimous vote, the motion carried

I. EDC REPORTS FROM STAFF, OUTSIDE ENTITIES, ADVISORY COMMITTEES AND BOARDS

1. Update on EDC Activities. **Diane Drussell, Assistant Director, Copperas Cove EDC.**

- *Assistant Director Diane Drussell was not present.*

2. Executive Director Report. **Fred Welch, Executive Director, Copperas Cove EDC.**

- *Executive Director Fred Welch gave an update on the following topics listed below:*
 - *15 Meetings across the region with allies, clients, and stakeholders*
 - *One formal presentation to Innovation Black Chamber of Commerce*
 - *One formal webinar as a presenter for AEDO Committee*
 - *Begin planning with staff for State of the City in January*

Mike Barnes, President of Mike Barnes Group, presented the Community Assessment report to assist the CCEDC in the development of a marketing strategy for business retention and attraction.

J. ITEM FOR FUTURE AGENDAS

K. EXECUTIVE SESSION

L. RECONVENE INTO OPEN SESSION FOR POSSIBLE ACTION RESULTING FROM ANY ITEM POSTED AND LEGALLY DISCUSSED IN THE EXECUTIVE SESSION

M. ADJOURN

Chairman JC Stubbs adjourned the meeting at 1:29 p.m.

ATTEST:

Brittany Sanders, ED Specialist

Jay Jackson, Secretary

Economic Development Corporation

H.1.

Meeting Date: September 28, 2022

Contact: Fred Welch, Executive Director, Copperas Cove EDC

Subject:

Consideration and action on approving the Profit and Loss report for the month of August 2022. **Fred Welch, Executive Director, Copperas Cove EDC**

Description/Information:

The Profit and Loss report for August 2022 has been prepared by Donkbuilt Service Exchange "Donkbuilt" as per the agreement between the CCEDC and Donkbuilt. The report is attached for review by the Board.

Financial Impact:

See attached

Action/Recommendation:

EDC staff recommends the Board approve the Profit and Loss report for August 2022 as presented by Fred Welch.

Attachments:

August 2022 Financials:

Profit and Loss
Bancorp South Reconciliation
TexPool Reconciliation

Economic Development Corporation

H.2.

Meeting Date: September 28, 2022

Contact: Fed Welch, Executive Director, CCEDC.

Subject:

Discussion and direction on revisions to the Copperas Cove Economic Development Corporation Bylaws. **Fred Welch, Executive Director, CCEDC**

Description/Information:

The Copperas Cove Economic Development Corporation (CCEDC) is required to have the Board of Directors review and amend the CCEDC Bylaws at a minimum of every two years according to the Texas Local Government Code Section 501.064(a).

Once any changes are made and approved by the Board, they will then need to be taken to City Council for approval.

Financial Impact:

None

Action/Recommendation:

CCEDC staff recommends the Board of Directors review and give possible direction on the CCEDC Bylaws.

Attachments:

CCEDC Bylaws



CORPORATE BYLAWS

ARTICLE I

Section 1. AUTHORITY. In order to implement the purposes for which the Copperas Cove Economic Development Corporation (the, "Corporation") was formed as set forth in the Articles of Incorporation, the Corporation shall receive, secure, and reimburse tax proceeds from the half cent sales tax for economic development and may issue obligations to finance all or part of the cost of one or more "projects" or other uses authorized by Chapters 501, 502 and 504 of the Texas Local Government Code (the "Act"), as amended (the "Code").

Section 2. POWERS. The property and business of the Corporation shall be managed by the Board of Directors, which may exercise all powers of the Corporation.

Section 3. INTERFERENCE WITH ADMINISTRATION. Should the Corporation Copperas Cove EDG fall under the City of Copperas Cove for administrative and oversight purposes, neither the Copperas Cove Economic Development Corporation Board of Directors nor its individual members, including the Chairman, shall give any order or direction, public or private, to any officer or employee who is subject to the direction and supervision of the City Manager where the spirit and intent is to interfere with the management and administration of the City.

ARTICLE II DIRECTORS AND OFFICERS

Section 1. ORGANIZATION. The property and affairs of the Corporation shall be managed and controlled by the Board of Directors, subject to the restrictions imposed by law, the articles of incorporation and bylaws, and shall be composed in its entirety of persons appointed by the City of Copperas Cove City Council (the "Unit"). The Directors and Officers shall be appointed and serve in accordance with Texas Local Government Code Chapter 504, Subchapter B.

The number Directors shall be five (5) members appointed by the Unit for two (2) staggered three-year terms. Terms of three (3) of the Directors shall begin on October 1 of even numbered years and expire on September 30 of the odd year three years later. The terms of two (2) of the Directors shall begin on October 1 of odd numbered years and expire on September 30 of the even numbered year three years later.

Of the five directors, four shall be appointed to serve as Officers as described in Section 4. There shall also be Ex Officio directors as described in Section 44.

Section 2. Qualification for Office. All Directors shall be either (1) a resident of the Copperas Cove territory, (2) a business owner or operator with substantial presence in the Copperas Cove Territory, or (3) a person with a demonstrable vested interest in the the territory of City of Copperas Cove. A demonstrative vested interested may mean, but not limited to, a knowledge as it applies to the territory of Copperas Cove. of real

Formatted: No underline

A. The Chairman - shall preside at all meetings of the Board of Directors and shall be an ex officio member of all standing committees, shall have a general supervision of the management of the business of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect. Once reviewed and approved by the Unit, the Chairman may execute bonds, mortgages, and other contracts requiring a 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 of Directors to some other officer or agent of the Corporation.

B. The Vice-Chairman, in the absence or disability of the Chairman, performs the duties and exercises the powers of the Chairman and shall perform such other duties as the Board of Directors shall prescribe. Additionally, the Vice-Chairman is granted the authority to sign all legal documents for the Corporation requiring the signature of Chairman should the Chairman be unavailable to complete such duties and/or responsibilities.

~~B.C. The Treasurer shall attend all sessions of the Board of Directors and provide a monthly report to the Board of the Corporation's budget and expenses. The expenses. The Treasurer will report and assist staff as needed in preparation and maintenance of the operating budget, reserves and indebtedness of the Corporation. He/she The Treasurer will advise the board on risk assessments including corporate investments, loans and incentives negotiated for business development and other activities as defined for Type "A" Sales Tax cities in statute. The Treasurer shall have such powers and perform such other duties as may be incident to the office and those duties assigned to the Treasurer by the Board of Directors or pursuant to these by-laws. The Treasurer shall, in the absence, unavailability, or disability of the Chairman and Vice-Chairman, perform the duties and exercises the powers of the Chairman, including the authority to sign all legal documents for the Corporation requiring the Chairman.~~

D. The Secretary shall attend all sessions of the Board of Directors and cause to be recorded accurate minutes of the proceedings in compliance with all statutes and ordinances governing the EDC as well as the bylaws and resolutions of the City Council. The Secretary shall give, or cause to be given, notice of all special meetings of the Board of Directors and shall perform other such duties as may be prescribed by the Board of Directors or the Chairman, under whose supervision the position shall be. The Secretary 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 required as to instruments executed in the course of ordinary business and shall attest to the signature of the Chairman and shall affix the seal hereto.

~~C.E. Succession: Should the Chairman and Vice Chairman be incapacitated or unable to perform their duties succession would fall next to the Secretary and then the Treasurer.~~

Section 44. CITY AND UNIT DESIGNEE AND EX OFFICIO DIRECTORS.

A. The Unit liaison or designee may attend all meetings of the Board of Directors, including executive, private or public. These representatives shall not have the power to vote in the meetings they attend.

Their attendance shall be for the purpose of ensuring the flow of information occurs to assist project

Formatted: Font: Times New Roman, 11.5 pt, Character scale: 100%

Formatted: Font: Times New Roman, 11.5 pt, Font color: Custom Color(RGB(29,29,29))

Formatted: Justified, Indent: Left: 0.23", Hanging: 0.5", Right: 0", Line spacing: single, No bullets or numbering, Tab stops: Not at 0.9"

Formatted: Font: Times New Roman, 11.5 pt, Character scale: 100%

Formatted: Font: Times New Roman, 11.5 pt, Font color: Custom Color(RGB(29,29,29))

Formatted: Justified, Indent: Left: 0.23", Hanging: 0.5", Right: 0", Line spacing: single, No bullets or numbering, Tab stops: Not at 0.9"

Commented [DH2]: I made this part of the duties of the treasurer to be consistent with other parts of the by-laws

Formatted: Numbered + Level: 1 + Numbering Style: A, B, C, ... + Start at: 1 + Alignment: Left + Aligned at: 0.5" + Indent at: 0.75"

Formatted: Indent: Left: 0.75", First line: 0"

~~D.E.~~ Absences: Regular attendance at the Board of Directors' meeting is required of all Directors. Should any Director miss three consecutive meetings without being excused by the remaining Directors or attendance reflecting unexcused absences constituting fifty percent (50%) of the regularly scheduled meetings over any twelve-month period, they may be removed from the Board. In the event a Director reaches either of the above limits, the Chairman shall submit to the full Board for their consideration an item concerning such Director's absences. Should the Board recommend that such Director's absences not be excused or that such Director be replaced, the Chairman shall provide such recommendation, in writing, to the City Secretary for consideration by the Unit. If the Unit concurs with such recommendation, the Unit shall undertake to find a successor for such Director.

ARTICLE III

Section 1. **ANNUAL MEETING**

The annual meeting of the Corporation shall be held ~~at the during the Regular October Meeting at the Corporate offices Board Room or publically accessible location in the City of Copperas Cove. Technology Center, located at 508 S. 2nd Street, Copperas Cove, TX 76522, to coincide with the Regular October Meeting of the Board of Directors.~~ All other meetings may be held at the place selected within the corporate limits of the City of Copperas Cove, Texas.

Every Annual, Regular, or Special Meeting of the Board of Directors shall be open to the public, except as otherwise permitted by the Constitution of the State of Texas or by the Open Meetings Act, Texas Government Code Chapter 551.

Section 2. **MEETINGS**

A. Regular Meetings

Regular Meetings shall be held monthly on the fourth Wednesday beginning at 12 pm at the ~~Technology Center located at 508 S. 2nd Street~~ ~~Corporate office located at 207 South 3rd Street Suite 200~~ , Copperas Cove, TX 76522 ~~or other location within the City of Copperas Cove deemed accessible to the general public with ability to record the meeting.~~ All Regular Meetings of the Board shall be recorded. All meetings of the Board shall be held in accordance with the Texas Open Meetings Act. All meeting notices shall be placed on the Official Notice location for the Copperas Cove Economic Development Corporation with a copy to be placed Official Bulletin Board of the Copperas Cove EDC, located at ~~413 W. Avenue~~ ~~207 South 3rd Street Suite 200 D,~~ Copperas Cove, Texas, as well as on the City's community bulletin board, located at City Hall, 914 S. Main Street, Copperas Cove, Texas. All meeting agendas shall adhere to the agenda format utilized by the Unit for its meetings. All meeting minutes of the Board shall be posted on the Corporation's and City's website upon approval by the Board.

Formatted: Superscript

Formatted: Superscript

Meetings of the Board and requests for public information shall comply with the Texas Government Code Chapters 551, and 552.

B. Special Meetings

Special meetings of the Board may be called by the Chairman on three days' notice to each Director, either personally, by regular mail or by electronic mail. Special meetings may also be called by the Secretary in a like manner on the written request of two Directors.

Section 3. QUORUM

At all meetings of the Board of Directors the presence of three Directors shall be necessary and enough to constitute a quorum for the transaction of business. Unless otherwise provided in these Bylaws or in the Articles of Incorporation or as required by law, the act of a simple majority of the Directors present at any meeting for which a quorum is present shall be the act of the Board of Directors. Any Director may bring to the attention of the meeting any apparent conflict of interest or potential conflict of interest of any other Director, in which case the Board of Directors shall determine whether a true conflict of interest exists before any vote shall be taken regarding that particular matter. The Director as to whom a question of interest has been raised shall refrain from voting regarding the determination as to whether a true conflict exists.

ARTICLE IV

COMMITTEES

The Board of Directors may, by resolution or resolutions adopted by a majority of the ~~whole~~ Board of Directors, establish one or more committees, each committee to consist of ~~two or more~~ up to two 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 committee shall keep regular meeting minutes of their proceedings and report the same to the Board of Directors. The Committee shall file the official approved minutes with the Corporation's Office.

ARTICLE V

Section 1. FISCAL YEAR: The fiscal year shall be from October 1 to September 30 each year.

Section 2. BONDS: The Corporation shall not issue any bonds or certificates of obligation pursuant to the Code, unless the City of Copperas Cove City Council (the "Unit") has approved said action by resolution, adopted no less than thirty (30) days prior to the date of the issuance of the bonds or certificates of obligation. The Unit shall have the authority to request the Corporation to expend funds to support eligible projects pursuant to the Code.

Section 3. MONTHLY FINANCIAL REPORTING. The Corporation shall review and upon approval by the Board submit monthly financial reporting in a format approved by the Unit. All books and records of the Corporation shall be maintained ~~by the City's Finance Department,~~ in accordance with Section 501.073 of the Texas Local Government Code. The Unit and the Corporation acknowledge and agree that the management of the Corporation's financial records shall be administered ~~by the Unit pursuant to the terms of the Financial Services Agreement, a competent accountant familiar and experienced with governmental accounting.~~

Section 4. ANNUAL AUDIT. All expenditures of the Corporation shall be completed in accordance with Texas Local Government Code chapter 501, Subchapter A, Section 501.073 and Chapter 504. The Corporation shall have its records and accounts audited annually and shall have an annual financial statement prepared based on the audit. The audit shall be completed by an independent auditor selected by the ~~Unit~~ corporation.

[to qualified businesses](#) or other items allowed by Texas Law. Disbursement from the Capital Project Fund shall be by budget appropriation. Upon approval by the Unit funds may also be

Section 1. **OFFICES:** The principal office of the Copperas Cove Economic Development Corporation (the "Corporation") shall be at 143 W. Ave D207 S 3rd Street, Suite 200, Copperas Cove, Texas 76522. The offices may move to another location in the City provided the Unit is notified and the location is open to the public. These by-laws will remain the same with the exception of the new office location which will be amended.

Formatted: Superscript

ARTICLE VIII

Section 1. **AMENDMENTS:** These Bylaws are not in force until approved by the Unit. These Bylaws may not be altered, changed, or amended in any manner without review and approval by the Unit. Amendments must be completed in accordance with the Texas Local Government Code Section 501.064(c)(2) and shall be reviewed by the Committee a minimum of every two (2) years.

Amended y CCEDC Board 2/19/2016 Approved by City Council
3/1/2016 Adopted by CCEDC Board 3/24/2016 Amended by CCEDC
Board 10/18/2016 Approved by City Council 11/1/16 Amended by
CCEDC Board 2/23/17 Approved by City Council 3/7 /17 Amended by
CCEDC Board 1/24/18
Amended by the CCEDC Board 10/4/2018
Amended/Approved by the CCEDC **Board** 09/25/2019
Amended/Approved by the CCEDC Board 10-23-2019
Approved by City Council 11/5/2019