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Mayor

Nancy Berry

Mayor Pro Tem

John Crompton

City Manager

Glenn Brown

Council members

Jess Fields

Dennis Maloney

Katy-Marie Lyles

Dave Ruesink

Jana McMillan

Agenda

College Station City Council

Workshop Meeting

Monday, November 22, 2010 3:00 p.m.

**City Hall Council Chambers, 1101 Texas Avenue
College Station, Texas**

1. Presentation, possible action, and discussion on items listed on the consent agenda.
2. Presentation, possible action, and discussion regarding the general roles of the Research Valley Partnership and the City in economic development activities.
3. Presentation, possible action, and discussion regarding the process and timeline for determination of potential City-wide impact fees for Water and Wastewater.
4. Presentation, possible action, and discussion regarding an update on sustainability efforts and implementation of projects funded through the Energy Efficiency and Conservation Block Grant.
5. Presentation, possible action, and discussion regarding potential amendments to the Bryan / College Station Convention and Visitors Bureau (CVB) By-Laws.
6. Presentation, possible action, and discussion regarding setting a date for a Council mid-year retreat and determining what items to include on the agenda.
7. Council Calendar
 - November 23 B/CS Chamber-Annual Ag Breakfast at Brazos County Expo Center at 7:00 a.m.
 - November 25 City Offices Closed - HOLIDAY
 - November 26 City Offices Closed - HOLIDAY
 - November 30 - December 4 NLC Congress of Cities Conference in Denver at 8:00 a.m.
 - December 2 Planning & Zoning Meeting in Council Chambers at 6:00 p.m.
 - December 3 Annual Employee Recognition Event at Central Baptist Church -1991 FM 158 at 7:45 a.m.
 - December 4 Scotty's House Re-Grand Opening at 2424 Kent Street, Bryan at 3:00 p.m.
 - December 5 2010 Bryan/College Station Christmas Parade at the Hilton at 2:00 p.m.
 - December 9 Council Workshop/Regular Meeting in Council Chambers at 3:00 and 7:00 p.m.
 - December 9 Business After Hours - Easterwood Airport at 5:30 p.m.
 - December 10 Holiday Celebration/Christmas In the Park Sponsor Recognition Ceremony at Stephen C. Beachey Central Park at 5:30 p.m.

City Council Workshop Meeting

Monday, November 22, 2010

8. Presentation, possible action, and discussion on future agenda items: A Council Member may inquire about a subject for which notice has not been given. A statement of specific factual information or the recitation of existing policy may be given. Any deliberation shall be limited to a proposal to place the subject on an agenda for a subsequent meeting.
9. Discussion, review and possible action regarding the following meetings: Arts Council of the Brazos Valley, Audit Committee, Bicycle, Pedestrian, and Greenways Advisory Board, Brazos County Health Dept., Brazos Valley Council of Governments, Brazos Valley Wide Area Communications Task Force, BVSWMA, BVWACS. Cemetery Committee, Code Review Committee, Convention and Visitors Bureau Design, Review Board, Historic Preservation Committee, Interfaith Dialogue Association, Intergovernmental Committee, Joint Relief Funding Review Committee, Landmark Commission, Library Board, Mayor's Council on Physical Fitness, Mayor's Development Forum, Metropolitan Planning Organization, National League of Cities, Outside Agency Funding Review, Parks and Recreation Board, Planning and Zoning Commission, Research Valley Partnership, Regional Transportation Committee for Council of Governments, Signature Event Task Force, Sister City Association, TAMU Student Senate, Texas Municipal League, Transportation Committee, Wolf Pen Creek Oversight Committee, Zoning Board of Adjustments, (Notice of Agendas posted on City Hall bulletin board).
10. Executive Session will immediately follow the workshop meeting in the Administrative Conference Room.

Consultation with Attorney {Gov't Code Section 551.071}; possible action. The City Council may seek advice from its attorney regarding a pending or contemplated litigation subject or settlement offer or attorney-client privileged information. Litigation is an ongoing process and questions may arise as to a litigation tactic or settlement offer, which needs to be discussed with the City Council. Upon occasion the City Council may need information from its attorney as to the status of a pending or contemplated litigation subject or settlement offer or attorney-client privileged information. After executive session discussion, any final action or vote taken will be in public. The following subject(s) may be discussed:

Litigation

- a. City of Bryan's application with TCEQ for water & sewer permits in Westside/Highway 60 area, near Brushy Water Supply Corporation to decertify City of College Station and certify City of Bryan
- b. City of Bryan suit filed against College Station, Legal issues and advise on Brazos Valley Solid Waste Management Agency contract, on proposed methane gas contract
- c. Water CCN / 2002 Annexation / Wellborn Water Supply Corporation
- d. Weingarten Realty Investors v. College Station, Ron Silvia, David Ruesink, Lynn McIlhaney, and Ben White
- e. Chavers et al v. Tyrone Morrow, Michael Ikner, City of Bryan, City of College Station, et al
- f. Clancey v. College Station, Glenn Brown, and Kathy Merrill

Legal Advice

- a. Discussion of Legal Issues Regarding: Wellborn Incorporation Request
- b. Legal issues of purchase and lease back to Arts Council

Personnel {Gov't Code Section 551.074}; possible action

The City Council may deliberate the appointment, employment, evaluation, reassignment, duties, discipline, or dismissal of a public officer. After executive session discussion, any final action or vote taken will be in public. The following public officer(s) may be discussed:

City Council Workshop Meeting

Monday, November 22, 2010

- a. City Manager
- b. City Secretary
- c. Council Self Evaluation

Economic Incentive Negotiations {Gov't Code Section 551.087}; possible action The City Council may deliberate on commercial or financial information that the City Council has received from a business prospect that the City Council seeks to have locate, stay or expand in or near the city with which the City Council in conducting economic development negotiations may deliberate on an offer of financial or other incentives for a business prospect. After executive session discussion, any final action or vote taken will be in public. The following subject(s) may be discussed:

- a. Pharmaceutical Prospect for Bio-Corridor

11. Adjourn.

APPROVED:

City Manager

Notice is hereby given that a Workshop Meeting of the City Council of the City of College Station, Texas will be held on the 22nd day of November, 2010 at 3:00 pm in the City Hall Council Chambers, 1101 Texas Avenue, College Station, Texas. The following subjects will be discussed, to wit: See Agenda

Posted this 19th day of November, 2010 at 2:00 pm

City Secretary

I, the undersigned, do hereby certify that the above Notice of Meeting of the Governing Body of the City of College Station, Texas, is a true and correct copy of said Notice and that I posted a true and correct copy of said notice on the bulletin board at City Hall, 1101 Texas Avenue, in College Station, Texas, and the City's website, www.cstx.gov . The Agenda and Notice are readily accessible to the general public at all times. Said Notice and Agenda were posted on November 19, 2010 at 2:00 pm and remained so posted continuously for at least 72 hours proceeding the scheduled time of said meeting.

This public notice was removed from the official board at the College Station City Hall on the following date and time: _____ by _____.

Dated this ____ day of _____, 2010.

CITY OF COLLEGE STATION, TEXAS

By _____

Subscribed and sworn to before me on this the ____ day of _____,

Notary Public – Brazos County, Texas My commission expires: _____

This building is wheelchair accessible. Handicap parking spaces are available. Any request for sign interpretive service must be made 48 hours before the meeting. To make arrangements call (979) 764-3517 or (TDD) 1-800-735-2989. Agendas may be viewed on www.cstx.gov. Council meetings are broadcast live on Cable Access Channel 19.

November 22, 2010
Workshop Agenda Item No. 2
Role of the RVP and City Responsibilities

To: Glenn Brown, City Manager

From: David Gwin, Director of Economic and Community Development

Agenda Caption: Presentation, discussion and possible action regarding the general roles of the Research Valley Partnership and the City in economic development activities.

Relationship to Strategic Goals: Goal III.2 Define roles of RVP and Economic Development staff

Recommendation(s): This item is being brought forward at the request of the City Council. Staff recommends that the Council receive the presentation and provide feedback and direction.

Summary: The Research Valley Partnership (RVP) was originally formed as the Bryan/College Station Economic Development Corporation in 1989 to coordinate regional type of economic development for College Station, Bryan and Brazos County. Since that time, the RVP has traditionally targeted large scale industrial/manufacturing developments with an emphasis on biotechnology, information technology, and research and development centers. Conversely, the City has focused on retail development that fulfills specific development goals as well as tourism development, redevelopment, special districts, and historical or arts related development. Additionally, the City assists the RVP once a decision to locate in College Station has been made by a development prospect.

To facilitate economic growth and diversification, both the RVP and the City offer performance-based incentive programs to prospective developments in their respective target industries. Staff will provide a presentation outlining the general roles and responsibilities of the RVP and the City at the meeting and requests that the Council provide feedback or direction.

Budget & Financial Summary: The City of College Station budgeted \$300,000 for the RVP in the current fiscal year. The City of Bryan and Brazos County each provide this amount to the RVP as well. The Economic Development Department currently maintains an operating budget of \$549,000.

Attachments: N/A

November 22, 2010
Workshop Agenda Item No. 3
Water/Wastewater Impact Fee Schedule

To: Glenn Brown, City Manager

From: Dave Coleman, Director of Water Services

Agenda Caption: Presentation, possible action, and discussion regarding the process and timeline for determination of potential City-wide impact fees for Water and Wastewater.

Relationship to Strategic Goals: Financially sustainable city providing response to core services and infrastructure.

Recommendation: Receive the briefing and provide direction as desired.

Summary: On October 25, 2010 City Council directed staff to award a contract to HDR Engineers to study potential City-wide impact fees for the Water and Wastewater systems. That contract has been awarded and the consultant has started work, with the goal of completing the study in April 2011. To achieve this completion date will require a concerted effort from staff, City Council, and the Planning & Zoning Commission. Please note that by Ordinance, City Council has already appointed P&Z to be the "Capital Improvement Advisory Committee" (or CIAC) that is required by State law to perform many functions in the process of determining potential impact fees.

Mr. Tony Bagwell of HDR will provide a briefing to cover the following topics:

- Background on Impact Fees
- How the maximum fee is determined
- CIAC functions
- City Council functions
- Anticipated Schedule

Budget & Financial Summary: Not applicable

Attachment: None

**November 22, 2010
Workshop Agenda Item No. 4
Update of Sustainability Efforts
and Energy Efficiency and Conservation Block Grant**

To: Glenn Brown, City Manager

From: Hayden Migl, Assistant to the City Manager

Agenda Caption: Presentation, possible action, and discussion regarding an update on sustainability efforts and implementation of projects funded through the Energy Efficiency and Conservation Block Grant.

Relationship to Strategic Goals: V. Green Sustainable City

Recommendation: N/A

Summary: Last year the City was awarded \$791,100 through the Energy Efficiency and Conservation Block Grant. Staff would like to update the Council on the implementation of those projects. One of the areas approved by Council included the funding of a position for a Sustainability Program, so we will also have Erin Chastain-Harris, the City's Sustainability Coordinator, provide an update on her activities and progress made on some of the initiatives identified by Council under the strategic goal of Green Sustainable City.

Budget & Financial Summary: A total of \$791,100 was awarded to the City through the Energy Efficiency and Conservation Block Grant. To date, \$423,790 has been spent or encumbered on the projects approved under this grant.

Attachments: N/A

November 22, 2010
Workshop Agenda Item No. 5
Bryan / College Station Convention and Visitors Bureau By-Law Amendments

To: Glenn Brown, City Manager

From: David Gwin, Director of Economic and Community Development

Agenda Caption: Presentation, possible action, and discussion regarding potential amendments to the Bryan / College Station Convention and Visitors Bureau (CVB) By-Laws

Recommendation(s): Staff recommends that the City Council receive the presentation and provide any input or direction in this regard.

Summary: On June 10, 2010, staff provided a presentation to the City Council outlining several By-Law Amendments as considered by the CVB. These amendments included:

- 1) Amend Article V – Board of Directors, by allowing only one (1) elected official or employee to be appointed from each funding entity and eliminate the restriction of employees of the funding entities from serving on the Board of Directors or their Executive Committee.
- 2) Amend Article XIII – Amendment to the By-Laws, by including a provision requiring both City Councils' approval of any By-Law amendment pertaining to matters of governance which included: Section 3.01 – Purpose; Section 5.02.a(1) - Executive Committee nominations; Section 5.02.a(3) - Increase of the size of the Board of Directors; Section 5.08 - Quorum.

The City Council directed staff to work with the CVB by incorporating several additions and clarifications to these amendments. These include:

- 1) Professional staff of any funding entity would not be permitted to serve except in an ex-officio capacity.
- 2) In addition to the above referenced sections, the following sections would also be considered as "pertaining to matters of governance": Section 5.03 – Membership Terms; Section 5.05 – Qualifications of Members; Article IX – Fiscal Matters; and Article XIII – Amendments to By-Laws.
- 3) Approval or veto power over matters of governance would be reserved solely for the funding entity that provides a majority of the CVB's annual appropriation.

The CVB Board has since agreed to include the first two items above in their proposed Bylaw Amendments. However, the Board indicated that they are unable to include the third consideration and instead maintain that the approval or veto power over matters of governance be shared by both the City of College Station and the City of Bryan. The specific language as originally proposed by the City is found in Attachment 2.

Budget & Financial Summary: In FY 2010, the City Council allocated \$1,107,000 in annual funding for the CVB. The City of College Station continues to be the primary source of funding for the CVB and its various tourism development and enhancement activities.

Attachments:

1. Proposed Amendments to the By-Laws
2. City's Proposed Article XIII Language

DRAFT REVISIONS

Brazos Valley Convention and Visitors Bureau, Inc.

Bylaws

As approved by the Board of Directors of the Brazos Valley Convention and Visitors Bureau

Effective for the fiscal year beginning October 1, 2002

Amended and Restated Effective may 24, 2007

Amended and Restated Effective September 9, 2008

Amended and Restated Effective ~~XXXXXXXX~~ X, 2010

ARTICLE I – Title

Section 1.01 The name of the non-profit corporation governed by these By-Laws is the Brazos Valley Convention and Visitors Bureau, Inc. (BVCVB).

ARTICLE II – Legal Status

Section 2.01 The corporation is organized under the Texas Non-Profit Corporation Act. TEX REVISED CIV.STAT.Arts 1396- 1.01 *et. seq.*

ARTICLE III – Purpose

Section 3.01 The purpose of the corporation is to provide for the encouragement, solicitation, promotion, procurement and servicing of conventions, conferences and seminars; to develop tourism through the attraction of visitors and group tours to the Cities of College Station, and Bryan, Brazos County and the surrounding Brazos Valley; provide education regarding the importance of the convention and visitor industry to the local economy; affect cooperation between businesses and industries servicing visitors, conventions and other meetings; receive and disburse public fund derived from the Hotel/Motel Tax imposed by local governments in accordance with the contractual or other arrangements with such governments; and receive and disburse private funds for the purposes of the corporation.

ARTICLE IV – Membership

Section 4.01 Membership. The Brazos Valley Convention and Visitors Bureau shall have no members.

ARTICLE V – Board of Directors

Section 5.01 The Board of Directors will manage the corporate affairs of BVCVB.

Section 5.02 The Board of Directors shall consist of:

a. Sixteen (16) voting members whose nomination and approval shall be conducted in

The following manner:

1. Five members of an Executive Committee who shall have and may exercise the full authority of the Board of Directors. The Executive Committee members shall be appointed, in part, proportionate to their participation in paying for the operating, capital and other costs of the BVCVB, and shall be appointed as follows:
 - (a) Three members appointed by the City Council of the City of College Station, only one of which may be an elected official of the City of College Station;
 - (b) One member appointed by the City Council of the City of Bryan, which may be an elected official of the City of Bryan; and
 - (c) One member appointed by the Brazos Valley Lodging Association. The hotelier must be an owner or manager of a hotel or motel within Brazos County, and shall remain such throughout his/her tenure as an Executive Committee member.
2. The Executive Committee of the Board of Directors will elect up to eleven (11) at-large members. Nominees for the at-large Directors shall come from the (i) travel and tourism industry, represented by hoteliers, food services managers/owners, (ii) the members of the Brazos Valley Sports Advisory Board and (iii) other interested parties. Any hotelier so elected must be an owner or manager of a hotel or motel within Brazos County, and shall remain such throughout his tenure as an At-Large Board member.
3. Persons appointed or elected as members of the Executive Committee and Board of Directors may not at the same time be employees of the cities of Bryan and College Station, Texas or Brazos County, Texas.

Section 5.03 Terms.

- a. The Initial Board of Directors, as named in the Articles of Incorporation, shall hold office until the first annual election as provided in Paragraph 5.04.
 1. Each Director whether appointed or elected shall serve for terms of two years commencing on October 1st following election or appointment and ending on September 30th of the appropriate year; except as hereinafter provided. In order to provide staggered

terms, the following members of the Board of Directors will initially serve a one-year term:

- (a) Two of the Directors provided for in Section 5.02.a(1)(a), and
- (b) Two of the at-large Directors provided for in Section 5.02.a. (2).

2. No Director shall serve more than three (3) consecutive two-year (2) terms without a year off the Board. A Director elected or appointed to an initial one-year term may serve three (3) two-year (2) terms prior to being required to take a year off from the Board.

Section 5.04 Nominations of the Elected Directors

- a. The Chairman of the Board of Directors shall appoint a Chairman of the Nominating Committee at the May Board meeting. The Board of Directors shall elect from the Board members, three to five individual members to serve with the Chairman on the Nominating Committee for the year.
- b. The Nominating Committee shall call for nominations for the at-large Directors as provided in Section 5.04(c). The Nominating Committee shall also notify each city and the Brazos Valley Lodging Association to make their respective appointments to the Executive Committee. The Nominating Committee shall present a slate of nominees for at-large Directors, including a profile outlining each nominee's experience and relationship to the tourism industry, if any, to the Executive Committee.
- c. A call for nominations for ten (10) at-large Directors shall be sent to the Executive Committee Members and for one at-large Director to the Brazos Valley Sports Advisory Board during the first ten (10) days in June. Nominations by the Executive Committee Members and the Brazos Valley Sports Advisory Board must be received at the BVCVB office by June 25th. The Nominating Committee will then prepare a list of recommendations for at-large Directors. During its August meeting the Executive Committee shall elect at-large members for those whose terms are expiring. The Board of Directors must at all times have on its Board one at-large Director nominated by the Brazos Valley Sports Advisory Board.
- d. Appointments of the Executive Committee Directors as provided in Sections 5.02.a(1)(a), 5.02.a(1)(b), and 5.02.a(1)(c) shall be submitted to the BVCVB Board of Directors by each city or the Brazos Valley Lodging Association, as appropriate, by July 15th. Appointments to the respective

Executive Committee positions shall be made not later than August 15th prior to the expiration of their respective terms.

Section 5.05 Qualifications of the Board of Directors. A member of the Board must be a resident of Brazos County, Texas.

Section 5.06 Meetings. Regular meetings of the Board of Directors shall be held bi-monthly at a time and place to be fixed by resolution of the Board. Special Board meetings may be called by, or at the request of, the Chairman or any two Directors. The Director(s) requesting a special meeting shall inform the Corporation's Secretary of the information to be included in the notice of the special meeting. The Secretary of the Corporation will give notice to the Directors as provided in Section 5.07. Members of the Board or of any committee designated by the Board may, if all meeting participants consent, participate in and hold a meeting by conference telephone or similar communications equipment or other suitable electronic communications system, including videoconferencing technology or the Internet or any combination thereof by means of which all persons participating in the meeting can communicate with each other. If voting is to take place at such a meeting, the Corporation shall (i) implement reasonable measures to verify that every person voting at the meeting by means of remote communication is sufficiently identified and (ii) keep a record of any vote or action taken.

Section 5.07 Notice. Written or printed notice of any special meeting of the Board will be delivered to each Director not less than seven (7) calendar days, nor more than thirty (3) calendar days before the meeting. The notice will state the date, time, method and place of the meeting; the name of the Director(s) calling the meeting; and the purposes or purposes for which the meeting was called.

Section 5.08 Quorum. A quorum shall consist of one more than half of the then current number of members of the Board of Directors with at least four (4) members of the Executive Committee present.

Section 5.09 Vote. The affirmative vote of a majority of Directors present, including the affirmative vote of at least four (4) members of the Executive Committee, shall be required to take any action.

Section 5.10 Duties. It is the duty of the Board of Directors to review the operations of the corporation; to discover and analyze projects, plans and means of furthering the purposes of the corporation and to select such projects, plans and means as it may deem worthy of implementation. The Board shall annually approve the budget submitted to it by the Chief Executive Officer for the expenditure of all funds anticipated to be available to the BVCVB and upon approval, the Chief Executive Officer shall submit a budget request to the City Managers of the Cities of College Station and Bryan by the date established for such submittal by each City, annually. Once approved and funding by the Cities has been determined, such funds shall be transmitted to the corporation by the City governments. Such funds shall be deposited in a special bank account to insure the expenditure of the funds for proper purposes in accordance with the approved budget.

Directors will discharge their duties, including duties as committee members, in good faith, with ordinary care, and in the manner they reasonably believe to be in the corporation's best interest. In this contest, "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred upon Directors, Directors may, in good faith, relying on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that has been prepared or presented by a variety of person's including officers and employees of the corporation, professional advisors or experts such as accountants or legal counsel. A director is not relying in good faith if they have knowledge concerning a matter in question that renders reliance unwarranted.

Directors are not deemed to have the duties of trustees of a trust with respect to the corporation or with respect to any property held or administered by the corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

Section 5.11 Partnerships. The Board of Directors shall seek out those persons actively involved in the tourism industry with whom to partner in order to carry out the purpose of the BVCVB.

Section 5.12 Duty to Avoid Improper Distributions. Directors who vote for or assent to improper distributions are jointly and severally liable to the corporation for the value of improperly distributed assets, to the extent that, as a result of the improper distribution or distributions, the corporation lacks sufficient assets to pay its debts, obligations and liabilities. Any distribution made during liquidation without payment and discharge of or provision for payment and discharge of all known debts, obligations and liabilities is also improper. Directors present at a Board meeting at which the improper action is taken are presumed to have assented, unless the dissent is entered into the minutes of the meeting or they dissent in writing. The written dissent must be filed with the Secretary of the corporation before adjournment of the meeting in question or mailed to the Secretary by registered mail immediately after adjournment.

A Director is not liable if, in voting for or assenting to a distribution, the Director (1) relies in good faith and with ordinary care on information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by one or more officers or employees of the corporation; legal counsel, public accountants, or other persons as to matters of the Director reasonably believes are within the person's professional or expert competence; or a committee of the Board of Directors of which the Director is not a member or (2) while acting in good faith and with ordinary care, considers the corporation's assets to be at least that of their book value; or (3) in determining whether the corporation made adequate provision for paying, satisfying or discharging all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Further, Directors are protected from liability if, in exercising ordinary care, they acted in good faith and in reliance on an opinion of legal counsel for the corporation.

Directors held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person.

Section 5.13 Delegating Duties. The Board of Directors may select advisors and delegate duties and responsibilities to them, such as the power to sell, transfer or otherwise dispose of the corporation's asset and properties at a time and for a consideration that the Board deems appropriate. The Directors shall have no liability for actions taken or omitted by the advisors if the Board acts in good faith and with ordinary care in selecting the advisor. The Board may remove or replace the advisor(s) at any time and without cause.

Section 5.14 Removal. The Board of Directors may vote to remove a Director at any time, without cause. The failure to attend three (3) consecutive Board meetings or any four (4) regular meetings in one fiscal year may cause the issue of removal to automatically be placed upon the agenda of the next succeeding meeting of the Board of Directors after the last infraction. A meeting to consider removing a Director will be called and noticed following notice procedures provided in these By-Laws. Removal of a Director requires the affirmative vote of three (3) members of the Executive Committee and the majority vote of the entire Board.

Section 5.15 Vacancies. Vacancies to the appointed positions on the Board of Directors as specified in Section 5.02(1)(a), (b) and (c) shall be filled by the appropriate appointing body. Vacancies occurring in the at-large Directors (Section 5.02) positions shall be filled by a majority vote of the Executive Committee for the unexpired portion of the term.

ARTICLE VI – Officers

Section 6.01 Number and Title. The corporation's officers shall be a Chairman, Secretary/Treasurer, and Vice Chairman. A Chief Executive Officer ("CEO") will be hired by the Board to serve the BVCVB.

Section 6.02 Election. A Chairman, Vice Chairman, and a Secretary/Treasurer of the Board of Directors shall be proposed by the Nominating Committee and elected at the Board's regular September meeting by a majority vote of the Board of Directors. The officers, except for the CEO, will be elected from the members of the Executive Committee for the terms of one (1) year commencing on October 1st next following their election and ending on September 30th of the appropriate year. They shall serve until their successors are chosen and qualified. The Executive Committee of the Board of Directors may, in its initial year, elect officers to serve until September 30 of that year and may be reelected to serve for the next full year by a majority vote of the Executive Committee.

Section 6.03 Removal and Vacancies. Any officer elected may be removed by the Board of Directors whenever, in the Board's judgment, the best interests of the corporation will be served thereby. Removing the officer will be without prejudice to the officer's contractual rights, if any. Election of an officer shall not of itself create a contractual right. The Board may select a member of the Executive Committee to fill the vacancy of any office for the unexpired portion of the officer's term.

Section 6.04 Duties. Each Officer shall assume the responsibility for performing such duties as are normally vested in such office being always subject to the policies and directions of the Board of Directors.

- a. Chairman (“Chairman”) of the Board of Directors: The Chairman shall preside at all meetings of the Board. The Chairman is responsible to the Directors for overall direction of the affairs and business of the Board of Directors. The Chairman may execute on behalf of the Board of Directors any deeds, bonds, contracts, obligations or other instruments necessary or convenient to the transactions or other business that the Directors have authorized except for cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Board of Directors, or shall be required by law to be otherwise signed or executed. In general, the Chairman shall perform all duties incident to the office of Chairman. The Board may prescribe other duties from time to time.
- b. Vice Chairman (“Vice Chairman”) of the Board of Directors: In the absence of the Chairman, the Vice Chairman shall perform the duties of the Chairman. When so acting the Vice Chairman shall have all the power of and be subject to all the restrictions upon the Chairman. In the event of the Chairman’s inability or refusal to act, the majority of the Directors present at the meeting at which a quorum is present may authorize the Vice Chairman to preside. The Vice Chairman shall perform such other duties as from time to time may be assigned by the Chairman or by the Board of Directors. The execution of any instrument of the corporation by the Vice Chairman shall be conclusive evidence, as to third parties, of his authority to act for the Chairman.
- c. Secretary/Treasurer: The Secretary/Treasurer of the Board of Directors shall cause a record to be kept of the Proceedings of the Board of Directors. The Secretary will give all notices as provided in these By-Laws or as required by law. This officer shall be custodian of all books, documents, and papers filed with the Board of Directors, the minute book or journal of the Board of Directors, and its official seal. The Secretary shall have the authority to cause copies to be made of all minutes and other records and documents of the Board of Directors. The Secretary may certify under the official seal of the corporation that such copies are true copies. All persons dealing with the Board of Directors may rely upon such certification. The Secretary will perform duties as assigned by the Chairman of the Board and will perform all duties incident to the office of Secretary. The Secretary/Treasurer also has the duty and authority, in addition to either the Chairman or CEO, to control the financial matters for the Board of Directors, including but not limited to: receiving and giving receipts for moneys due and payable to the

corporation from any source; depositing all moneys in the corporation's name in banks or other depositories as these By-Laws provide or the Board directs; writing checks and disbursing funds to discharge the corporation's obligations, upon the co-signature of the Chairman, Vice-Chairman or CEO; maintaining the corporation's financial books and records; and preparing financial reports annually, with the aid of the corporation's professional staff. The Treasurer performs other duties as assigned by the Chairman of the Board and will perform all of the duties incident to the office of the treasurer.

- d. Chief Executive Officer: The CEO shall be hired by and report to the Board of Directors and shall have the authority to conduct all ordinary business on behalf of the corporation and execute and deliver on behalf of the corporation any contract, conveyance, or similar document not requiring approval by the Board of Directors and shall be a co-signatory on all checks drawn on accounts of the BVCVB along with either the Chairman Vice-Chairman or Secretary/Treasurer. The CEO shall cause to be made at each meeting of the Board of Directors a report on the various operations, projects and functions of the corporation and shall provide an annual report at the September meeting of the Board.

ARTICLE VII – The Brazos Valley Sports Advisory Board

Section 7.1 Designation. The Corporation shall have a standing Board to be called the Brazos Valley Sports Advisory Board (BVSAB). It shall be responsible for advising and counseling the Board of Directors, offering suggestions and recommendations for the development and promotion of amateur sports and sporting events with emphasis on youth development through sports activities in the Brazos Valley and offering guidance in the area of sports as a viable marketing tool to promote tourism in the area.

Section 7.2 Number; Qualification; Term. The BVSAB shall consist of at least fourteen (14) but not more than thirty (30) persons, one (1) of whom shall be a director of the Corporation. BVSAB members shall be appointed by the Corporation's Board of Directors from a list of nominations or recommendations from the following organizations: The City of Bryan Parks & Recreation Department, the City of College Station Parks & Recreation Department, Bryan Independent School District Athletic Department (with nominations and recommendations to reflect participation by both Bryan High School and Rudder high School), College Station Independent School District Athletic Department, Brazos County, Blinn College, Texas A&M University Athletic Department, Texas A&M University student Recreation Center, Texas A*M University Reed Arena, Bryan-College Station Chamber of Commerce. The BVSAB shall have a Chairman who shall be a Director of the Corporation nominated by the BVSAB. Each BVSAB member shall serve for a two year term and until his/her successor shall have been appointed and qualified. In order to provide staggered terms, one-half of the number of BVSAB members shall initially serve a one year term.

Section 7.3 Removal. Any member of the BVSAB may be removed by the affirmative vote of a majority of the Board of Directors of the Corporation.

Section 7.4 Vacancies. A vacancy occurring in the BVSAB (by death, resignation, removal or otherwise) may be filled by the Board of Directors of the Corporation.

Section 7.5 Meetings. Time, place and notice (if any) of the BVSAB meetings shall be determined by the BVSAB; however, the BVSAB shall meet at least bimonthly.

Section 7.6 Quorum; Majority Vote. At meetings of the BVSAB, a majority of the number of members of the BVSAB shall constitute a quorum for the purpose of engaging in discussions on those sports related issues referred to the BVSAB for its advice and guidance by the Board of Directors. The decision of a majority of the members present at any meeting at which a quorum is present shall be the decision of the BVSAB. If a quorum is not present at a meeting of the BVSAB, the members present may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum is present.

Section 7.7 Procedure. The BVSAB shall keep regular minutes of its proceedings and report the same to the Board of Directors of the Corporation when required. The minutes of the proceedings of the BVSAB shall be placed in the minute book of the Corporation.

ARTICLE VIII – Other Committees

Section 8.01 Appointment. The Chairman may from time to time appoint such standing or ad hoc committees as he/she shall deem advisable to carry out the functions and purposes of the corporation.

ARTICLE IX – Fiscal Matters

Section 9.01 Budget. The CEO shall prepare an annual budget for expenditure of all funds anticipated to be available to the BVCVB to be submitted to the Board of Directors. After review and tentative approval by the Board of Directors, the budget shall be submitted to the City Managers of each City no later than the date established for such submittal by each City, annually. The Cities may jointly or severally determine the amount(s) that shall be approved for the BVCVB's subsequent year's budget. If there is a change in funding from the original budget request to the cities, the CEO shall make the appropriate adjustments to the budget and resubmit such revised budget to the Board of Directors for approval, based on the funds and programs agreed to by each city.

Section 9.02 Funds. All receipts of the corporation whether from public or private sources shall be deposited in a financial institution insured by an agency of the Federal Government. Funds on deposit in excess of the amount insured shall be guaranteed by collateral meeting the minimum requirements under the Public Funds Investment Act.

Section 9.03 Financial Records. The corporation will maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the corporation, including all income and expenditures, in accordance with generally accepted

accounting practices. Based on these records the Board of Directors will approve an annual report of the financial activity of the corporation for the preceding year prepared by an outside auditor who is qualified as a certified public accountant. Such certified public accountant shall be hired for a term of no more than three (3) years, upon the recommendation of the CEO and Secretary/Treasurer following a request for proposals. The report will conform to accounting standards as promulgated by the American Institute of Certified Public Accountants and will include a statement of support, revenue and expenses and changes in fund balances, a statement of functional expenses, and balance sheets for all funds.

All records, books and annual reports of financial activities will be kept at the registered office or principal office of the corporation for at least three (3) years after the closing of each fiscal year and shall be available to the public for inspection and copying during the normal business hours.

Section 9.04 Fiscal Year. The fiscal year for the Brazos Valley Convention Visitors Bureau shall begin on October 1st and end on September 30th.

Section 9.05 Loans. No loans may be made by the corporation to any Director or officer.

ARTICLE X – Books and Records

Section 10.01 The corporation will keep correct and complete books and records of account. The books and records will include:

- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the corporation, including but not limited to the Articles of Incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
- (b) A copy of all by-laws, including these By-Laws, and any amended versions or amendments to them.
- (c) Minutes of the proceedings of the Board of Directors and the Executive Committee.
- (d) A list of the names and addresses of the Directors, officers, and any committee members of the corporation.
- (e) The financial records as described in Section 9.03 of these By-Laws.

Section 10.02 Inspection and Copying. Any Director or Officer of the corporation may inspect and receive copies of the corporate books and records required to be maintained under Section 10.01 of these By-Laws. Such person may, by written request, inspect or receive copies if he or she has a proper purpose related to their interest in the corporation. They may do so through their attorney or other duly authorized agent. The inspection will take place at a reasonable time no later than ten (10) business days after the corporation receives the written request. The Board

of Directors may establish reasonable copying fees, which may cover the cost of materials and labor. The corporation will provide copies of the requested records no later than ten (10) working days after receiving a written request.

ARTICLE XI – Indemnification

Section 11.01 The corporation shall indemnify a director, employee or agent of the corporation who was, is, or may be named a defendant of respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the corporation.

Section 11.02 The corporation shall indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in the corporation's best interest. In case of a criminal proceeding, the person will be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The corporation will not indemnify a person who is found liable to the corporation or is found liable to another on the basis of improperly receiving a personal benefit from the corporation.

Section 11.03 For purposes of this article, a person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the corporation.

Section 11.04 The corporation shall pay or reimburse expenses incurred by a director, employee or agent of the corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the corporation when the person is not a named defendant or respondent in the proceeding.

Section 11.05 In addition to the situations otherwise described in these By-Laws, the corporation may, but is not required to, indemnify a director, employee, or agent of the corporation to the extent permitted by law upon a determination to do so pursuant to section 10.08 hereinbelow. The corporation will not, however, indemnify any person in any situation in which indemnification is prohibited under Section 11.02.

Section 11.06 The corporation may advance expenses incurred or to be incurred in the defense of a proceeding to a person who might eventually be entitled to indemnification, even though there has been no final disposition of the proceeding. Advancement of expenses may occur only when the procedural conditions set out in Section 10.08 hereinbelow, have been satisfied. The corporation will not, under any circumstances, advance expenses to a person before final disposition of a proceeding if the person is a named defendant or respondent in a proceeding brought by the corporation, or if the person is alleged to have improperly received a personal benefit or committed other intentional or willful misconduct.

Section 11.07 The indemnity permitted under these By-Laws includes indemnity against judgments, penalties, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. If the proceeding was brought by or on

behalf of the corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

Section 11.08 (a) Before the corporation may pay an indemnification expenses, the corporation must specifically: (1) determine that indemnification is permissible, (2) authorize indemnification, and (3) determine that expenses to be reimbursed are reasonable, except as provided in subparagraph 11.08(c) hereinbelow. The corporation may make these determinations and decisions, subject to the exception set out in subparagraph 11.08(b) herinbelow, by any one of the following procedures:

- (i) Majority vote of a quorum consisting of directors who, at the time of the vote, are not named defendants or respondents in the proceeding
- (ii) If such quorum cannot be obtained, by a majority vote of a committee of the Board of Directors designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding.
- (iii) Determination by special legal counsel selected by the Board of Directors by the same vote as provided in subparagraphs 11.08(a)(i) and (ii) above, or if such quorum cannot be obtained or such committee cannot be established, by a majority vote of all directors.

(b) Subject to subparagraph 11.08(a)(iii) above, to determine if indemnification is permissible, the authorization to indemnify and determination as to the reasonableness of the expenses shall be made as specified in subparagraphs 11.08(a)(i) and (ii) above, or if such quorum or such committee cannot be established, by majority vote of all directors. Any provision in these By-Laws making indemnification mandatory constitutes sufficient authorization to indemnify, even though such provision may not have been adopted or authorized as provided in Section 11.08(a) above.

(c) The corporation will advance expenses before final disposition of a proceeding only after it determines the facts then known do not preclude indemnification, such determination to be made pursuant to the procedures set out in subparagraph 11.08(a) above.

ARTICLE XII – Notice

Section 12.01 Notice by Mail. Any notice to a Director or officer required or permitted by these By-Laws, the Articles of Incorporation or by law may be given by mail or electronic mail (e-mail). If mailed, a notice is deemed delivered when deposited in the mail addressed to the person at their address as it appears in the corporate records, with postage prepaid. If by electronic mail, the Notice will be deemed given when the electronic message is transmitted to the electronic message address provided by the Director or to which the Director has consented for purposes of Notice. A Director or officer may change their address in the corporate records by giving written notice of the change to the Secretary/Treasurer of the corporation.

Section 12.02 **Waiving Notice by Attendance.** A Director or officer's attendance at a meeting constitutes waiver of notice of the meeting unless the express purpose of attendance is to object to the lack of notice.

ARTICLE XIII – Amendment to By-Laws

Section 13.01 **By-Law Amendment.** The Board of Directors shall have the power to alter, amend, or repeal the By-Laws or adopt new By-Laws; provided however, any alteration, amendment or repeal of Article III - Section 3.01, Article V - Sections 5.02a.(1), 5.02a.(3), 5.03, 5.05, 5.08, Article IX, Article XII and Article XIII hereof, shall require the affirmative consent of the City Councils of the cities of Bryan, Texas and College Station, Texas. Notice of such proposed action shall state the date, time, and place of the meeting to consider such action and the proposed amendments or modifications to the By-Laws. Notice shall be given no fewer than ten (10) and no more than thirty (30) days prior to the meeting date. Action by the Directors with respect to the By-Laws shall be taken by an affirmative vote of a majority of all Directors (including a majority of the Executive Committee) then in office.

ARTICLE XIV – Dissolution

Section 14.01 The dissolution of the corporation shall be authorized at a meeting of the Board of Directors upon the adoption of a resolution to dissolve by the vote or a majority of the directors then in office.

Section 14.02 The corporation shall strictly follow statutory requirements for dissolution of the corporation as provided in the NON-PROFIT CORPORATION ACT. Vernon's Ann. CIV. St. art.1396- -1.01 et. al.

ARTICLE XV – Miscellaneous Provisions

Section 15.01 **Legal Authority.** These By-Laws will be construed under Texas law. All references in these By-Laws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

Section 15.02 **Legal Construction.** To the greatest extent possible, these By-Laws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to non-profit corporations. If any by-law provision is held invalid, illegal or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the By-Laws will be construed as if they had not included the illegal, invalid, or unenforceable provision.

Section 15.03 **Headings.** The headings used in these By-Laws are for convenience and may not be considered in construing the By-Laws.

Section 15.04 Power of Attorney. A person may execute any instrument related to the corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the corporation to be kept with the corporate records.

Section 15.05 Parties Bound. The By-Laws will bind and inure to the benefit of the Directors, officers, employees, and agents of the corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as the By-Laws otherwise provide.

CERTIFICATE OF THE SECRETARY/TREASURER

I certify that I am the duly elected and acting secretary/treasurer of the Brazos Valley Convention and Visitors Bureau and that these By-Laws constitute the Corporation's By-Laws. These By-Laws were duly adopted at a meeting of the Board of Directors held on the **XX**th day of **XXXXXXXX**, **2010**.

Signature

Secretary of the Corporations

City of College Station's Proposed Article XIII Language

ARTICLE XIII – Amendment to By-Laws

Section 13.01 By-Law Amendment. The Board of Directors shall have the power to alter, amend, or repeal the By-Laws or adopt new By-Laws; **provided however, any alteration, amendment or repeal shall of Sections 3.01, 5.02a.(1), 5.02a.(3), 5.03, 5.05, 5.08, Article IX, and Article XIII hereof, shall require the affirmative consent of the governing body of any funding entity that appropriates a simple majority of the BVCVB's annual budget. Notice of such proposed action** shall state the date, time, and place of the meeting **to consider such action** and the proposed amendments or modifications to the By-Laws. **Notice shall be given** no fewer than ten (10) and no more than thirty (30) days prior to the meeting date. Action by the Directors with respect to the By-Laws shall be taken by an affirmative vote of a majority of all Directors (including a majority of the Executive Committee) then in office.

**November 22, 2010
Workshop Agenda Item No. 6
Council Mid-Year Retreat**

To: Glenn Brown, City Manager

From: City Manager's Office

Agenda Caption: Presentation, possible action, and discussion regarding setting a date for a Council mid-year retreat and determining what items to include on the agenda.

Recommendation(s): N/A

Summary: The City Council regularly participates in a one-day mid-year retreat. With this workshop item, staff is seeking Council feedback on what dates they prefer and what they would like to accomplish at the retreat. In the past, the mid-year retreat has included a review of progress made on strategic goals and initiatives or catching up on workshop items. Once a date is set, staff will reserve a room at the College Station Utilities Training Facility or another city facility.

Budget & Financial Summary: N/A

Attachments:

1. Mayor and Council Calendar – Out of Office
2. Council Calendar – December, January, February

Mayor and Council Calendar – Out of Office

Mayor Nancy Berry

Dec 3-6 – Out of Office

(will leave on Dec 3rd right after the Employee Recognition)

Councilmember John Crompton

February 6-7 – Out of Office

April 9-12 – Out of Office

Councilmember Jess Fields

Councilmember Dennis Maloney

December 1-December 5 – NLC Congress of Cities (Denver)

Councilmember Katy-Marie Lyles

Councilmember David Ruesink

November 17-26 **(will miss November 22 meeting)**

November 30-December 5 – NLC Congress of Cities (Denver)

Councilmember Jana McMillan

December 2010

Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
			1 (8:00 AM - 5:00 PM) NLC Congress of Cities Conference Dennis Maloney - NLC Conference (Dec 1-5) Dave Ruesink - NLC	2 (8:00 AM - 5:00 PM) NLC Congress of Cities Conference (6:00 PM - 10:00 PM) Planning & Zoning Meeting	3 (7:30 AM - 10:30 AM) SAVE THE DATE - Annual Employee Recognition Event (8:00 AM - 5:00 PM) NLC Congress of Cities	4 (8:00 AM - 5:00 PM) NLC Congress of Cities Conference (3:00 PM - 4:00 PM) Scotty's House Re-Grand Opening
5 (2:00 PM - 4:00 PM) 2010 Bryan/College Station Christmas Parade	6 (5:00 PM - 6:00 PM) College Station Police Academy Graduation/Reception	7	8	9 (3:00 PM - 10:00 PM) Council Workshop/Regular Meeting (5:30 PM - 7:00 PM) Business After Hours -	10 (5:30 PM - 7:00 PM) Holiday Celebration/Christmas In the Park Sponsor Recognition Ceremony	11
12 Dennis Maloney - NLC Conference (Dec 1-5)	13	14	15 (11:00 AM - 1:00 PM) BVSWMA Inc. Board Meeting	16 (6:00 PM - 10:00 PM) Planning & Zoning Meeting	17 (8:00 AM - 8:45 AM) WTAW Radio Interview Spot @ 8:10 a.m. - Vacant	18
19	20 (12:00 PM - 1:30 PM) IGC Meeting	21 (4:30 PM - 6:00 PM) Council Transportation Committee Meeting	22	23	24 (8:00 AM - 5:00 PM) City Offices Closed - HOLIDAY	25
26	27 (8:00 AM - 5:00 PM) City Offices Closed - HOLIDAY	28	29	30	31	

