

**NOTICE OF REGULAR MEETING OF BOARD OF DIRECTORS OF
BASTROP ECONOMIC DEVELOPMENT CORPORATION (BEDC)
Monday, November 21, 2016 – 6:00 P.M.
Bastrop City Hall, 1311 Chestnut Street, Bastrop, Texas**

1. CALL TO ORDER

The Bastrop EDC Board reserves the right to convene into Executive Session at any time during the meeting regarding any agenda item in compliance with the Texas Open Meetings Act, Chapter 551 Government Code.

2. PUBLIC COMMENT(S)

3. REGULAR BUSINESS & PRESENTATIONS

- 3.1. Consideration, discussion and possible action regarding the adoption of interim EDC Board meeting policies and procedures. **(page 3)**
- 3.2. Approval of meeting minutes of the Regular Board Meeting of September 19, 2016. **(page 9)**
- 3.3. Acceptance of the Bastrop EDC's financial summary reports for periods ending September 30, 2016, and October 31, 2016. **(page 13)**
- 3.4. Consideration, discussion and possible action regarding the Bastrop EDC's legal services, including but not limited to the RFQ for legal services and the recommendation from the review committee to engage Denton, Navarro, Rocha, Bernal, Hyde & Zech. **(page 41)**
- 3.5. Consideration, discussion and possible action on the expenditure of 2013 Bond funds to pay for planning, engineering and improvements in the Bastrop Business and Industrial Park. **(page 94)**
- 3.6. Consideration, discussion and possible action on the adoption of guidelines for the Business Incentive Grant program. **(page 96)**
- 3.7. Consideration, discussion and possible action concerning Bastrop EDC governing documents, including but not limited to Articles of Incorporation, Bylaws, and Policies & Procedures. **(page 101)**

4. UPDATE(S), REPORT(S), ANNOUNCEMENT(S) AND/OR FUTURE AGENDA ITEMS

- 4.1. Bastrop EDC Monthly Report **(page 125)**
- 4.2. Main Street Program Monthly Report **(page 129)**
- 4.3. Bastrop City Manager Update
- 4.4. Requests from Board of Directors for future agenda items

5. EXECUTIVE SESSION

- 5.1. The Bastrop EDC Board of Directors will meet in a closed/executive session pursuant to the Texas Government Code, Chapter 551, to discuss the following:

(1) **Section 551.072** – Deliberation about the purchase, exchange, lease, or value of real property: Projects ‘Lone Star II’, ‘1989’, ‘Majestic’, ‘Heart Break’, and/or ‘Sink Hole’.

(2) **Section 551.087** – Deliberation regarding economic development negotiations: Projects ‘Lone Star II’, ‘1989’, ‘Majestic’, ‘Apothecary II’, ‘Woody’, ‘Kentucky’, ‘Quick Sale’, ‘Midnight Rider’, ‘Valley Stays’, and/or ‘Main Stay’.

5.2. The Bastrop EDC Board of Directors will reconvene into open session to discuss, consider and/or take any action necessary related to the executive sessions noted herein.

6. ADJOURNMENT

CERTIFICATE

I, Angela Ryan, Assistant Director of the Bastrop Economic Development Corporation (Bastrop EDC), certify that this Notice of Meeting was posted on the front window of the Bastrop EDC offices, 301 Hwy 71 W., Suite 214, at the Bastrop City Hall, 1311 Chestnut Street, and on the Bastrop EDC’s website on this the 18th day of November 2016 at 5:00 p.m. Copies of this agenda have been provided to those members of the media requesting such information.

Angela Ryan

Angela Ryan, BEDC Assistant Director

THE BASTROP ECONOMIC DEVELOPMENT CORPORATION IS COMMITTED TO COMPLIANCE WITH THE AMERICANS WITH DISABILITIES ACT. REASONABLE MODIFICATIONS AND EQUAL ACCESS WILL BE PROVIDED UPON REQUEST. PLEASE CALL 512-303-9700.



Agenda Item: 3.1

AGENDA MEMORANDUM

Meeting Date: November 21, 2016

Agenda Item: Consideration, discussion and possible action regarding the adoption of interim EDC Board meeting policies and procedures.

Prepared by: Shawn A. Kirkpatrick, Executive Director

Background

Prior to taking public comments at the November 2016 Board meeting, the EDC should consider adopting the interim EDC Board meeting policies and procedures (pages 1-5 of the draft Policies & Procedures).

Staff has been taking public input as part of updating the EDC Bylaws, and a recommendation was made to develop an official Policies & Procedures document for the EDC, to address those day-to-day issues which were not included in the Bylaws. Those Policies & Procedures are included in the packet for the Board's approval under item number 3.7.

The section of the Policies & Procedures that addresses BEDC Board meetings has been split out so that the Board may approve that portion at the beginning of the meeting.

Recommendation

Approve interim EDC Board meeting policies and procedures effective immediately.

INTERIM

Bastrop EDC Board Meeting Policies & Procedures

I. Meetings

1. The BEDC Board of Directors shall adopt a schedule for regular meetings, including date, time, and location, in accordance with the Bylaws of the Bastrop EDC.
2. All meetings and deliberations of the Board shall be called, convened, held and conducted in accordance with the requirements of the Texas Open Meetings Act and applicable State Law.
3. Directors shall be expected to regularly attend all Board meetings. Special consideration can be granted for absences for good cause. The Council shall be advised of and may remove any Director who is absent from three (3) consecutive regular or special meetings, or 66% of total meetings, in accordance with the Bylaws of the EDC.

It shall be the Secretary and/or Assistant Secretary's responsibility to monitor and report attendance, as required and/or necessary.

II. Agenda Preparation

1. The Executive Director in cooperation with the Executive Committee shall have administrative oversight in preparing meeting agendas.
2. Any individual or group who wishes to have an item of business placed on the agenda shall make a written request to the Executive Director. The request must be in writing and must state the nature of the matter so that the Executive Director and/or appropriate staff will have an opportunity to prepare and/or assist in the preparation of the appropriate materials for the Board's consideration. The request must be received by the Executive Director no later than ten (10) days prior to the meeting, in accordance with the Bylaws of the EDC.
3. If appropriate, the Executive Director will resolve requests that do not require Board action. If Board action is required, the Executive Director, in consultation with the Executive Committee, will determine when the individual or group should be placed on the agenda. The time limit for any individual or representative addressing the Board shall be five minutes, unless the Chair permits additional time.
4. Agenda packets, prepared by the EDC staff, shall include as much background information on the subject as is available and feasible, for each item of business placed on it. The agenda shall be posted at the BEDC offices, at Bastrop City Hall, and on the BEDC's website at least 72 hours prior to the meeting.

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III. Meeting Decorum

1. The purpose of this policy is to establish rules of decorum for members of the public attending and/or addressing the Bastrop Economic Development Corporation (Bastrop EDC) in a public meeting. The policy is intended to facilitate the conduct of public meetings in an open and orderly manner and in an environment safe for all persons in attendance, and to promote open meetings that welcome debate of issues being discussed by the BEDC Board in an atmosphere of fairness, courtesy, and respect for differing points of view.
2. Public Meeting Decorum:
 - a) Persons in the audience will refrain from behavior which will disrupt the public meeting. This will include making loud noises, clapping, booing, hissing, shouting, or engaging in any other activity in a manner that disturbs, disrupts or impedes the orderly conduct of the meeting.
 - b) Persons in the audience will refrain from creating, provoking or participating in any type of disturbance involving unwelcome physical contact.
 - c) Persons in the audience will refrain from talking on cell phones while the meeting is in session.
 - d) The Chair may rule out of order any comments made that are rude, inappropriate, or intended to harass any person or group of people or that are not addressed to the entire Board, and is authorized to take reasonable and appropriate measures to ensure compliance with these rules.
 - e) Failure to comply with this Public Meeting Decorum Policy which will disturb, disrupt or impede the orderly conduct of the meeting may result in removal from the meeting and/or possible arrest.

IV. Public Addressing the Board

1. Public Comment Period
 - a) For persons wishing to address the BEDC Board on items not listed on the agenda, the speaker should complete a "Request to Speak" form and submit to the Board Chair or designated staff member:

For Public Comments, the completed "Request to Speak" form should be submitted before the meeting being called to order by the Chair.
 - b) The time limit for any individual or representative addressing the Board shall be three minutes, unless the Chair approves additional time.
 - c) Directors and staff may not comment on matters brought to the Board during the public comment period.
 - d) Speakers' comments should be addressed to the full body. Requests to engage any specific Board member(s) or staff in conversation will not be honored. Abusive language will not be tolerated.

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- e) Speaker should provide their name and address at the beginning of their remarks for the formal record.
- f) Speakers and any other members of the public will not approach the Board at any time without prior consent from the Chair of the meeting.

2. Agenda Item Comments

- a) For persons wishing to address the BEDC Board on agenda items, the speaker should complete a "Request to Speak" form and submit to the Board Chair or designated staff member:

For Agenda Item Comments, the completed "Request to Speak" form should be submitted before the agenda item being called for consideration by the Chair.

- b) Generally, once an agenda item is called for consideration by the Chair, the following sequence shall occur:
 - i. Presentation of the agenda item by EDC staff and/or requestor,
 - ii. Board questions and answers related to the presentation of the agenda item,
 - iii. Public comments on the agenda item,
 - iv. Board consideration of action related to the agenda item:
 - Motion and second
 - Debate
 - Vote
 - v. The Board shall consider only one single motion and second at a time.
- c) The time limit for any individual or representative addressing the Board shall be three minutes and limited to the agenda item under consideration, unless the Chair approves additional time.
- d) Abusive language will not be tolerated.
- e) Speaker should provide their name and address at the beginning of their remarks for the formal record.
- f) Speakers and any other members of the public will not approach the Board at any time without prior consent from the Chair of the meeting.

V. Officers

- 1. The officers of the Board shall be Chair, Vice-Chair, Secretary and Treasurer as prescribed in the bylaws of the Corporation.
- 2. The Presiding Officer shall preside at the meetings of the Board and shall have the following powers:
 - a) To call the meeting to order and adjourn at the conclusion of business or in an emergency;
 - b) To rule motions in or out of order, including the right to rule out of order any motion patently offered for obstructive or dilatory purposes;

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- c) To determine whether a speaker has gone beyond reasonable standards of courtesy in his/her remarks and to entertain and rule on objections from other members on this ground;
 - d) To call a brief recess at any time.
3. In accordance with the Bylaws of the EDC, at all meetings of the Board, the chair shall preside and, in the absence of the Chair, in the order of availability, the Vice-Chair, the Treasurer or the Secretary shall exercise the powers of the chair.

In the absence of an officer, the Board shall elect a Presiding Officer from the attending membership.

VI. Action by the Board

1. The Board shall proceed by motion. Any Director, including the Chair, may make a motion.
2. A Director may make only one motion at a time.
3. The Chair shall preside over the debate.
4. A motion shall be adopted by a majority of the votes present.

VII. Closed/Executive Sessions

The Bastrop EDC Board of Directors shall have the authority to meet in closed/executive session pursuant to the Texas Local Government Code, Chapter 551.

VIII. Quorum

In accordance with the Bylaws of the EDC, a majority of the Directors shall constitute a quorum for the conduct of official business of the Corporation. 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 and of the Corporation, unless the act of a greater number is required by law, or is otherwise required within the Bylaws of the EDC.

IX. Recording of Meetings

1. Any radio or television station is entitled to broadcast all or any part of an official meeting of the Board that is required to be open to the public. Any person may photograph, film, tape record, or otherwise reproduce any part of a meeting required to be open.
2. The Chair and/or designee reserves the right to designate where any and all broadcasting, photographing, filming and/or recording devices and operating personnel may be placed and/or displaced at any meeting required to be open.

3. The BEDC shall contract with the City of Bastrop's local BTXN television station to videotape public meetings.

X. Meeting Minutes

1. Minutes shall be kept of all meetings of the Board of Directors.
2. Closed session minutes will be kept as required by law.
3. Draft minutes become official upon Board approval.

XI. Records Retention

1. The BEDC shall adhere to the Texas State Library and Archives Commission schedule for local government.
2. Video recordings are retained by the City of Bastrop's local BTXN television station according to their records retention schedule.



Agenda Item: 3.2

AGENDA MEMORANDUM

Meeting Date: November 21, 2016

Agenda Item: Approval of meeting minutes of the Regular Board Meeting of September 19, 2016.

Prepared by: Angela Ryan, Assistant Director

The draft minutes from the 09/19/16 Regular Board Meeting are attached for the Board's review.

Recommendation

Approve as submitted.

**BASTROP ECONOMIC DEVELOPMENT CORPORATION (BEDC)
BOARD OF DIRECTORS
Minutes of Monthly Meeting, September 19, 2016
Bastrop City Hall, 1311 Chestnut Street, Bastrop, Texas**

The Bastrop Economic Development Corporation (BEDC) met on Monday, September 19, 2016, at 6:00 p.m. at Bastrop City Hall, 1311 Chestnut Street, for the Regular Monthly Meeting.

Board members present were: Steve Mills, Kristi Koch, Mayor Ken Kesselus, Kevin Plunkett, Joe Beal, Drusilla Rogers, and Marvin Townsend (*ex officio*). Board member Cam Chavez was absent. Staff members present: Shawn Kirkpatrick, Angela Ryan, Jean Riemenschneider, Kathy Merrifield, and JC Brown, BEDC Attorney.

1. **CALL TO ORDER** – BEDC Board Chair Steve Mills called the Board Meeting to order at 6:02 p.m.
2. **PUBLIC COMMENT(S)** – Linda Curtis expressed her concerns about certain EDC Board members, the agenda item regarding EDC legal services, and an Attorney General's opinion about City Councilmembers' phone records. Kay McAnally asked the Board to provide microphones so that the audience can hear better. Deborah Johnson spoke about a request previously made for the EDC to fund small businesses going to a destination marketing class in the spring.
3. **REGULAR BUSINESS & PRESENTATIONS**
 - 3.1. Recognition of outgoing BEDC Board member Gary Schiff with service award. Mr. Kirkpatrick and Mr. Mills thanked Mr. Schiff for his service and presented his award.
 - 3.2. Approval of meeting minutes of the Regular Board Meeting of August 15, 2016. Ms. Koch made the motion to approve the minutes as submitted, Ms. Rogers seconded and the motion passed.
 - 3.3. Consideration, discussion and possible action on acceptance of the BEDC's financial summary report for period ending August 31, 2016. Mr. Kirkpatrick reviewed the August financials. Ms. Koch made the motion to accept the financial summary report as submitted, Mr. Beal seconded and the motion passed.
 - 3.4. Consideration, discussion and possible action regarding the Bastrop EDC's legal services, including but not limited to: (1) The continued retention or termination of the Law Offices of Jo-Christy Brown P.C. as the attorney for the corporation, (2) Issuance of a Request for Qualifications (RFQ) for legal services and establishing an *ad hoc* committee comprised of the executive committee and executive director to review the submittals and provide a recommendation to the corporation, and (3) Instruct the executive director to retain the necessary legal services on an interim basis should the engagement between the Bastrop EDC and Law Offices of Jo-Christy Brown P.C. terminate and until the corporation engages other legal services. Mr. Mills opened the discussion by describing how Ms. Brown has been a vital part of the EDC and an incredible resource in economic development. Mr. Kirkpatrick stated that from a staff perspective, it has been a long time since the Board has discussed legal services. Mr. Beal said he had asked for the item to be placed on the agenda because he feels it is appropriate and good business to have a discussion about EDC legal counsel at this time. Anne Beck said she had spoken with Mr. Kirkpatrick about attorney services the week before. She asked that the Board not further "destabilize" and stay with the status quo. Debbie Moore agreed with Ms. Beck and suggested waiting to issue an RFQ. Linda Curtis asked why the EDC was considering the issue. Kay McAnally asked the reason for the discussion. Carlos Liriano asked the Board to keep their focus on bringing jobs to Bastrop.

Ms. Koch made the motion to 1) terminate the services of the Law Offices of Jo-Christy Brown as attorney for the Corporation, 2) issue an RFQ for legal services and establish an *ad hoc*

committee, comprised of the Executive Committee and the Executive Director, to review the submittals and provide a recommendation to the Corporation, and 3) instruct Mr. Kirkpatrick to retain the necessary legal services on an interim basis because we are terminating Ms. Brown's services. Mr. Beal seconded. The motion passed with Ms. Rogers and Mr. Mills opposed. Ms. Brown left at this point in the meeting. At 6:45 p.m., Mr. Mills announced there would be a brief recess. The meeting reconvened at 6:50 p.m.

- 3.5. Consideration, discussion and possible action on a request to fund water and wastewater infrastructure for a proposed office project, at 2204 Highway 71 East, being developed by Gary Schiff, P.E. This item was pulled from the agenda by Mr. Mills. Mr. Schiff asked to present his proposal even though the item was being pulled. Mr. Mills denied his request and explained the BEDC needs time to evaluate the project. There was no other action required at this time.
- 3.6. Consideration, discussion and possible action updating the Board on the Bastrop Independent School District Bond and Tax Ratification Election, to be held on November 8, 2016, including a legal opinion on allowable potential EDC expenditures, related to Corporation's support of Bastrop's educational advancement for enhancement of economic development opportunities. Mr. Kirkpatrick explained the EDC was asked to contribute to and participate in the BISD bond issue. He said as a corporation, the EDC cannot donate funds, but could support it through educating the public on why education and workforce development is a critical issue for economic development. Mr. Mills suggested funding ads and editorials in support of the bond issue. Mr. Townsend agreed the EDC cannot financially contribute to the school system nor advocate for or against the bond. Ms. Brown had provided a memorandum to Mr. Mills which stated the legal scope of what an EDC can do in support of the issue. It would be viable for the EDC to use funds for promotional advertising for better schools, provided that the ad is done by the EDC. Conor McAnally said the EDC should not be trying to influence the outcome of an election. Ms. Koch made the motion to authorize the Executive Director in consultation with legal counsel to support education and workforce development through the legal means available to the EDC within the financial controls of the budget. Mayor Kesselus seconded and the motion passed, with Ms. Rogers opposed.
- 3.7. Consideration, discussion and possible action on input from the Board and public related to the *ad hoc* Bylaws Committee's proposed draft Ninth Amended Bylaws of the BEDC. The draft of the Ninth Amended Bylaws was included in the packet. Mr. Kirkpatrick explained that the *ad hoc* committee (made up of Mr. Mills, Ms. Koch, Ashley Mutschink, Sherry Schena, and Mr. Kirkpatrick) had to restate the Articles of Incorporation prior to amending and codifying the Bylaws. The draft is complete and is posted on the EDC website, and copies may be picked up at City Hall or the Chamber office. He said there will be a public input session on September 26th where the public can make comments and ask questions. Since the document has been completely re-sectioned and streamlined, there is not a redlined version. Mr. Kirkpatrick explained that policy decisions should be made by resolution instead of being included in the Bylaws, eliminating the need to amend the Bylaws every time there is a change in policy. He said the committee requested using outside legal counsel to advise on the amendments. Herb Goldsmith suggested having a public hearing on the final Bylaws prior to Board adoption.

4. UPDATE(S), REPORT(S), AND/OR ANNOUNCEMENT(S) – The BEDC and City of Bastrop provided written reports and were available to answer questions from the Board. (Includes items for update, discussion, and/or possible action by the Board of the BEDC)

- 4.1. BEDC Projects and/or Business Update – Mr. Kirkpatrick's reports were included in the packet.
- 4.2. Main Street Program Monthly Report – Ms. O'Brien's report was included in the packet.

5. BOARD INPUT ON FUTURE AGENDAS –

5.1. The following items have been requested for inclusion on future agendas:

- (a) Alley D Parking/921 Main Street Parking (Trey Job)
- (b) City of Bastrop water and wastewater planning (Joe Beal) – Mr. Kirkpatrick reported he had met with City Staff and at this time there are too many unknowns to give an update on what the City is planning to do.
- (c) City of Bastrop potential future annexation planning (Mayor Kesselus) – Mayor Kesselus asked if the Board wanted to influence the City Council in terms of what they think is important regarding an annexation policy. He said he is looking for input from the Board. Mr. Kirkpatrick explained that water and wastewater decisions are critically important to the annexation discussions.
- (d) Development issues associated with Bastrop's Houston Toad habitat. Mr. Kirkpatrick said the EDC is not currently spending any resources on it and is still in the research phase.
- (e) Approval of Ninth Amended Bylaws of the BEDC.

In reference to (b) and (c), Kelly Gilleland said the City Manager should be involved in any discussions about city business. Mr. Townsend said he had been fully advised. Ms. Gilleland asked how the EDC would be involved in involuntary annexation. Mr. Kirkpatrick explained the Mayor had asked for the EDC's input. Ms. Gilleland said the procedure for hiring the attorney was included in the old Bylaws but wasn't in the new version. Glenn Johnson said the citizens should be deciding, and the EDC Board should not lobby the school board or citizenry. Ms. McAnally asked the Mayor why annexation was being discussed by the BEDC when at a Council meeting the Mayor had said they wouldn't discuss it until a permanent City Manager was hired. Conor McAnally said it is not the first time the Mayor has brought an item to the BEDC before taking it to the Council, and that it should stop.

5.2. Inviting input from the Board of Directors related (but not limited) to issues for possible inclusion on future agendas and/or concerning issues such as BEDC projects, property, economic development prospects, community events, and BEDC business or activities. There were no additions.

6. EXECUTIVE SESSION

6.1. At 7:51 p.m., Mr. Mills convened the BEDC Board of Directors into a closed/executive session pursuant to the Texas Government Code, Chapter 551, to discuss the following:

- (1) **Section 551.071(1)(A) and Section 551.071(2)** – Consultations with Attorney: (1) threatened and/or contemplated claims, causes, or litigation, and/or (2) matters upon which the Attorney has a duty and/or responsibility to advise or report to the governmental body.
- (2) **Section 551.072** – Deliberation about real property: including, *but not limited to*, potential sales, acquisitions, exchanges, leases, dispositions or values of real properties, and/or property owned and/or considered for acquisition, use, lease or conveyance by the BEDC.
- (3) **Section 551.087** – Deliberation regarding economic development negotiations: 'Project Tissue', 'Test Tube', 'Arugula', 'Kentucky', 'Apple Orchard', and/or 'Project Big Ben'.

6.2. At 8:17 p.m., the BEDC Board of Directors reconvened into open session to discuss, consider and/or take any action necessary related to the executive sessions noted herein above, and/or regular agenda items, noted above, and/or matters related to same. There was no action taken.

7. **ADJOURNMENT** – Drusilla Rogers made the motion to adjourn and Joe Beal seconded. The BEDC Board of Directors adjourned the meeting at 8:18 p.m.



Agenda Item: 3.3

AGENDA MEMORANDUM

Meeting Date: November 21, 2016

Agenda Item: Consideration, discussion and possible action on acceptance of the BEDC's financial summary reports for periods ending September 30, 2016, and October 31, 2016.

Prepared by: Shawn Kirkpatrick, Executive Director

Attached for the Board's review and consideration are the BEDC financial summary reports for the periods ending September 30, 2016, and October 31, 2016.

Recommendation

Accept the financial reports as submitted.



Bastrop Economic Development Corporation

Financial Summary For Period Ending Sept. 30, 2016



Bastrop Economic Development Corporation
Summary of Revenues and Expenditures
 As of Sept. 30, 2016

Fiscal year 2016 is 100% complete as of Sept. 30, 2016. These reports provide an unaudited and preliminary snapshot of the BEDC financial information.

- ☐ Revenues reflect 115% collected over budgeted or \$2,222,708. Revenues during this same time period last year reflected \$2,047,268. Additional analysis concerning revenues are on the next two pages.
- ☐ Expenses for the BEDC reflect 86% spent or \$1,656,954. Expenses during this same time period last year reflected \$1,787,832. Additional analysis concerning the expenses, year to year comparisons, and capital outlay is located within this report.

Revenues

Expenditures

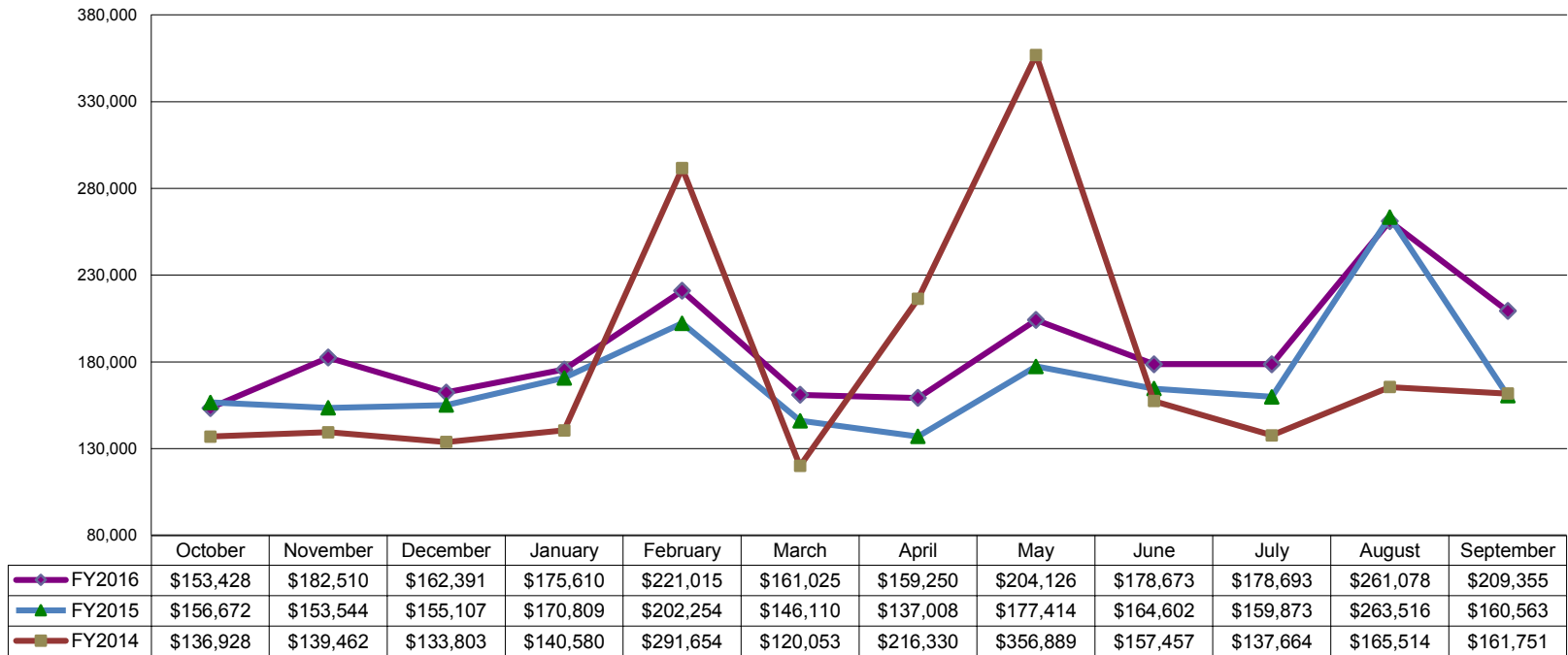
FY 2016 Budget	FY 2016 Actual	% of FY2016 Budget	FY 2016 Budget	FY 2016 Actual	% of FY2016 Budget
\$ 1,933,000	\$ 2,247,836	116%	\$ 1,933,000	\$ 1,656,954	85.7%

Summary of Revenues

As of Sept. 30, 2016



- REVENUE: Sales Tax receipts represent 99% of the total budgeted revenue for the BEDC. As such, the line graph will be a good performance indicator as a comparison of sales tax receipts of the two previous fiscal years to the current fiscal year. Other revenue is included within the line graph to include Lease Agreement Income, Interest Income, and Miscellaneous Income.
- The spikes reflected on the graph in FY2014 are tied to specific transactions. These include the reimbursement of expenses from the Combination Tax and Revenue Certificates of Obligation, Series 2013 in February 2014 of \$102,638; and the transfer from Bond Fund proceeds to cover debt service costs in May 2014 of \$200,261.

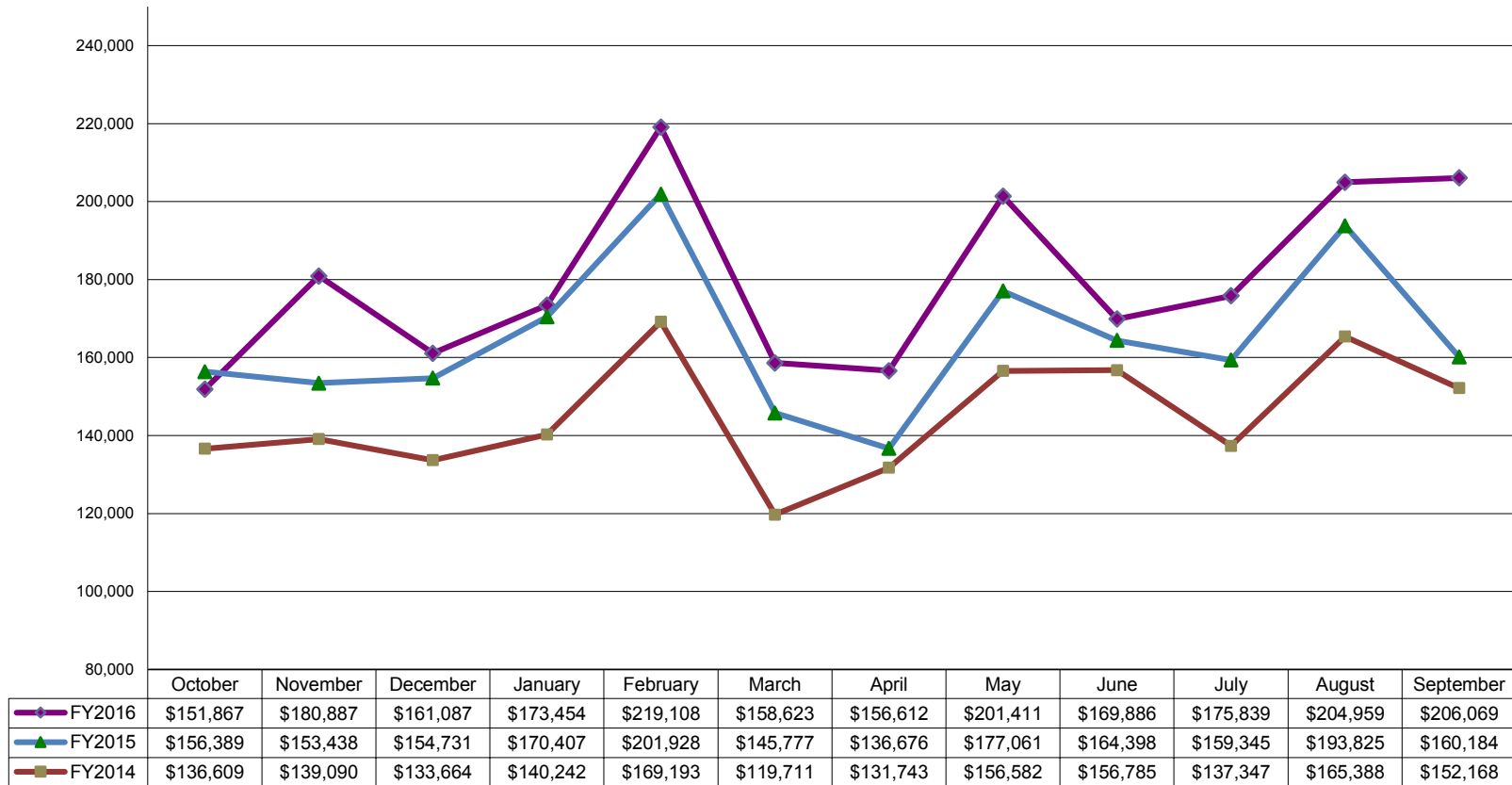




Sales Tax Revenue Chart

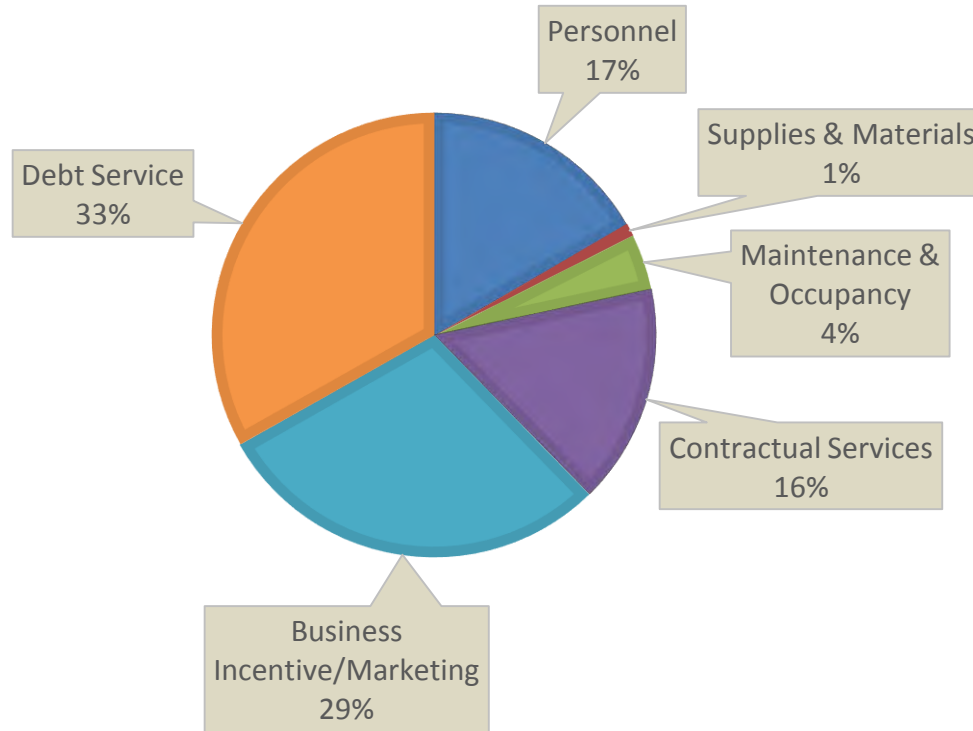
As of Sept. 30, 2016

Sales Tax Receipts YTD reflect \$2,134,674 and are more than the prior year to date Sales Tax Receipts of \$1,973,953.



Expenditure Charts

As of Sept. 30, 2016

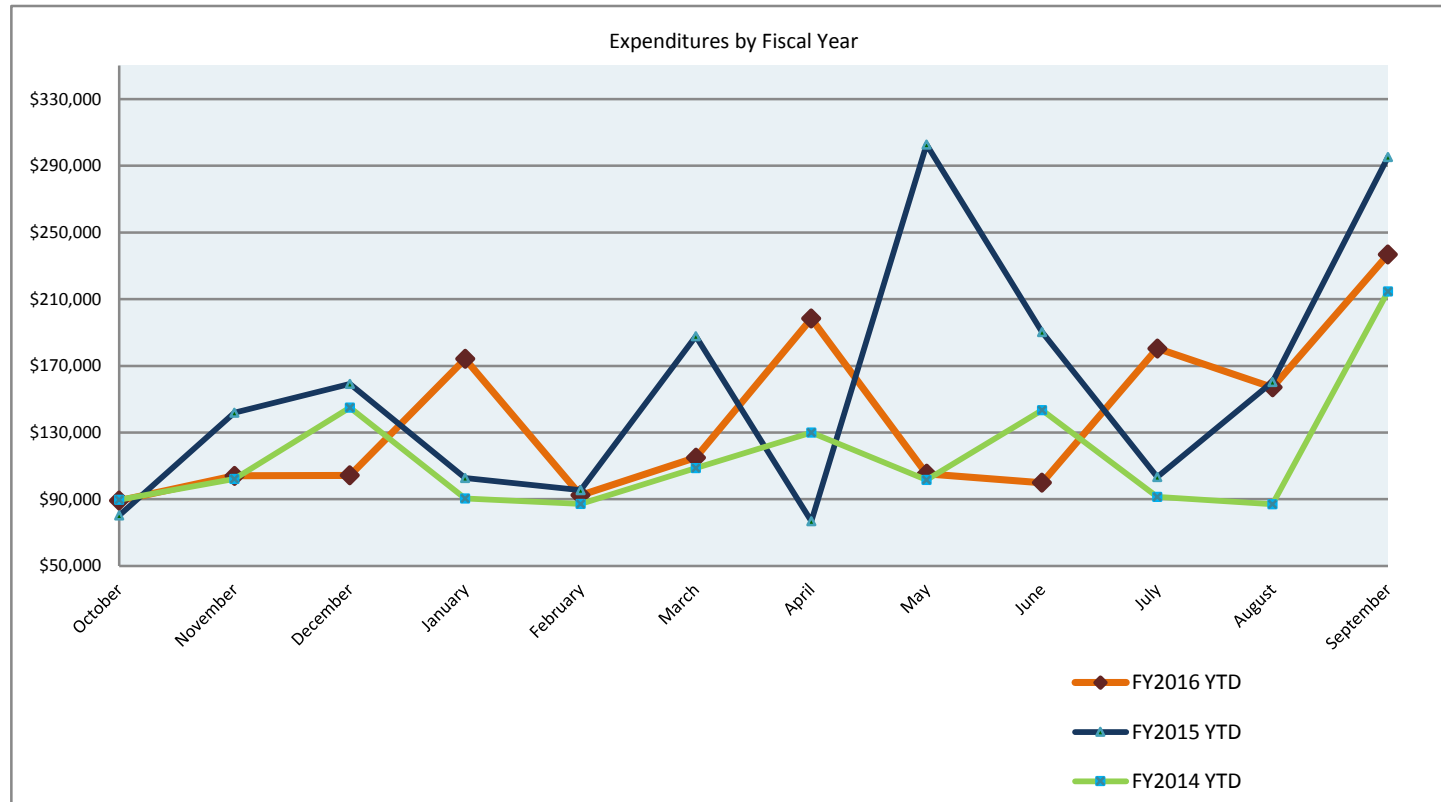


* Chart reflects FY2016 Fiscal Year-to Date expenses as of Sept. 30, 2016. Data provided by City of Bastrop Finance Department records.



Expenditure Comparison Graph As of Sept. 30, 2016

EXPENSES: The line graph makes a comparison of the current fiscal year expenses to the last two fiscal year on a monthly basis. The funds' basic operations or fixed expenses should stay relatively flat or fixed on the line graph. The spike in May 2015 is due to the entry required for the donation of the Arena land to the City.





BASTROP ECONOMIC DEVELOPMENT CORPORATION FUND
FY 2015-2016 BUDGET

Audited Fund Balance 9-30-2015	\$ 3,232,997
 FY 2015-2016	
Budgeted Revenues	<u>\$ 1,933,000</u>
Total FY 2016 Resources	\$ 5,165,997
 Budgeted Expenditures:	 <u>\$ (1,933,000)</u>
 Projected Ending Gross Fund Balance 09-30-2016	 \$ 3,232,997

* The projected operating balance includes a \$150,000 reduction for designated operating equity.

** In order to maintain a 25% or 90 day balance, the ending operating balance cannot be less than \$483,250. The budgeted expenditures for the Bastrop Economic Development Corporation can only increase \$2,749,747 and the total budgeted expenditures may not exceed \$4,682,747. These figures are subject to change depending upon actual Revenues and Expenditures.

BEDC Financial Statements attached

FINANCIAL STATEMENT

AS OF: SEPTEMBER 30TH, 2016

601-BASTROP E.D.C. FUND

REVENUES	PRIOR Y-T-D	CURRENT BUDGET	M-T-D ACTUAL	Y-T-D ACTUAL	BUDGET BALANCE	% OF BUDGET
TAXES & PENALTIES						
00-00-4005 SALES TAX	1,973,952.80	1,930,000.00	206,069.10	2,159,801.33	(229,801.33)	111.91
TOTAL TAXES & PENALTIES	1,973,952.80	1,930,000.00	206,069.10	2,159,801.33	(229,801.33)	111.91
CHARGES FOR SERVICES						
00-00-4047 LEASE AGREEMENT	0.00	0.00	1,150.00	13,800.00	(13,800.00)	0.00
TOTAL CHARGES FOR SERVICES	0.00	0.00	1,150.00	13,800.00	(13,800.00)	0.00
OTHER REVENUE						
INTEREST INCOME						
00-00-4400 INTEREST INCOME	2,100.22	1,500.00	2,028.36	13,517.84	(12,017.84)	901.19
00-00-4401 INTEREST RECEIVED ON NOTES	1,886.89	1,500.00	107.16	1,479.63	20.37	98.64
TOTAL INTEREST INCOME	3,987.11	3,000.00	2,135.52	14,997.47	(11,997.47)	499.92
MISCELLANEOUS						
00-00-4512 LAND/OTHER SALES	69,327.87	0.00	0.00	53,237.01	(53,237.01)	0.00
00-00-4558 BEDC GRANT RECEIPTS	0.00	0.00	0.00	6,000.00	(6,000.00)	0.00
TOTAL MISCELLANEOUS	69,327.87	0.00	0.00	59,237.01	(59,237.01)	0.00
OTHER SOURCES						
** TOTAL REVENUE **	2,047,267.78	1,933,000.00	209,354.62	2,247,835.81	(314,835.81)	116.29

FINANCIAL STATEMENT

AS OF: SEPTEMBER 30TH, 2016

601-BASTROP E.D.C. FUND

EXPENDITURES	PRIOR Y-T-D	CURRENT BUDGET	M-T-D ACTUAL	Y-T-D ACTUAL	BUDGET BALANCE	% OF BUDGET
NON-DEPARTMENT						
=====						
00-NON-PROGRAM						
=====						
BEDC ADMINISTRATION						
=====						
00-NON-PROGRAM						
=====						
PERSONNEL COSTS						
70-00-5101 BEDC OPERATIONAL SALARIES	144,706.44	218,657.00	30,768.31	209,863.14	8,793.86	95.98
70-00-5112 COMPENSATED ABSENCES EDC	0.00	0.00	3,183.81	3,183.81	(3,183.81)	0.00
70-00-5114 BEDC PRE-EMPLOYMENT EXPEN	11,152.72	0.00	0.00	0.00	0.00	0.00
70-00-5116 LONGEVITY	222.00	500.00	0.00	258.00	242.00	51.60
70-00-5117 OVERTIME	0.00	38.00	0.00	37.50	0.50	98.68
70-00-5150 SOCIAL SECURITY	11,088.77	16,000.00	2,348.93	16,355.68	(355.68)	102.22
70-00-5151 RETIREMENT	18,482.24	21,400.00	3,418.10	22,890.71	(1,490.71)	106.97
70-00-5155 GROUP INSURANCE	11,770.51	24,912.00	2,079.80	22,195.12	2,716.88	89.09
70-00-5156 WORKER'S COMPENSATION	322.28	1,100.00	0.00	456.86	643.14	41.53
70-00-5159 RETIREE BENEFITS EXP	0.00	0.00	1,678.16	1,678.16	(1,678.16)	0.00
TOTAL PERSONNEL COSTS	197,744.96	282,607.00	43,477.11	276,918.98	5,688.02	97.99
SUPPLIES & MATERIALS						
70-00-5201 OPERATIONAL SUPPLIES (OFFIC	5,202.23	5,500.00	538.83	5,033.73	466.27	91.52
70-00-5203 POSTAGE	108.69	480.00	21.31	201.96	278.04	42.08
70-00-5206 OFFICE EQUIPMENT	21,669.58	20,500.00	6,759.71	10,615.81	9,884.19	51.78
TOTAL SUPPLIES & MATERIALS	26,980.50	26,480.00	7,319.85	15,851.50	10,628.50	59.86
MAINTENANCE & REPAIRS						
70-00-5301 MAINT OF EQUIPMENT	745.00	1,000.00	0.00	309.98	690.02	31.00
70-00-5331 INDUSTRIAL PARK MAINT EXP	0.00	5,000.00	2,300.00	2,300.00	2,700.00	46.00
70-00-5345 BUILDING REPAIRS & MAINT.	21,497.04	15,600.00	308.00	14,156.24	1,443.76	90.75
TOTAL MAINTENANCE & REPAIRS	22,242.04	21,600.00	2,608.00	16,766.22	4,833.78	77.62

FINANCIAL STATEMENT

AS OF: SEPTEMBER 30TH, 2016

601-BASTROP E.D.C. FUND

EXPENDITURES	PRIOR Y-T-D	CURRENT BUDGET	M-T-D ACTUAL	Y-T-D ACTUAL	BUDGET BALANCE	% OF BUDGET
OCCUPANCY						
70-00-5401 COMMUNICATIONS	6,133.94	10,000.00	1,063.17	9,396.50	603.50	93.97
70-00-5402 OFFICE RENTAL	9,000.00	36,000.00	0.00	36,000.00	0.00	100.00
70-00-5403 UTILITIES	3,450.69	6,000.00	272.64	4,312.66	1,687.34	71.88
TOTAL OCCUPANCY	18,584.63	52,000.00	1,335.81	49,709.16	2,290.84	95.59
CONTRACTUAL SERVICES						
70-00-5505 PROFESSIONAL SERVICES	95,174.18	50,000.00	300.00	48,701.37	1,298.63	97.40
70-00-5525 LEGALS	40,815.51	30,000.00	9,750.89	28,995.39	1,004.61	96.65
70-00-5530 ENGINEERING	0.00	15,000.00	2,037.50	16,475.00	(1,475.00)	109.83
70-00-5540 PROPERTY INSURANCE	960.88	1,000.00	0.00	769.49	230.51	76.95
70-00-5561 CONTRACTUAL SERVICES	5,000.00	6,000.00	0.00	6,000.00	0.00	100.00
70-00-5574 CITY CONTRACT FOR SERVICE	0.00	139,000.00	18,957.40	88,234.38	50,765.62	63.48
70-00-5596 MAIN STREET PROG SUPPORT	39,999.96	40,000.00	3,333.37	40,000.00	0.00	100.00
70-00-5598 CITY ADMINISTRATIVE SUPPORT	49,999.92	50,000.00	4,061.60	36,198.25	13,801.75	72.40
TOTAL CONTRACTUAL SERVICES	231,950.45	331,000.00	38,440.76	265,373.88	65,626.12	80.17
OTHER CHARGES						
70-00-5603 MARKETING TRAVEL	5,104.84	9,000.00	2,196.66	8,831.23	168.77	98.12
70-00-5604 BUSINESS DEVELOPMENT	7,030.13	9,000.00	5,419.55	13,089.52	(4,089.52)	145.44
70-00-5605 TRAINING TRAVEL	6,305.31	9,000.00	608.40	9,331.89	(331.89)	103.69
70-00-5606 AUTO ALLOWANCE - STAFF	2,769.24	0.00	0.00	0.00	0.00	0.00
70-00-5610 ISSUANCE COST	6,372.50	0.00	(15,002.00)	(15,002.00)	15,002.00	0.00
70-00-5611 BILLBOARDS	12,350.00	7,500.00	0.00	7,500.00	0.00	100.00
70-00-5615 DUES, SUBSCRIPTIONS & PUBLI	9,316.04	11,050.00	1,458.85	10,681.39	368.61	96.66
70-00-5631 BONDS FOR BEDC OFFICERS	242.00	1,000.00	19.89	646.86	353.14	64.69
70-00-5633 LOCAL/MISC ADV & SPONSORSHI	19,158.46	15,000.00	498.46	10,373.00	4,627.00	69.15
70-00-5634 NATIONAL ADV & MARKETING	29,505.00	40,000.00	9,574.67	25,058.22	14,941.78	62.65
70-00-5638 SPL PROJECTS-DOWNTOWN GRANT	78,508.37	0.00	0.00	0.00	0.00	0.00
70-00-5640 SPL PROJ-REDEVELOPMENT GRAN	0.00	43,200.00	0.00	2,607.90	40,592.10	6.04
70-00-5641 SPL EDUC & WORKFORCE DEVELO	0.00	10,000.00	974.25	6,635.68	3,364.32	66.36
70-00-5642 SPL ENTREPRENEURIAL/SM BUS	0.00	5,000.00	218.06	2,634.32	2,365.68	52.69
70-00-5644 380 AGREEMENT REIMBURSEMENT	289,846.90	321,151.00	84,612.06	323,691.25	(2,540.25)	100.79
70-00-5645 WATER RIGHTS PROP FUNDING	0.00	60,000.00	0.00	0.00	60,000.00	0.00
70-00-5646 SPECIAL PROJ/INCENTIVES	73,646.00	48,500.00	5,121.00	42,493.85	6,006.15	87.62
70-00-5648 SPL PROJECTS - BUS OUTREACH	7,915.38	0.00	0.00	0.00	0.00	0.00
70-00-5655 EQUIPMENT RENTAL	27.05	50.00	0.00	0.00	50.00	0.00
70-00-5689 OPPORTUNITY AUSTIN	10,000.00	10,000.00	0.00	10,000.00	0.00	100.00
70-00-5700 TARGETED MARKETING	11,734.38	25,500.00	3,171.72	23,985.28	1,514.72	94.06
TOTAL OTHER CHARGES	569,831.60	624,951.00	98,871.57	482,558.39	142,392.61	77.22

FINANCIAL STATEMENT

AS OF: SEPTEMBER 30TH, 2016

601-BASTROP E.D.C. FUND

EXPENDITURES	PRIOR Y-T-D	CURRENT BUDGET	M-T-D ACTUAL	Y-T-D ACTUAL	BUDGET BALANCE	% OF BUDGET
CONTINGENCY						
70-00-5900 CONTINGENCY	0.00	43,626.16	0.00	0.00	43,626.16	0.00
70-00-5999 DONATED ASSETS	203,000.00	0.00	0.00	0.00	0.00	0.00
TOTAL CONTINGENCY	203,000.00	43,626.16	0.00	0.00	43,626.16	0.00
CAPITAL OUTLAY						
70-00-6012 OFFICE EQUIPMENT	8,300.00	0.00	0.00	0.00	0.00	0.00
70-00-6060 REAL PROPERTY	1,173.21	0.00	0.00	0.00	0.00	0.00
TOTAL CAPITAL OUTLAY	9,473.21	0.00	0.00	0.00	0.00	0.00
DEBT SERVICE						
70-00-7133 C OF O SERIES 2013 PRINCIPL	41,140.00	77,000.00	6,416.66	77,000.00	0.00	100.00
70-00-7134 C OF O SERIES 2013 INTEREST	102,160.30	101,009.00	8,417.15	101,008.74	0.26	100.00
70-00-7137 C OF O SERIES 2010 PRINCIPA	41,640.00	42,334.00	3,527.87	42,334.00	0.00	100.00
70-00-7138 C OF O SERIES 2010 INTEREST	34,951.74	33,495.00	2,791.50	33,494.34	0.66	100.00
70-00-7152 GO REFUNDING SER 2014 INT	4,445.28	0.00	0.00	0.00	0.00	0.00
70-00-7160 INTEREST ACCRUED	0.00	0.00	(956.88)	(956.88)	956.88	0.00
70-00-7501 C OF O SERIES 2008A PRINCIP	20,655.00	20,000.00	1,666.66	20,000.00	0.00	100.00
70-00-7502 C OF O SERIES 2008A, INTERE	11,969.43	18,005.84	1,500.24	18,005.74	0.10	100.00
TOTAL DEBT SERVICE	256,961.75	291,843.84	23,363.20	290,885.94	957.90	99.67
 TOTAL 00-NON-PROGRAM	 1,536,769.14	 1,674,108.00	 215,416.30	 1,398,064.07	 276,043.93	 83.51
ADMINISTRATION						
=====						
CAPITAL OUTLAY						
DEBT SERVICE						
70-10-7097 INTEREST EXPENSE ON FNB NOT	175.91	3,146.00	0.00	3,145.13	0.87	99.97
70-10-7603 BOND PRINCIPAL 2006	220,000.00	235,000.00	19,583.37	235,000.00	0.00	100.00
70-10-7604 BOND INTEREST 2006	30,887.00	20,746.00	1,727.87	20,745.00	1.00	100.00
TOTAL DEBT SERVICE	251,062.91	258,892.00	21,311.24	258,890.13	1.87	100.00
 TOTAL ADMINISTRATION	 251,062.91	 258,892.00	 21,311.24	 258,890.13	 1.87	 100.00
 TOTAL BEDC ADMINISTRATION	 1,787,832.05	 1,933,000.00	 236,727.54	 1,656,954.20	 276,045.80	 85.72
 *** TOTAL EXPENSES ***	 1,787,832.05	 1,933,000.00	 236,727.54	 1,656,954.20	 276,045.80	 85.72

*** END OF REPORT ***

BALANCE SHEET

AS OF: SEPTEMBER 30TH, 2016

601-BASTROP E.D.C. FUND

ACCOUNT# TITLE

ASSETS

=====

00-00-1010	BEDC OPERATING ACCT	78,103.53	
00-00-1012	TEXAS CLASS	1,505,659.38	
00-00-1100	TEXPOOL	1,804,778.24	
00-00-1135	DREYFUS MM ACCT	513.62	
00-00-1141	CERTIFICATE OF DEPOSIT FN	501,000.00	
00-00-1224	ACCT RECEIVABLE-SALES TAX	352,244.04	
00-00-1272	NOTES RECEIVABLE-GARMENT	62,500.69	
00-00-1274	NOTES RECEIVABLE-GTG-LOAN	20,665.97	
00-00-1275	NOTES RECEIVABLE-GTG-LOAN	20,290.51	
00-00-1276	NOTES RECEIVABLE-GTG-LOAN	487.72	
00-00-1420	EQUIPMENT	8,300.77	
00-00-1440	BUILDING IMPROVEMENTS	49,785.27	
00-00-1460	FIXED ASSETS - BUILDING	845,593.73	
00-00-1470	FIXED ASSETS - LAND	832,992.05	
00-00-1480	FIXED ASSETS - INFRASTRUC	2,253,147.18	
00-00-1490	CONST IN PROGRESS-INFRAST	5,240.18	
00-00-1499	ACCUMULATED DEPRECIATION(1,553,601.51)	
00-00-1575	DEFERRED OUTFLOWS-PENSION	15,195.00	
00-00-1576	DEFERRED OUTFLOWS-ACTUARI	501.00	
00-00-1577	DEFERRED OUTFLOWS-DEFICIT	3,617.00	
00-00-1587	PREPAID EXPENSES	4,079.01	
			6,811,093.38
TOTAL ASSETS			6,811,093.38
			=====

BALANCE SHEET

AS OF: SEPTEMBER 30TH, 2016

601-BASTROP E.D.C. FUND

ACCOUNT# TITLE

LIABILITIES & FUND BALANCE

=====

00-00-2000	ACCOUNTS PAYABLE	25,440.22	
00-00-2020	ACCRUED WAGES PAYABLE	4,376.26	
00-00-2025	PAYROLL TAX PAYABLE	334.78	
00-00-2027	RETIREMENT PAYABLE	482.70	
00-00-2080	NOTES PAYABLE-CITY-WTR PR	420,000.00	
00-00-2081	NOTES PAYABLE-CITY-TDC	37,500.66	
00-00-2101	BONDS PAYABLE CURRENT POR	463,246.00	
00-00-2102	TAX/REV 2006 BOND PAYABLE	215,000.00	
00-00-2125	ACCRUED INTEREST PAYABLE	25,686.06	
00-00-2127	ACCRUED EXPENSES-OTHER	40,117.38	
00-00-2235	DEFFERRED REVENUE-TOWER	55,200.00	
00-00-2356	DUE TO OTHER GOVERNMENTS	3,745,536.44	
00-00-2850	NET PENSION LIABLIITY	70,293.00	
00-00-2870	COMPENSATED ABSENCES PAYA	11,248.66	
			5,114,462.16
	TOTAL LIABILITIES		5,114,462.16
	SURPLUS (DEFICIT)	666,634.29	
00-00-3000	NET ASSETS	176,585.58	
00-00-3119	DESIGNATED OPERATING	150,000.00	
00-00-3400	CONTRIBUTED CAPITAL	521,695.50	
00-00-3502	RESTRICTED - JAMCO	73,644.00	
00-00-3503	RESTRICTED-GOOD SOUL BREW	9,700.00	
00-00-3505	RESTRICTED-COGLAN GRP	5,000.00	
00-00-3506	RESTRICTED-ELLIOTT PARTNE	37,372.85	
00-00-3507	RESTRICTED - AEI TECHNOLO	55,999.00	
	TOTAL EQUITY		1,696,631.22
	TOTAL LIABILITIES & FUND EQUITY		6,811,093.38

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BASTROP ECONOMIC DEVELOPMENT CORPORATION

FINANCIAL SUMMARY FOR PERIOD ENDING OCT. 31, 2016



BASTROP ECONOMIC DEVELOPMENT CORPORATION
 SUMMARY OF REVENUES AND EXPENDITURES
 AS OF OCT. 31, 2016



FISCAL YEAR 2017 IS 8.3% COMPLETE AS OF OCT. 31, 2016. THESE REPORTS PROVIDE AN UNAUDITED AND PRELIMINARY SNAPSHOT OF THE BEDC FINANCIAL INFORMATION.

Revenues

Expenditures

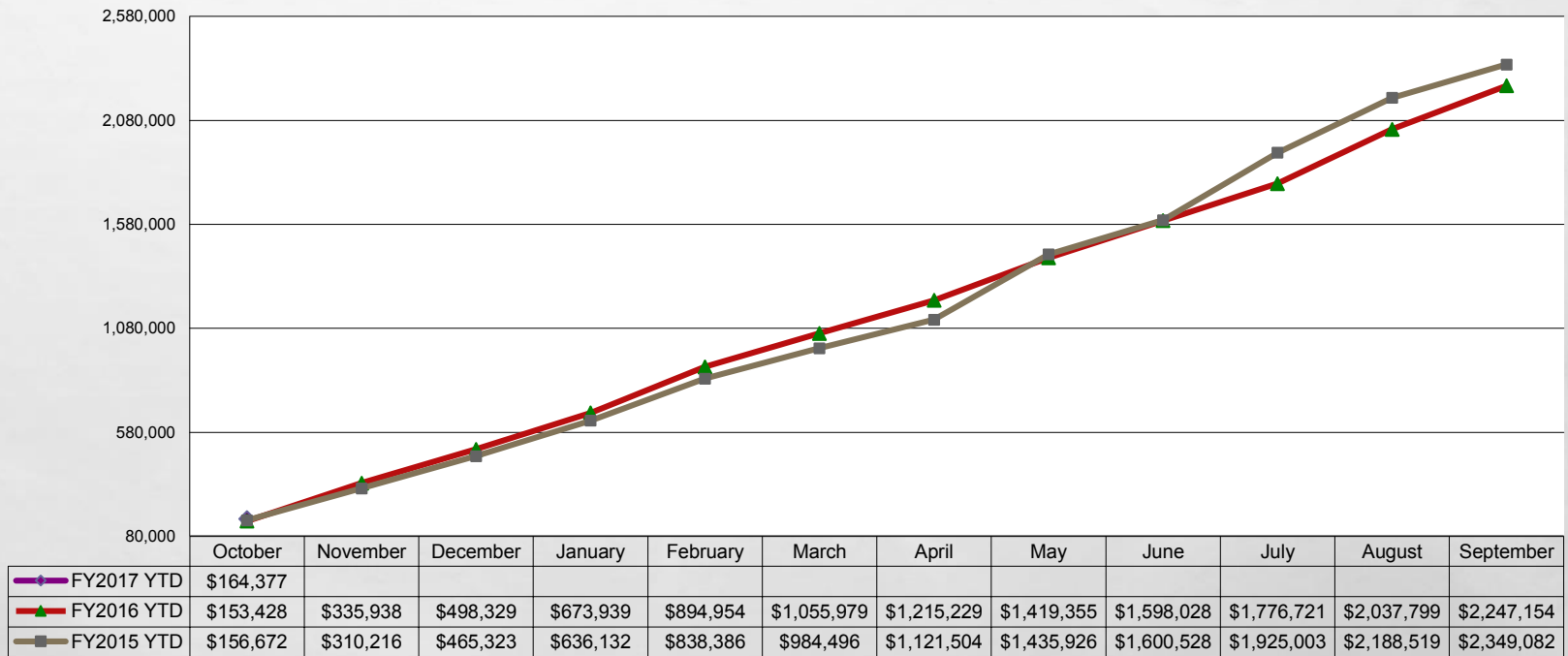
FY 2017 Budget	FY 2017 Actual	% of Budget	FY 2017 Budget	FY 2017 Actual	% of Budget
\$ 2,234,800	\$ 164,377	7.4%	\$ 2,418,838	\$ 77,357	3.2%

Summary of Revenues

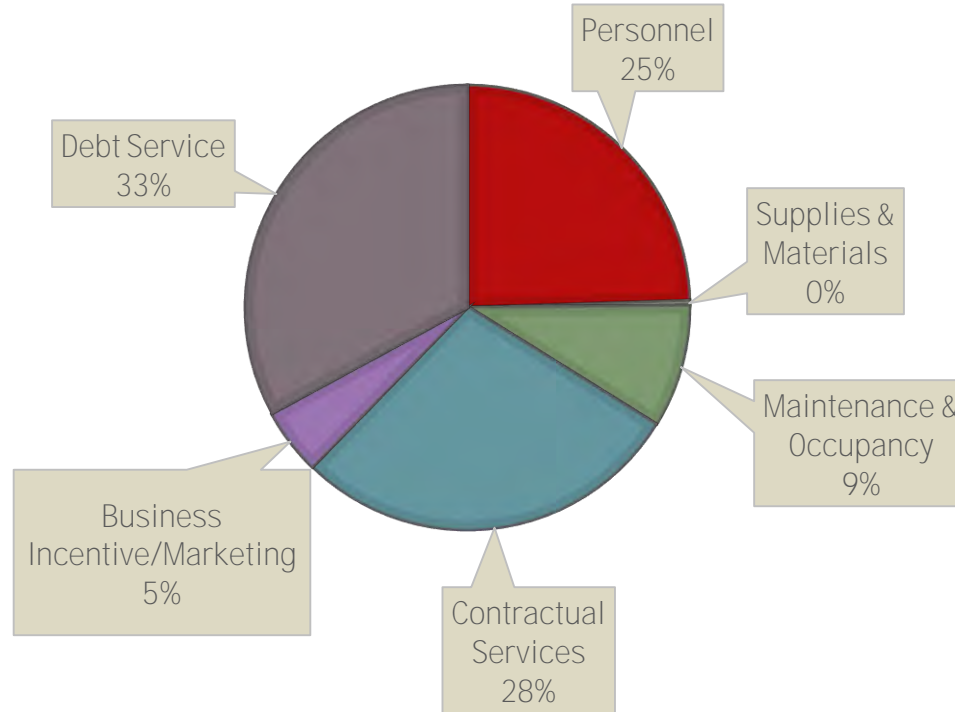
As of Oct. 31, 2016



REVENUE: SALES TAX RECEIPTS REPRESENT 99% OF THE TOTAL BUDGETED REVENUE FOR THE BEDC. AS SUCH, THE LINE GRAPH WILL BE A GOOD PERFORMANCE INDICATOR AS A COMPARISON OF SALES TAX RECEIPTS OF THE TWO PREVIOUS FISCAL YEARS TO THE CURRENT FISCAL YEAR. OTHER REVENUE IS INCLUDED WITHIN THE LINE GRAPH TO INCLUDE LEASE AGREEMENT INCOME, INTEREST INCOME, AND MISCELLANEOUS INCOME.



11/18/2016
Expenditure Charts
As of Oct. 31, 2016

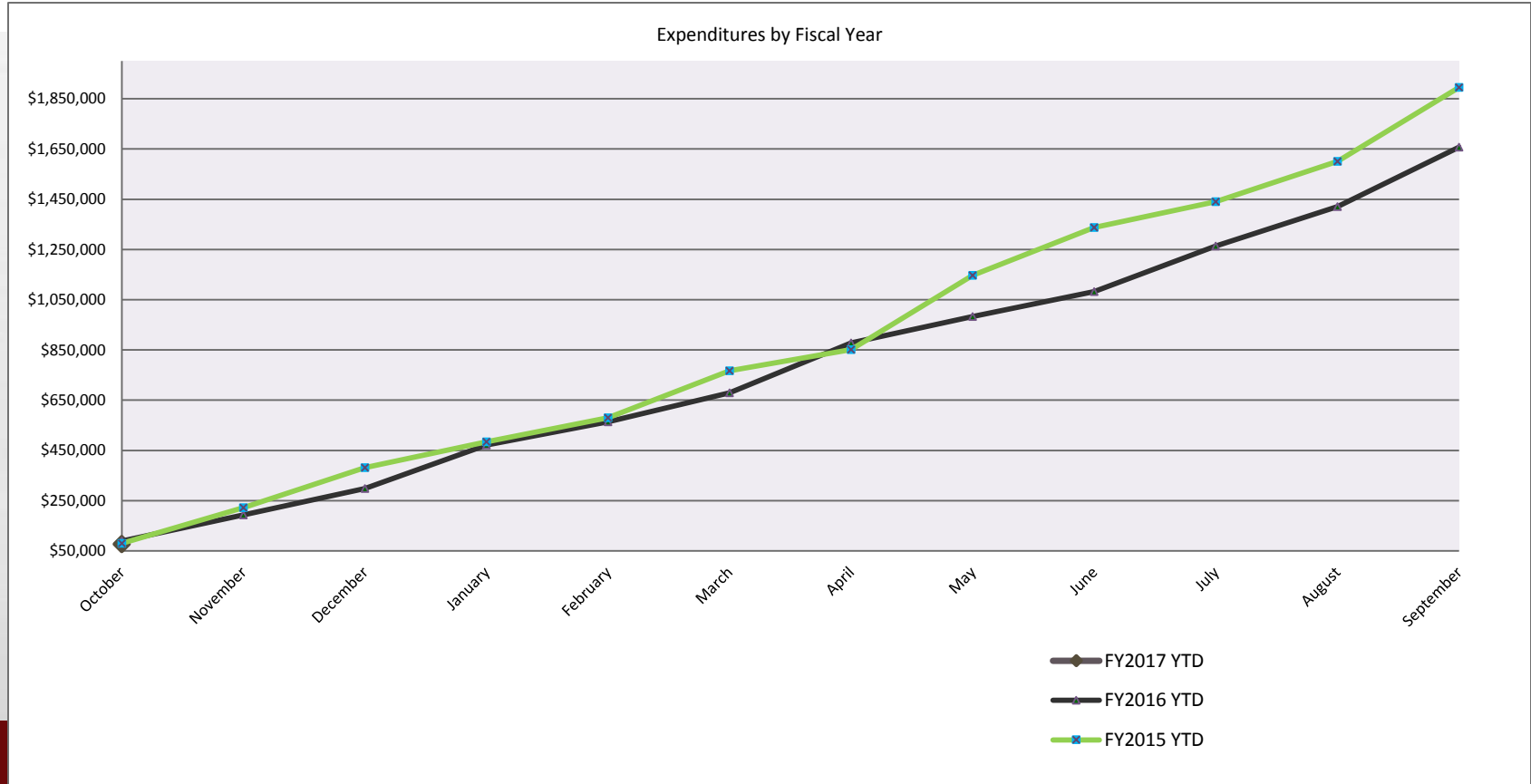


*** Chart reflects FY2017 Fiscal Year-to Date expenses. Data provided by City of Bastrop Finance Department records.**

EXPENDITURE COMPARISON GRAPH AS OF OCT. 31, 2016



EXPENSES: THE LINE GRAPH MAKES A COMPARISON OF THE CURRENT FISCAL YEAR EXPENSES TO THE LAST TWO FISCAL YEAR ON A YEAR TO DATE BASIS. THE **FUNDS' BASIC OPERATIONS OR FIXED EXPENSES SHOULD STAY RELATIVELY FLAT OR FIXED** ON THE LINE GRAPH. THE SPIKE IN MAY 2015 IS DUE TO THE ENTRY REQUIRED FOR THE DONATION OF THE ARENA LAND TO THE CITY.



BASTROP ECONOMIC DEVELOPMENT CORPORATION FUND
FY 2016-2017 BUDGET



Unaudited Fund Balance 9-30-2016	\$ 3,849,822
 FY 2015-2016	
Budgeted Revenues	\$ <u>2,234,800</u>
Total FY 2016 Resources	\$ 6,084,622
 Budgeted Expenditures:	
Operating Expenses	\$ (1,445,775)
Capital Expenses	\$ (280,000)
Debt Service	\$ <u>(693,063)</u>
	\$ (2,418,838)
Projected Ending Gross Fund Balance 09-30-2017	\$ 3,665,784
Reserve 25% of Operating Expense	\$ 361,444

* THE PROJECTED OPERATING BALANCE INCLUDES A \$150,000 REDUCTION FOR DESIGNATED OPERATING EQUITY.

** IN ORDER TO MAINTAIN A 25% OR 90 DAY BALANCE, THE TOTAL BUDGETED EXPENDITURES MAY NOT EXCEED \$5,723,178. THESE FIGURES ARE SUBJECT TO CHANGE DEPENDING UPON ACTUAL REVENUES AND EXPENDITURES.

BEDC FINANCIAL STATEMENTS ATTACHED



C I T Y O F B A S T R O P
 FINANCIAL STATEMENT
 AS OF: OCTOBER 31ST, 2016

601-BASTROP E.D.C. FUND

REVENUES	PRIOR Y-T-D	CURRENT BUDGET	M-T-D ACTUAL	Y-T-D ACTUAL	BUDGET BALANCE	% OF BUDGET
TAXES & PENALTIES						
00-00-4005 SALES TAX	151,866.84	2,209,500.00	161,154.84	161,154.84	2,048,345.16	7.29
TOTAL TAXES & PENALTIES	151,866.84	2,209,500.00	161,154.84	161,154.84	2,048,345.16	7.29
CHARGES FOR SERVICES						
00-00-4047 LEASE AGREEMENT	1,150.00	13,800.00	1,150.00	1,150.00	12,650.00	8.33
TOTAL CHARGES FOR SERVICES	1,150.00	13,800.00	1,150.00	1,150.00	12,650.00	8.33
OTHER REVENUE						
INTEREST INCOME						
00-00-4400 INTEREST INCOME	272.37	10,000.00	1,968.46	1,968.46	8,031.54	19.68
00-00-4401 INTEREST RECEIVED ON NOTES	139.19	1,500.00	104.16	104.16	1,395.84	6.94
TOTAL INTEREST INCOME	411.56	11,500.00	2,072.62	2,072.62	9,427.38	18.02
MISCELLANEOUS						
TRANSFERS-IN						
OTHER SOURCES						
** TOTAL REVENUE **	153,428.40	2,234,800.00	164,377.46	164,377.46	2,070,422.54	7.36

FINANCIAL STATEMENT

AS OF: OCTOBER 31ST, 2016

601-BASTROP E.D.C. FUND

EXPENDITURES	PRIOR Y-T-D	CURRENT BUDGET	M-T-D ACTUAL	Y-T-D ACTUAL	BUDGET BALANCE	% OF BUDGET
NON-DEPARTMENT =====						
00-NON-PROGRAM =====						
BEDC ADMINISTRATION =====						
00-NON-PROGRAM =====						
PERSONNEL COSTS						
70-00-5101 BEDC OPERATIONAL SALARIES	11,281.22	233,478.00	13,227.64	13,227.64	220,250.36	5.67
70-00-5116 LONGEVITY	0.00	450.00	0.00	0.00	450.00	0.00
70-00-5150 SOCIAL SECURITY	850.83	17,930.00	967.12	967.12	16,962.88	5.39
70-00-5151 RETIREMENT	1,106.53	27,050.00	1,461.72	1,461.72	25,588.28	5.40
70-00-5155 GROUP INSURANCE	1,388.66	28,988.00	3,212.74	3,212.74	25,775.26	11.08
70-00-5156 WORKER'S COMPENSATION	0.00	500.00	103.67	103.67	396.33	20.73
TOTAL PERSONNEL COSTS	14,627.24	308,396.00	18,972.89	18,972.89	289,423.11	6.15
SUPPLIES & MATERIALS						
70-00-5201 OPERATIONAL SUPPLIES (OFFIC	74.29	7,000.00	121.92	121.92	6,878.08	1.74
70-00-5203 POSTAGE	0.00	360.00	0.00	0.00	360.00	0.00
70-00-5206 OFFICE EQUIPMENT	0.00	10,200.00	146.35	146.35	10,053.65	1.43
TOTAL SUPPLIES & MATERIALS	74.29	17,560.00	268.27	268.27	17,291.73	1.53
MAINTENANCE & REPAIRS						
70-00-5301 MAINT OF EQUIPMENT	0.00	1,000.00	0.00	0.00	1,000.00	0.00
70-00-5345 BUILDING REPAIRS & MAINT.	200.00	3,600.00	254.00	254.00	3,346.00	7.06
TOTAL MAINTENANCE & REPAIRS	200.00	4,600.00	254.00	254.00	4,346.00	5.52
OCCUPANCY						
70-00-5401 COMMUNICATIONS	804.75	11,550.00	457.29	457.29	11,092.71	3.96
70-00-5402 OFFICE RENTAL	6,000.00	36,000.00	6,000.00	6,000.00	30,000.00	16.67
70-00-5403 UTILITIES	522.73	4,680.00	202.43	202.43	4,477.57	4.33
TOTAL OCCUPANCY	7,327.48	52,230.00	6,659.72	6,659.72	45,570.28	12.75

FINANCIAL STATEMENT

AS OF: OCTOBER 31ST, 2016

601-BASTROP E.D.C. FUND

EXPENDITURES	PRIOR Y-T-D	CURRENT BUDGET	M-T-D ACTUAL	Y-T-D ACTUAL	BUDGET BALANCE	% OF BUDGET
CONTRACTUAL SERVICES						
70-00-5505 PROFESSIONAL SERVICES	6,500.00	66,300.00	17,495.00	17,495.00	48,805.00	26.39
70-00-5525 LEGALS	0.00	30,000.00	0.00	0.00	30,000.00	0.00
70-00-5530 ENGINEERING	0.00	15,000.00	0.00	0.00	15,000.00	0.00
70-00-5540 PROPERTY INSURANCE	192.73	1,200.00	174.38	174.38	1,025.62	14.53
70-00-5561 CONTRACTUAL SERVICES	1,000.00	6,000.00	1,000.00	1,000.00	5,000.00	16.67
70-00-5574 CITY CONTRACT FOR SERVICE	0.00	139,000.00	0.00	0.00	139,000.00	0.00
70-00-5596 MAIN STREET PROG SUPPORT	3,333.33	40,000.00	3,333.33	3,333.33	36,666.67	8.33
70-00-5598 CITY ADMINISTRATIVE SUPPORT	0.00	50,000.00	0.00	0.00	50,000.00	0.00
TOTAL CONTRACTUAL SERVICES	11,026.06	347,500.00	22,002.71	22,002.71	325,497.29	6.33
OTHER CHARGES						
70-00-5603 MARKETING TRAVEL	1,496.03	12,000.00	0.00	0.00	12,000.00	0.00
70-00-5604 BUSINESS DEVELOPMENT	1,055.00	10,000.00	0.00	0.00	10,000.00	0.00
70-00-5605 TRAINING TRAVEL	675.00	10,000.00	790.96	790.96	9,209.04	7.91
70-00-5606 AUTO ALLOWANCE - STAFF	0.00	6,000.00	0.00	0.00	6,000.00	0.00
70-00-5611 BILLBOARDS	1,000.00	0.00	0.00	0.00	0.00	0.00
70-00-5615 DUES, SUBSCRIPTIONS & PUBLI	500.00	11,284.00	500.00	500.00	10,784.00	4.43
70-00-5631 BONDS FOR BEDC OFFICERS	0.00	1,000.00	0.00	0.00	1,000.00	0.00
70-00-5633 LOCAL/MISC ADV & SPONSORSHI	2,056.48	15,000.00	1,286.84	1,286.84	13,713.16	8.58
70-00-5634 NATIONAL ADV & MARKETING	175.00	50,000.00	65.00	65.00	49,935.00	0.13
70-00-5635 REGIONAL ADV & MARKETING	0.00	15,000.00	0.00	0.00	15,000.00	0.00
70-00-5636 DIGITAL ADV & MARKETING	0.00	10,000.00	0.00	0.00	10,000.00	0.00
70-00-5637 SPECIAL ADV & MARKETING	0.00	12,000.00	0.00	0.00	12,000.00	0.00
70-00-5640 SPL PROJ-REDEVELOPMENT GRAN	0.00	50,000.00	0.00	0.00	50,000.00	0.00
70-00-5641 SPL EDUC & WORKFORCE DEVELO	0.00	10,000.00	0.00	0.00	10,000.00	0.00
70-00-5642 SPL ENTREPRENEURIAL/SM BUS	0.00	10,000.00	0.00	0.00	10,000.00	0.00
70-00-5644 380 AGREEMENT REIMBURSEMENT	0.00	329,000.00	0.00	0.00	329,000.00	0.00
70-00-5645 WATER RIGHTS PROP FUNDING	0.00	60,000.00	0.00	0.00	60,000.00	0.00
70-00-5646 SPECIAL PROJ/INCENTIVES	0.00	49,205.00	0.00	0.00	49,205.00	0.00
70-00-5649 SPL PRJT DISASTER RELIEF GR	0.00	10,000.00	0.00	0.00	10,000.00	0.00
70-00-5650 SPL PRJT BUS RETEN & EXPAN	0.00	10,000.00	0.00	0.00	10,000.00	0.00
70-00-5689 OPPORTUNITY AUSTIN	0.00	10,000.00	0.00	0.00	10,000.00	0.00
70-00-5700 TARGETED MARKETING	3,356.48	0.00	1,079.01	1,079.01	(1,079.01)	0.00
TOTAL OTHER CHARGES	10,313.99	690,489.00	3,721.81	3,721.81	686,767.19	0.54
CONTINGENCY						
70-00-5900 CONTINGENCY	0.00	25,000.00	0.00	0.00	25,000.00	0.00
TOTAL CONTINGENCY	0.00	25,000.00	0.00	0.00	25,000.00	0.00

FINANCIAL STATEMENT

AS OF: OCTOBER 31ST, 2016

601-BASTROP E.D.C. FUND

EXPENDITURES	PRIOR Y-T-D	CURRENT BUDGET	M-T-D ACTUAL	Y-T-D ACTUAL	BUDGET BALANCE	% OF BUDGET
CAPITAL OUTLAY						
70-00-6713 TRAIL SYS FROM ESKEW TO HWY	0.00	180,000.00	0.00	0.00	180,000.00	0.00
70-00-6714 921 MAINSTREET PROJECT	0.00	100,000.00	0.00	0.00	100,000.00	0.00
TOTAL CAPITAL OUTLAY	0.00	280,000.00	0.00	0.00	280,000.00	0.00
DEBT SERVICE						
70-00-7133 C OF O SERIES 2013 PRINCIPL	6,352.50	70,000.00	5,833.33	5,833.33	64,166.67	8.33
70-00-7134 C OF O SERIES 2013 INTEREST	8,410.50	98,700.00	8,224.90	8,224.90	90,475.10	8.33
70-00-7137 C OF O SERIES 2010 PRINCIPA	3,527.83	45,110.00	3,759.17	3,759.17	41,350.83	8.33
70-00-7138 C OF O SERIES 2010 INTEREST	2,791.17	32,013.00	2,667.72	2,667.72	29,345.28	8.33
70-00-7152 GO REFUNDING SER 2014 INT	527.11	0.00	0.00	0.00	0.00	0.00
70-00-7501 C OF O SERIES 2008A PRINCIP	1,771.92	370,000.00	0.00	0.00	370,000.00	0.00
70-00-7502 C OF O SERIES 2008A, INTERE	897.25	16,828.00	0.00	0.00	16,828.00	0.00
TOTAL DEBT SERVICE	24,278.28	632,651.00	20,485.12	20,485.12	612,165.88	3.24
TOTAL 00-NON-PROGRAM	67,847.34	2,358,426.00	72,364.52	72,364.52	2,286,061.48	3.07
ADMINISTRATION =====						
CAPITAL OUTLAY						
DEBT SERVICE						
70-10-7097 INTEREST EXPENSE ON FNB NOT	5.66	500.00	0.00	0.00	500.00	0.00
70-10-7603 BOND PRINCIPAL 2006	19,583.33	50,000.00	4,166.67	4,166.67	45,833.33	8.33
70-10-7604 BOND INTEREST 2006	1,728.83	9,912.00	825.95	825.95	9,086.05	8.33
TOTAL DEBT SERVICE	21,317.82	60,412.00	4,992.62	4,992.62	55,419.38	8.26
TOTAL ADMINISTRATION	21,317.82	60,412.00	4,992.62	4,992.62	55,419.38	8.26
TOTAL BEDC ADMINISTRATION	89,165.16	2,418,838.00	77,357.14	77,357.14	2,341,480.86	3.20
*** TOTAL EXPENSES ***	89,165.16	2,418,838.00	77,357.14	77,357.14	2,341,480.86	3.20
*** END OF REPORT ***						

BALANCE SHEET

AS OF: OCTOBER 31ST, 2016

601-BASTROP E.D.C. FUND

ACCOUNT# TITLE

ASSETS

=====

00-00-1010	BEDC OPERATING ACCT	162,851.34
00-00-1012	TEXAS CLASS	1,521,719.40
00-00-1100	TEXPOOL	1,805,364.90
00-00-1135	DREYFUS MM ACCT	822.26
00-00-1141	CERTIFICATE OF DEPOSIT FN	501,000.00
00-00-1224	ACCT RECEIVABLE-SALES TAX	338,182.38
00-00-1272	NOTES RECEIVABLE-GARMENT	60,417.36
00-00-1274	NOTES RECEIVABLE-GTG-LOAN	19,999.30
00-00-1275	NOTES RECEIVABLE-GTG-LOAN	19,692.04
00-00-1276	NOTES RECEIVABLE-GTG-LOAN	473.28
00-00-1420	EQUIPMENT	8,300.77
00-00-1440	BUILDING IMPROVEMENTS	49,785.27
00-00-1460	FIXED ASSETS - BUILDING	845,593.73
00-00-1470	FIXED ASSETS - LAND	832,992.05
00-00-1480	FIXED ASSETS - INFRASTRUC	2,253,147.18
00-00-1490	CONST IN PROGRESS-INFRAST	6,943.68
00-00-1499	ACCUMULATED DEPRECIATION(1,677,456.51)
00-00-1575	DEFERRED OUTFLOWS-PENSION	15,195.00
00-00-1576	DEFERRED OUTFLOWS-ACTUARI	501.00
00-00-1577	DEFERRED OUTFLOWS-DEFICIT	3,617.00

6,769,141.43

TOTAL ASSETS

6,769,141.43

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BALANCE SHEET

AS OF: OCTOBER 31ST, 2016

601-BASTROP E.D.C. FUND

ACCOUNT# TITLE

LIABILITIES & FUND BALANCE

=====

00-00-2000	ACCOUNTS PAYABLE	1,568.78	
00-00-2080	NOTES PAYABLE-CITY-WTR PR	420,000.00	
00-00-2081	NOTES PAYABLE-CITY-TDC	35,417.33	
00-00-2101	BONDS PAYABLE CURRENT POR	271,043.00	
00-00-2102	TAX/REV 2006 BOND PAYABLE	165,000.00	
00-00-2105	BONDS PAYABLE-CURRENT YR	25,477.74	
00-00-2125	ACCRUED INTEREST PAYABLE	25,686.06	
00-00-2127	ACCRUED EXPENSES-OTHER	40,117.38	
00-00-2235	DEFFERRED REVENUE-TOWER	54,050.00	
00-00-2356	DUE TO OTHER GOVERNMENTS	3,614,384.44	
00-00-2405	ENCUMBRANCE ACCOUNT (44,295.86)	
00-00-2406	RESERVE FOR ENCUMBRANCE	44,295.86	
00-00-2850	NET PENSION LIABLIITY	70,293.00	
00-00-2870	COMPENSATED ABSENCES PAYA	11,248.66	
			4,734,286.39
	TOTAL LIABILITIES		4,734,286.39
	SURPLUS (DEFICIT)	87,020.32	
00-00-3000	NET ASSETS	1,094,423.37	
00-00-3119	DESIGNATED OPERATING	150,000.00	
00-00-3400	CONTRIBUTED CAPITAL	521,695.50	
00-00-3502	RESTRICTED - JAMCO	73,644.00	
00-00-3503	RESTRICTED-GOOD SOUL BREW	9,700.00	
00-00-3505	RESTRICTED-COGLAN GRP	5,000.00	
00-00-3506	RESTRICTED-ELLIOTT PARTNE	37,372.85	
00-00-3507	RESTRICTED - AEI TECHNOLO	55,999.00	
	TOTAL EQUITY		2,034,855.04
	TOTAL LIABILITIES & FUND EQUITY		6,769,141.43

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Agenda Item: 3.4

AGENDA MEMORANDUM

Meeting Date: November 21, 2016

Agenda Item: Consideration, discussion and possible action regarding the Bastrop EDC's legal services, including but not limited to the RFQ for legal services and the recommendation from the review committee to engage Denton, Navarro, Rocha, Bernal, Hyde & Zech.

Prepared by: Shawn A. Kirkpatrick, Executive Director

Background

Following the September 2016 Board meeting, the EDC issued an RFQ for legal services. The Chair, Vice-Chair, Secretary/Treasurer, and Executive Director reviewed and scored the submissions based on the criteria included within the RFQ. The Firm of Denton, Navarro, Rocha, Bernal, Hyde & Zech scored the highest among the five submissions. The review committee agreed to have the Executive Director conduct the reference checks and score accordingly. The references were resoundingly positive for the firm, lead attorney, and secondary attorneys.

It is the recommendation of the review committee to engage the firm of Denton, Navarro, Rocha, Bernal, Hyde, & Zech as legal counsel for the Bastrop EDC.

Recommendation

Approve the Executive Director negotiating and executing an agreeable written engagement for a three year term with Denton, Navarro, Rocha, Bernal, Hyde & Zech as primary legal counsel for the Bastrop EDC.

Attachments

Denton, Navarro, Rocha, Bernal, Hyde & Zech submission
Final scoring sheet



RESPONSE TO REQUEST FOR QUALIFICATIONS

for the

BASTROP ECONOMIC DEVELOPMENT CORPORATION

BEDC ATTORNEY SERVICES RFQ#: 2016-001

October 25, 2016

Submitted by

DENTON NAVARRO ROCHA BERNAL HYDE & ZECH

A PROFESSIONAL CORPORATION

2517 North Main Avenue

San Antonio, Texas 78212-4685

(210) 227-3243 Telephone

(210) 225-4481 Fax

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(956) 421-3621 Fax

BASTROP ECONOMIC DEVELOPMENT CORPORATION
Request for Qualifications
Contract for BEDC Attorney Services, RFQ 2016-001

Proposal Due Date: **Wednesday, October 26, 2016 3:00 p.m. CST**

The Bastrop Economic Development Corporation (BEDC) is seeking Qualification Statements and related Proposals from Respondents interested in serving as contract legal counsel to the BEDC. Sealed Qualification Statements and Proposals (Responses) are due to the BEDC Office, 301 Hwy 71 West, Suite 214, Bastrop, Texas 78602 by 3:00 p.m. Wednesday, October 26, 2016. Sealed Responses should be labeled "**DO NOT OPEN**" along with "BEDC RFQ - Legal Services". Responses that are submitted by facsimile, electronic mail, and/or late proposals will not be accepted or considered by the BEDC. The BEDC reserves the right to grant interviews to firms or counsel as it deems appropriate and to request additional information from any Responder. The BEDC reserves the right to accept or reject, in whole or in part, any Response.

The BEDC seeks legal services to assist the BEDC in actively accomplishing its mission, including representation in various aspects of law, such as advising, counseling and rendering legal opinions to the BEDC Board, Executive Director and staff concerning laws related to economic development and incentives, community planning, contract law, open government laws, litigation, and consultation and coordination with the City of Bastrop, as well as work with any assigned special legal counsel. Attendance at a variety of meetings will be required, including staff meetings, economic development 'Project' meetings, BEDC Board meetings, and other meetings, as requested. Legal services will not include any criminal prosecution services. A more detailed statement of services is provided in the Scope of Work portion of this RFQ, below.

Communications Related to the RFQ

All communications related this Request for Qualifications are to be directed to the Executive Director's office: Shawn A. Kirkpatrick, (512) 303-9700, Shawn@BastropEDC.org.

BEDC BACKGROUND INFORMATION

THE BEDC'S MISSION:

"To enhance the quality of life in Bastrop by providing the appropriate infrastructure as required. The Bastrop EDC will promote and assist economic development which will provide our residents meaningful and rewarding employment opportunities and greater access to desirable goods and services."

The Bastrop Economic Development Corporation is a Type "B" economic development corporation formed under the Texas Development Corporation Act of 1979, as amended and codified, and the Texas Non-profit Corporation Act, operating as a 501(c)3 non-profit Texas corporation. The purpose of the Corporation is to use economic development resources, including revenues generated by sales taxes assessed for this purpose, to enhance employment opportunities in the community and to promote the general economic welfare of the City, its residents, and businesses, as authorized by the Act and the BEDC's Articles of Incorporation. The day-to-day business of the BEDC is managed by an Executive Director, through the oversight and direction of its seven (7) member Board of Directors. The BEDC is subject to the applicable Statutes, its Articles of Incorporation and its BEDC Bylaws. The Board exercises all of the powers of the Corporation in accordance with State law, including the Open Meetings Act and the Public Information Act.

Bastrop, Texas, has a population of 7,218, according the 2010 US Census, and is located 32 miles southeast of Austin, Texas.

The Board holds its regular meetings on the third (3rd) Monday of each month at Bastrop City Hall and, when necessary, convenes special meetings at various times throughout the year. The Board sets its calendar annually, but meeting dates, times and locations are subject to change. Legal Counsel is expected to attend all Board meetings and Special meetings, with only nominal exception.

Scope of Work [Reference Attachments A and B]

Provide legal advice, counsel, consultation, and opinions to the BEDC Board of Directors, Executive Director, and staff on a variety of legal issues pertinent to the BEDC including, but not limited to economic development, development services, zoning, creation/retention of primary jobs for economic development projects, community development initiatives, drafting and negotiation of incentive and real property contracts, drafting and negotiation of development agreements, assistance with applications for grants and loans, providing counsel regarding authorized use/oversight concerning application of Type "B" sales and use tax, public disclosure issues/notices, public hearings, open meetings, public information laws, formation of special districts and financing for same, and other legal matters associated with representation of a Type "B" economic development corporation.

1. The BEDC attorney's advice must include information and assistance on effectively minimizing the threat of civil litigation.
2. Attend and provide legal representation to the Board, Executive Director and staff at various BEDC meetings including staff meetings, economic development 'Project' meetings, BEDC Board meetings, and other meetings, as requested.
3. Assist and advise staff on agenda preparation for legal compliance. Assist with Open Meeting compliance. Assist staff with preparing public hearing notices and assist Executive Director and Board with conducting same.
4. Appear before courts and administrative agencies to represent the BEDC's interest, as necessary.
5. Prepare and review legal memorandums, orders, resolutions, contracts, and other documents for legal correctness, when requested by BEDC Board or staff.
6. Work cooperatively with any special counsel retained by the BEDC Board for special projects.
7. Work cooperatively with the City of Bastrop's City Manager, City staff and any special legal counsel retained by the City of Bastrop for special municipal projects or joint BEDC/City projects.
8. Coordinate with other special counsel, as needed, to ensure proper management of legal issues on behalf of the BEDC, and to ensure proper coordination and transition of legal issues among legal counsel.
9. Assist BEDC Board, Executive Director and staff in maintaining awareness of ethical standards, avoidance of conflicts of interests and/or prohibited transactions, and assiduous adherence to a high standard of fairness to those doing business with the BEDC.

10. Assist the BEDC Executive Director and staff in understanding the legally defined responsibilities and duties of their respective offices.
11. Provide the BEDC Board with guidance as to the proper procedural matters relating to BEDC meetings.
12. Performs other legal services and tasks as assigned by the BEDC Board or staff.

Conflict of Interest [Reference Attachment F]

The BEDC provides legal representation not only for itself but also to its officers, its Executive Director, Board and employee(s), when such persons are acting within the scope of their duties or employment. **No law firm with an attorney-client relationship with the BEDC may represent any person or other entity in any matter or engagement when the BEDC has an interest and the interests of such person or entity actually or potentially conflicts with the BEDC's interests.** The following is a list of the individuals who are currently on the BEDC Board of Directors, the Executive Director, and are employed by the BEDC:

Steve Mills, Board Chair
 Kristi Koch, Board Vice-Chair
 Cam Chavez, Secretary/Treasurer
 Mayor Ken Kesselus, Director
 Kevin Plunkett, Director
 Joe Beal, Director
 Drusilla Rogers, Director
 Shawn A. Kirkpatrick, Executive Director
 Angela Ryan, Assistant Director
 Jean Riemenschneider, Economic Development Coordinator
 Kathy Merrifield, Economic Development Assistant

Prior to submitting a Response to this RFQ, a Respondent shall perform a conflicts check to determine if an actual or potential conflict of interest currently exists within its firm that would affect the firm's/attorney's work with the BEDC. Responders will be required to sign a "No Conflicts" Statement upon submission of a Statement of Qualifications and Proposal.

In the event that the Responder determines that a conflict of interest or a potential conflict of interest exists ***after the representation of the BEDC commences***, the firm/attorney must immediately notify the BEDC, in writing, and enumerate the steps that will be taken to resolve same. Please be aware that the BEDC does not contemplate granting any release that would waive restraint from participation in a conflict of interest situation.

Specifications [Reference Attachment B]

1. The BEDC attorney attends all BEDC Board meetings or is available to attend by conference call, at the request of the Board or staff. Regular Board meetings are scheduled for the third Monday of each month at 6:00 p.m. and continue until the meeting is adjourned.
2. The BEDC attorney may be asked to attend BEDC special meetings, workshops, training, or other events, at the request of either the staff or the Board. Accordingly, the BEDC attorney should be available to do so.
3. The BEDC attorney may be called upon to attend the occasional community meeting or event, and

may be called upon to attend other meetings related to specific projects in which the BEDC is involved.

4. The BEDC attorney must be generally available during working hours by phone, cell phone, fax and email.
5. The Board's, Executive Director's and staff's accessibility to the BEDC attorney and the attorney's timeliness of response to the BEDC is of great importance to the BEDC.

Accessibility includes the ability to be generally available to attend meetings, in person, and on short notice, as well as the ability to be reached promptly by telephone and to receive and provide documents by email. The BEDC does not offer space for offices. The BEDC attorney is expected to coordinate with staff in a way that will promote efficient and effective production of work.

References [See Attachment G]

All Respondents will be required to submit professional references for all attorneys who will be working with the BEDC. References should be for entities and/or individuals who have worked with the attorneys on legal matters similar to those that will be handled for the BEDC. References will be contacted and a submission of a Qualification Statement will be deemed to be a voluntary release of information sought. Respondents acknowledge and agree that persons other than those identified as references may also be contacted as references by the BEDC.

Insurance/Independent Contractor Status

Respondent acknowledges and understands that, if engaged to provide services, it and all lawyers and paralegals designated by it to provide professional services to the BEDC will be required to provide proof of professional liability, workers' compensation, and automobile insurance in amounts acceptable to the BEDC. Respondent must agree and understand that if engaged to provide services, it and all persons designated to provide services to the BEDC by it shall be deemed to be independent contractor(s), responsible for its (their) own respective acts and omissions, and that the BEDC shall in no way be responsible for Respondent's actions or omissions. Further, neither the Respondent nor the BEDC shall have the authority to bind the other or hold out to third parties that they have any such authority.

Contract Term

The BEDC anticipates a three-year contract, with options for periodic renewals, at the discretion of the BEDC Board. Renewal of the contract will require a positive review by the BEDC Board. Notwithstanding anything herein to the contrary, the BEDC contract attorney will always work at the pleasure of the BEDC Board and the contract will be prepared to ensure that the contractual relationship may be terminated by either Party, at any time, with or without cause.

Staffing [See Attachments B and C]

Respondent is expected to staff the representation of the BEDC with appropriate resources and to provide representation services in a manner that is both beneficial to the BEDC's legal interest and cost-effective. Although the appropriate level of staffing may vary from matter to matter, the vast majority of matters will be handled by only one lawyer. The selected law firm/attorney will be retained by the BEDC in large part because of their expertise. Accordingly, time spent educating an attorney on matters applicable to substantive law related to the BEDC shall not be billed to the BEDC.

The selected firm/attorney should encourage utilization of junior attorneys, paralegals and staff in performing tasks that are appropriate to their skill and training, to minimize billing to the BEDC. However, regardless of which individual performs the work, responsibility for the quality of all work shall remain with the attorney who is assigned as the primary attorney to the BEDC, and that individual shall be ultimately responsible for handling the matters assigned by the BEDC.

Fees/Invoicing [See Attachment E]

The BEDC is open to a variety of approaches, including hourly rates or a flat monthly rate with add-ons. However, cost-effectiveness is a critical criteria in the assessment and award of the contract for legal services. The rate(s) agreed upon shall remain in effect for the entire initial contract period of three years, and may be subject to adjustment upon renewal.

If proposing work be done/billed to the BEDC on an hourly basis, the Respondent should identify the rates associated with each individual involved in representing the BEDC. The BEDC will only pay for the time of one attorney involved in a task, unless work by multiple attorneys is approved in advance.

If a Respondent is proposing to bill on an hourly basis, all billing must be in increments not greater than one-tenth of an hour (.10). All Expenses will be reimbursed only at Respondent's actual costs, with no inflationary factor allowed. The contract will enumerate non-compensable fees, such as, but not limited to, routine clerical tasks including conducting "conflicts checks", opening files, and file organization. No work may be "attorney initiated" and fees generated for such work will not be paid by BEDC.

Invoicing shall be done by the attorney by means of a detailed invoice, submitted on a monthly basis, and will be paid by BEDC in the regular course of its operation, e.g., within 30 days of receipt of the invoice.

THE BEDC SELECTION PROCESS

Schedule

The BEDC Board provides the following anticipated schedule for completion of this process. This anticipated schedule is for information purposes only and may be adjusted as needed by the BEDC.

RFQ release date: Wednesday, September 28, 2016
 RFQ submission date: Wednesday, October 26, 2016 at 3:00 p.m. CST
 RFQ committee review date: TBD
 Anticipated initial reference check and committee interviews week of: Monday, November 7, 2016, to Friday, November 11, 2016
 Anticipated award date: Monday, November 21, 2016

Evaluation and Selection Process

The BEDC reserves the right to select a Responder and award a contract to the Responder who best meets the needs and interests of the BEDC. To this end, the following steps are anticipated:

- Step 1: Receive and review the Qualification Statement and Proposals
- Step 2: Perform initial reference check
- Step 3: Interview finalists

Step 4: Identify Selected Firm/attorney by BEDC Board

Step 5: Prepare and execute Contract

Evaluation Criteria

Written Qualification Statements and Proposals will be evaluated by the BEDC on the basis of the following weighted criteria:

1. Applicable experience of the designated attorney (25%)
2. Depth and/or stability of firm, practice or attorney (10%)
3. Interpersonal match and philosophical concurrence with the BEDC's mission, core beliefs, practices and personnel (15%)
4. Accessibility and responsiveness of both the proposed designated BEDC attorney and any assisting attorneys (15%)
5. Cost-effectiveness (15%)
6. References (10%)
7. Completeness and professionalism of submission (10%)

References

References will be checked of finalist firm(s) and/or those firm(s) selected for interviews by an appointed committee of the BEDC Board after the initial review by the BEDC Board.

Interviews

Interviews will be held at the sole option of the BEDC Board. If interviews are conducted, the interview team should be composed of the attorneys who will be assigned to work with the BEDC, as identified in the Response. Firms may be asked to provide supplemental or additional information prior to the interviews.

Contract Negotiations

The BEDC reserves the right to negotiate all elements of a contract that may result from the apparent successful Response. BEDC representatives and the selected finalist will review in detail all aspects of the requirements and the proposal. During the review of the apparent successful proposal, the Respondent may offer, and the BEDC may accept, differing terms, although such suggestions are not favored.

Rejection of Proposals

The BEDC reserves the right to reject any or all Responses to this RFQ, or any and all portions or parts hereof. Without limiting the generality of the foregoing, the BEDC may reject any Response which is incomplete or not responsive.

HOW TO RESPOND

Provide five (5) printed, bound copies of the Qualification Statement and the Related Proposal, **containing the information noted in Attachments A through G, below**, and one (1) electronic copy (Adobe pdf on a USB flash drive is preferred) to the address noted below, on or before Wednesday, October 26, 2016 at 3:00 p.m. CST.

All documents must be enclosed in a sealed envelope marked "BEDC RFQ Legal Service" and delivered to:

Bastrop Economic Development Corporation
Attention: Shawn A. Kirkpatrick, Executive Director
301 Hwy 71 West, Suite 214
Bastrop, Texas 78602

Phone: (512) 303-9700

NO FACSIMILES, EMAILS OR LATE SUBMISSIONS WILL BE ACCEPTED OR CONSIDERED.

Transmittal Note: In the past, the BEDC has had problems receiving bids on the submission date through USPS and other 'overnight delivery carriers' including, but not limited to, "first delivery" and "by 10:00 a.m." services. Therefore, we do not recommend that you rely on this form of delivery to meet the deadline for submission. Responders do so at their own risk. Proposals not received by the cut-off time will be returned unopened and will not be considered, regardless of the time of posting.

REQUIRED DELIVERABLES

[Five (5) hard copies and one electronic copy (e.g., flash drive)]

Attachment A: Scope of Work

- List which of the areas of law outlined in the section titled 'Scope of Work', in which you/your firm has expertise.
- Discuss in some detail your past experience in representing clients in the enumerated areas of law.
- Identify past representation in these areas of law, providing dates of representation.
- Identify any areas noted in the 'Scope of Work' that you do not and/or your firm does not have experience in handling.
- Identify any areas of law that you would refer out to special legal counsel for their expertise.

Attachment B: Firm Experience

- Provide a narrative description of the firm.
- Identify the firm's expertise in representing entities involved in economic development.
- Identify the firm's experience with municipal law, including land use, zoning, growth management, contract law, personnel matters, or other related experience.
- Please detail and explain any grievances or disciplinary action that may have been taken against the firm/attorney by a client or former client.

Attachment C: Proposed BEDC attorney/Team

- Identify and describe the attorney(s) and/or legal team proposed to work with the BEDC, including the designated lead BEDC attorney.
- For each attorney on the proposed legal team, please provide a résumé that details their education, work experience and qualifications to represent the BEDC.
- Provide information regarding the undergraduate school/degree, law school/graduation date and the Texas Bar license number of any attorney who will be proposed to provide services to the BEDC.
- Provide for each team member.
- If specialty attorney(s) or additional resources are available through your firm (in addition to the proposed team) to meet a special need that might arise for the BEDC or the City, please identify them and their specialties. Include their résumés, as well.

Attachment D: Accessibility and Responsiveness

- Discuss the accessibility of the proposed designated BEDC attorney and the response time that the individual offers to the BEDC. Specifically identify the 'lead time' that is required for this individual to attend scheduled or *ad hoc* meetings.
- Identify the physical location of the BEDC attorney's primary offices.
- Discuss the technical capabilities of the firm/attorney, including a discussion of any IT equipment that is available and used by the attorney and staff to increase accessibility and responsiveness to

the BEDC.

Attachment E: Proposed Fee Structure

- Propose a comprehensive fee/rate package, inclusive of all costs. [The BEDC is open to a variety of approaches, including hourly rates or a flat monthly rate with add-ons.]
- If proposing an hourly rate, the proposer shall bill in increments not greater than one-tenth hour (.10/hr).
- The BEDC will select the finalist by considering the proposed compensation as a “best and final offer,” although the BEDC reserves the right to negotiate terms as needed to improve elements of the proposal to best meet the needs of the BEDC, including cost.

Attachment F: Conflict of Interest

- Execute the attached “No Conflict of Interest” Statement. Answer the following question: How would your firm handle representation of any other client engaged in a ‘Project’ with the BEDC?
- In answering this question, please identify how the firm would handle a situation where attorney “A” in the firm represents the BEDC as the BEDC’s contract attorney, and attorney “B” in the firm represents a ‘Project’ seeking assistance through the BEDC.
- In answering this question, please identify those steps, if any, the firm would be willing to undertake to eliminate or reduce the potential for conflict of interest.

Attachment G: References

- Provide three (3) professional references for the designated BEDC attorney, who have worked with the attorney on legal matters such as those that the BEDC will ask the attorney to handle.
- Provide three (3) professional references for any designated secondary attorneys.
- Please note that the BEDC may contact outside individuals, whether offered as references or not. The BEDC retains the right to use such information in its decision-making process.
- Submittal of a proposal is agreement that the BEDC may contact and use such information.

CONFLICT OF INTEREST QUESTIONNAIRE

For vendor doing business with local governmental entity

FORM CIQ

This questionnaire reflects changes made to the law by H.B. 23, 84th Leg., Regular Session.

This questionnaire is being filed in accordance with Chapter 176, Local Government Code, by a vendor who has a business relationship as defined by Section 176.001(1-a) with a local governmental entity and the vendor meets requirements under Section 176.006(a).

By law this questionnaire must be filed with the records administrator of the local governmental entity not later than the 7th business day after the date the vendor becomes aware of facts that require the statement to be filed. See Section 176.006(a-1), Local Government Code.

A vendor commits an offense if the vendor knowingly violates Section 176.006, Local Government Code. An offense under this section is a misdemeanor.

OFFICE USE ONLY

Date Received

1 Name of vendor who has a business relationship with local governmental entity.

2 **Check this box if you are filing an update to a previously filed questionnaire.** (The law requires that you file an updated completed questionnaire with the appropriate filing authority not later than the 7th business day after the date on which you became aware that the originally filed questionnaire was incomplete or inaccurate.)

3 Name of local government officer about whom the information is being disclosed.

 Name of Officer

4 Describe each employment or other business relationship with the local government officer, or a family member of the officer, as described by Section 176.003(a)(2)(A). Also describe any family relationship with the local government officer. Complete subparts A and B for each employment or business relationship described. Attach additional pages to this Form CIQ as necessary.

A. Is the local government officer or a family member of the officer receiving or likely to receive taxable income, other than investment income, from the vendor?

Yes No

B. Is the vendor receiving or likely to receive taxable income, other than investment income, from or at the direction of the local government officer or a family member of the officer AND the taxable income is not received from the local governmental entity?

Yes No

5 Describe each employment or business relationship that the vendor named in Section 1 maintains with a corporation or other business entity with respect to which the local government officer serves as an officer or director, or holds an ownership interest of one percent or more.

6 Check this box if the vendor has given the local government officer or a family member of the officer one or more gifts as described in Section 176.003(a)(2)(B), excluding gifts described in Section 176.003(a-1).

7

Signature of vendor doing business with the governmental entity

Date

CONFLICT OF INTEREST QUESTIONNAIRE
For vendor doing business with local governmental entity

A complete copy of Chapter 176 of the Local Government Code may be found at <http://www.statutes.legis.state.tx.us/Docs/LG/htm/LG.176.htm>. For easy reference, below are some of the sections cited on this form.

Local Government Code § 176.001(1-a): "Business relationship" means a connection between two or more parties based on commercial activity of one of the parties. The term does not include a connection based on:

- (A) a transaction that is subject to rate or fee regulation by a federal, state, or local governmental entity or an agency of a federal, state, or local governmental entity;
- (B) a transaction conducted at a price and subject to terms available to the public; or
- (C) a purchase or lease of goods or services from a person that is chartered by a state or federal agency and that is subject to regular examination by, and reporting to, that agency.

Local Government Code § 176.003(a)(2)(A) and (B):

(a) A local government officer shall file a conflicts disclosure statement with respect to a vendor if:

(2) the vendor:

(A) has an employment or other business relationship with the local government officer or a family member of the officer that results in the officer or family member receiving taxable income, other than investment income, that exceeds \$2,500 during the 12-month period preceding the date that the officer becomes aware that

- (i) a contract between the local governmental entity and vendor has been executed;
- or
- (ii) the local governmental entity is considering entering into a contract with the vendor;

(B) has given to the local government officer or a family member of the officer one or more gifts that have an aggregate value of more than \$100 in the 12-month period preceding the date the officer becomes aware that:

- (i) a contract between the local governmental entity and vendor has been executed; or
- (ii) the local governmental entity is considering entering into a contract with the vendor.

Local Government Code § 176.006(a) and (a-1)

(a) A vendor shall file a completed conflict of interest questionnaire if the vendor has a business relationship with a local governmental entity and:

- (1) has an employment or other business relationship with a local government officer of that local governmental entity, or a family member of the officer, described by Section 176.003(a)(2)(A);
- (2) has given a local government officer of that local governmental entity, or a family member of the officer, one or more gifts with the aggregate value specified by Section 176.003(a)(2)(B), excluding any gift described by Section 176.003(a-1); or
- (3) has a family relationship with a local government officer of that local governmental entity.

(a-1) The completed conflict of interest questionnaire must be filed with the appropriate records administrator not later than the seventh business day after the later of:

(1) the date that the vendor:

- (A) begins discussions or negotiations to enter into a contract with the local governmental entity; or
- (B) submits to the local governmental entity an application, response to a request for proposals or bids, correspondence, or another writing related to a potential contract with the local governmental entity; or

(2) the date the vendor becomes aware:

- (A) of an employment or other business relationship with a local government officer, or a family member of the officer, described by Subsection (a);
- (B) that the vendor has given one or more gifts described by Subsection (a); or
- (C) of a family relationship with a local government officer.



San Antonio | Austin | Rio Grande Valley
2517 N. Main Avenue | San Antonio, Texas 78212-4685
V 210-227-3243 | F 210-225-4481

October 25, 2016

Shawn A. Kirkpatrick
Executive Director
Bastrop Economic Development Corporation
301 Highway 71 West, Suite 214
Bastrop, Texas 78602

VIA FEDERAL EXPRESS

Re: Response to Request for Qualifications No. 2016-001; BEDC Attorney Services

Dear Mr. Kirkpatrick:

Denton Navarro Rocha Bernal Hyde & Zech, P.C. is pleased to submit this Response to the Request for Qualifications No. 2016-001, BEDC Attorney Services to the Bastrop Economic Development Corporation.

Our Firm focuses its practice on the representation of local governments and providing legal services in all areas of local government law, including, but not limited to, labor and employment law, open government, economic development issues, land use and other government issues as more fully described in our response.

You may call, write or email me at charles.zech@rampage-sa.com for any questions the Bastrop Economic Development Corporation may have about our response.

Very truly yours,

DENTON NAVARRO ROCHA BERNAL HYDE & ZECH
A Professional Corporation



CHARLES E. ZECH

CEZ/ec
Enclosure: Response to BEDC RFQ

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RESPONSE

A. SCOPE OF WORK

1. **List which of the areas of law outlined in the section titled ‘Scope of Work’, in which you/your Firm has expertise and discuss past experience in representing clients in the enumerated areas of law.**

Economic Development; Creation/retention of Primary Jobs for Economic Development Projects; Community Development Initiatives; Drafting and Negotiation of Development Agreements; Providing Counsel Regarding Authorized Use/Oversight Concerning Application of Type “B” Sales and Use Tax; Drafting and Negotiation of Incentive and Real Property Contracts; Other Legal Matters Associated with Representation of a Type B EDC.

As general counsel for Development Corporations, Municipal Development Districts, Tax Increment Reinvestment Zones and in our role as city attorneys and special project counsel, our Firm has over 250 years of collective experience in the areas of tax increment financing, tax abatements, hotel occupancy tax, reinvestment zones, 380 agreements, development agreements, industrial districts and other alternative urban renewal and economic development laws and projects. We have represented multiple local government entities in real estate transactions, projects for the creation/retention of primary jobs for economic development projects; community development initiatives; drafting and negotiation of development agreements; providing legal counsel regarding authorized use and the oversight over Type “B” sales and use tax; drafting and negotiation of incentive and real property contracts; and other important legal matters associated with the representation of Type A and B economic development corporations.

In our role as a day-to-day legal advisor for Development Corporations, Municipal Development Districts, Tax Increment Reinvestment Zones, and cities, we regularly provide advice and guidance on oversight and use of Type B sales and use tax, the requirements for particular Type B projects, and all other matters associated with the representation of a Type B economic development corporation. Finally, the Firm’s attorneys regularly provide educational presentations to lawyers, local government board members, elected offices and local government employees regarding the laws and strategies associated with economic development including, but not limited to, education presentations for our clients, the Texas Municipal League, the Alamo Area Council of Governments, the University of Texas, the State Bar of Texas, Texas State University, the American Planning Association, the Texas Planning Association and the Firm’s annual Hogwild Local Government Officials educational seminar.

Some specific projects the Firm’s attorneys have handled include, but are not limited to, assisting the City of Burnet in the creation of an affordable housing initiative, negotiating a successful agreement for the construction of a hotel and conference space for the City of Live Oak, the successful negotiation to bring a Walmart to the Cities of Cibolo and Castroville; the negotiation to bring a HEB to the City of La Vernia; the successful renegotiation of performance and 380 agreements between the City of Schertz and Amazon.com; the creation of the Central Texas Technology Center located in New Braunfels; the performance and incentive agreements for the initial phase of the New

Braunfels Town Center at Creekside; representation of the Austin Urban Renewal Board in the sale and development of multiple properties located within eastside urban renewal zone; and all the agreements necessary for the development of the Pflugerville Tax Increment Reinvestment Zone #1.

Development Services

The Firm serves as city attorney, general counsel and special counsel for over 50 local government entities. In this context we regularly assist development services staff in the handling of the day-to-day routine issues which are necessary for providing competent and efficient support to our clients' customers including, but not limited to, assisting with the processing of development applications, creation, drafting and interpretation of application processes; fee analysis and implementation; and the review of policies and procedures.

Human Resources and Employment

The Firm serves as city attorney, general counsel and special counsel for over 50 local government entities. In this context we regularly assist staff and boards in both the day-to-day and outlier issues associated with human resource and employment including, but not limited to, personnel policy creation, review, and interpretation; discipline; hiring and termination; federal and Texas labor laws training and compliance; and representation and defense of public entities in employment claims, EEOC, unemployment and other related claims.

Zoning

The Firm serves as city attorney, general counsel and special counsel for over 50 local government entities. In this context we have extensive experience with zoning, including representing City Councils, Planning and Zoning Commissions and Boards of Adjustment. The Firm, on a regular basis, reviews zoning and other land use ordinances and regulations for statutory and constitutional compliance, drafts zoning and other land use regulations, assists in the creation of initial zoning classifications and regulations, assists in the drafting of initial platting regulations, assists in the review and amendment of previously adopted zoning classifications and regulations as well as platting and other land use regulations. The Firm's attorneys regularly provide educational presentations to lawyers, local government board members, elected offices and local government employees regarding planning and zoning issues, including, but not limited to, presentations at and for the Texas Municipal League, the Alamo Area Council of Governments, the University of Texas, the State Bar of Texas, Texas State University, the American Planning Association, the Texas Planning Association and the Firm's annual Hogwild Local Government Officials educational seminar.

Some specific and higher profile issues the Firm has been involved in include, but are not limited to, the successful representation of the City of San Marcos in a challenge to various Planned Development Districts within the City, the successful defeat of a challenge brought by a local church attempting to hold the City of Boerne zoning ordinance invalid under the Religious Land Use and Institutionalized Persons Act, the successful defense of multiple lawsuits brought against the City of Laredo in an attempt to defeat their economic development project of the building of a minor league baseball stadium, the successful

defense of multiple lawsuits brought against the City of Cibolo in an attempt to defeat their economic development project of bringing a Walmart to their community.

Public Hearings/Open Meetings/Public Information Law; Public Disclosure Issues/Notices

The Firm serves as city attorney or general counsel for over 50 local government entities. In this context we regularly assist elected and appointed officials and employees with the regulatory requirements of the Texas Open Meetings Act, the Texas Public Information Act and all notices and public disclosure requirements required of local governments, including, but not limited to, complying with public hearing, public notice and public disclosure regulations for zoning, platting, public procurement, economic development projects, tax increment financing and tax abatements.

Finally, the Firm's attorneys regularly provide educational presentations to lawyers, local government board members, elected offices and local government employees regarding the laws and strategies associated with conflict of interest statutes, mandatory financial disclosure, open meetings, public information, nepotism, competitive bidding, and land use regulations at, and for, our clients, the Texas Municipal League, the Alamo Area Council of Governments, the University of Texas, the State Bar of Texas, Texas State University, the American Planning Association, the Texas Planning Association and the Firm's annual Hogwild Local Government Officials educational seminar.

Formation of Special Districts and Financing for Same

The Firm and its lawyers have assisted in the creation of Type A and B economic development corporations; the simultaneous dissolution of Type A corporations and creation of Type B corporations; the creation of municipal development districts; the creation of local government corporations; the creation of reinvestment zones; the creation of neighborhood empowerment zones; and the creation of public improvement districts.

2. Identify past representation in these areas of law, providing dates of representation.

Firm's Current City Attorney Appointments:

Effective:

City of Harlingen (65,665 pop.)	December 2016
City of Pflugerville (53,752 pop.)	September 2011
City of Schertz (35,929 pop.)	January 2014
City of Rosenberg (33,188 pop.)	June 2014
City of Copperas Cove (33,122 pop.)	November 2007
City of Cibolo (23,890 pop.)	July 2005
City of Universal City (19,372 pop.)	September 2007
City of Bay City (17,509 pop.)	April 2012
City of Live Oak (14,751 pop.)	September 2007
City of Buda (10,209 pop.)	November 2006
City of Bastrop (7,554 pop.)	February 2009
City of Fair Oaks Ranch (6,569 pop.)	April 2014
City of Burnet (6,077 pop.)	January 2009
City of Brady (5,553 pop.)	April 2013

City of Falfurrias (4,981 pop.)	March 2015
City of Hearne (4,443 pop.)	June 2016
City of Jourdanton (4,113 pop.)	June 2007
City of Garden Ridge (3,646 pop.)	June 2004
City of Kenedy (3,437 pop.)	April 2016
City of Shavano Park (3,313 pop.)	February 2002
City of Taft (3,064 pop.)	May 2016
City of Castroville (2,883 pop.)	February 2010
City of St. Hedwig (2,224 pop.)	September 2008
City of Poth (2,035 pop.)	July 2016
City of Charlotte (1,782 pop.)	January 2012
City of Stockdale (1,519 pop.)	August 2011
City of Natalia (1,470 pop.)	August 2008
City of La Vernia (1,172 pop.)	May 1996
City of Bandera (861 pop.)	July 2014
City of Falls City (648 pop.)	October 2016
City of Mountain City (647 pop.)	December 2012

Firm's General Counsel Appointments:

Austin Urban Renewal Agency	January 1999
Bastrop Economic Development Corporation (Interim)	May 2016
Brady Economic Development Corporation	April 2013
Capitol Area Council of Governments	March 2013
Cibolo Economic Development Corporation	April 2016
Comal County Emergency Services District #1	May 2016
Copperas Cove Economic Development Corporation (Interim)	September 2016
Cow Creek Groundwater Conservation District	July 2013
Fair Oaks Ranch Municipal Development District	October 2011
Floresville Economic Development Corporation	November 2013
Hearne Type A Economic Development Corporation	September 2016
Hutto Type A Economic Development Corporation	August 2014
La Vernia Municipal Development District	November 2008
Laredo Housing Authority	February 2013
Live Oak Economic Development Corporation	June 2008
Natalia Municipal Development Corporation	July 2016
Pflugerville Community Development Corporation	December 2014
Pflugerville – Tax Increment Reinvestment Zone (TIRZ)	September 2011
Schertz Economic Development Corporation	May 2015
Schertz – Tax Increment Reinvestment Zone #2	February 2014
Tropical Texas Behavioral Health	January 2012

Firm Special Counsel Appointments:

City of Abilene	November 2005
City of Big Lake	November 2010
City of Boerne	October 2015
City of Carrollton	May 2010
City of Converse	June 2016

City of Del Rio	June 2003
City of Denton	September 2005
City of Devine	August 2012
City of El Paso	May 2013
City of Gonzales	September 2016
City of Groesbeck	September 2011
City of La Feria	September 2016
City of Laredo	October 2007
City of Missouri City	November 2008
City of Sterling City	April 2013
City of Sweetwater	September 2016
City of Victoria	October 2009
Town of Pecos City	May 2013
Alamo Area Council of Government	September 2015
Bay City Community Development Corporation	May 2015
Center for Health Care Services	October 2015
Converse Economic Development Corporation	July 2015
Karnes – Wilson County Juvenile Probation Department	July 2014
McMullen County Water Control and Improvement District	April 2013

3. Identify any areas noted in the ‘Scope of Work’ that you do not and/or your Firm does not have experience in handling.

There are no areas noted in the ‘Scope of Work’ that the Firm does not have experience in handling.

4. Identify any areas of law that you would refer out to special legal counsel for their expertise.

In the areas of Grants and Loans & Asset Management, the Firm would, depending on the work to be completed, assist the BEDC in the process of selecting the best service providers that specialize in that area.

B

B. FIRM EXPERIENCE

1. Provide a narrative description of the Firm.

Organized in 1990 to establish a public law practice providing local government, its officials and employees, with the highest quality of local government representation at the most effective cost, Denton Navarro Rocha Bernal Hyde & Zech, P.C. is now a 23-attorney, three-office Law Firm called upon to serve communities throughout almost the entire State of Texas, including every major metropolitan area in the State. Our office locations are as follows:

San Antonio Office:
2517 N. Main Avenue
San Antonio, Texas 78212
(210) 227-3243

Austin Office:
2500 W. William Cannon Drive, Suite 609
Austin, Texas 78745
(512) 279-6431

Rio Grande Valley Office:
701 East Harrison, Suite 100
Harlingen, Texas 78550
(956) 421-4904

Denton Navarro Rocha Bernal Hyde & Zech, P.C. has over a quarter-century of experience as a Firm, coupled with the more than 250 years of collective legal expertise held by the lawyers of the Firm. We have the true competency needed to provide the best legal services to the Bastrop Economic Development Corporation, its officials and employees. Denton Navarro Rocha Bernal Hyde & Zech, P.C. holds merit certification in municipal law from the Texas City Attorneys Association.

Initially focused on litigation defense of cities throughout Texas, the Firm participated and continues to participate in litigation from municipal court and administrative matters, to both State and Federal Court, and even all the way to and including the United States Supreme Court (See *Flores v. Boerne*, U.S. Supreme Court 1998). Our ethical, innovative, collaborative, cost effective, and outcome driven strategies have grown our public law practice over the past 26 years based in large part on our ethical, candid, non-partisan, relationship building approach to the practice of law.

The lawyers and staff of our progressive Firm share a philosophy we call "Rampage Law". We have made our reputation by shaking up the status quo, thinking creatively to solve problems and acting boldly on behalf of our clients. We consider the traditional and costly adversarial approach to legal contests and issues a last resort, and in doing so, we put our energy into innovative solutions that promote the best possible outcome for all involved with an eye always trained to the costs to ensure public monies are carefully and effectively spent.

Our public law litigation Firm became an approved litigation counsel for both the Texas Municipal League Intergovernmental Risk Pool and the Texas Association of Counties Risk Pool, among others, and quickly grew to include appointments as City Attorney and General Counsel to local government such as cities, counties, special districts, economic development corporations, and council of government (COG's) organizations, to name a few. Our collaborative methods became very attractive to small and moderately sized communities because our engagement results in the client having the support of an experienced and immense legal department of attorneys and staff, but at the cost of only the actual services being provided. Our flexibility and collective expertise provides more ability to the local governments to resolve legal issues and ensure compliance while effectively managing legal costs. Our wide-array of public law expertise reduces (but does not completely eliminate) the need for Special Counsel legal fees and allows for efficient and effective legal support to your organization.

Today, the Firm experience is shown through the scope of services provided to our clients, which has expanded our services into five major practice groups:

- Group 1: City Attorney, General Counsel & Special Counsel;
- Group 2: Litigation (Federal, State & Administrative);
- Group 3: Public Sector Labor Negotiations & Employment;
- Group 4: Public Interest Lobbying
- Group 5: Government Ethics & Compliance.

2. Identify the Firm's expertise in representing entities involved in economic development.

As General Counsel for Development Corporations, Municipal Development Districts and in our role as City Attorneys and Special Project counsel, our Firm helps negotiate and draft numerous incentive agreements, industrial district agreements, tax abatements and other economic development packages all of which are vital to supporting a municipality's tax base. In this context, we have represented multiple clients in the areas of tax increment financing, tax abatements, hotel occupancy tax, reinvestment zones, 380 agreements, development agreements, industrial districts and other alternative urban renewal and economic development laws and projects. The primary Attorney's designated in this response have over 65 years of collective experience in the representation of entities involved in economic development. The Firm as whole has well over 150 years of collective experience in the area of representing entities involved in economic development.

Some specific projects the Firm's attorneys have handled include, but are not limited to, assisting the City of Burnet in the creation of an affordable housing initiative, negotiating successful agreement for the construction of a hotel and conference space for the City of Live Oak, the successful negotiation to bring a Walmart to the Cities of Cibolo and Castroville; the negotiation to bring a HEB to the City of La Vernia; the successful renegotiation of performance and 380 agreements between the City of Schertz and Amazon.com; the creation of the Central Texas Technology Center located in New Braunfels; the performance and incentive agreements for the initial phase of the New Braunfels Town Center at Creekside; representation of the Austin Urban Renewal Board in the sale and development of multiple properties located within eastside urban renewal

zone; and all the agreements necessary for the development of the Pflugerville Tax Increment Reinvestment Zone #1.

Please refer to Attachment A for specific client representation.

3. Identify the Firm's experience with municipal law, including land use, zoning, growth management, contract law, personnel matters, or other related experience.

The Firm's sole practice area is in the representation of local governments. The Firm has been providing for the needs of cities, counties, special districts, economic development corporations and other local government entities since 1990 and has well over 250 years of combined local government legal experience. The scope of our representation for local governments include city attorney/general counsel services where we assist in growth management, zoning and other land use issues, human resources and employment law, contract negotiation, contract review, constitutional issues, corporate charters and bylaws, ordinance and resolution drafting, economic development, administrative guidance, and other relevant services required and provided by local governments. In addition we regularly represent local governments in litigation, either as direct hire or as risk pool hired attorneys. In summary our Firm was established and has grown for the sole purpose of providing broad, affordable and excellent legal services to local government entities.

The Firm can also provide general training for our clients on such areas as public information, open meetings, planning and zoning, sexual harassment, ethics, tax increment financing, economic development, procurement, and other areas affecting governmental entities.

Please refer to Attachment A for specific client representation.

4. Please detail and explain any grievances or disciplinary action that may have been taken against the Firm/attorney by a client or former client.

We do not have grievances, disciplinary actions, ethics violations or board actions taken against any attorneys at the Firm.

C

C. PROPOSED BEDC ATTORNEY/TEAM

1. Identify and describe the attorney(s) and/or legal team proposed to work with the BEDC, including the designated lead BEDC attorney.

The proposed team for the BEDC will include Charles Zech as the designated supervising attorney. Dan Santee, Habib Erkan, and Clarissa Rodriguez will be designated as lead attorneys. A brief description for each of the named attorneys are listed below.

Charles E. Zech is a Partner/Shareholder with the Firm. He will be assigned as the designated lead BEDC and supervising attorney. Mr. Zech has been representing economic development corporations for over 15 years. He currently supervises representation of all economic development corporations represented by the Firm and serves as primary general counsel to the Fair Oaks Ranch Municipal Development District, the La Vernia Municipal Development District, the Natalia Municipal Development District, the Pflugerville Tax Increment Reinvestment Zone #1, the Schertz Economic Development Corporation, and the Schertz Tax Increment Reinvestment Zone #2. In addition he currently serves as interim general counsel for the Bastrop Economic Development Corporation. He joined the Firm in 2006, and manages the City Attorney practice in the San Antonio office, focusing on the representation of local governments. Mr. Zech earned his Masters of Public Administration from Texas State University in 2008, his Juris Doctorate from St. Mary's School of Law in 1998, and his Bachelor of Business Administration from Southwest Texas State University in 1995. He was admitted by the State Bar of Texas, and all County and District Courts in 1998. Mr. Zech began his legal practice at the Law Offices of George W. Mauze, II, PC, practiced as a sole proprietor, and then transitioned into city attorney work. He was the City Attorney for New Braunfels for six years before joining the Firm. In addition to his general local government practice, Mr. Zech has experience in municipal land use, contract, economic development and other aspects of local government law. He handles representation for local governmental agencies across Texas by providing representation and legal advice to various city councils, commissions, boards and development corporations. Mr. Zech is a former President of the Board of Directors of the Texas City Attorney's Association. He has been an International Municipal Lawyer Association Local Government Fellow since 2007, previously served as Chair of its Ethics Section and is a member of the San Antonio Bar Association, Travis County Bar Association, Texas City Managers Association, The College of the State Bar Association, and has served as Faculty speaker to the UT Land Use CLE program and the Suing and Defending Governmental Entities State Bar Program. He is a veteran of the U.S. Navy and the Gulf War. Mr. Zech is licensed to practice in all County and District Courts of Texas, the Texas Supreme Court, the U.S. District Court, Texas Western District, and the U.S. District Court, Texas Northern District. Mr. Zech is the 2011 recipient of the State Bar of Texas, Governmental Section Outstanding Government Lawyer Award. He is also Adjunct Professor at Texas State University where he teaches Problems in Public Law.

T. Daniel Santee, II is a Senior Associate with the Firm. Mr. Santee has been representing economic development corporations for over 15 years. He joined the Firm in 2015, and handles city attorney and general counsel matters. Mr. Santee earned his Juris Doctorate from St. Mary's University School of Law in 1994 and his Bachelor of Arts-Psychology from Baylor University in 1991. He was admitted by the State Bar of Texas in 1995. Mr. Santee began his legal practice as a legal intern with the Bexar County District Attorney's

Office Family Violence Unit, and then joined the Henderson County Attorney's Office as a prosecutor. Before joining the Firm he served as an Assistant City Attorney, Interim City Attorney, and as the City Attorney for the City of Abilene since 1997. Mr. Santee is admitted to practice in the U.S. District Court Northern District of Texas and the U.S. Court of Appeals 5th Circuit. He holds merit certification for distinguished service in municipal law.

Habib H. Erkan, Jr. is a Senior Associate with the Firm. Mr. Erkan has been representing economic development corporations for over 4 years. Mr. Erkan currently serves as general counsel to the Cibolo Economic Development Corporation. He joined the Firm in 2012, and handles representation of municipalities, economic development corporations, and counties as City Attorney and General Counsel. Mr. Erkan earned his Juris Doctorate from St. Mary's University School of Law in 1990, and his Bachelor of Science in Behavior Science from the University of Houston in 1985. He was admitted by the State Bar of Texas in 1990. Mr. Erkan began his legal practice as a Briefing Attorney for the Texas First Court of Appeals. He later served eight years as an Assistant City Attorney for the City of San Antonio, where he was the attorney directly responsible for providing legal counsel to the planning, building inspection, code compliance and purchasing departments; and seven years as a City Attorney for the City of Helotes, where he provided legal counsel to all aspects of the municipality's operation. Mr. Erkan was admitted by the Federal Western District of Texas in 2004. He also serves on the Elder Board of Bandera Road City Church.

Clarissa M. Rodriguez is a Senior Associate with the Firm. Ms. Rodriguez has been representing economic development corporations for over 7 years. She currently serves as general counsel to the Floresville Economic Development Corporation and the Live Oak Economic Development Corporation. She joined the Firm in 2008, and handles representation of municipalities, economic development corporations, and counties as City Attorney and General Counsel. In addition handles representation of clients in state and federal litigation matters in civil defense litigation, including motion practice, discovery and depositions for governmental entities. Ms. Rodriguez earned her Juris Doctorate from Drake University School of Law in 2006, her Masters of Public Administration, School of Urban Professional Programs from The University of Texas at San Antonio in 2001, and her Bachelors of Speech Communication, College of Liberal Arts from Texas A&M University in 1998. She was admitted by the State Bar of Texas in 2006. Ms. Rodriguez began her law practice at Shelton & Valadez, PC, representing clients in state and federal trial and arbitration matters in a wide range of commercial, work injury and civil defense litigation disputes. Ms. Rodriguez was admitted by the U.S. District Court Southern District of Texas in 2009, the U.S. District Court Western District of Texas in 2007 and the Fifth Circuit Court of Appeals in 2011. She is also a member of the Texas City Attorneys Association, San Antonio Bar Association, American Bar Association and Mexican American Bar Association.

- 2. For each attorney on the proposed legal team, please provide a résumé that details their education, work experience and qualifications to represent the BEDC.**

Below find résumés for each attorney on the proposed legal team for the BEDC.

Charles E. Zech

Charles E. Zech is a Partner/Shareholder in the Firm, and manages the San Antonio Office City Attorney and General Counsel practice focusing on the representation of local governments. In addition to his general local government practice, Mr. Zech has experience in municipal land use, contract, economic development and other aspects of local government law. He handles all aspects of representation for local governmental agencies across Texas by providing representation and legal advice to various city councils, commissions, boards and development corporations. He has drafted and negotiated numerous agreements including industrial district agreements, tax abatement agreements, Chapter 380 economic development agreements, land use development agreements and many others. Mr. Zech has been practicing law since 1998.

Areas of Practice

City Attorney/General Counsel
 Ordinance Drafting
 Economic Development
 Special Counsel Projects
 Home Rule Charter Commission
 Open Meetings and Public Information
 Land Use and Annexation
 Labor Issues

Bar Admissions

All County and District Courts, State of Texas, May, 1998
 Texas Supreme Court, 1998
 U.S. District Court Western District of Texas, 1998
 U.S. District Court Northern District of Texas, 1998

Professional Associations and Memberships

Texas Bar Association
 San Antonio Bar Association
 Travis County Bar Association
 Texas City Managers Association
 Texas City Attorney's Association, Past President 2010-2011
 The College of the State Bar Association, 2002-Present
 International Municipal Lawyer's Association 2001-Present; Chair: Ethics Section, 2003-2005
 Suing and Defending Governmental Entities Faculty, 2004; Local Government Fellow, 2007;
 University of Texas Land Use Faculty, 2008 – present

Professional Experience

Denton Navarro Rocha Bernal Hyde & Zech, P.C. 2006-Present
 Partner; Handling all aspects of local governmental representation, representing city councils, commissions and other boards in a variety of complex and non-complex issues, with an emphasis

on contract law, local government law, zoning, land use and planning; open meetings, open records, contract drafting and negotiations, conduct statutory research and analyze all laws and regulations regarding local governments.

City of New Braunfels Deputy City Manager

2004-2006

Handled all aspects of municipal management, with supervisory responsibility for Finance, Human Resources, Municipal Court, Technology and City Secretary's Office.

City of New Braunfels City Attorney

2001-2006

Handled all aspects of municipal representation, represented the City of New Braunfels and the City Council in a variety of complex and non-complex issues, with an emphasis on contract law, local government law, zoning, land use and planning; conduct statutory research and analyze all laws and regulations regarding municipalities, advising the City of New Braunfels, City Council, the Economic Development Corporation and City employees on a wide variety of legal issues and litigation.

Law Office of Charles E. Zech

2000-2001

Sole Proprietor, Trial lawyer, handling all aspects of running a solo practice, representing plaintiffs in a variety of complex and non-complex claims, with an emphasis on Personal Injury, Breach of Contract, Workers Compensation-Non-Subscriber claims, Consumer Litigation, Deceptive Trade Practices Act (DTPA) violations, Retaliatory Discharge, Residential Construction Act violations, Nursing Home Neglect and Medical Malpractice.

Law Offices of George W. Mauze, II, P.C.

1997-2000

Associate Attorney (May 1998 – September 2000)

Law Clerk (June 1997 – May 1998)

Trial Lawyer handled all aspects of complex litigation in both federal and state courts. Representing plaintiffs in a variety of claims with an emphasis on Personal Injury, Breach of Contract, Workers Compensation-Non-Subscriber claims, Consumer Litigation, Deceptive Trade Practices Act (DTPA) violations, Retaliatory Discharge, Residential Construction Act violations, Nursing Home Neglect and Medical Malpractice.

Education

Texas State University, San Marcos, Texas

Masters of Public Administration – 2008

St. Mary's University School of Law, San Antonio, Texas

Juris Doctor – 1998

Southwest Texas State University, San Marcos, Texas

Bachelor of Business Administration: Majors in Finance and Economics – 1995

T. Daniel 'Dan' Santee, II

T. Daniel Santee, II is a Senior Associate with the Firm. He joined the Firm in 2015, where he handles city attorney and general counsel matters. Mr. Santee has experience in municipal land use and economic development and has provided advice and guidance to numerous boards, commissions and departments. He has drafted ordinances and code provisions as well as development agreements. Mr. Santee has been practicing law since 1995 and holds merit certification in municipal law.

Areas of Practice

City Attorney/General Counsel
 Development Agreements
 Economic Development
 Land Use and Annexation
 Open Meetings and Public Information
 Ordinance Drafting
 Real Estate Transactions
 Special Counsel Projects

Bar Admissions

State of Texas, 1995
 U.S. District Court Northern District of Texas
 U.S. Court of Appeals 5th Circuit

Professional Associations and Memberships

Texas Municipal League
 International Municipal Lawyers Association
 State Bar of Texas
 Delta Theta Phi Legal Fraternity,
 Bar Association of the Fifth Federal Circuit
 St. Mary's University Law Alumni Association
 San Antonio Bar Association
 Tau Delta Epsilon Christian Service Fraternity
 Texas City Attorney's Association
 Baylor Alumni Association – Life Member

Professional Experience

Denton Navarro Rocha Bernal Hyde & Zech, P.C. 2015 to Present
 Senior Associate, handles city attorney and general counsel matters

City of Abilene 1997 – 2015
 City Attorney (2007-2015), handled every aspect of legal representation for the City with a staff of four attorneys and three paralegals. Direct legal advisor for the City Council, Planning and Zoning Commission, Board of Adjustment, Airport Development Board and Development

Corporation of Abilene. During my time in Abilene I also handled prosecution, litigation and civil service appeals.

City of Abilene - Interim City Attorney 2006 – 2007

First Assistant City Attorney 2002 – 2006

Assistant City Attorney 1997 – 2002

Henderson County 1995 – 1997

Assistant County Attorney, handled misdemeanor and juvenile prosecution, emergency commitments, and civil litigation; advised the Henderson County Commissioner's Court and County Departments on legal matters.

Education

St. Mary's University School of Law, San Antonio, TX

Juris Doctor – 1994

Delta Theta Phi legal fraternity

Baylor University, Waco, TX

Bachelor of Arts-Psychology – 1991

Tau Delta Epsilon Christian Service Fraternity

Civil Associations and Social Memberships

TML Legislative Policy Committee on Revenue and Finance

TCAA Merit Certification in Municipal Law

ACU Duncum Center for Conflict Resolution Mediation Training

Leadership Abilene Class of 2003

Habib H. Erkan, Jr.

Habib H. Erkan, Jr. is a Senior Associate with the Firm. He joined the Firm in 2012, and handles representation of municipalities, economic development corporations, and counties as City Attorney and General Counsel. Mr. Erkan has been practicing law since 1990.

Areas of Practice

City Attorney/General Counsel
 Economic Development
 Land Use and Annexation
 Municipal Law
 Open Meetings and Public Information
 Ordinance Drafting
 Real Estate Transactions
 Special Counsel Projects

Bar Admissions

State of Texas, May, 1990
 Federal Western District of Texas, 2004

Professional Associations and Memberships

San Antonio Bar Association

Professional Experience

<i>Denton Navarro Rocha Bernal Hyde & Zech, P.C.</i> Senior Associate	2012-Present
<i>Carabin & Shaw P. C.</i> Of Council, Fee Agent for Mission Title Company	2011-2012
<i>Earl and Associates P. C.</i> Associate – Shareholder	2000-2011
<i>City of San Antonio</i> Assistant City Attorney	1992-2000
<i>Texas First Court of Appeals</i> Briefing Attorney	1990-1992

Education

St. Mary's University School of Law, San Antonio, Texas
 Juris Doctor – 1990

University of Houston – Clear Lake, Houston, Texas
 Bachelor of Science – Behavior Science – 1985

Clarissa M. Rodriguez

Clarissa Rodriguez is a Senior Associate with the Firm. She joined the Firm in 2008, and her practice in litigation involves employment issues, land use, municipal infrastructure issues, premises liability, personal injury, and constitutional issues. She is skilled in tracking legislation for municipal entities and associations. She also has experience in Police and Fire civil service issues. Ms. Rodriguez has been practicing law since 2006.

Areas of Practice

City Attorney/General Counsel
 Civil Appeals – State & Federal
 Civil Rights Litigation/Constitutional Litigation (§1983, excessive force, takings, First Amendment, Due Process, etc.)
 Civil Trial – State & Federal
 Development Agreements
 Economic Development
 Labor & Employment Litigation (Title VII, Whistleblower, ADA, FLSA, etc.)
 Land Use, Annexation & Code Compliance Litigation (zoning, vested rights, etc.)
 Municipal Incorporation Litigation
 Municipal Prosecutions
 Ordinance Drafting
 Special Counsel Projects
 Texas Tort Claims Act Litigation
 Texas Public Information Act – Open Records

Bar Admissions

State of Texas, November, 2006
 U.S. District Court Southern District of Texas, 2009
 U.S. District Court Western District of Texas, 2007
 Fifth Circuit Court of Appeals, 2011

Professional Associations and Memberships

San Antonio Bar Association
 American Bar Association
 Texas City Attorneys Association

Professional Experience

Denton Navarro Rocha Bernal Hyde & Zech, P.C. 2008-Present
 Associate Attorney; Assists with representation of clients in state and federal litigation matters in civil defense litigation, including motion practice, discovery and depositions for governmental entities. Assists with representation of municipalities, economic development corporations, and counties as City Attorney and General Counsel. Researches legislation, statutes, performs statutory interpretation, and assists with negotiations in municipal and state government relations in lobbying for municipal and governmental entities.

Shelton & Valadez, P.C.

2006-2008

Associate Attorney; Assisted with representation of clients in state and federal trial and arbitration matters in a wide range of commercial, work injury and civil defense litigation disputes. Extensive written discovery, depositions and motion practice experience, including appearances in federal and state trial courts. Researched statutes, performed statutory interpretation, contract interpretation and assisted with negotiations in municipal and state government relations for multiple clients within the law Firm.

Denton, Navarro, Rocha, & Bernal, P.C.

Summer 2004/2005

Law Clerk; as a law clerk during law school: analyzed and drafted memoranda regarding employment law, 11th Amendment, sovereign, and official immunity, premises liability, and civil procedure issues.

Education

Drake University School of Law, Des Moines, Iowa

Juris Doctor – 2006

Legislative Practice Certificate – 2006

The University of Texas at San Antonio, San Antonio, Texas

Masters of Public Administration, School of Urban Professional Programs – 2001

Texas A&M University, College Station, Texas

Bachelors of Speech Communication, College of Liberal Arts – 1998

3. Provide information regarding the undergraduate school/degree, law school/graduation date and the Texas Bar license number of any attorney who will be proposed to provide services to the BEDC.

Name	Undergraduate School / Degree	Law School / Graduation Date	Texas Bar License Number
Charles E. Zech, Partner/Shareholder,	Southwest Texas State University, San Marcos, TX - Bachelor of Business Administration – 1995 Texas State University, San Marcos, TX – Masters of Public Administration – 2008	St. Mary's University School of Law, San Antonio, TX – Juris Doctor - 1998	50511785
Lowell F. Denton, Founding Partner	Baylor University, Waco, TX – Bachelor of Arts – 1976	Baylor University School of Law, Waco, TX – Juris Doctor – 1978	05764700
Patrick C. Bernal, Partner/Shareholder	Texas A&M University, College Station, TX – Bachelor of Arts – 1979 The University of Texas, Austin, Texas – Master of Public Affairs – 1983	The University of Texas School of Law, Austin, TX – Juris Doctor – 1983	02208750
T. Daniel Santee, Senior Associate	Baylor University, Waco, TX – Bachelor of Arts-Psychology – 1991	St. Mary's University School of Law, San Antonio, TX – Juris Doctor – 1994	00792816
Habib H. Erkan, Jr., Senior Associate	University of Houston-Clear Lake, Houston, TX – Bachelor of Science – 1985	St. Mary's University School of Law, San Antonio, TX – Juris Doctor - 1990	06645600
Alberto J. Pena, Non-Equity Partner	The University of Texas, Austin, TX – Bachelor of Business Administration – 1970	The University of Texas, Austin, TX – Juris Doctor – 1973	15735800
Clarissa M. Rodriguez, Senior Associate	Texas A&M University, College Station, TX – Bachelors of Speech Communication – 1998 The University of Texas at San Antonio, San Antonio, TX – Masters of Public Administration – 2001	Drake University School of Law, Des Moines, Iowa – Juris Doctor - 2006	24056222
Elizabeth Guerrero- Southard, Non-Equity Partner	University of Texas, Austin, TX – Bachelor of Business Administration – 1998	California Western School of Law, San Diego, CA – Juris Doctor – 2001	24032376
Jameene Y. Williams,	University of Chicago, Chicago, IL – Bachelor of Arts – 2001	Texas Southern University Thurgood Marshall School of	24044768

Associate		Law, Houston, TX – Juris Doctor – 2007	
Megan R. Santee, Senior Associate	Baylor University, Waco, TX – Bachelor of Arts – August 1991	Texas A&M University School of Law, Fort Worth, TX – Juris Doctor – May 1997	24002893
Austin Stout, Associate	Sam Houston State University, Huntsville, TX – Bachelor of Business Administration – 2007	Houston College of Law, Houston, TX – Juris Doctor – 2013	24073550
George E. Hyde, Partner/Shareholder	Texas State University, San Marcos, TX – Bachelor of Science – 1988	St. Mary's University School of Law, San Antonio, TX – Juris Doctor – 1998	45006157
Catarina R. Gonzales, Associate	Trinity College, San Antonio, TX – Bachelor of Arts – 2008	St. John's University School of Law, Queens, NY – Juris Doctor – 2012	24047537
Cynthia X. Trevino, Associate	Texas A&M University-San Antonio, San Antonio, TX – Bachelor of Arts – 2009	St. Mary's University School of Law, San Antonio, TX – Juris Doctor – 2013	24088546
M. Shannon Kackley, Senior Associate	The University of Texas, Austin, TX – Bachelor of Arts – 1991	Baylor University School of Law, Waco, TX – Juris Doctor – 1994	00790993
Sarah M. Griffin, Senior Associate	Trinity University, San Antonio, TX – Bachelor of Arts – 1986	St. Mary's University School of Law, San Antonio, TX – Juris Doctor – 1989	13976520
Scott M. Tschirhart, Senior Associate	The University of Texas at San Antonio, San Antonio, TX – Bachelor of Arts – 1996	Baylor University School of Law, Waco, TX – Juris Doctor – 1999	24013655
Bradley S. Osburn, Associate	Eastern Washington University, Cheney, WA – Bachelor of Arts – 2005	Gonzaga University School of Law – Spokane, WA – Juris Doctor – 2004	24048702

4. If specialty attorney(s) or additional resources are available through your Firm (in addition to the proposed team) to meet a special need that might arise for the BEDC or the City, please identify them and their specialties. Include their résumés, as well.

Our entire Firm's practice is dedicated to dealing with municipal issues such as land use, zoning, growth management, environmental law, complicated agreements including inter-local agreements, public works, personnel, and others. After 250 years of collective experience, the attorneys of our Firm could not provide the immense detail this item seeks, but will try to respond broadly and through anecdotal reference. In the 24 cities where we serve as City Attorney municipal issues are daily concerns that have to be resolved as a matter of course. Numerous legal decisions from court house resolved disputes further our experience, such as the *Weatherford* case for the City of San Marcos, resolving issues

regarding zoning and land use, as well as Texas Open Meeting Act compliance. Including numerous pending TCEQ matters involving regulatory compliance and significant work in the electric utility arena for the Cities of Bryan, Burnet and Castroville with their own electric utilities, to Bay City and Pflugerville, who are situated in deregulated energy areas, and with most of our cities dealing with water and wastewater infrastructure and supply concerns. In regards to personnel, we are regularly called upon by the Texas Municipal League Intergovernmental Risk Pool to protect and defend municipalities and their officials in employment claims from EEOC Investigations, to state and federal employment and civil rights claims. To round out our experience, we are proud to share that a Westlaw case search reveals there are over 200 appellate and federal court decisions currently available where lawyers of our Firm zealously represented local government in many of these areas. The following attorney's would be available to provide assistance in all legal areas affecting the Bastrop Economic Development Corporation or the City:

Lowell F. Denton is the Founding Partner/Shareholder of Denton Navarro Rocha Bernal Hyde & Zech, P.C. He practices in the areas of municipal law and civil litigation and his expertise also lies in land use, civil rights, meet and confer, collective bargaining, civil service, tax, voting rights issues, and religious freedom claims for over 30 years. Mr. Denton earned his Juris Doctorate from Baylor University School of Law in 1978, and his Bachelor of Arts from Baylor University in 1976. He was admitted by the State Bar of Texas in 1978. Mr. Denton began his legal practice as the City Attorney for the City of College Station, then was the City Attorney for the City of San Antonio. Prior to establishing the Firm in 1990, he served as the chief attorney for the Heard, Goggan, Blair & Williams Government section. Mr. Denton has dedicated his career to the representation and legal defense of local governments and is an experienced litigator, with an expertise in helping city officials avoid litigation where possible and try cases effectively when necessary. Mr. Denton is Board Certified in Civil Trial Law by the Texas Board of Legal Specialization. He is admitted to practice before the United States Supreme Court, Supreme Court State of Texas, United States Court of Appeals Fifth Circuit, United States District Courts for the Southern District of Texas, Western District of Texas, and Northern District of Texas. Mr. Denton has been recognized as a Texas Super Lawyer each year since 2008 for Government/Cities/Municipalities, Employment & Labor. Mr. Denton is Board Certified in Civil Trial Law by the Texas Board of Legal Specialization and has practiced law in the area of local government litigation defense for over 30 years. He is a member of the State Bar College, Texas City Attorneys Association, and American Board of Trial Advocates.

Patrick C. Bernal is a Partner/Shareholder with the Firm. He joined the Firm in 1991, and focuses primarily in the areas of municipal law and litigation. Mr. Bernal earned his Juris Doctorate from the University of Texas School of Law in 1983, his Master of Public Affairs from the University of Texas at Austin in 1983, and his Bachelor of Arts from Texas A&M University in 1979. He was admitted by the State Bar of Texas in 1983. Mr. Bernal began his legal practice as an Assistant City Attorney for the City of San Antonio, advising various city departments as general counsel and representing the City in litigation. He continued his litigation practice as a tax attorney for the law Firm of Heard, Goggan, Blair and Williams, handling property tax suits on behalf of governmental entities. Mr. Bernal has practiced civil trial law in the area of local government defense since joining the Firm, and has handled a variety of cases ranging from employment law, land use, annexation, flooding, civil rights, torts, contracts, personal injury and property damage claims in federal

and state courts at the trial and appellate levels. Mr. Bernal is licensed to practice in the Fifth Circuit Court of Appeals, and the Western and Southern Districts of Texas.

George E. Hyde is a Partner/Shareholder with the Firm. He joined the Firm in 2001, and is the managing Partner of the Firm's Austin office. Mr. Hyde earned his Juris Doctorate *cum laude* from St. Mary's University School of Law in 1998, and his Bachelor of Science in Criminal Justice from Texas State University in 1988. He was admitted by the State Bar of Texas in 1999. Mr. Hyde began his legal practice at O'Connell & Benjamin, PC, after having served as a Peace Officer for over eight years. He has served as the City Attorney and a Commissioned Peace Officer for the Pflugerville Police Department since 2011, holding a Texas Master Peace Officer license with Texas state certifications as an Instructor and a Firearms Instructor, achieving the rank of Lieutenant serving as Special Operations, Professional Standards and Training Commander for a San Antonio suburban city. Mr. Hyde defends local government and officials in state and federal courts on claims based in tort, contract, property, federal and state statutory claims, civil rights, administrative law and in employment matters. Mr. Hyde is appointed as City Attorney for multiple cities and serves as General Counsel for Economic Development Corporations. He established the Firm's municipal prosecution services practice in 2003. He has served several cities and other local governments as litigation counsel, special counsel, city attorney and in economic development matters. He is approved legal counsel to represent members of the Texas Municipal League Intergovernmental Risk Pool and the Texas Association of Counties Risk Pool in litigation and administrative law matters. Mr. Hyde was admitted by the U.S. District Court Western District of Texas in 1999, the U.S. District Court Southern District of Texas in 2001, the U.S. Court of Appeals 5th Circuit in 2001, the U.S. Supreme Court in 2003, and the U.S. District Court Northern District of Texas in 2011. He is a member of the Austin Bar Association, State Bar of Texas, Texas Municipal League, Federal Bar Association of the Fifth Federal Circuit, and the Texas City Attorneys Association.

Alberto J. Peña is a Non-Equity Partner with the Firm. He joined the Firm in 2001, and handles employment litigation, arbitration, civil service, collective bargaining, FLSA, and civil trial litigation. Mr. Peña earned his Juris Doctorate from the University of Texas at Austin in 1973, and his Bachelor of Business Administration from the University of Texas at Austin in 1970. He was admitted by the State Bar of Texas in 1973. Mr. Peña began his legal practice with a general private law practice in Brownsville for 13 years, and then served as Assistant City Attorney for the City of San Antonio for 15 years. In addition to representing several public entities, he served as the Civil Service Director for the City of Brownsville Fire Fighters' and Police Officers' Civil Service Commission, and worked as a legal advisor while working at the City Attorney's office in San Antonio. His expertise has been in discipline and related employment matters. Mr. Peña was admitted by the U.S. District Court Southern and Western District of Texas in 2002, and the U.S. Supreme Court in 2003. He is a member of the Bexar County Bar Association, the Texas City Attorneys Association, and Federal Bar Association.

Elizabeth Guerrero-Southard is a Non-Equity Partner with the Firm. She joined the Firm in 2006. Ms. Guerrero-Southard's practice focuses on city attorney, general counsel, civil rights/constitutional litigation, labor and employment, land use, annexation and code compliance, municipal prosecution, ordinance drafting and tort claims. Ms. Guerrero-Southard earned her Juris Doctorate from California Western School of Law in 2001, and

her Bachelor of Business Administration from the University of Texas at Austin in 1998. She was admitted by the State Bar of Texas in 2001. Ms. Guerrero-Southard started her practice in Brownsville, Texas with the law Firm Ransome & Ray, P.C. While with Ransome & Ray, her litigation experience involved complex banking and construction cases across Cameron and Hidalgo County. She practiced in state and federal court, including bankruptcy court. Ms. Guerrero-Southard also taught Civil Litigation and Wills, Trusts and Estates at the University of Texas at Brownsville. Additionally, she served on various committees and was a Board Member, Secretary, and Vice President of Cameron County Young Lawyer's Association.

Jameene Y. Williams is an Associate in the Firm. She joined the Firm in 2009, and handles general counsel matters, litigation and municipal court prosecutions in the Firm's city attorneys practice. Ms. Williams earned her Juris Doctorate from Texas Southern University - Thurgood Marshall School of Law in 2007, and her Bachelor of Arts in Political Science from the University of Chicago in 2001. She was admitted by the State Bar of Texas in 2007. Ms. Williams began her legal practice at the Harris County Attorney's Office, and later worked as a sole proprietor focusing on criminal defense. Her solo practice also involved high profile matters in which she represented police officers, as well as parents against public school boards and districts. Ms. Williams was admitted by the U.S. District Courts Southern District of Texas in 2008. She is also a member of the San Antonio Bar Association, Texas Young Lawyers Association and Texas City Attorneys Association.

Megan R. Santee is a Senior Associate with the Firm. She joined the Firm in 2016, and handles city attorney and general counsel matters. Mrs. Santee earned her Juris Doctorate from Texas A&M University School of Law in 1997 and her Bachelor of Arts from Baylor University in 1991. She was admitted to the State Bar of Texas in 1997. She began her legal career at the 11th District Court of Appeals of Texas as a briefing attorney. Before joining the Firm she served as an Assistant City Attorney and as the Director of Public Works for the City of Abilene. She also maintained a private appellate practice for over 12 years.

Austin Stout, is an Associate with the Firm. He joined the Firm in 2016. Mr. Stout earned his Juris Doctorate, Summa Cum Laude from Houston College of Law in 2013 and his Bachelor of Business Administration from Sam Houston State University in 2007. He was admitted by the State Bar of Texas in 2013. During law school, Mr. Stout served as Research Editor of the South Texas Law Review and was a member of Phi Delta Phi and the Order of the Lytae. Mr. Stout also served as an intern for U.S. District Judge Nancy F. Atlas, First Court of Appeals Justice Jim Sharp, the Office of the U.S. Attorney for the Southern District of Texas, and the U.S. Department of Homeland Security, Office of Civil Rights and Civil Liberties in Washington, D.C. Mr. Stout began his legal practice serving as a briefing attorney to Chief Justice Catherine M. Stone of the Fourth Court of Appeals. Before joining the Firm he was a felony trial and appellate prosecutor with the Bexar County District Attorney's Office.

Catarina R. Gonzales is an Associate with the Firm. She joined the Firm in 2015, and handles municipal prosecution, general counsel and litigation for the Firm's City Attorney practice. Ms. Gonzales earned her Master of Laws in Energy, Environmental and Natural Resources Law from the University of Houston Law Center in 2014. She was admitted by

the State Bar of Texas in 2004. Ms. Gonzales possesses extensive knowledge of public and environmental law, including government and legislative relations, air and water quality issues, energy issues, flood control issues, land use, and state and federal rulemaking. She was previously the Committee Clerk and Counsel to the Texas House Committee on Local Government Ways and Means and represented the Office of the Harris County Judge before the Texas Legislature for three legislative sessions. Ms. Gonzales is a 2011 recipient of the Houston Business Journal "40 under 40" award, which recognizes up and coming leaders in their respective fields and was a 2011 League of Women Voter's "Rising Star" award honoree.

Cynthia X. Trevino is an Associate with the Firm. She joined the Firm in 2014, and handles general counsel and municipal court prosecution matters. Ms. Trevino earned her Juris Doctorate from St. Mary's University School of Law in 2009, and her Bachelor of Arts Degree in Psychology from Texas A&M University – San Antonio in 2009. She was admitted by the State Bar of Texas in 2013. Ms. Trevino began her legal practice as a research fellow for the Center for Terrorism Law, where she assisted in defending military personnel wrongly accused of rules of engagement violations. She was also previously a City Secretary coupled with five years of municipal experience, and an enforcement officer for the Attorney General Child Support Division for over seven years. Ms. Trevino is a member of the Bexar County Women's Bar Association, the San Antonio Bar Association, and the Texas City Attorney Association.

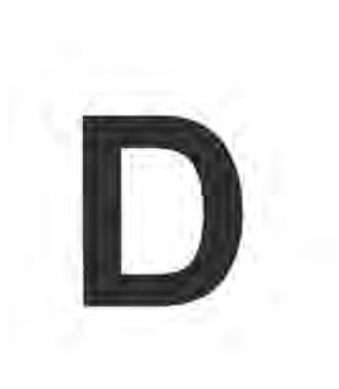
M. Shannon Kackley is a Senior Associate with the Firm. He joined the Firm in 2015, and handles city attorney/general counsel, litigation and appellate matters. Mr. Kackley earned his LL.M. from Southern Methodist University Dedman School of Law in 2001, his Juris Doctorate from Baylor University School of Law in 1994, and his Bachelor of Arts from The University of Texas at Austin in 1991. He was admitted by the State Bar of Texas in 1994. Mr. Kackley was previously employed at Gay, McCall, Isaacks, Gordon & Roberts, P. C. where he represented governmental entities and handled defense litigation. Prior to that, he served as Assistant City Attorney for the City of Garland, Texas. He was the Chief Municipal Prosecutor before transferring to the Civil Litigation Division. He taught Fourth Amendment classes at the City of Garland's Police Academy and successfully defended the constitutionality of Garland's Municipal Court before the Court of Appeals. In the Civil Litigation Division, Mr. Kackley worked with the Police Department and Code Enforcement to abate public nuisances within the city. In addition, he advised departmental directors on legal issues. Mr. Kackley served in the U.S. Army from 1986 to 1989. He graduated from Airborne School and served as an Assistant Squad Leader on a Bradley Fighting Vehicle with the 24th ID in Fort Stewart, GA. Mr. Kackley has served as a Housing Trust Fund Board Member for the City of Frisco, and a Grant Judge for Plano I.S.D. He currently volunteers with the House on the Corner Project with his church.

Sarah M. Griffin is a Senior Associate Attorney. She joined the Firm in 2016. Ms. Griffin obtained her Bachelor of Arts in English from Trinity University in 1986 and her Juris Doctorate from St. Mary's School of Law in 1989. She started her practice as Assistant City Attorney for the City of Leon Valley, Texas, where she later became City Attorney. During her time with the City, Ms. Griffin advised the City Council, Zoning Commission and Board of Adjustment. She was a hands-on partner in the development of a Comprehensive Master Plan and a complete rewrite of the Zoning Code. Ms. Griffin was also involved in the drafting of legislation on behalf of the City for the creation of a 4B

corporation for Economic Development. Ms. Griffin created drought management ordinances and implemented water use regulations. In addition, she represented the City in various employment matters. In 1999, Ms. Griffin moved her practice to become the Corporation Counsel for her hometown of Freeport, Illinois and remained there for 17 years. While in Illinois, Ms. Griffin acted as Lead Negotiator on behalf of the City for numerous union contracts with the Fire, Police, and American Federation of County and Municipal Employees. Ms. Griffin was an active participant in the regional Public/Private partnership for Economic Development and was involved with various development incentive programs, including an Enterprise Zone and several Tax Increment Financing Districts. She also represented the City in election contests, created an administrative hearing process and tribunal for code violations and advised the City in employment grievances and administrative complaints.

Scott M. Tschirhart is a Senior Associate in the Firm. He joined the Firm in 2013, and handles the Firm's Special Counsel and Litigation groups and assists with legal services currently provided to a number of clients. Mr. Tschirhart earned his Juris Doctorate from Baylor University School of Law (Cum Laude) in 1999, and his Bachelor of Arts in Criminal Justice University of Texas at San Antonio (Magna Cum Laude) in 1996. He was admitted by the State Bar of Texas in 1999. Mr. Tschirhart began his legal practice at Naman Howell Smith & Lee, and later at Earl & Associates where he represented several cities as their city attorney, and served as the municipal prosecutor for the Cities of Castroville and Grey Forest. While attending Baylor Law School, he served on Law Review and later as an Adjunct Professor providing guidance to ABA Client Counseling and Negotiations Teams. Mr. Tschirhart currently assists with legal services provided the Texas cities of Bay City, Brady, Bryan, Buda, Castroville, Del Rio, El Paso, Pflugerville, and Garden Ridge, as well as litigation assistance for the Texas Association of Counties Risk Pool, the Texas Counsel Risk Management Fund, Bandera County, Bosque County, Gillespie County, Karnes County, Kendall County, the Guadalupe-Blanco River Authority and the Cow Creek Groundwater Conservation District. In addition to providing City Attorney services, Mr. Tschirhart is an active litigator, handling cases ranging from police-involved shooting incidents to USERRA and other employment issues. Mr. Tschirhart was admitted by the Northern, Southern, Eastern and Western U.S. District Courts of Texas in 1999.

Bradley "Scott" Osburn is an Associate in the Firm. He joined the Firm in 2016, and handles city attorney and general counsel matters. He earned his Juris Doctorate from Gonzaga University School of Law, in Spokane, Washington, in 2004 and his Bachelors of Arts, English from Eastern Washington University, in Cheney, Washington in 1998. He was admitted into the State Bar in 2005. He previously worked for the City of Killeen and is currently serving as a member of the City of Killeen's executive management team providing leadership and executive oversight for the City's Public Works Department, which consists of six divisions, three hundred personnel and an annual operating budget exceeding \$70 million. Mr. Osburn is part of the International Municipal Lawyers Association, Texas City Attorneys Association, Texas Municipal League Texas Bar Association, Texas Public Works Association and Girl Scouts of Central Texas (Volunteer).



D. ACCESSIBILITY AND RESPONSIVENESS

- 1. Discuss the accessibility of the proposed designated BEDC attorney and the response time that the individual offers to the BEDC. Specifically identify the 'lead time' that is required for this individual to attend scheduled or ad hoc meetings.**

DNRBH&Z is a 23-attorney, three-office Law Firm dedicated to representing local governments. Our Firm structure enables us to offer customized service to clients in need with infinite possibilities, as every attorney in our Firm has experience in multiple practice areas. The San Antonio and Austin offices are composed of seventeen lawyers who practice solely in the area of local government law. Because our legal team works collaboratively to give you the best of who we are and what we have to offer and because of the depth of experience available in the Firm we can usually offer an attorney who has experience and knowledge in a particular area of need at any given moment. Our lead time is often times within minutes of when assistance is requested. As a way of example, we realize that, unlike traditional service providers, our client's do not close for business. The administrative offices of local governments may close for the day but, disasters happen, emergencies occur and issues arise twenty-four hours a day, seven days a week. As a result our lawyers are available to be contacted by their cell phones twenty-four hours a day, seven days a week.

- 2. Identify the physical location of the BEDC attorney's primary offices.**

The physical location of the BEDC attorney's primary offices is 2517 N. Main Avenue, San Antonio, Texas 78212.

- 3. Discuss the technical capabilities of the Firm/attorney, including a discussion of any IT equipment that is available and used by the attorney and staff to increase accessibility and responsiveness to the BEDC.**

DNRBH&Z communicates with its client with all the modern technology available to us. We conduct video conferencing, phone conferencing and face-to-face meetings at either the City, our offices, or other required locations. We also use drop-box or other types of cloud server systems for transfer of large amounts of data such as agenda packets. Progress reports, status reports, recommendations, status of opinions and other types of correspondence is usually by email except where use of a postal system is necessary or required.



E. PROPOSED FEE STRUCTURE

- 1. Propose a comprehensive fee/rate package, inclusive of all costs. [The BEDC is open to a variety of approaches, including hourly rates or a flat monthly rate with add-ons.]**

Denton Navarro Rocha Bernal Hyde & Zech, P.C. does not require a retainer. While we are open to negotiating whatever billing method works best for our clients the Firm has found that the practice of billing clients on an hourly basis (in increments of tenths of an hour) for work actually completed and with invoices submitted on a monthly basis, works best for our clients and us.

Below, provided for your review, are our fee rates for this representation. All work will be performed at the City Attorney work rates unless specifically acknowledged by both the Firm and the City. Unless identified below, all staff member support time is provided at no charge. We ask that the Board notes both the hourly rates and the amount of time used to accomplish tasks, since they both determine the cost of legal services. Because of our expanded services and coverage, we believe we can accomplish many legal tasks faster than competitors, thereby saving additional tax dollars. With these issues in mind, effective upon our retention, our hourly billing rates for this engagement are as follows:

\$210 per hour for Shareholders/Partners
\$195 per hour for Senior Associates
\$185 per hour for Associates
\$ 95 per hour for Paralegals

Our invoices are due on receipt and are past due after thirty days. Unless identified, all staff member support time is provided at no charge. All related travel or other expenses are always charged "at cost" with no "mark-up" and all related mileage is charged by multiplying the actual miles traveled by the then current IRS rate. Copy rates are .20 cents per page, color copies are .70 cents per page, and fax rates are .50 cents per page. We do not charge Westlaw, Lexis, or any other online research fees. All invoices will be sent to the individual identified by the BEDC.

We acknowledge that the BEDC will select the finalist by considering the proposed compensation as a "best and final offer".

F

F. CONFLICT OF INTEREST

1. Execute the attached “No Conflict of Interest” Statement.

The attorney or Firm, by submitting a proposal, certifies that no elected or appointed official of any client of the Firm is financially interested, directly or indirectly, in the Firm or in utilization of services as described in this RFQ. Accordingly, the next page of our response contains the completed Conflict of Interest Questionnaire.

The Firm can comply with the vendor requirements as required by law. Details relating to completion of the appropriate forms will be handled if the Firm is selected as a service provider and the terms upon which such selection is made. As a general rule, the Firm's legal services are provided on an at-will and on an as-needed basis.

2. Answer the following question: How would your Firm handle representation of any other client engaged in a ‘Project’ with the BEDC? In answering this question, please identify how the Firm would handle a situation where attorney “A” in the Firm represents the BEDC as the BEDC’s contract attorney, and attorney “B” in the Firm represents a ‘Project’ seeking assistance through the BEDC. In answering this question, please identify those steps, if any, the Firm would be willing to undertake to eliminate or reduce the potential for conflict of interest.

Our Firm represents only local governments. The Firm, as a part of its usual practice does not represent real estate developers, contractors, architects, engineers or other individuals or companies which do business with local governments. Further, the Firm does not represent individuals or companies which could create conflict in our representation of local governments or who sue local governments. We believe that because we limit our representation to only local governments no conflict of interest would ever arise in our representation of the BEDC. However, should a conflict of interest arise the Firm will fully comply with our ethical obligations under the Texas Disciplinary Rules of Professional Conduct.

CONFLICT OF INTEREST QUESTIONNAIRE For vendor doing business with local governmental entity		FORM CIQ
<p>This questionnaire reflects changes made to the law by H.B. 23, 84th Leg., Regular Session.</p> <p>This questionnaire is being filed in accordance with Chapter 176, Local Government Code, by a vendor who has a business relationship as defined by Section 176.001(1-a) with a local governmental entity and the vendor meets requirements under Section 176.006(a).</p> <p>By law this questionnaire must be filed with the records administrator of the local governmental entity not later than the 7th business day after the date the vendor becomes aware of facts that require the statement to be filed. See Section 176.006(a-1), Local Government Code.</p> <p>A vendor commits an offense if the vendor knowingly violates Section 176.006, Local Government Code. An offense under this section is a misdemeanor.</p>	OFFICE USE ONLY	
<p>1 Name of vendor who has a business relationship with local governmental entity.</p> <p style="text-align: center;">Not Applicable</p>	Date Received 	
<p>2 <input type="checkbox"/> Check this box if you are filing an update to a previously filed questionnaire. (The law requires that you file an updated completed questionnaire with the appropriate filing authority not later than the 7th business day after the date on which you became aware that the originally filed questionnaire was incomplete or inaccurate.)</p>		
<p>3 Name of local government officer about whom the information is being disclosed.</p> <p style="text-align: center;">Not Applicable</p> <p style="text-align: center;">_____ Name of Officer</p>		
<p>4 Describe each employment or other business relationship with the local government officer, or a family member of the officer, as described by Section 176.003(a)(2)(A). Also describe any family relationship with the local government officer. Complete subparts A and B for each employment or business relationship described. Attach additional pages to this Form CIQ as necessary.</p> <p style="margin-left: 40px;">A. Is the local government officer or a family member of the officer receiving or likely to receive taxable income, other than investment income, from the vendor?</p> <p style="margin-left: 80px;"> <input type="checkbox"/> Yes <input type="checkbox"/> No </p> <p style="margin-left: 40px;">B. Is the vendor receiving or likely to receive taxable income, other than investment income, from or at the direction of the local government officer or a family member of the officer AND the taxable income is not received from the local governmental entity?</p> <p style="margin-left: 80px;"> <input type="checkbox"/> Yes <input type="checkbox"/> No </p>		
<p>5 Describe each employment or business relationship that the vendor named in Section 1 maintains with a corporation or other business entity with respect to which the local government officer serves as an officer or director, or holds an ownership interest of one percent or more.</p>		
<p>6 <input type="checkbox"/> Check this box if the vendor has given the local government officer or a family member of the officer one or more gifts as described in Section 176.003(a)(2)(B), excluding gifts described in Section 176.003(a-1).</p>		
<p>7</p> <p style="text-align: center;"> _____ Signature of vendor doing business with the governmental entity </p> <p style="text-align: right;"> _____ Date </p>		

G

G. REFERENCES

1. Provide three (3) professional references for the designated BEDC attorney, who have worked with the attorney on legal matters such as those that the BEDC will ask the attorney to handle.

Primary Attorney	1 st Reference	2 nd Reference	3 rd Reference
Charles Zech	John Kessel, City Manager Kyle Kinateder, EDC Director City of Schertz 1400 Schertz Parkway Schertz, Texas 78154 (210) 619-1000	Robert Herrera, City Manager Mark Luft, EDC Director City of Cibolo 200 S. Main St. Cibolo, TX 78108 (210) 658-9900	Yvonne Griffin, City Administrator City of La Vernia 102 E. Chihuahua La Vernia, TX 78121 (830) 779-4541

2. Provide three (3) professional references for any designated secondary attorneys.

Secondary Attorneys	1 st Reference	2 nd Reference	3 rd Reference
Dan Santee	Kent Sharp, CEO City of Abilene 174 Cypress Street, Suite 301 Abilene, TX 79601 (325) 676-6390	Kendall Schorsch, City Manager City of Jourdanton 1604 Highway 97 E. Jourdanton, TX 78026 (830) 769-3589	David Vela, City Manager City of Sweetwater 200 East 4 th Street Sweetwater, TX 79556 (325) 236-6313
Habib Erkan	Robert Herrera, City Manager Mark Luft, EDC Director City of Cibolo 200 S. Main St. Cibolo, TX 78108 (210) 658-9900	Andrea Gardner, City Manager City of Copperas Cove 914 S. Main St. Copperas Cove, TX 76522 (254) 547-4221	David Vaughn, City Manager City of Burnet 1001 Buchanan Drive, Suite 4 Burnet, TX 78611 (512) 756-6093
Clarissa Rodriguez	Scott Wayman, City Manager City of Live Oak 8001 Shin Oak Drive Live Oak, TX 78233 (210) 653-9140	Tommy W. Baker, Executive Director Floresville EDC 1120 D Street Floresville, Texas 78114 (830) 581-9998	John Kessel, City Manager Kyle Kinateder, EDC Director City of Schertz 1400 Schertz Parkway Schertz, Texas 78154 (210) 619-1000

3. Please note that the BEDC may contact outside individuals, whether offered as references or not. The BEDC retains the right to use such information in its decision-making process.

The Firm acknowledges that outside individuals may be contacted and may use such information in its decision-making process.

4. Submittal of a proposal is agreement that the BEDC may contact and use such information.

The Firm acknowledges that by submitting this proposal we agree that the BEDC may contact individuals and use such information.

Committee RFQ Scoring Sheet (Final)

BEDC Attorney Services, RFQ 2016-001

Submission	#1						#2					#3					#4					#5									
	Knight Law Firm						Floyd Akers					Akers & Akers					Bojorquez Law Firm					Denton Narvvo Rocha Bernal Hyde and Zech									
	Scorer						Scorer					Scorer					Scorer					Scorer									
	SM	KK	CC	SAK	AVG	SM	KK	CC	SAK	AVG	SM	KK	CC	SAK	AVG	SM	KK	CC	SAK	AVG	SM	KK	CC	SAK	AVG						
Weight																															
Applicable experience of the designated attorney	25%	25	20	18	22	21.25	15	5	18	20	14.50	15	17	8	23	15.75	15	15	19	22	17.75	25	25	20	24	23.50					
Depth and/or stability of firm, practice or attorney	10%	10	7	8	8	8.25	10	3	7	6	6.50	8	7	6	8	7.25	8	7	7	8	7.50	10	10	9	9	9.50					
Interpersonal match and philosophical concurrence with the BEDC's mission, core beliefs, practices and personnel	15%	15	12	8	13	12.00	10	7	8	10	8.75	10	12	10	14	11.50	15	10	10	14	12.25	15	15	12	14	14.00					
Accessibility and responsiveness of both the proposed designated BEDC attorney and any assisting attorneys	15%	15	12	12	12	12.75	10	6	12	10	9.50	10	10	11	12	10.75	15	12	12	12	12.75	15	15	13	13	14.00					
Cost effectiveness	15%	7	12	13	9	10.25	5	2	13	3	5.75	10	12	14	9	11.25	10	12	10	7	9.75	15	12	12	8	11.75					
Completeness and professionalism of submission	10%	10	7	8	8	8.25	5	-	2	-	1.75	8	7	7	9	7.75	8	7	8	8	7.75	10	10	10	10	10.00					
Committee RFQ Score Average						72.75	46.75					64.25					67.75					82.75									
Scorer																															
References	10%																										9	9.00			
Total RFQ Score Average																											91.75				



Agenda Item: 3.5

AGENDA MEMORANDUM

Meeting Date: November 21, 2016

Agenda Item: Consideration, discussion and possible action on the expenditure of 2013 Bond funds to pay for planning, engineering and improvements in the Bastrop Business and Industrial Park.

Prepared by: Shawn A. Kirkpatrick, Executive Director

Background

In the pre-development meeting with AEI Technologies, the City of Bastrop Planning Department, and the EDC, it was revealed that lots B-4 and B-5 (see attached map) potentially had un-compacted fill and construction spoils. The EDC ordered a geotechnical investigation to determine the extent of the condition in comparison to the 1996 geotechnical report. (A geotechnical investigation is a series of subsurface borings to determine the composition of the soil conditions, used to engineer foundation, road and parking structures.)

Based on information provided from the 2013 Technology St. extension, the expectation was 18” to 24” of homogenous un-compacted fill from the street cut. The 2016 geotechnical investigation revealed areas of up to 6’ to 8’ of loose non-homogenous un-compacted material. With this discovery, the EDC has been working with Bowman Consulting (civil engineers) and Terracon (geotechnical engineers) to determine a solution for the known affected B-4 and B-5 sites. These newly discovered site conditions affect the fair market value of the sites through the need for additional site work prior to construction.

Bowman Consulting is working with EDC staff to prepare a recommendation for further investigation and remediation options on the remaining developable (shovel-ready) sites in the Business Park. As this relates to AEI Technologies, it is EDC staff’s opinion that the site be remediated to the 1996 geotechnical conditions. Additionally, we should perform geotechnical investigations on B-1, A-1, A-7, and potentially the undeveloped areas of A-11, A-13, and C-4.

In Executive Session, EDC staff will brief the Board on current projects and our competitiveness for certain projects. In conjunction with Bowman’s work related to the soil conditions in the Business Park, EDC staff anticipates either selling all of the usable sites which meet current project needs, or the remaining sites will not be compatible with our projects. Pre-planning for future infrastructure projects within the Business Park is imperative.

Staff is working on preparing a budget for the proposed planning, engineering and site improvements and will have more information at the Board meeting.

Recommendation

Approve the expenditure of 2013 CO Bond funds for planning, engineering, and site improvements in the Bastrop Business and Industrial Park not to exceed \$ _____ without further Board approval. The EDC Chair and/or Treasurer will approve all expenditures in excess of the Executive Director's approval limit.



Agenda Item: 3.6

AGENDA MEMORANDUM

Meeting Date: November 21, 2016

Agenda Item: Consideration, discussion and possible action on the adoption of guidelines for the Business Incentive Grant program.

Prepared by: Shawn A. Kirkpatrick, Executive Director

Background

For the 2016/2017 FY, the EDC funded \$50,000 for redevelopment grants. The EDC and Main Street Program have been working on developing the guidelines for the Business Incentive Grant, or BIG program. Included within the packet are the guidelines for the Board to consider for adoption.

The process moving forward after adoption would be to release the program to the public and set an initial application period for potential projects, with the Main Street Design Committee reviewing the applications, verifying the scoring, and ranking the projects. Each month until the funds are fully committed the Board will review and consider approving entering into a performance agreement for the projects.

Once the allocated funds for any budget year are committed and until such time additional funds are allocated, applications will not be accepted.

Recommendation

Approve the Business Incentive Grant guidelines.

Attachments

BIG Guidelines

Bastrop Business Incentive Grant (BIG) Program

Guidelines, Application, Scoring Criteria & Checklist

Bastrop Economic Development Corporation and City of Bastrop Main Street Program

Program Objectives:

Property owners desire to generate adequate rents from their commercial buildings while creating a sense of pride in their investment. The BIG Program wishes to maintain and improve the quality of life for its citizens, attract outside spending, generate additional jobs, and increase sales tax by fostering economically viable commercial districts. The objective of this program is to provide assistance to those who are attempting to improve the appearance of commercial properties along commercial corridors and those who wish to preserve, save, and improve historic properties in Bastrop. This program is funded by the Bastrop Economic Development Corporation and administered by the City of Bastrop Main Street Program.

Financial Assistance:

Projects that qualify based on their application score may receive an annual grant with a maximum reimbursement of \$10,000 towards the total project cost. The grant is a 50% matching grant. For example, if the project is \$20,000, the grant will reimburse up to \$10,000. If the total project cost is less than \$10,000, the grant will reimburse 50% of the total project cost. The number of grants awarded each fiscal year (FY) will depend on the availability of funds and total number of project applicants. The FY 16-17 Grant Cycle has been funded in the amount of \$50,000.

Eligibility:

- Applicant must be the owner of the property for which the grant application is submitted.
- Commercial properties must be up-to-date on all municipal taxes when the application is submitted.
- Business facilities must be zoned for commercial use.
- Commercial properties must comply with state and local code requirements.
- Improvements to buildings without significant architectural features shall be carefully designed and constructed to be in scale with the existing and surrounding structures. Buildings that have significant architectural features are required to restore and maintain those features.
- Properties must be located within the City of Bastrop. Priority points will be given to properties in the Main Street Program Area as well as those located on commercial corridors.

City of Bastrop Main Street Program 1408 B Chestnut Street, 512-332-8996, www.bastropdowntown.com



Eligible Improvements:

- Removal of elements which cover architectural details
- Repair of original architectural details
- New storefront construction within existing buildings
- Window repair and replacement
- Removal of handicap barriers and improvements to handicap accessibility
- Restoration or replication of signage
- Awnings
- Exterior lighting
- HVAC
- Roof
- Fire prevention and safety
- Upgrades to electrical and plumbing required to meet city code for commercial use

Ineligible Improvements:

Projects which are underway or started prior to an executed agreement are NOT eligible under any circumstances to participate in the BIG Program.

- Interior improvements not listed above and that are not for commercial use
- Removal of original or architecturally important features
- Additions to existing buildings
- Plantings or landscaping
- Projects or property owners who have unsatisfactorily participated in a Façade or Mega Grant program in the past.

Procedure:

The application process presented below has been streamlined to facilitate rapid case processing.

1. Applicant files an application, including completed scoring application, checklist, and all back-up documentation, with the Main Street Program office. Incomplete applications will not be considered.
2. The application is reviewed and verified by the Main Street Design Committee to determine applicability, eligibility, and scoring.
3. Verified applications go to BEDC for approval.
4. The Main Street Program office informs the applicant of project approval and availability of funds.
5. Applicant requests three (3) estimates from contractors to perform work. In-kind service is not an allowable use.
6. Applicant selects a contractor.
7. The Business Improvement Grant is issued by the Main Street Program Office.

City of Bastrop Main Street Program 1408 B Chestnut Street, 512-332-8996, www.bastropdowntown.com



8. Any changes to the original plans must have prior approval from the Main Street Program Office.
9. Contractor completes project in compliance with the submitted plan and Business Improvement Grant.
10. A Certificate of Occupancy is issued by the City's building official to the applicant.
11. Applicant submits the Certificate of Occupancy, cost documentation (paid invoices, receipts, cancelled checks) to the Main Street Program office.
12. BEDC issues reimbursement to the applicant.
13. The file is closed and the Main Street Program office tracks the project requirements for five (5) years.

Funding Availability:

The Bastrop Economic Development Corporation has allocated \$50,000 for FY 16-17. Should funding for the BIG Program be reduced in the future, we reserve the right to discontinue or modify funding for this program.

Application Scoring:

Priority points will be given to properties located within the Main Street Program area and along commercial corridors, historically significant properties, vacant and underutilized properties, deteriorating properties in need of repair, tourism, cultural and public use properties, job creation projects, and mixed-use developments.

Application:

A completed BIG Application, scoring application and checklist must be submitted along with an exterior photo of the building, a cost estimate, project narrative and scope of work to be performed. Applications will become available on October 1st of each year, online at www.bastropdowntown.com and www.cityofbastrop.org, or may be picked up from the Main Street Program Office, 1408 B Chestnut Street. An application may also be emailed to you upon request from sobrien@cityofbastrop.org. Applications will be accepted until all funds have been expended. Applications will be reviewed and verified by the Main Street Program Design Committee and recommendations for approval will be made to the Bastrop Economic Development Corporation. Projects must be completed before the end of each budget year (September 30) so that funds can be expended in a timely fashion.

Reimbursement of Funds:

Property owners must apply for the grant before restoration or renovation work has begun. No grants will be awarded for work that has already begun or been completed. If there is a hazardous situation that needs immediate work, please contact the Main Street Program office before beginning. Applications will be administered as reimbursements once the project has been completed as agreed upon, and receipts are supplied for the work completed.

City of Bastrop Main Street Program 1408 B Chestnut Street, 512-332-8996, www.bastropdowntown.com



Changes to Redevelopment & Use, and Recapture Clause:

Participants must agree not to change or alter improved exterior renovations without prior written approval from the Main Street Program office for five (5) years from the date of the applicant signing the Business Improvement Grant. The property must be put in commercial use and remain in commercial use during the five (5) year period. Notification of changes in occupancy or use must be made to the Main Street Program office. If a change in use occurs and the property is not used for commercial purposes for longer than the 180 day period, then the following recapture clause may apply.

Property not occupied for 180 days = payback 100%

Property owners receiving funds from the BIG Program are encouraged to maintain ownership of said property for five (5) years immediately following the improvements. If they do not, the following recapture clause may apply.

Property sold within 2 years = payback 100%

Property sold within 3 years = payback 75%

Property sold within 4 years = payback 50%

Property sold within 5 years = payback 25%





Agenda Item: 3.7

AGENDA MEMORANDUM

Meeting Date: November 21, 2016

Agenda Item: Consideration, discussion and possible action concerning Bastrop EDC governing documents, including by not limited to Articles of Incorporation, Bylaws, and Policies & Procedures.

Prepared by: Shawn A. Kirkpatrick, Executive Director

Background

The EDC has worked with the ad hoc committee and the public to draft the Ninth Amended Bylaws and draft Policies & Procedures for the EDC. This agenda item is an opportunity for the public to address the Board during agenda item comments and for the Board to discuss the Bylaws and Policies & Procedures and to provide direction.

The Board can recommend the draft Ninth Amended Bylaws to the City Council for final adoption or provide feedback for additional modifications to be considered at a later meeting of the Board.

As it relates to the Policies & Procedures, the Board may adopt by Resolution the Policies & Procedures as presented or provide feedback for additional modifications to be considered at a later meeting of the Board. The Policies & Procedures do not require the approval of City Council, as they are considered internal rules of the Corporation governed by the Board.

Recommendation

No recommendation provided.

Attachments

Draft Ninth Amended Bylaws
Draft Policies & Procedures

DRAFT DOCUMENT

**NINTH AMENDED BYLAWS OF
THE BASTROP ECONOMIC DEVELOPMENT CORPORATION
OF THE CITY OF BASTROP, TEXAS
A NON-PROFIT CORPORATION**

These bylaws (referred to as the “Bylaws”) govern the affairs of the Bastrop Economic Development Corporation, a public instrumentality and a non-profit corporation (hereinafter referred to as the “Corporation”) created under Section 4B of the Development Corporation Act of 1979, Local Government Code, Subchapter A, Sections 501.001 and 505.001, *et seq.*, as amended (hereinafter referred to as the “Act”).

**ARTICLE I
PURPOSE AND POWERS**

Section 1. Purpose. The Corporation is incorporated for the purposes set forth in Article IV of its Articles of Incorporation, the same to be accomplished on behalf of the City of Bastrop, Texas (the “City”), as its duly constituted authority and instrumentality in accordance with the Act.

Section 2. Powers. The Corporation shall have all of the express and implied powers set forth and conferred in its Articles of Incorporation, in the Act, and in other applicable law.

**ARTICLE II
BOARD OF DIRECTORS**

Section 1. Number and Terms of Office.

- (a) The affairs of the Corporation shall be managed and controlled by a Board of Directors (the “Board”) and, subject to the restrictions imposed by law, by the Articles of Incorporation, the Act, and by these Bylaws, the Board shall exercise all of the powers of the Corporation.
- (b) The Board shall consist of seven (7) Directors, each of whom shall be appointed by and serve at the pleasure of the City Council (the “Council”) of the City of Bastrop.
- (c) Directors are appointed for terms of two (2) years each. Directors may be reappointed for three (3) additional terms, for a total of four (4) terms, not to exceed eight (8) years.
 1. Seats on the Board shall be numbered one (1) through seven (7), with the terms of odd numbered seats expiring in June of odd numbered years, and even numbered seats expiring in June of even numbered years.
- (d) Any director may be removed from office by the Council at will, with or without cause.
- (e) In the event of a vacancy on the Board, the City Council shall make an appointment to fill the remainder of the unexpired term.

Section 2. Qualifications.

- (a) The City Council shall appoint the Directors of the Corporation.
 - 1. Six (6) of the Directors shall be persons who are not members of the City Council of Bastrop.
 - 2. Officers and employees of the City of Bastrop are not qualified to serve on the Board.
- (b) The City Council shall consider an individual's experience, accomplishments, and education background in appointing Directors to the Board to ensure that the interests and concerns of all segments of the community are considered.
- (c) Each Director shall have at least one (1) of the following qualifications:
 - 1. Experience in management or in an executive capacity.
 - 2. Experience in the evaluation of financial and business records and projections.
 - 3. Experience in economic development matters.
 - 4. Education, training, or experience useful to the Corporation's purposes.
- (d) Directors of the Board shall be:
 - 1. A resident of the City of Bastrop and reside within corporate city limits; except that
 - 2. A maximum of three Directors may be a resident within the City of Bastrop's extended extraterritorial jurisdiction (ETJ).
- (e) Each Director shall be capable of obtaining appropriate bonding in compliance with Article V.

Section 3. Resignations.

- (a) Director resignations shall be made in writing and shall take effect immediately upon its receipt by the chair or the Executive Director. The acceptance of a resignation shall not be necessary to make it effective unless expressly so provided in the resignation.
- (b) Any Director who files for elected office shall automatically resign from the Board, with the exception of elected officials then serving on the Board and seeking reelection to the same office. Such automatic resignation shall take effect upon the Director filing an application for candidacy.

Section 4. Meetings of Directors.

- (a) The Board shall annually set regular meeting dates and times at such place or places and time in the corporate city limits as the Board may determine; provided, however, in the absence of any such determination by the Board or in the event of a conflict, the Board chair shall select a reasonable place in which to hold the meeting.

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- (b) The annual meeting of the Board shall be held at a date and time determined by the chair.
- (c) The chair in consultation with the vice-chair and Executive Director may call a special meeting of the Board.
- (d) Directors shall be expected to regularly attend all Board meetings. Special consideration can be granted for absences for good cause. The Council shall be advised of and may remove any Director who is absent from three (3) consecutive regular or special meetings, or 66% of total meetings.
- (e) Any Director may request an item be placed on the agenda by delivering the same in writing to the Executive Director no later than ten (10) days prior to the date of the Board meeting.

Section 5. Open Meetings Act.

All meetings and deliberations of the Board shall be called, convened, held and conducted, in accordance with the requirements of the Texas Open Meetings Act.

Section 6. Quorum.

A majority of the Directors shall constitute a quorum for the conduct of official business of the Corporation. 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 and of the Corporation, unless the act of a greater number is required by law, or is otherwise required within these Bylaws. A Director may not vote by proxy.

Section 7. Conduct of Business.

- (a) At the meetings of the Board, matters pertaining to the business of the Corporation shall be considered in accordance with the rules of procedure as from time to time may be prescribed by the Board by resolution.
- (b) At all meetings of the Board, the chair shall preside and, in the absence of the chair, in the order of availability, the vice-chair, the treasurer or the secretary shall exercise the powers of the chair.

Section 8. Committees of the Board.

The Board may constitute from time to time committees of the Board that are deemed necessary or appropriate. No such committee shall have independent authority to act for or in the stead of the Board.

Section 9. Compensation of Directors.

Directors shall not receive any salary or compensation for their service as Directors. However, they may be reimbursed for their actual reasonable expenses incurred in the performance of their

duties hereunder. The policy regulating payment of reasonable actual expenses incurred in performance of official duty shall be determined by the Board.

Section 10. Conflicts of Interest.

The Directors are subject to the City's Code of Ethics, set forth in the City's Code of Ordinances, Article 1.15, *et seq.*, and shall conform thereto for purposes of addressing potential and/or actual conflicts of interest.

Section 11. Gifts.

The Board may accept on behalf of the Corporation, any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the Corporation. Directors may not receive personal gifts valued above \$50.

Section 12. Ex officio Members.

The City Manager and/or Mayor of Bastrop may be appointed by the City Council to be a non-voting *ex officio* member of the Board, and may attend all meetings of the Board. When the City Manager and/or Mayor participate in Board activities as a non-voting *ex officio* member, his or her participation shall not count towards a quorum.

ARTICLE III OFFICERS

Section 1. Titles and Term of Office.

- (a) The officers of the Corporation shall be a Chair, Vice-Chair, Secretary, and Treasurer. Any two (2) offices may be held by the same person, except the office of Chair of the Board. Terms of office shall be one (1) year with the right of an officer to be reelected.
- (b) All officers shall be subject to removal from office at any time by a vote of the majority of the Board.
- (c) A vacancy in the office of any officer shall be filled by a vote of the majority of the Board.
- (d) Neither the office of chair or vice-chair may be held by a member of the City Council.

Section 2. Powers and Duties of the Chair.

The chair of the Board shall:

- (a) Preside over all meetings of the Board.
- (b) Have the right to vote on all matters coming before the Board.

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- (c) Have the authority to, upon seventy-two (72) hour notice to the Directors, call a special meeting of the Board, when in his or her judgment such meeting is required.
- (d) Have the authority to appoint ad hoc committees of the Board, which may address issues of a temporary nature of concern or which have a temporary effect on the business of the Board.
- (e) Have the authority to appoint advisory committees to the Board to further the overall development plan of the Board.
- (f) Shall sign with the co-signature of the secretary, any document which the Board has approved, unless the execution of said document has been expressly delegated to some other officer or agent of the Corporation by appropriate Board resolution, by a specific provision of these Bylaws, or by statute.
- (g) In general, the Chair of the Board shall perform all duties incident to the office, and such other duties as shall be prescribed from time to time by the Board.

Section 3. Vice-Chair.

In the absence of the chair, or in the event of his or her inability to act, the vice-chair shall perform the duties of the chair. When so acting, the vice-chair shall have all power of and be subject to all the same restrictions as those incumbent upon the chair. The vice-chair shall also perform other duties as from time to time may be assigned to him or her by the chair.

Section 4. Secretary.

The secretary shall keep the minutes of all proceedings of the Board and make a proper record of the same, which shall be attested by the secretary. The secretary shall keep such books as may be required by the Board and shall perform such other duties as may be required by the Board. The secretary shall cause notices to be posted of all Board meetings in accordance with the Texas Open Meetings Act.

Section 5. Treasurer.

The treasurer shall, in general, perform all the duties incident to that office and such other duties as from time to time may be assigned to him or her by the chair of the Board or the Board in general. The treasurer shall receive and give receipt for money due and payable to the Corporation and shall deposit such monies received by the Corporation, in accordance with Article IV of these Bylaws, if such monies are not directly deposited in the Corporation's accounts.

Section 6. Assistant Secretaries and Assistant Treasurers.

The Board may appoint assistant secretaries and assistant treasurers as it may consider desirable, who shall in general perform such duties as may be assigned to them by the Secretary or the Treasurer, or by the Chair or the Board. The assistant secretaries and assistant treasurers need not necessarily be Directors.

Section 7. Executive Director.

- (a) The Board shall employ an Executive Director, who shall be the Chief Executive Officer of the Corporation and who shall serve at the will and pleasure of the Board.
- (b) The Executive Director shall have responsibility for all day-to-day activities of the Corporation, and shall be responsible for all applicable administrative requirements of its Articles of Incorporation, these Bylaws, and the Act, as amended.
- (c) The Executive Director may have a staff to assist in the carrying out of his responsibilities.
- (d) The Board shall develop a job description for the Executive Director position, a performance review schedule and criteria for review, and shall review the performance of the Executive Director based upon the schedule and criteria.
- (e) The Executive Director and staff shall be required to follow all other current Personnel Policies of the City of Bastrop, and for such purposes, the Executive Director shall be under the same provisions as those for the City Manager.

**ARTICLE IV
FUNCTIONAL CORPORATE DUTIES AND REQUIREMENTS**

Section 1. Program of Work.

- (a) It shall be the duty and obligation of the Board to develop, prepare, finance, and implement a Program of Work with the objective and for the purpose of developing and diversifying the economic, recreational, educational and cultural aspects of the City.
- (b) The Board shall periodically submit reports to the City Council as to the status of its activities in carrying out the Program of Work.

Section 2. Annual Corporate Budget.

The Board shall cause to be prepared, and shall submit to the City Council of the City, a budget for the forthcoming fiscal year, and in accordance with the annual budget preparation schedule set forth by the City Manager. The budget shall be submitted to the City Manager for inclusion in the annual budget presentation to the City Council. The budget proposed for adoption shall include the projected operating expenses, and such other budgetary information as shall be useful to or appropriate for the Board and the City Council. No budget amendments shall become effective without City Council approval. No expenditures of funds shall be made unless such expenditure is provided for in the Corporation's budget approved by the City Council.

Section 3. Contracts for Service.

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- (a) The Corporation may contract with any qualified and appropriate person, association, corporation or governmental entity to perform and discharge designated tasks which will aid or assist the Board in the performance of its duties.
- (b) No such contract shall ever be approved or entered into which seeks or attempts to divest the Board of its discretion and policy-making functions.

Section 4. Books, Records, and Audits.

- (a) The Corporation shall keep and properly maintain, in accordance with generally accepted accounting principles, complete books, records, accounts, and financial statements pertaining to its corporate funds, activities, and affairs.
- (b) The Corporation shall cause its books, records, accounts, and financial statements to be audited at least once each fiscal year by an outside, independent auditing and accounting firm approved by the Corporation. Such audit shall be at the expense of the Corporation.
- (c) All books, records, accounts, and financial statements shall be kept and administered in accordance with the Texas Public Information Act, Chapter 552, Texas Government Code.

Section 5. Deposit and Investment of Corporate Funds.

- (a) All funds of the Corporation shall be deposited on a regular basis, consistent with generally accepted accounting practices, in a local bank that is a depository of the City, which shall be federally insured and shall be selected following procedures and requirements for selecting a depository as set forth in Chapter 105 of the Local Government Code. All deposits shall be properly accounted for as deposits of the Corporation.
- (b) Temporary and idle funds, which are not needed for immediate obligations of the Corporation, shall be maintained on deposit in the Corporation's depository, or may be invested in any other legal manner in compliance with the Internal Financial Control Policies of the Corporation and City Investment Policy.
- (c) All proceeds from loans or from the issuance of bonds, notes, or other debt instruments ("Obligations") issued by the Corporation shall be deposited and invested as provided in the resolution, order, indenture, or other documents authorizing or relating to their execution or issuance.

Section 6. Expenditures of Corporate Money.

The monies of the Corporation, including sales and use taxes collected pursuant to the Act, monies derived from the repayment of loans, rents received from the lease or use of property, the proceeds from the investment of funds of the Corporation, the proceeds from the sale of property, and the proceeds derived from the sale of Obligations, may be expended by the Corporation for any of the purposes authorized by the Act, subject to the following limitations:

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- (a) Expenditures from the proceeds of Obligations shall be identified and described in the orders, resolutions, indentures, or other agreements submitted to and approved by the City Council prior to the execution of loan or financing agreements or the sale and delivery of the Obligations, to the purchasers thereof required by Section 7 of this Article;
- (b) Expenditures that may be made from a fund created with the proceeds of Obligations, and expenditures of monies derived from sources other than the proceeds of Obligations, may be used for the purposes of financing or otherwise providing one or more "Projects", as defined in the Act. The specific expenditures shall be described in a resolution or order of the Board, and shall be made only after the approval thereof by the City Council;
- (c) All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be handled in compliance with the finance and payment policies, and applicable Codes, of the City of Bastrop, Texas, as amended from time to time.

Section 7. Issuance of Obligations.

Any debt issuance issued by the Corporation shall be in accordance with the statute governing this corporation, but in any event, no debt issuance shall be issued without approval of the City Council, after review and comment by the City's bond counsel and financial advisor.

**ARTICLE V
MISCELLANEOUS PROVISIONS****Section 1. Principal Office.**

- (a) The principal office of the Corporation shall be located at 301 Highway 71 West, Suite 214, Bastrop, Texas.
- (b) The Corporation shall have and shall continually designate a registered agent at its Registered Office, as required by the Act.

Section 2. Fiscal Year.

The fiscal year of the Corporation shall be the same as the fiscal year of the City.

Section 3. Surety Bonds.

The chair, vice-chair, and treasurer of the Board shall give an official bond in the sum of not less than One Hundred Thousand and no/100 Dollars (\$100,000). The bonds referred to in this section shall be considered for the faithful accounting of all monies and things of value coming into the hands of such officers. The bonds shall be procured from some regularly accredited surety company authorized to do business in the State. The premiums thereafter shall be paid by the Corporation. A copy of each officer's bond shall be filed with the Secretary of State.

Section 4. Indemnification of Directors, Officers, and Employees.

- (a) The Directors shall authorize the Corporation to pay or reimburse any current or former director or officer of the Corporation for any costs, expenses, fines, settlements, judgments, and other amounts, actually and reasonably incurred by such person in any action, suit, or proceeding to which he or she is made a party by reason of holding such position as officer or director; provided, however, that such officer or director shall not receive such indemnification if he be finally adjudicated in such instance to be liable for gross negligence or intentional misconduct in office. The indemnification herein provided shall also extend to good faith expenditures incurred in anticipation of, or preparation for, threatened or proposed litigation. The Board may, in proper cases, extend the indemnification to cover the good faith settlement of any such action, suit, or proceedings, whether formally instituted or not.

Section 5. Legal Construction.

These Bylaws shall be construed in accordance with the laws of the State of Texas.

Section 6. Severability.

If any provision or section of these Bylaws is held to be invalid, illegal or unenforceable in any respect, the invalidity, illegality or unenforceability shall not affect any other provision, and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

**ARTICLE VI
EFFECTIVE DATE AND APPROVAL****Section 1. Effective Date.**

These Bylaws shall become effective upon the occurrence of the following events:

- (1) the adoption of these Bylaws by the Board, and
- (2) the approval of the Bylaws by the City Council.

Section 2.

These Ninth Amended Bylaws of the Bastrop Economic Development Corporation were approved and adopted at a meeting of the Board of the Bastrop Economic Development Corporation, held on _____, 20__.

Steve Mills, Chair of the BEDC

Approved and adopted at a meeting of the City Council held on _____, 20__.

Ken Kesselus, Mayor of Bastrop, Texas

Attest:

Ann Franklin, City Secretary

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Bastrop EDC Board Meeting Policies & Procedures

I. Meetings

1. The BEDC Board of Directors shall adopt a schedule for regular meetings, including date, time, and location, in accordance with the Bylaws of the Bastrop EDC.
2. All meetings and deliberations of the Board shall be called, convened, held and conducted in accordance with the requirements of the Texas Open Meetings Act and applicable State Law.
3. Directors shall be expected to regularly attend all Board meetings. Special consideration can be granted for absences for good cause. The Council shall be advised of and may remove any Director who is absent from three (3) consecutive regular or special meetings, or 66% of total meetings, in accordance with the Bylaws of the EDC.

It shall be the Secretary and/or Assistant Secretary's responsibility to monitor and report attendance, as required and/or necessary.

II. Agenda Preparation

1. The Executive Director in cooperation with the Executive Committee shall have administrative oversight in preparing meeting agendas.
2. Any individual or group who wishes to have an item of business placed on the agenda shall make a written request to the Executive Director. The request must be in writing and must state the nature of the matter so that the Executive Director and/or appropriate staff will have an opportunity to prepare and/or assist in the preparation of the appropriate materials for the Board's consideration. The request must be received by the Executive Director no later than ten (10) days prior to the meeting, in accordance with the Bylaws of the EDC.
3. If appropriate, the Executive Director will resolve requests that do not require Board action. If Board action is required, the Executive Director, in consultation with the Executive Committee, will determine when the individual or group should be placed on the agenda. The time limit for any individual or representative addressing the Board shall be five minutes, unless the Chair permits additional time.
4. Agenda packets, prepared by the EDC staff, shall include as much background information on the subject as is available and feasible, for each item of business placed on it. The agenda shall be posted at the BEDC offices, at Bastrop City Hall, and on the BEDC's website at least 72 hours prior to the meeting.

III. Meeting Decorum

1. The purpose of this policy is to establish rules of decorum for members of the public attending and/or addressing the Bastrop Economic Development Corporation (Bastrop EDC) in a public meeting. The policy is intended to facilitate the conduct of public meetings in an open and orderly manner and in an environment safe for all persons in attendance, and to promote open meetings that welcome debate of issues being discussed by the BEDC Board in an atmosphere of fairness, courtesy, and respect for differing points of view.
2. Public Meeting Decorum:
 - a) Persons in the audience will refrain from behavior which will disrupt the public meeting. This will include making loud noises, clapping, booing, hissing, shouting, or engaging in any other activity in a manner that disturbs, disrupts or impedes the orderly conduct of the meeting.
 - b) Persons in the audience will refrain from creating, provoking or participating in any type of disturbance involving unwelcome physical contact.
 - c) Persons in the audience will refrain from talking on cell phones while the meeting is in session.
 - d) The Chair may rule out of order any comments made that are rude, inappropriate, or intended to harass any person or group of people or that are not addressed to the entire Board, and is authorized to take reasonable and appropriate measures to ensure compliance with these rules.
 - e) Failure to comply with this Public Meeting Decorum Policy which will disturb, disrupt or impede the orderly conduct of the meeting may result in removal from the meeting and/or possible arrest.

IV. Public Addressing the Board

1. Public Comment Period
 - a) For persons wishing to address the BEDC Board on items not listed on the agenda, the speaker should complete a "Request to Speak" form and submit to the Board Chair or designated staff member:

For Public Comments, the completed "Request to Speak" form should be submitted before the meeting being called to order by the Chair.
 - b) The time limit for any individual or representative addressing the Board shall be three minutes, unless the Chair approves additional time.
 - c) Directors and staff may not comment on matters brought to the Board during the public comment period.
 - d) Speakers' comments should be addressed to the full body. Requests to engage any specific Board member(s) or staff in conversation will not be honored. Abusive language will not be tolerated.

- e) Speaker should provide their name and address at the beginning of their remarks for the formal record.
- f) Speakers and any other members of the public will not approach the Board at any time without prior consent from the Chair of the meeting.

2. Agenda Item Comments

- a) For persons wishing to address the BEDC Board on agenda items, the speaker should complete a "Request to Speak" form and submit to the Board Chair or designated staff member:

For Agenda Item Comments, the completed "Request to Speak" form should be submitted before the agenda item being called for consideration by the Chair.

- b) Generally, once an agenda item is called for consideration by the Chair, the following sequence shall occur:
 - i. Presentation of the agenda item by EDC staff and/or requestor,
 - ii. Board questions and answers related to the presentation of the agenda item,
 - iii. Public comments on the agenda item,
 - iv. Board consideration of action related to the agenda item:
 - Motion and second
 - Debate
 - Vote
 - v. The Board shall consider only one single motion and second at a time.
- c) The time limit for any individual or representative addressing the Board shall be three minutes and limited to the agenda item under consideration, unless the Chair approves additional time.
- d) Abusive language will not be tolerated.
- e) Speaker should provide their name and address at the beginning of their remarks for the formal record.
- f) Speakers and any other members of the public will not approach the Board at any time without prior consent from the Chair of the meeting.

V. Officers

1. The officers of the Board shall be Chair, Vice-Chair, Secretary and Treasurer as prescribed in the bylaws of the Corporation.
2. The Presiding Officer shall preside at the meetings of the Board and shall have the following powers:
 - a) To call the meeting to order and adjourn at the conclusion of business or in an emergency;
 - b) To rule motions in or out of order, including the right to rule out of order any motion patently offered for obstructive or dilatory purposes;

- c) To determine whether a speaker has gone beyond reasonable standards of courtesy in his/her remarks and to entertain and rule on objections from other members on this ground;
 - d) To call a brief recess at any time.
3. In accordance with the Bylaws of the EDC, at all meetings of the Board, the chair shall preside and, in the absence of the Chair, in the order of availability, the Vice-Chair, the Treasurer or the Secretary shall exercise the powers of the chair.

In the absence of an officer, the Board shall elect a Presiding Officer from the attending membership.

VI. Action by the Board

1. The Board shall proceed by motion. Any Director, including the Chair, may make a motion.
2. A Director may make only one motion at a time.
3. The Chair shall preside over the debate.
4. A motion shall be adopted by a majority of the votes present.

VII. Closed/Executive Sessions

The Bastrop EDC Board of Directors shall have the authority to meet in closed/executive session pursuant to the Texas Local Government Code, Chapter 551.

VIII. Quorum

In accordance with the Bylaws of the EDC, a majority of the Directors shall constitute a quorum for the conduct of official business of the Corporation. 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 and of the Corporation, unless the act of a greater number is required by law, or is otherwise required within the Bylaws of the EDC.

IX. Recording of Meetings

1. Any radio or television station is entitled to broadcast all or any part of an official meeting of the Board that is required to be open to the public. Any person may photograph, film, tape record, or otherwise reproduce any part of a meeting required to be open.
2. The Chair and/or designee reserves the right to designate where any and all broadcasting, photographing, filming and/or recording devices and operating personnel may be placed and/or displaced at any meeting required to be open.

3. The BEDC shall contract with the City of Bastrop's local BTXN television station to videotape public meetings.

X. Meeting Minutes

1. Minutes shall be kept of all meetings of the Board of Directors.
2. Closed session minutes will be kept as required by law.
3. Draft minutes become official upon Board approval.

XI. Records Retention

1. The BEDC shall adhere to the Texas State Library and Archives Commission schedule for local government.
2. Video recordings are retained by the City of Bastrop's local BTXN television station according to their records retention schedule.

Bastrop EDC Corporation Governance Policies & Procedures

I. Appointments

Appointments to the BEDC Board are made by the Governing Body of the City of Bastrop, according to State Law and the BEDC Articles of Incorporation and Bylaws.

II. Conflicts of Interest

1. Directors of the Board shall sign a Conflict of Interest statement upon appointment to the Board.
2. In accordance with the Bylaws of the EDC, the Directors are subject to the City's Code of Ethics Policy, set forth in the City's Code of Ordinances, Article 1.15, *et seq.*, and shall conform thereto for purposes of addressing potential and/or actual conflicts of interest.
3. The Directors shall adhere to the City's Code of Ethics Policy, set forth in the City's Code of Ordinances, Article 1.15, *et seq.*, and shall conform thereto for purposes of addressing potential and/or actual conflicts of interest.
4. In the event that a Director is aware that he or she has a conflict of interest and/or potential conflict of interest as defined by State Law and/or the City of Bastrop's Ethics Policy of the City Code of Ordinances, with regard to any particular matter or vote before the Board, the Director shall bring the same to the attention of the Chair and/or Executive Director and shall abstain from discussion and voting thereof.
5. If any Director or member of the public believes that any Director may have a conflict of interest on a matter before the Board, he/she is advised to inform the Chair and/or Executive Director in writing.
6. Any questions or complaints regarding possible ethics violations shall be conveyed in writing to the City Attorney, pursuant to the City of Bastrop's Code of Ethics Policy.

III. Duties of the Board

Directors serve as voting members of the Board of Directors of the Bastrop EDC, developing policies, procedures and regulations, and monitoring financial performance of the Corporation.

1. Directors shall have the following obligations to the Corporation:
 - a) Be knowledgeable and support the mission, purpose and goals of the EDC.
 - b) Discharge the duties of a Director as outlined in the applicable state statutes, Articles of Incorporation, Bylaws, and these Policies & Procedures.

- c) Have oversight of the Executive Director tasked with carrying out the day-to-day operations of the Corporation.
 - d) Participate in the establishment and adoption of policy and procedures of the Corporation.
 - e) Monitor the financial performance of the Corporation.
 - f) Participate in the development of the economic development strategy and monitor the performance of the Corporation in fulfilling its mission, purpose and goals.
2. The Board shall adopt an annual plan of work for the Corporation, which shall include an annual budget, and the goals which the Board deems necessary to accomplish its overall economic development mission.
 3. The Board shall approve the expenditure of funds in accordance with all applicable laws and these Policies & Procedures.
 4. In accordance with the adopted mission, the Board shall promote projects or programs that directly accomplish or aid in the accomplishment of creating or retaining jobs and capital investment, including educational, job training or planning and research activities necessary to promote job creation or retention. The Corporation's focus of economic development will be primarily in the areas of:
 - a) Primary job and capital investment creation, including business retention and expansion of existing primary industries and new enterprises and their job creation.
 - b) Non-primary industry business development, including existing business retention and expansion, small business development, and retail and destination development.
 - c) Community development, including infrastructure development within applicable laws.
 - d) Development and re-development within the community.
 - e) Education and workforce development supporting local industry.

IV. Committees

1. The officers of the Board shall comprise the Executive Committee of the Board.
2. The Board may create standing and/or *ad hoc* committees as needed. The Board Chair may appoint Directors and/or members of the public to committees as needed.

V. EDC Staffing and Job Descriptions

1. The Board shall approve the staffing level of the BEDC during the annual budget process.
2. The Board shall enter into a written employment contract with the Executive Director.
3. The EDC staff shall be subject to the personnel policies of the City of Bastrop except where preempted by these Policies & Procedures or other written contracts as approved by the Board.

4. Job descriptions of each approved position shall be made available upon request.

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Bastrop EDC Financial Policies & Procedures

I. Financial Administration

The Corporation's financing and accounting records shall be maintained according to the following guidelines:

1. The Corporation shall contract with the City of Bastrop for financial and accounting services. The City's finance department shall produce monthly financial reports to be distributed to the Board of Directors.
2. The EDC will comply with the City of Bastrop's financial policies except when preempted by the adopted Financial Policies & Procedures of the Corporation and allowable by law.
3. In accordance with the Bylaws of the EDC, the Board shall cause to be prepared, and shall submit to the City Council of the City, a budget for the forthcoming fiscal year, and in accordance with the annual budget preparation schedule set forth by the City Manager.
4. The Executive Director shall have the authority to make purchases and sign contracts up to the value of ten thousand dollars (\$10,000), on behalf of the Corporation.
5. Internal Financial Control Policy related to annually budgeted "Contingency Funds".
 - a) The BEDC Executive Director and/or staff may remove, commit, obligate or spend funds held by the BEDC as "Contingency Funds" in an amount not to exceed \$1,000, after obtaining prior written approval of the BEDC Board Chair. (IFC #1)
 - b) Neither the Executive Director nor the staff of the BEDC may remove, commit, obligate or spend more than \$1,000 of the funds held by the BEDC as "Contingency Funds" without prior notice to and formal approval by a majority vote of the BEDC Board of Directors. (IFC #2)
6. Internal Financial Control Policy related to "reserved" or "restricted funds" of the Corporation.
 - a) Certain BEDC funds, commonly referred to by the Board of Directors as "reserved" or "restricted funds", may be placed in alternative investment options/instruments, when jointly agreed upon by and between the Board Chair, Executive Director and the City of Bastrop's Director of Finance, so long as the alternative options/instruments selected for such placement have been formally approved and adopted by the City of Bastrop for its municipal Financial Investment Policy. (IFC #3)

II. Contracted Services

1. Legal Services

- a) The Corporation shall contract with an attorney who has experience with economic development and municipal law.
- b) There shall be a written engagement between the BEDC and the attorney and/or firm.
- c) The Executive Director, in consultation with the Executive Committee, shall have the authority to contract with outside legal counsel when in his/her opinion a project and/or legal matter would benefit from such counsel.
- d) Directors are advised to contact the Executive Director of the Corporation regarding legal matters to avoid duplicative communications with legal counsel. In matters related to the performance of the Executive Director, the Directors are advised to contact the Chair of the Board.

Bastrop EDC Travel Policies & Procedures

The Bastrop Economic Development Corporation (EDC) participates in a variety of activities that require staff or directors to travel on behalf of the organization. Since staff and directors are frequently required to travel, attend local meetings, or otherwise incur expenses in the interest of the Bastrop EDC, it is necessary to establish standard regulations governing the behavior, expectations, and expenses associated with this travel. To provide uniformity, the following procedures will be followed by all EDC representatives.

I. Code of Conduct

All representatives of the Bastrop EDC and participants in travel sponsored by the Bastrop EDC are expected to commit to the following:

1. Show respect for every representative of the Bastrop EDC and business associates encountered while traveling by refraining from all forms of intimidation, sexual and physical harassment, and acts of prejudice that infringe upon the rights of others.
2. Refrain from causing physical injury to themselves and others. A representative will be held financially and legally responsible for any and all damage inflicted upon other persons.
3. Refrain from causing damage to real or personal property of others. A representative will be held financially and legally responsible for any and all damage inflicted upon the property of others.
4. Preserve the quality of facilities visited during their travels.
5. Respect cultural differences. This includes observing the proper etiquette in business/social settings, e.g. being punctual for appointments, not speaking out of turn, etc.
6. Refrain from irresponsible behavior, including the inappropriate or excessive consumption of alcohol.
7. Refrain from behaving in ways that would be considered unprofessional or tarnish the reputation of the Bastrop EDC.

- ## II. Travel Arrangements:
- The Staff of the Bastrop EDC will handle all travel arrangements for Bastrop EDC events. The most economical means of travel to destination and return will be utilized, while accounting for the preferences and schedules of EDC representatives.

1. **Commercial Airlines:** The Bastrop EDC will only pay for air coach tickets. If a representative wishes to upgrade their tickets, they must pay for this expense out of pocket.
2. **Personal Vehicles:** The Bastrop EDC will pay a per mile rate based on the amount authorized by the Internal Revenue Service. Mileage will be limited if a representative chooses to drive when air travel would have been cheaper or more timely. It is recommended that EDC representatives attempt to carpool if possible.
3. **Taxis, Transportation Network Companies (TNC) and other Chauffeured Services:** If an EDC representative is not in possession of or in the same vehicle as a representative with an EDC credit card, the Bastrop EDC will reimburse a representative's taxi, TNC, chauffeured vehicle services, and bus fares for required transportation. Representatives are encouraged to utilize the most economic transportation method and carpool if possible. Receipts must be provided for reimbursement.
4. **Vehicle Rental:** The Bastrop EDC prefers not to rent vehicles unless otherwise necessary. If necessary, the Bastrop EDC has a corporate account and staff will take care of making reservations. This account includes vehicle insurance, so the EDC representative does not need to purchase additional insurance. In accordance with rental company regulations, the vehicle rental must be paid for with a credit card in the name of the person renting the vehicle. If an EDC representative is renting a vehicle and does not have an EDC credit card issued in their name, the expenses associated with renting the vehicle will be reimbursed to the representative.
5. **Parking:** The Bastrop EDC will pay for airport parking, in long-term parking lots only, as required while a representative is out of town. If a representative parks in a more expensive lot, the Bastrop EDC will reimburse at the lower parking rate. While at the destination, the Bastrop EDC will also pay for required parking fees for personal or rented vehicles. EDC representatives shall choose the most economical parking options while at their destination.
6. **Lodging:** The Bastrop EDC Staff will handle making lodging reservations on behalf of EDC representatives. EDC representatives shall make their lodging accommodation preferences known at the request of EDC staff. The EDC will attempt to pay for lodging on an EDC issued credit card; however, if an EDC representative must pay for lodging on their own credit card they will be reimbursed.
7. **Per Diem:** The Bastrop EDC will provide representatives with a per diem that is in accordance with the U.S. General Services Administration Per Diem Rates for the appropriate fiscal year and destination city.
8. **Registration Fees:** The Bastrop EDC will pay registration fees associated with EDC related activities. These shall be prepaid in most circumstances.

9. **Entertainment Related Marketing Expenses:** EDC staff will attempt to anticipate entertainment expenses related to marketing Bastrop and seek prior approval from the Chair and/or Treasurer. In the event a qualified prospect orders alcohol while being entertained by EDC representatives, staff may use reasonable judgement in paying the related expense. Representatives may not otherwise use EDC funds for the purchase of alcohol for personal consumption.

10. **Other Expenses:** The Bastrop EDC will not pay for expenses unless it is specifically related to the purpose of the trip and/or event.

III. **Approval of Travel Expenditures:** Travel expenses will be reconciled and reviewed by the Chair and/or Treasurer for compliance with this policy.

IV. **Attendance by Non-EDC appointed Representatives:** The Bastrop EDC acknowledges that non-EDC representatives (e.g. spouses, significant others, or relatives) may travel with EDC representatives. Non-EDC appointed representatives must purchase and pay for all of their travel accommodations and associated expenses themselves. If the attendance of non-EDC appointed representatives increases the cost of travel accommodations for the EDC portion of the trip, these additional costs will need to be reimbursed to the Bastrop EDC. Non-EDC appointed representatives must not interfere with the schedule of EDC representatives, and while they may attend extracurricular and after hours activities, they must conduct themselves in the same professional manner as the EDC representatives.



November 18, 2016

Monthly EDC Update

09/20/2016-10/17/2016

Meeting - Prospect Meeting	Meeting - Residential Site Visit
Meeting - Bastrop City Council	Meeting - Commercial Developer
Meeting - Economic Vitality (Jean)	Downtown Discussion Happy Hour
Meeting - Commercial Developer	Bastrop Career & Job Fair
Meeting - Congressman Cyrier	Meeting - BEDC Staff
Meeting - Project Shrink (Jean)	Meeting - Big Ben
IEDC - Cleveland OH	Meeting - Main Street
Meeting - Prospect Meeting (Big Ben)	Meeting - Engineer (Bowman Consulting)
Meeting - Judge Paul Pape	Meeting - Bastrop City Council
Meeting - Bylaws Input Session	ICSC Texas Deal Making Conference - Dallas
Meeting - Chief Adcock & Asst. Chief Altgelt	IAMC Fall Professional Forum - Indianapolis
Meeting - CBRE	Meeting - Steve Mills, Kristi Koch re: agenda
Meeting - Interim City Manager	Meeting - Project Midnight Rider
Conference Call - Eric Davis	Meeting - Resource Committee
Meeting - Bastrop City Council	Downtown Discussion Happy Hour
Austin Regional Showcase	Conference Call - Retail Development
Meeting - Planning & Zoning	Conference Call - Retail Coach
BEST Breakfast (BEDC hosted)	BEDC Public Input Session

10/18/2016-11/21/2016

Meeting - DMO Proz	Conference Call - NMTC for SMBs
Meeting - Sarah O'Brien	Conference Call - CBRE
Meeting - Economic Development (Jean)	Meeting - Recreation Workshop
TEDC Annual Conference - San Antonio	Calvary Episcopal School Tour
Conference Call - Commercial Property (Jean)	Bastrop Chamber Luncheon (Speaker)
Meeting - DMO Focus Group	Meeting - Benefit Training, City Hall
New Haven Groundbreaking Ceremony	Meeting - Main Street Advisory Board
Business Leader Roundtable Luncheon	Meeting - Financial Policy Review, Cam

Meeting - Steve Mills	Meeting - RFQ legal services scoring
Meeting - Main Street, Sarah O'Brien	Meeting - City Executive Staff Meeting (Jean)
Lone Star Circle of Care Tour	Meeting - Retail Property Tour
Meeting - Planning, PW, Marvin Townsend	Conference Call - EDT re: Big Ben (Jean)
Meeting - Bastrop City Council	Meeting - Terracon Phase I
OA Regional Partners Meeting - Austin Chamber	Liberty Glenn 10 year Birthday Party
Community Relations Board Meeting, FCI	Meeting - Alley D Improvements Town Hall
FCI Prison Tour	Meeting - Pecan Park Pre-Dev't Roadways
Meeting - Site Visit, Project Majestic	Meeting - Bastrop City Council
Meeting - Planning & Zoning	Meeting - Bastrop County Engineer, BIP Lot
BEST Breakfast	BISNOW Annual Data Ctr Investment Expo
Conference Call - Retail Coach	Meeting - Project 1989 Site Visit
Texas Army National Guard Armory Tour	Meeting - Phil Loeb and Tracy Bratton
Camp Swift Tour	Meeting - Bastrop Chamber Board Meeting
Meeting - Judge Pape	Meeting - Bowman Consulting
Meeting - Cedar Creek HS Student Council (Jean)	Meeting - CAEDD Meeting
Meeting - Pecan Park	Meeting - BEDC Board Meeting

Staff Report

Over the next couple of months this report will be changing to be more data-orientated. Please have patience as staff develops the systems to efficiently produce the report. If there is particular information you would like see included please let Shawn or Angela know.

EDC Staffing

Jean Riemenschneider is in the process of transitioning to ED Coordinator/Project Manager. She will still lead the EDC Education and Workforce programs as well as manage project deal flow. With the EDC's increased volume of projects, shifting her to this new role has allowed the EDC to increase project capacity. Her Business Retention and Expansion role has been shifted to the Executive Director who is also still actively involved in marketing and attraction. With this role shift and increased responsibility, her pay step and grade will be adjusted accordingly.

921 Main Street (Community Development)

Survey of the property is nearing completion and the geotechnical investigation is underway. The Phase 1 Environmental Site Assessment is complete. Additional lead and asbestos testing is in progress. Engineering evaluation of the four options is underway.

Bylaws and Policies & Procedures

Since the last Board meeting, EDC staff has held two public input sessions related to the Bylaws. Input from the public drove the development of Policies & Procedures for the EDC. At the second public input session, it was generally agreed the Bylaws and Policies & Procedures were ready for the Board to review and provide comments.

Business Improvement Grant (BIG) Program

The guidelines for the BIG program have been developed and are included in the November 2016 Board meeting packet for review, comments, and adoption.

Austin Regional Showcase

Opportunity Austin (Austin Chamber) held a regional showcase for commercial real estate and developers. Jean and Shawn attended on behalf of the EDC. The event was a resounding success and Bastrop has garnered a good deal of interest from the attendees.

Bastrop Job and Career Fair

Held October 1st at the Bastrop Convention Center. Chamber, TWC and EDC staff are pleased with the event and are in process of post event evaluation.

International Council of Shopping Centers (ICSC)

The Bastrop EDC, along with Bastrop County, Elgin, and Smithville, collaboratively marketed at ICSC's Texas Conference & Deal Making, October 5-7 in Dallas. The show garnered a tremendous amount of interest from retailers and developers for Bastrop. Several site visits from developers exploring market potential and follow-up with retailers has occurred since the event.

Industrial Asset Management Council (IAMC)

This event is geared toward corporate real estate and site consultants engaged in commercial and industrial development. As a member of Team Texas, the BEDC is a sponsor of the event, which was in Indianapolis, Indiana, October 8-12. Additionally, through the collaboration of EDCs in the state of Texas, the state hosts a networking dinner on Monday night. The EDC continues to build strong relationships with corporate real estate and site consultants through our participation in the event.

Texas Economic Development Council (TEDC) Annual Conference

The TEDC Annual Conference provides training and education on current economic development trends. This year's event was held October 19-21 in San Antonio. Jean and Shawn attended the conference and training session. This event attracted several potential prospects and the EDC staff was able to hold several one-on-one meetings with potential commercial developers.

BISNOW Data Center Conference

EDC staff is researching the requirements of data centers and how to position Bastrop.

EDC Office Holiday Closures

Thanksgiving Holiday, Thursday-Friday, November 24-25

Christmas Holiday, Friday-Monday, December 23-26

New Year's Holiday, Monday, January 2

Marketing and Attraction

“Type A” – Primary Jobs (10/31/2016)

Hot/Active Project – 21

Site Visits – 3

Business Retention and Expansion (BRE)

BRE Visits (October 2016)

Type A – 2
Type B – 1
Outreach Events – 1

Education and Workforce Development

Bastrop Youth Career Day (Informal Committee)

Planning will begin in the coming months. This event takes about nine months of planning. The date has been set for April 13, 2017, at the BISD Performing Arts Center.

Bastrop Main Street Program

Economic Development Activities & Monthly Report

October 12th, 2016



Downtown Property & Business Updates:



Work is underway at 1008 Main Street & Lock Drug Store.



Liberty Glenn celebrated their 10th Anniversary with a Ribbon Cutting and Mark Roberts in person on November 5th.



Deb Johnson and Art Connections Gallery was named the BEST DOWNTOWN BUSINESS in the State of Texas in Killeen at the 2016 Texas Downtown Association's Presidents Awards Gala.



Relic's was named as a FINALIST in the 2016 Texas Downtown Association's President's for Best Renovation and Rehabilitation, a huge honor!

Main Street Director Activities:

Spoke to the First United Methodist Church Fellowship Group.

Presented Texas Friendly Training to the Municipal Court employees.

Hosted 12 one on one meetings, 11 focus groups and a public forum for DMO Proz.

Attended the CIP staff meeting, Vision Task Force, Main Street Advisory Board, City Council, Organization Committee, Trick or Treat Trail, Car Show, Lost Pines Christmas, Liberty Glenn 10th Anniversary and staff meetings.

Filed a promotional video for the Veteran's Day Car show.

Worked the 2016 Hogeye Festival, Scream Hollow, Fall Harvest Market,

Attended BEDC Budiness Luncheon.

Met with the Hyatt regarding the BMC on several occasions.

Presented to the Houston Galveston Area Council of Governments.

Lunch regarding the Bastrop Cultural Arts District.

Attended the 1832 Farmer's Market Board Meeting.

Attended the Chamber Luncheon.

Met with citizens and downtown merchants, city staff on a variety of topics.

Met with Bastrop Property Group.

Hosted 35+ attendees with the Chamber for our Social Media Workshop.

Attended BEST Leadership.

Displayed the winners of our #historicallyhippics photo contest at November's Art Walk.

Attended the 2016 Texas Downtown Revitalization Conference in Killeen.

Coordinating volunteers for Lost Pines Christmas Weekend through sign up genius.

Worked the 2016 Veteran's Day Car Show.

Alley D Town Hall Meeting.

Confirmation details for Lost Pines Christmas Swirl & Wassail Fest complete.

Various Media Releases sent.

During the month of September #downtownbastrop garnered 1,529 new facebook fans and 188 new instagram followers.

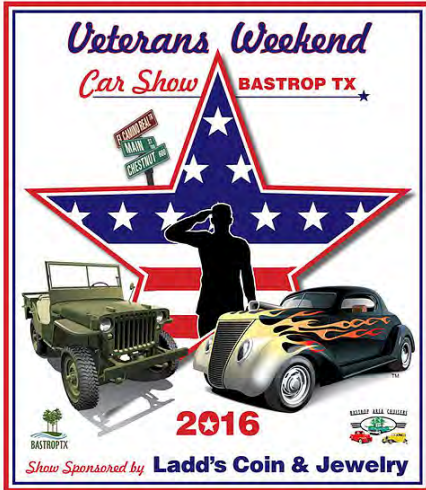
Continue to post blogs, event updates, restaurant and store listings to Bastrop TX app and www.bastropdowntown.com.

Main Street Events:



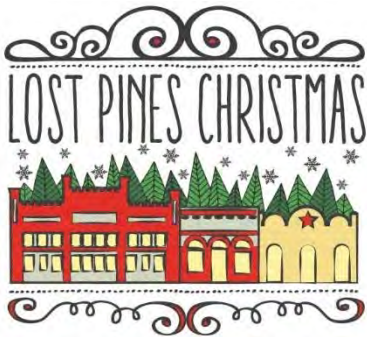
Trick or Treat Trail was a huge success. We will begin discussions on how to improve the event for 2017.

BASTROP AREA CRUISERS presents:
"HEROES & HOTRODS" Bastrop's 11th Annual



Fri. Nov. 11th - Cruise In, Street Opens - 4 PM
Sat. Nov. 12th - Car Show 7 AM – 3 PM
For more information, see backside of this sheet and/or go to:
WWW.BASTROPAREACRUISERS.COM
Contact: Bo Godfrey 512-801-2722 or Bill Szelag 512-745-6999

The Veteran's Day Car Show reports indicate it was the largest event yet! Hats off to the Bastrop Area Cruisers, all of their volunteers and sponsors for all of their hard work!



Is right around the corner! We need volunteers. You can visit: .
<http://www.signupgenius.com/go/4090a4dada822a6f85-lpcinformation> to sign up!



We have 12 participants for our innagural Wassail Fest! Mark your calendars to #shopsmall on November 26th!



TICKETS ON SALE NOW! We have 14 wineries, 12 restaurants and 11 retail locations this year!