

**MINUTES OF THE MEETING OF THE VILLAGE CENTER
LOCAL GOVERNMENT CORPORATION BOARD**

September 12, 2022 – 6:30 p.m.

The Board of Directors for the Village Center Local Government Corporation (VCLGC) convened on September 12, 2022, at 6:31 p.m. in the Civic Center Auditorium, 16327 Lakeview Drive, Jersey Village, Texas. The Board Chairperson and a quorum of the Village Center Local Government Corporation was physically present at the meeting.

- A. Open Meeting** - The meeting was called to order at 6:30 p.m. by Chairperson, Bobby Warren with the following present:

Chairperson, Bobby Warren
Director, Drew Wasson
Director, Sheri Sheppard
Director, Michelle Mitcham
Director, James Singleton
Director, Jennifer McCrea
Director, Austin Bless
Director, James MacDonald

ex-officio Member, Lorri Coody, City Secretary
ex-officio Member, Isabel Kato, Finance Director

- B. Citizens' Comments** - Any person who desires to address the Village Center Local Government Corporation Board regarding an item on the agenda will be heard at this time. In compliance with the Texas Open Meetings Act, unless the subject matter of the comment is on the agenda, the Board Members are not allowed to discuss the subject. Each person is limited to five (5) minutes for comments to the Board.

Mark Maloy, 7803 Hamilton Circle, Jersey Village, Texas (713) 461-1430 – Mr. Maloy spoke to the Board about the lawsuits that were filed against the City several years ago concerning the land on the South side of US HWY 290. He stated that in connection with these lawsuits, the City took options on the land and then all of a sudden the City made a decision to purchase the land without asking the residents if they wanted to purchase the land. So, on tonight's agenda we have a Resolution amending the Articles of Incorporation. He believes the information presented in connection with these amendments are very vague. He was confused about what is happening. He wants to know who is going to serve on the Board moving forward given that the Articles presented show names of prior Council Members. He presented his understanding of the Board make up. He also wants to know what the Board is doing for the City.

Mayor Warren explained the Articles of Incorporation and the Board make up. He stated that the Articles for all corporations will always have historical information. City Attorney Pruitt explained that the original Board members must remain in the Articles as it is required by the Secretary of State. He stated that there are provisions for amending the Articles and that is what we are doing this evening.

Jim Fields, 16413 Saint Helier, Jersey Village, Texas (713) 206-1184 – Although called upon to speak, Mr. Fields chose not to speak.

Eric Henao, 15601 Singapore, Jersey Village, Texas (832) 567-0974 – Mr. Henao spoke to the Board. He supports the proposed amendments to the Article of Incorporation. He wants to know if the hotel hospitality position will still be a part of the Board.

MEETING OF THE VILLAGE CENTER LOCAL
GOVERNMENT CORPORATION BOARD OF DIRECTORS – September 12, 2022

City Council pointed out that the proposal is to change this position from a Hotel and Hospitality Industry Development Representative to an Economic Development Representative.

Ashley Brown, 15602 Lakeview Drive, Jersey Village, Texas (936) 662-5231 – Ms. Brown stated that the City needs to do a better job in marketing the City and its events. She gave the example of tonight’s meetings, stating that they were not all posted on the marquees or on social media. She felt that much drama could be resolved if better information was provided to the residents. She believes that the City needs to create a marketing and PR person to represent the City.

Mayor Warren addressed her concerns and encouraged questions via email to City Council or Staff.

C. Election of Vice Chairperson.

According to the amended By-Laws of the Village Center Local Government Corporation Board at Article III, Section 1(A), the LGC shall have the following officers: Chairperson, Vice-chairperson, Secretary, and Treasurer.

The Board shall elect a Vice-chairperson who shall serve until the next Annual Meeting, or until otherwise replaced. The City Secretary shall serve as ex officio (nonvoting) Secretary of the Board and shall perform the duties as assigned in the Bylaws. The City Finance Director shall serve as ex officio (nonvoting) Treasurer of the Board and shall perform the duties as assigned in the Bylaws.

This item is to elect a Vice-chairperson who will serve until the next Annual Meeting, or until otherwise replaced.

With limited discussion on the matter, Board Member Wasson moved to appoint Michelle Mitcham as Vice Chairperson. Board Member Sheppard seconded the motion. The vote follows:

Ayes: Directors: Wasson, Sheppard, Mitcham, McCrae, Bless, MacDonald, Warren, and Singleton

Nays: None

The motion carried.

D. Consider approval of the Minutes for the Village Center Local Government Corporation Board Meeting held on July 19, 2021.

Board Member Bless moved to approve the Minutes for the Village Center Local Government Corporation Board Meeting held on July 19, 2021. Board Member Sheppard seconded the motion. The vote follows:

Ayes: Directors: Wasson, Sheppard, Mitcham, McCrae, Bless, MacDonald, Warren, and Singleton

MEETING OF THE VILLAGE CENTER LOCAL
GOVERNMENT CORPORATION BOARD OF DIRECTORS – September 12, 2022

Nays: None

The motion carried.

E. Consider Resolution No. 2022-01, adopting an official seal for the Village Center Local Government Corporation.

Austin Bless, Board Member, introduced the item. Background information is as follows:

The City Council of the City of Jersey Village on June 17, 2019, under Resolution 2019-39, established the Village Center Local Government Corporation and adopted the Articles of Incorporation and the Bylaws of the Village Center Local Government Corporation.

The Bylaws require the approval of a Seal for the Village Center Local Government Corporation. As a result, the VCLGC Board approved a seal for the Corporation under Resolution 2019-04 on June 16, 2019. However, since June 19, 2019, circumstances surrounding the Corporation have changed and it is appropriate at this time to adopt a new seal for the Corporation.

Accordingly, this item is to approval a new Seal for the Village Center Local Government Corporation.

With limited discussion on the matter, Board Member Mitcham moved to approve Resolution No. 2022-01, adopting an official seal for the Village Center Local Government Corporation. Board Member MacDonald seconded the motion. The vote follows:

Ayes: Directors: Wasson, Sheppard, Mitcham, McCrae, Bless, MacDonald, Warren, and Singleton

Nays: None

The motion carried.

RESOLUTION NO. 2022-01

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE VILLAGE CENTER LOCAL GOVERNMENT CORPORATION, ADOPTING AN OFFICIAL SEAL FOR THE VILLAGE CENTER LOCAL GOVERNMENT CORPORATION.

F. Consider Resolution No. 2022-02, requesting permission of the City of Jersey Village, Texas, to amend the Articles of Incorporation of the Village Center Local Government Corporation.

Austin Bless, Board Member, introduced the item. Background information is as follows:

On July 10, 2019, the Texas Secretary of State issued a Certificate of Formation for the Village Center Local Government Corporation (the “LGC”).

Since the issuance of the Certificate, the LGC’s purpose has expanded to serve a public purpose beyond the limited scope of benefiting the hotel and hospitality industry.

MEETING OF THE VILLAGE CENTER LOCAL
GOVERNMENT CORPORATION BOARD OF DIRECTORS – September 12, 2022

As a result, this item is for the Board of Directors of the LGC to consider filing a written application with the City Council requesting permission to amend the LGC's Articles of Incorporation to reflect the broadened scope of the LGC and to reflect uniformity between the Articles and the Bylaws of the LGC.

The amendment process is cumbersome as set out below:

1. The Board adopts a Resolutions requesting authorization from the Council to amend the Articles;
2. The Council, through a Resolution, receives, authorizes, and approves the recommended amendments; and
3. The Board meets and amends the Articles and authorizes them to be sent to the Secretary of State.

The Board reviewed and discussed the proposed amendments. There was discussion about changing the position from a Hotel and Hospitality Industry Development Representative to an Economic Development Representative. Some members were concerned that the new name would mean that it is a paid position for an outsider. With that being said, some Members wanted the position to be filled by a Jersey Village resident and not someone from an outside source. That concern led some Members to wonder if the position could be filled by the City's Community Development Officer.

City Attorney Pruitt explained the position and how it would work. He stated that the title could be changed. The Board discussed conflict of interest laws that prevent those from voting that will receive economic gain. City Attorney Pruitt explained these laws and how they work. Some Members were concerned about the broadening of the power for this position by giving it the broader title of "Economic Development Representative." Chairman Warren explained that ultimately, City Council will make the decisions. He gave a broad explanation of the purpose of an LGC.

There was discussion about how residents have misunderstood the purpose of this corporation. Better communication is needed with residents to prevent confusion.

There was discussion about placing restrictions on the Economic Development Representative position. Some wondered if we could place these restrictions in the bylaws. City Attorney Pruitt explained that the bylaws may be the better place to put restrictions.

With no further discussion on the matter, Board Member Warren moved to approve Resolution No. 2022-02, requesting permission of the City of Jersey Village, Texas, to amend the Articles of Incorporation of the Village Center Local Government Corporation to include a change that the Hotel and Hospitality Industry Development Representative be changed to Director At Large.

There was discussion about this proposed change. Some Members wanted the title of the position to have a restriction that this Director should be a resident of the City. It was suggested that this restriction could be placed into the Bylaws. City Attorney Pruitt

MEETING OF THE VILLAGE CENTER LOCAL
GOVERNMENT CORPORATION BOARD OF DIRECTORS – September 12, 2022

explained how such a change could be added into the Articles of Incorporation and into the Bylaws.

With no further discussion, Director Mitcham seconded the motion. The vote follows:

Ayes: Directors: Wasson, Sheppard, Mitcham, McCrae, Bleess, MacDonald, Warren, and Singleton

Nays: None

The motion carried.

RESOLUTION NO. 2022-02

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE VILLAGE CENTER LOCAL GOVERNMENT CORPORATION, REQUESTING PERMISSION OF THE CITY OF JERSEY VILLAGE, TEXAS, TO AMEND THE ARTICLES OF INCORPORATION OF THE VILLAGE CENTER LOCAL GOVERNMENT CORPORATION.

G. Recess the meeting while the City Council considers the Board’s request for permission to amend the Articles of Incorporation.

Bobby Warren, Chairman, called for a short recess at 7:14 p.m.

Bobby Warren, Chairman, reconvened the meeting at 7:17 p.m. and called the next item on the agenda as follows:

H. RECONVENE THE MEETING to Consider Resolution No. 2022-03, adopting an amendment to the Articles of Incorporation of the Village Center Local Government Corporation and authorizing the Chairman of the Board or designee to submit said amendment to the Secretary of State.

Austin Bleess, Board Member, introduced the item. Background information is as follows:

The City Council has received the written application of the Board of Directors of the Village Crossing Local Government Corporation (the “LGC”) to amend the LGC’s Articles of Incorporation to reflect the LGC’s broadened purpose to provide the public purpose of economic development to the City instead of the limited purpose of hotel and hospitality industry support.

The Council, through its Resolution, received, authorized, and approved the recommended amendments.

This Resolution is for the Board to consider adopting the amendments to the Articles of Incorporation and file with the Secretary of State the approved amendments in a form that satisfies all applicable laws and regulations, including those of the Secretary of State.

With limited discussion on the matter, Board Member Mitcham moved to approve Resolution No. 2022-03, adopting an amendment to the Articles of Incorporation of the Village Center Local Government Corporation and authorizing the Chairman of the Board

MEETING OF THE VILLAGE CENTER LOCAL
GOVERNMENT CORPORATION BOAD OF DIRECTORS – September 12, 2022

or designee to submit said amendment to the Secretary of State. Board Member Sheppard seconded the motion. The vote follows:

Ayes: Directors: Wasson, Sheppard, Mitcham, McCrae, Bleess, MacDonald, Warren, and Singleton

Nays: None

The motion carried.

RESOLUTION NO. 2022-03

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE VILLAGE CENTER LOCAL GOVERNMENT CORPORATION, ADOPTING AN AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE VILLAGE CENTER LOCAL GOVERNMENT CORPORATION, AND AUTHORIZING THE CHAIRMAN OF THE BOARD OR DESIGNEE TO SUBMIT SAID AMENDMENT TO THE SECRETARY OF STATE.

I. Consider Resolution No. 2022-04, adopting an amendment to the bylaws of the Village Center Local Government Corporation and requesting approval of such amendment by the City Council of the City of Jersey Village, Texas.

Austin Bleess, Board Member, introduced the item. Background information is as follows:

The Board of Directors of the Village Center Local Government Corporation (the “LGC”) desires to amend the LGC’s Bylaws to, among other things, reflect the LGC’s broadened purpose to provide the public purpose of economic development to the City of Jersey Village instead of the limited purpose of hotel and hospitality industry support; and

In approving the Resolution, the Board desires to authorize an amendment to the Bylaws as contemplated therein and requests the City Council to accept the Bylaws amendments.

The Board reviewed and discussed the proposed Bylaws amendments. The restrictions for the At Large Director position were discussed. Some felt that the restriction should be that the Director should reside within the City of Jersey Village. The restriction was discussed in detail to include restrictions by the Open Meetings Act.

With no further discussion on the matter, Board member Singleton moved to approve Resolution No. 2022-04, adopting an amendment to the bylaws of the Village Center Local Government Corporation and requesting approval of such amendment by the City Council of the City of Jersey Village, Texas to include the Economic Development Representative by changed to a Director At Large position and that Article 2 add the restriction that the Director At Large must be a resident of the City of Jersey Village. Board Member McCrea seconded the motion. The vote follows:

Ayes: Directors: Wasson, Sheppard, Mitcham, McCrae, Bleess, MacDonald, Warren, and Singleton

Nays: None

MEETING OF THE VILLAGE CENTER LOCAL
GOVERNMENT CORPORATION BOARD OF DIRECTORS – September 12, 2022

The motion carried.

RESOLUTION NO. 2022-04

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE VILLAGE CENTER LOCAL GOVERNMENT CORPORATION, ADOPTING AN AMENDMENT TO THE BYLAWS OF THE VILLAGE CENTER LOCAL GOVERNMENT CORPORATION AND REQUESTING APPROVAL OF SUCH AMENDMENT BY THE CITY COUNCIL OF THE CITY OF JERSEY VILLAGE, TEXAS.

J. Adjourn

With no other items to be addressed by the Board, the meeting was adjourned at 7:28 p.m.



Lorri Coody, Board Secretary