



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 October 25, 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

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 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 September 28, 2022. **Brittany Sanders, Economic Development Specialist, Copperas Cove EDC.**

G. PUBLIC HEARINGS

H. ACTION ITEMS

1. Consideration and action on approving the revisions made to the Copperas Cove Economic Development Corporation Bylaws. **Fred Welch, Executive Director, Copperas Cove EDC.**
2. Consideration and action on approving Resolution # EDC 2022-06 to appoint officers for the Copperas Cove EDC Board of Directors, as per Bylaws. **Fred Welch, Executive Director, Copperas Cove EDC**

3. Consideration and action on approving the Profit and Loss report for the month of September 2022. **Fred Welch, Executive Director, Copperas Cove EDC.**
4. Consideration and action on changing the meeting dates for November and December's regular meeting. **Fred Welch, Executive Director, Copperas Cove EDC.**

I. 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.**

J. ITEMS FOR FUTURE AGENDAS

K. EXECUTIVE SESSION

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

M. 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. October 21, 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: October 25, 2022

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

Subject:

Consideration and action on approval of minutes for the Regular Meeting held on September 28, 2022.

Brittany Sanders, Economic Development Specialist, Copperas Cove EDC

Attachments:

September 28, 2022, Regular Meeting Minutes



COPPERAS COVE ECONOMIC DEVELOPMENT CORPORATION
Meeting Minutes for September 28, 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

Chairman JC Stubbs led the Invocation and the Pledge of Allegiance.

C. ROLL CALL

Roll call led by Brittany Sanders, Economic Development Specialist

<i>Present: JC Stubbs, Chairman</i>	<i>Sheena Tanner, Marketing Specialist</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>Fred Welch, Executive Director</i>	<i>Fred Chavez, Council Liaison</i>
<i>Diane Drussell, Assistant Director</i>	

Absent: Rick Kirkpatrick, Director

D. ANNOUNCEMENTS

Ted Gonzalez (Position 1) and Bradi Diaz (Position 4) were sworn in by Mayor Dan Yancy.

Information for upcoming events: Military Affairs Dinner- October 6, 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 August 24, 2022. **Brittany Sanders, Economic Development Specialist, Copperas Cove EDC.**

Secretary Jay Jackson made a motion to approve Agenda Item F1. Director Elizabeth Ruszkiewicz 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 August 2022. **Fred Welch, Executive Director, Copperas Cove EDC.**

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

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

Executive Director Fred Welch discussed the revisions made to CCEDC Bylaws.

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 gave an update on the following topics listed below:*

- *Upcoming Workshops*
- *Small Business Saturday*
- *CDL Truck Driving School 6-year anniversary*
- *BEDC Conference*

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

- *Executive Director Fred Welch gave an update on the following topics listed below:*

- *Eight Key meetings with stakeholders, council, and Fort Hood*
- *Grand Central Texas and IMTC coordination for a marketing event*

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 12:34 p.m.

ATTEST:

Brittany Sanders, ED Specialist

JC Stubbs, Chairman

Economic Development Corporation

H.1.

Meeting Date: October 25, 2022

Contact: Fed Welch, Executive Director, CCEDC.

Subject:

Consideration and action on approving the revisions made to the Copperas Cove Economic Development Corporation Bylaws. **Fred Welch, Executive Director, Copperas Cove EDC.**

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).

On September 28, 2022, the CCEDC Bylaws were reviewed by the Board of Directors. Once the Board has approved the revised Bylaws, they will then need to be taken to City Council for approval.

Financial Impact:

None

Action/Recommendation:

EDC staff recommends the Board of Directors approve 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 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 estate, construction planning, work force development, a representative of a local community college, university, higher education, or K-12 education, a member of a local area chamber of commerce, or transportation planning organization.

Section 3. BASIC ECONOMIC DEVELOPMENT COURSE (BEDC). The Executive Director of the EDC shall provide each new board member an overview of the Corporation's economic development policies and procedures in the first 90 days of appointment. Members of the Board of Directors may attend the Basic Economic Development Course (BEDC) within twelve months of the initial appointment date to the Board of Directors. In addition, within 90 days of taking the oath of office, the Director shall complete the courses of training regarding their responsibilities as a Board Member in accordance with Chapter 551 of the Texas Government Code, the Texas Open Meetings Act and Chapter 552 of the Texas Government Code, the Public Information Act. These courses may be completed online. Proof of Certificate of Completion shall be provided to the Executive Director or appointed Staff.

Section 4. OFFICERS: Each October, at the Annual or Regular Meeting of the Board, the Directors shall organize, appointing a Chairman, Vice Chairman, Treasurer and Secretary by resolution.

- 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.
- 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 as prepared for staff by the Corporation's accounting/bookkeeping firm. The Treasurer will report and assist staff as needed in preparation and maintenance of the operating budget, reserves, and indebtedness of the Corporation. The Treasurer will review the annual audit with staff and the Corporation's auditing firm for presentation and approval by the Board. The Treasurer will advise the board on risk assessments provided by the Corporation's Financial Advisors, 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.

E. .

Section 4. 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 movement. The Board, upon recommendation of the Board's legal counsel reserves the right to exclude any person from Executive Session if it is deemed to be in the best interest of the Corporation to do so.

B. Ex Officio Board Members: The Board may contain non-voting ex-officio members who will have all rights to attend open and closed meetings of the Copperas Cove EDC consisting of a representative for the President of Texas S&M Central Campus in Killeen and a representative of the Chancellor for Central Texas College.

Section 6. TERM OF OFFICE

A. Tenure: Directors shall serve a term of three (3) years, be reviewed by the Unit annually, and are eligible for reappointment upon approval of the Unit. To maintain the operations of the Corporation, a Director shall continue to serve in the capacity of Director until such time as their successor is appointed by the governing body and sworn in as a Director of the Corporation.

B. A Director may serve two (2) consecutive terms. A Director that has served for two (2) consecutive terms may be appointed as a Director again only after not holding the office of Director for 12 months from the last date served.

C. Officer Removal: Any Officer may be removed from such office 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 in such office shall be filled by the Board of Directors.

D. Vacancies: Vacancies in the Board shall be filled by the appointment of successor Directors by the Unit.

- 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 during the Regular October Meeting at the Corporate offices Board Room or publically accessible location in the City of Copperas Cove. 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 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 207 South 3rd Street Suite 200 , 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.

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 Board of Directors, establish one or more committees, each committee to consist of 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 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 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 corporation.

Section 5. MONTHLY REPORTS. The Board of Directors shall have prepared for each annual meeting a full and clear statement of the business and condition of the Corporation. The Corporation will be audited

annually. The audit shall be presented to the Unit for review. The Corporation will submit reports to the unit as requested. The audit will be submitted to the Unit for inclusion in its budget.

Section 6. DIVIDENDS. No dividends shall ever be paid by the Corporation and no part of its net earning remaining after payment of its expenses shall be distributed to or inure to the benefit of its directors or officers or any individual, firm, corporation, or association, except that in the event the Board of Directors shall determine that sufficient provision has been made for the full payment of the expenses, bonds and other obligations of the Corporation, then any net earnings, of the Corporation upon dissolution shall be paid to the City of Copperas Cove, Texas.

Section 7. SIGNATORY. All checks for items that are in the current budget and within the line item budget for such item and do not exceed \$ \$2,500 for a specific expenditure may be signed by the Executive Director without additional Board approval. The only expense the Executive Director may sign for . All checks of the Corporation equal to or greater than \$2,501 for a specific expenditure shall be signed by the Corporation's authorized signatories (1) plus the Executive Director () upon Board approval of the expenditure(s). All notes of the Corporation shall be signed by such officers as the Board of Directors may from time to time designate.

Section 8. ANNUAL BUDGET. The Executive Director shall prepare each year a Corporation itemized budget to cover the proposed expenditures of the Corporation for the succeeding year. The proposed budget shall be submitted to the Board the 90th day prior to the Board adoption of the budget. The Board shall submit the proposed itemized budget to the Unit's City Secretary, for record and placement on the Council agenda, before the 60th day the Unit's Governing Body is scheduled to approve the Corporation's budget. The itemized budget shall provide as clear a comparison as practicable between expenditures included in the proposed budget and actual expenditures for the same or similar purposes made for the preceding year. The budget must show as definitely as possible each of the projects for which expenditures are set up in the budget and the estimated amount of money carried in the budget for each project. The budget must contain a complete financial statement of the Corporation that shows (1) the outstanding obligations of the Corporation; (2) the cash on hand to the credit of each fund; (3) the funds received from all sources during the preceding year; (4) the funds available from all sources during the ensuing year; and (5) the estimated revenue available to cover the proposed budget. A public hearing shall be held by the governing body. The governing body shall set the public hearing date after the 15th day after the date the Board files the proposed budget with the City Secretary. The Corporation shall provide notice of the date, time and location of the hearing and the approval date by the Unit's governing body on the Corporation's website.

Section 9. CASH RESERVE/CAPITAL PROJECT FUNDS. The Corporation shall maintain unencumbered cash reserves equivalent to three (6) months expenditures for the Operating Fund. Any long- term debt shall have at least a three (3) month reserve or whatever is required by bond ordinance or instrument (once reviewed and approved by the Unit). Unencumbered cash reserves in excess of the recommended amounts may be moved to Reserves of the Corporation for use in future Capital Projects or extraordinary expenses not budgeted but approved by the Board . These Capital Projects Funds may be used in a manner prescribed by the Board of Directors for a major capital outlay, capital improvement, land acquisition, incentives or assistance 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 transferred from the Capital Project Fund to the Operating Fund Reserve when the level of reserve falls below minimum levels with approval of the Board of Directors.

Section 10. BUDGET TRANSFERS. The Executive Director with the approval of the Chairman shall be authorized to complete line-item transfers within the Budget, without increasing the total budget. These line

item transfers will be completed by budget reallocation, as needed, and will be presented to the Board of Directors for approval. Estimated expenditures shall not exceed estimated resources. If at any time the budget needs to be amended through an increase, a majority vote of the Board of Directors and approval of the Unit will be required. Any budget reallocations between funds equal to or greater than \$50,000.00 will require the approval of the Unit's governing body.

Section 11. **INVESTMENT POLICY**. Temporary and idle funds which are undesignated, may be invested in any legal manner authorized by the Public Funds Investment Act and authorized by the Corporation's approved Investment Policy. The Corporation's Investment Policy must be reviewed and approved annually by the Board of Directors.

Section 12. **EXECUTIVE DIRECTOR AND SALARY**: The Executive Director Position shall be posted, or may be sought through an executive search firm, as may be decided by a vote of the Board of Directors. It is desired that the Executive Director shall be a graduate of the Economic Development Institute or complete such course within two years of employment. The salary and benefits of the Executive Director shall be decided upon and approved by the Board and the Unit. Immediate succession in the event of retirement or resignation of the Executive Director will fall to the Assistant Director of the EDC on a temporary basis until a decision is made as to whether that move is final or the Board desires to seek assistance through an executive search firm.

Section 13. **ASSISTANT EXECUTIVE DIRECTOR AND SALARY**: The Assistant Executive Director position shall be posted, or may be sought through an executive search firm, as may be decided by a vote of the Board of Directors. It is desired that the Assistant Executive Director shall be a graduate of the Economic Development Institute or complete such course within two years of employment. The salary and benefits of the Assistant Executive Director shall be decided upon and approved by the Board and the Unit. In the absence, disability, retirement, or resignation of the Executive Director, the Assistant Executive Director shall perform the duties and exercise the powers of the Executive Director on an interim basis until an Executive Director is appointed as set out in Section 12 hereinabove.

ARTICLE VI

Section 1. **NOTICES**: Whenever under the provisions of the statutes 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 regular mail or electronic mail addressed to such Director at such address 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.

Whenever any notice is required to be given under the provisions of the statutes 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.

ARTICLE VII

Section 1. **OFFICES**: The principal office of the Copperas Cove Economic Development Corporation (the "Corporation") shall be at 207 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.

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.

PASSED, APPROVED AND ADOPTED this _____ day of _____, 2022 at a meeting of the Economic Development Corporation of the City of Copperas Cove, Texas which meeting was held in compliance with the Open Meeting Act, Texas, and Gov't Code 551.001, et. seq, at which meeting a quorum was present and voting.

COPPERAS COVE ECONOMIC DEVELOPMENT

TO _____

JC Stubbs, Chairman

The Knight Law Firm, LLP
Copperas Cove Economic Development Corporation Attorney

APPROVED BY THE UNIT ON THIS _____ DAY OF _____, 2022, at a meeting held in compliance with the Open Meetings Act (Texas Government Code, Article 551.001 et seq), at which meeting a quorum was present and voting.

CITY OF COPPERAS COVE, TEXAS

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 bye the CCEDC Board 10-23-2019
Approved by City Council 11/5/2019

Economic Development Corporation

H.2.

Meeting Date: October 25, 2022

Contact: Fred Welch, Executive Director, Copperas Cove EDC.

Subject:

Consideration and action on approving Resolution # EDC 2022-06 to appoint officers for the Copperas Cove EDC Board of Directors, as per Bylaws. **Fred Welch, Executive Director, Copperas Cove EDC**

Description/Information:

Article II, Section 3 of the Copperas Cove Bylaws states the annual Meeting of the Board of Directors must be held in October.

In accordance with Texas Local Government Code, Chapter 505, Subchapter B, appointments of Officers must occur during the Annual Meeting. Article II, Section 3 states "each October at the Annual or Regular Meetings of the board, the Directors shall organize, appoint a Chairman, Vice Chairman and Secretary by Resolution" in accordance with this requirement. A Treasurer will be appointed subject to the approval of the amended Bylaws by the Board of Directors and City Council.

Financial Impact:

None

Action/Recommendation:

EDC staff recommends the Board approve Resolution # EDC 2022-06 appointing Officers for the FY-2022/2023 term.

Attachments:

Resolution # EDC 2022-06

RESOLUTION NO. EDC 2022-06

A RESOLUTION OF THE COPPERAS COVE ECONOMIC DEVELOPMENT CORPORATION TO Appoint OFFICERS IN ACCORDANCE WITH THE BYLAWS OF THE CORPORATION.

- WHEREAS,** the Copperas Cove Economic Development Corporation Bylaws require Officers of the Corporation be appointed in accordance with Section 504 Subchapter B of the Texas Local Government Code; and
- WHEREAS,** the Bylaws of the Corporation were amended on March 24, 2016, October 18, 2016, and February 23, 2017; and October 4, 2018; and September 26, 2019, and October 23, 2019.
- WHEREAS,** the Corporation Board elected Officers during a meeting held on September 28, 2022; and
- WHEREAS,** per Article II, Section 3 of the Bylaws, each October, at the Annual or Regular Meeting of the Board, the Directors shall organize appointing a Chairman, Vice-Chairman and Secretary by resolution.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE COPPERAS COVE ECONOMIC DEVELOPMENT CORPORATION ELECTED THE FOLLOWING MEMBERS AS OFFICERS TO WIT:

CHAIRMAN

VICE-CHAIRMAN

SECRETARY

Section 1.

The Copperas Cove Economic Development Corporation Board hereby declares that the Officers are duly elected to serve in the capacities indicated until further action may be taken by either the Board or the Unit.

Section 2.

The City of Copperas Cove City Secretary will provide a copy of this resolution to the Secretary of State for the State of Texas.

PRESENTED AND PASSED on this 25th day of October 2022, by a vote of at a regular meeting of the Board of Directors of the Copperas Cove Economic Development Corporation in the City of Copperas Cove, Texas.

JC Stubbs, Chairman, Copperas Cove EDC

Brittany Sanders, ED Specialist
Copperas Cove EDC

APPROVED AS TO FORM:

The Knight Law Firm
Copperas Cove Economic Development Corporation Attorney

Economic Development Corporation

H.3.

Meeting Date: October 25, 2022

Contact: Fred Welch, Executive Director, Copperas Cove EDC

Subject:

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

Description/Information:

The Profit and Loss report for September 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 September 2022 as presented by Fred Welch.

Attachments:

September 2022 Financials:

Profit and Loss
Bancorp South Reconciliation
TexPool Reconciliation

Economic Development Corporation

H.4.

Meeting Date: October 25, 2022

Contact: Fred Welch, Executive Director, Copperas Cove EDC

Subject:

Consideration and action on changing the meeting dates for November and December's regular meetings. **Fred Welch, Executive Director, Copperas Cove EDC.**

Description/Information:

The meetings for the months of November and December typically must be changed due to the holiday season, office closure, and vacation schedules.

November's meeting date is the day before the Thanksgiving holiday and December's meeting is scheduled for the week of Christmas Break.

Financial Impact:

None

Action/Recommendation:

EDC staff recommends the Board reschedule November and December's regular meetings.

Economic Development Corporation

I.1

Meeting Date: October 25, 2022

Contact: Diane Drussell, Assistant Director, Copperas Cove EDC

UPDATE

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

I.2

Meeting Date: October 25, 2022

Contact: Fred Welch, Executive Director, Copperas Cove EDC.

UPDATE

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