

PUBLIC NOTICE

ODESSA DEVELOPMENT CORPORATION
BOARD OF DIRECTORS MEETING

City Council Chambers - City Hall, 5TH Floor
411 W. 8th Street, Odessa, Texas 79761

Wednesday, October 16, 2019, at 2:00 p.m.

In accordance with the Open Meetings Act, Chapter 551 of the Government Code of Texas, notice is hereby given to all interested persons that the Odessa Development Corporation will meet as set out above to consider the following items:

1. Invocation
2. Consider Minutes of September 12, 2019
3. Contractors reports:
 - A. Economic Development Dept.-Odessa Chamber – Wesley Burnett
 - B. CVA Advertising & Marketing – Craig Van Amburgh
 - C. UTPB-America’s SBDC – Tyler Patton, Business Consultant
 - D. MOTRAN – James Beauchamp, President
 - E. City Administrative Support; Financials for August 2019 – Cindy Muncy
4. Consider and discuss newly drafted ODC bylaws Robert Carroll
5. Consider approval of the Audit contract between ODC and Weaver Cindy Muncy
6. Update regarding the TEDC workshop in August of 2019 Gene Collins
7. Receive and consider recommendation from Compliance Committee to approve a contract granting an economic development incentive to Downing Wellhead Equipment, LLC Wesley Burnett
8. Consider Approval of Compliance Committee recommendation of Payment to Glazer’s Beer and Beverage of Texas, LLC based on compliance with the Economic Development Agreement Wesley Burnett
9. Receive and vote on three pending Downtown Façade and Infrastructure Grants: Lawanna Lambert
 - a. LCA - Facade
 - b. EWLW, LLC - Infrastructure
 - c. Ambler Law – Façade and Infrastructure
10. Consideration and possible approval of 2019-2020 Compliance Committee Appointees ODC Board
11. Discuss potential nominees to fill pending vacancy on 2020-2021 Compliance Committee ODC Board
12. ODC Committee and Officer reports:
 - A. Advertising Committee – Gene Collins, Ted Tuminowski
 - B. Downtown Odessa Inc. Design Committee – Gene Collins
 - C. Compliance Committee – Melanie Hollmann
 - D. Odessa Partnership – Betsy Triplett-Hurt
13. Adjourn

This notice is being posted on the south door of City Hall and on the bulletin board of the first floor of City Hall, Odessa, Texas, on the City of Odessa’s website www.odessa-tx.gov, and on the Odessa Development Corporation’s website www.odessatex.com, this the _____ day of _____, 2019, at _____ .m.,

said time being more than seventy-two hours (72) prior to the time at which the subject meeting will be convened and called to order.

The meeting is available to all persons regardless of disability. Individuals with disabilities who require special assistance should contact the City Secretary's Office at 432/335-3276, or 411 West 8th Street, First Floor, Odessa, Texas, during normal business hours at least twenty-four hours (24) in advance of the meeting.

Celia Senoret, Deputy City Secretary

**ODESSA DEVELOPMENT CORPORATION
CITY OF ODESSA, TEXAS
September 12, 2019**

A regular meeting of the Odessa Development Corporation (ODC) was held on September 12, 2019 at 2:00 p.m., in the Council Chambers, fifth floor, City Hall, 411 W. 8th St., Odessa, Texas.

Members present: Betsy Triplett-Hurt, Melanie Hollmann, Tim Edgmon, and Ted Tuminowski.

Members absent: Gene Collins and Mayor David Turner, ex-officio.

Others present:

City Staff: Norma Aguilar-Grimaldo, City Secretary; Natasha Brooks, City Attorney; Robert Carroll, Assistant City Attorney; Seth Boyles, Controller; and Hal Feldman, Traffic Engineer.

ODC Contractors: Wesley Burnett, Economic Development; Craig Van Amburgh, CVA; Dustin Fawcett, MOTRAN; Tyler Patton, UTPB-SBDC; Bryan Bierwirth, UTPB-SBDC; Renee Earls, Chamber of Commerce; and

Others: Council member Mari Willis; Jimmy Breaux, James Goates, and other interested citizens.

A quorum being present, Mrs. Triplett-Hurt called the meeting to order and the following proceedings were held:

Mr. Burnett gave the invocation.

August 8, 2019 minutes. Motion was made by Mr. Edgmon and seconded by Ms. Hollmann to approve the minutes. The motion was approved by unanimous vote.

Summit bankruptcy and the Penwell site update. Mr. Breaux stated that Grow Odessa had a financial reconciliation of the reacquisition of the Summit property. There was additional costs incurred for the reacquisition costs. Ms. Hollmann stated that initially ODC would cover all the costs incurred. Mr. Breaux stated that Grow Odessa generously covered half of the reacquisition costs. Grow Odessa wanted to continue to have business with ODC in the future. Mr. Edgmon stated that the cost to plug/abandon the disposal well was unknown. ODC would be expected to pay for half of the cost. Mr. Breaux stated that Summit was required to get a well. Dr. Goates stated the land would be placed in inventory and develop in the future. He presented the ODC board with the reimbursement check of \$449,888.01. Grow Odessa looked forward to a continued working partnership with ODC.

Motion was made by Ms. Hollmann and seconded by Mr. Edgmon to accept the Grow Odessa check for \$449,888.01 in the resolution of the Summit bankruptcy and the Penwell site. The motion was approved by unanimous vote.

Contractors report: Economic Development: Odessa Chamber, CVA Advertising and Marketing, UTPB-America's SBDC, MOTRAN, and City Administrative support. Mr. Burnett reported that the former Summit land would be marketed as a rail site and its 600 acres. Project Solar broke ground. He had discussions with a manufacture for multi-family facility in Odessa that would bring in 100 jobs, which would be a good fit for our housing needed. He reported that Sabre Chemical purchased most of the Flint Hills

facility. There has been a lot of activity and visits. He provided stats for the Schlemeyer Field that was very valuable to our community and there was an opportunity for future expansion. Mr. Burnett reported that the tire recycling was not receptive of the offer as the funds were not up front. The offer was still open. They were clear with TCEQ.

Mr. Van Amburgh reported that podcasts were being scheduled with Dr. Ray Perryman, Russell Tippin, and Kirk Edwards. TV segments planned would cover housing, education, healthcare and local expansion. There were television spots that appeared on the golf channel, NASCAR, and baseball games. There was a spot on the Cowboys game, which had one an inquiry. Website updates were being planned that would have more engaging graphics and align with the campaign. Social media went up dramatically in August. CVA was under budget but would be right on budget by the end of the year. Mrs. Triplett-Hurt asked about promoting the housing incentives. She wanted to attract more independent or smaller contractors. Mr. Burnett reported that inquires have been made and housing incentive applications were sent out.

Mr. Patton reported UTPB-SBDC had two new businesses. SBDC ranked first in the region with capitalization, counseling hours and sessions. Mr. Bierwirth reported the statistics on the Challenge winners. The businesses had grossed \$6.3 million in taxable gross revenue, provided 97 full-time jobs and 27 part-time jobs. He reported that other cities were contacting him about the challenge. There were four businesses operational out of the six. The new challenge will start in December.

Mr. Fawcett provided the MOTRAN update. MOTRAN was working on the strategic funding for the Permian Basin. There were many comments and resolutions of support. The Unified Transportation Plan dedicated \$600 million to the Permian Basin over the next two years. Odessa had two conversion projects from the funds. MOTRAN would advocate more projects to our area. He provided an update on the broadband and wireless WI-FI. It may be possible to use a tower at McKinney Park to provide the WI-FI. MOTRAN was working with Senator Tom Udall, New Mexico, to include energy impacted roadway language in the Federal Highway Reauthorization Bill.

Mr. Boyles reported on the July financial statement. He stated that assets were \$59.2 million. Liabilities were \$3.4 million. He highlighted the fund balance on commitments and unreserved. Total revenues for July was \$13,647,901 and expenditures was \$2,113,670. He reviewed the investment portfolio with an ending balance of \$59 million.

ODC Resolution No. ODC-2019R-08 - Review and consider approving funding agreements with TxDOT for improvements consisting of constructing a new interchange and the intersection of IH20 and Faudree. Mr. Feldman requested funds for the improvements of the interchange of IH20 and Faudree. He stated that there would be a future overpass at Faudree and IH-20. TxDOT was working on the frontage road improvements, overpass and ramps. The main lane would become three lanes. Construction would start next year.

Motion was made by Mr. Edgmon and seconded by Ms. Hollmann to approve the resolution. The motion was approved by unanimous vote.

Adopt General Development Plan for FY 2019-2020. Mr. Carroll reported that the General Development Plan was revamped and the incentive contracts and facade guidelines were added. Mrs. Triplett-Hurt stated that the plan encompasses all of ODC

and was tied to the budget. She stated all the contracts were standardized. Mr. Carroll stated some word changes were made to UTPB.

Motion was made by Mr. Edgmon and seconded by Ms. Hollmann to approve the General Development Plan. The motion was approved by unanimous vote.

Review and approve the joint City and ODC investment policy. Mr. Boyles reported that the introduction was changed to update what was reflected on the current process.

Motion was made by Ms. Hollmann and seconded by Mr. Tuminowski to approve the City and ODC investment policy. The motion was approved by unanimous vote.

ODC Committee and Officer Reports. Partnership would meet next week. The Compliance Committee needed an appointment. Gavin Norris was interested in serving.

The meeting adjourned at 2:52 p.m.

ATTEST:

APPROVED:

Norma Aguilar-Grimaldo, TRMC, CMC
City Secretary

Betsy Triplett-Hurt
President



**Odessa Chamber of Commerce
Economic Development**

Services for the Odessa Development Corporation

September 2019

Projects

2017-04

Project **American Standard** has received an incentive application and plans for major consolidation / expansion project, 60K sf with 6 acres of yard storage. They are exploring lease options in Odessa to retain 50 employees and hire 10 new. Company has contracted with CBRE for building search and will be working with Economic Development Staff. This is an ongoing project information will be forthcoming as collaboration efforts proceed.

- Company continues to seek assistance with expansion in Odessa
- Company is working with landowner for location and increasing footprint
- Waiting on Company to complete application

2018-07

Project **Recycle** is a Waste-to-Energy Company converting all organic waste into marketable energy. They are seeking to repurpose an existing facility for a recycling plant project that will extract oil, carbon and steel belts from used tires for identified users. The plant design is to process 4.0 tons per day. This will create 19 jobs + supervisor and operate on 3 shifts. The Company has applied for TCEQ Air Permit to operate at this location. They would like to use the crumb onsite and help cleanup the tire problem in Ector County.

- Company CEO visited Odessa and gained ownership of abandoned tires, (approximately 3 million) and crumbs at the Safe Tire Disposal Site
- Company continues to work out financing on project expects to be operational mid 2019
- Application has been reviewed by the Compliance Committee
- Project recommended for approval by Compliance Committee, awaiting agreement from legal
- ODC approval project, company evaluating moving forward
- No update

2018-01

- Lead from the Governor's office; **Sabre Chemical**, a chemical manufacturing business is seeking a HQ location in Odessa, adding 200 jobs to the workforce
- Seeking rail served location
- Company narrowing facilities list, will be working with Economic Development staff
- Negotiating for a facility continues and is closed to completion
- Company is in final negotiation on existing facility in Odessa, will submit incentive application soon
- Company has closed on building, currently has 60 employees, plans to ramp up to 200 over 3 years
- HQ and distribution office, incentive application should be submitted soon
- Company continues to develop options for increasing facility size and job numbers. Discussion of locating more of operation in Odessa
- Company has incentive application, negotiations for increasing and expanding operations in Odessa

2018-05

- **X-Energy** is seeking to construct and operate a specific nuclear reactor in Ector County, Texas. This is a long-term project that would not expect to be in operation until 2024 and a \$1.5 billion project
- This intrinsically safe procedure is expected to generate the sale of electricity and process heat from this facility which could self-suffice the plant operations and costs
- A feasibility study has returned favorable and positive feedback
- Ongoing discussion with company for further information
- Company visited Odessa, toured GCA-very favorable, feasibility moving forward on business model
- Company will return to Odessa and discuss water issues surrounding communities moving forward
- Company plans to be in Odessa in December 2018 with DOE representatives to explore options and Odessa investments
- Company and DOE, TRRC visited Odessa, project to move forward
- Ongoing, no report

2018-08

- Company seeking 70 acres with rail for a multi-use chemical manufacturing company. This will create 50 jobs and anticipates a \$20 million investment
- Discussion with several landowners are ongoing
- On hold pending owner's evaluation of project
- Will be a 2019 project
- Negotiation continues for Odessa location
- Owner evaluating company position, 4th quarter or early 2020 on relocation options

2019-01

- Project Rockhound is a 1000-megawatt solar project in western Ector County, \$1 billion CapEx, process of incentives with taxing entities ongoing

2019-02

- Manufacturer of housing components, 200-300 jobs, interest in locating facility in Odessa, initial discussions, application ongoing
- Exploring property in Opportunity Zone
- Negotiations continue for project location in Odessa

2019-03

- Oil and Gas manufacturing company out of state wishes to consolidate operations into Odessa
- 62 retained and transferred jobs, 46 new jobs created, \$7 million payroll
- Compliance met and will be recommending incentives to ODC board

Local Business Retention and Expansion

- Multiple local expansions in beginning stages
- Project Separator (RACK Industries) expansion, ODC approved incentives for \$8 million capital investment, 34 retained jobs, 59 new jobs. City Council approved in August
- Agreements being executed

Odessa Partnership

- September meeting held. Good attendance. County not represented.

Business Retention and Expansion

- Complete 7 visits to local industries

Housing

- OHFC approved for incentives on 216-unit multi-family project expansion on 87th Street

Research and Development

- 2019 Major Employers List complete

Services and Other Activities

- Ingham Economic Index June Report sent out via Mailchimp and posted on website
- Odessa Development News / Economic Indicators for August sent out via Mailchimp and posted on website
- Certificates of Origin for Eckel International Inc., equipment and parts going to Saudi Arabia and Kuwait
- Demographic information, Mike Jilek / The Redmond Company
- Added properties to website
- Demographic information, Kenny McKay with Lubbock EDA
- Demographic information, Trevor Tankersley with MCH



Partner Visits

Team Texas - Road Show	Director Participated
Site Selectors Guild	Staff Participated
IAMC Fall Forum	Director Participated
Permian Basin Workforce College to Careers	Staff Participated
First Basin Strategic Planning	Director Participated
Westec with Team Texas	Staff Participated
Texas Scholars Agency Fair	Staff Participated

Odessa Economic Indicators

2019

Building Permits

	2019	2018	Total Value
New Single Family	45	58	\$8,745,855
New Commercial	5	2	\$6,448,702
Other	114	157	\$3,983,286
Totals	164	217	\$19,177,843
YTD Totals	1,410	1,599	\$283,443,619

Sales and Use Tax

	2019	2018	% Change
City of Odessa	\$5,805,282	\$5,689,604	2.03%
Totals YTD	\$55,427,395	\$45,502,123	21.81%

Labor Market Statistics

	2019	2018
Civilian Labor Force	86,573	84,933
Total Employment	84,131	82,615
Total Unemployment	2,442	2,318
Unemployment Rate	2.8%	2.7%
Payroll Employment Estimate	82,800	80,800

Permian Basin Rig Count

Month	2019	2018
August	329	383
July	335	378
June	321	384
May	351	374

Midland International Air and Space Port

	2019	2018
Enplaned	57,347	52,961
Deplaned	56,362	51,631
Enplaned YTD	426,849	396,808
Deplaned YTD	423,619	389,499

MLS Statistics-Residential (SF/COND/TH)

	2019	2018
Total Sold	168	154
Dollar Volume	\$44,139,296	\$35,454,377
Total Sold YTD	1,193	1,093
Volume YTD	\$288,525,569	\$226,254,469

Sources: City of Odessa Building Inspection Division, State Comptroller of Public Accounts, Midland International Air and Space Port, Labor Market and Career Information, Odessa Board of Realtors and Baker Hughes. Published by the Odessa Chamber of Commerce kathiv@odessaocdev.com (432) 332-9111



ADVERTISING & MARKETING

ODESSA DEVELOPMENT CORPORATION

SEPTEMBER 2019 ACTIVITIES

PODCAST/TV AD SERIES

Podcast - Opportunity Odessa

New podcasts with Dr. Ray Perryman, Russell Tippin (new CEO at Medical Center Health System), and Kirk Edwards are now on the ODC website.

TV News Segment - Spirit of Odessa

Currently planning to do segments with Wesley Burnett covering housing, education, healthcare, local expansion, and explaining ODC's role in city growth.

KWES - Investing at Home

Interview segments are airing for Russell Tippin, Bubba Saulsbury, Kirk Edwards and Kevin Slater.

TELEVISION

Our BR&E :30 TV spot continues to draw interest with placements on the Golf Channel , NASCAR Races, Rangers baseball games on Fox Sports Southwest, MLB Games on ESPN, WTBS, and Fox Sports 1.

TRADE PUBLICATIONS

Recently placed a half page ad in Texas Real Estate Business Directory and a half page ad in Site Selection September Magazine.

WEBSITE UPDATES

Working on improvements to the ODC website to: 1) Optimize content to align with our most recent BR&E campaign, 2) Adding more engaging graphics, and 3) Adding elements that will make updates easier to perform by the Economic Development Department at the Chamber.

SOCIAL MEDIA/DIGITAL MEDIA

Overview

In September, our overall social media engagement and likes were up, with an increase of over 86% in total social likes across all platforms. We continued the page likes campaign on Facebook, resulting in 16



ADVERTISING & MARKETING

new page likes. Our Twitter metrics were down, with an increase in impressions, profile visits, and followers. LinkedIn metrics were also lower across the board. After the national media attention we received last month with the shooting, many of our metrics are lower than August, but still positive and more consistent with previous performance.

Facebook

Over the last month on Facebook, CVA has continued to generate content from relevant articles of local news organizations. Our posts this month reached 35% fewer people than the previous month, but still resulted in an increase in engagement, which was up 62%. Our video views were also up significantly, with a 518% increase. The majority of our video views were a 9/11 remembrance video. Our campaigns resulted in 16 new page likes and reached a total of 4,417 people.

Twitter

Over the last month on Twitter we had a decrease in metrics from August, when we had significant traffic from our national news presence. We have continued to tweet the same content we share on Facebook to engage new and existing followers as well as retweeting relevant content. Our tweets resulted in 2,556 impressions, and 51 visits to our profile.

LinkedIn

This month on LinkedIn we have continued sharing relevant articles with a focus on local content. Our LinkedIn metrics were mixed, with a 33% increase in new followers and a 150% increase in reactions, but a drop in page views and unique visitors.

Website

Our website traffic this month was up over last month, with sessions and users up 10% from August. The majority of our traffic this month came from organic search, which comprised 65% of visits, and social media moved up into second place with 19%. We reached a new record for monthly users at 5.76k, with 91% of those being new visitors. Our bounce rate was also down, indicating that people are finding relevant content to read.

Info on new followers/likes:

LinkedIn: 4 new followers

Facebook: 16 new page likes

Twitter: 0 new followers

Odessa Development Corporation Digital Report

September 2019

Social Overview

Total Social Impressions

15.36K 12.41K

▼ 19%

IMPRESSIONS

Total Social Engagement

1.22K 1.82K

▲ 49%

ENGAGEMENT

Total Social Followers

2.85K 2.87K

▲ 1%

FOLLOWERS

Total Social Clicks

442 532

▲ 20%

CLICKS

Total Social Likes

536 995

▲ 86%

LIKES

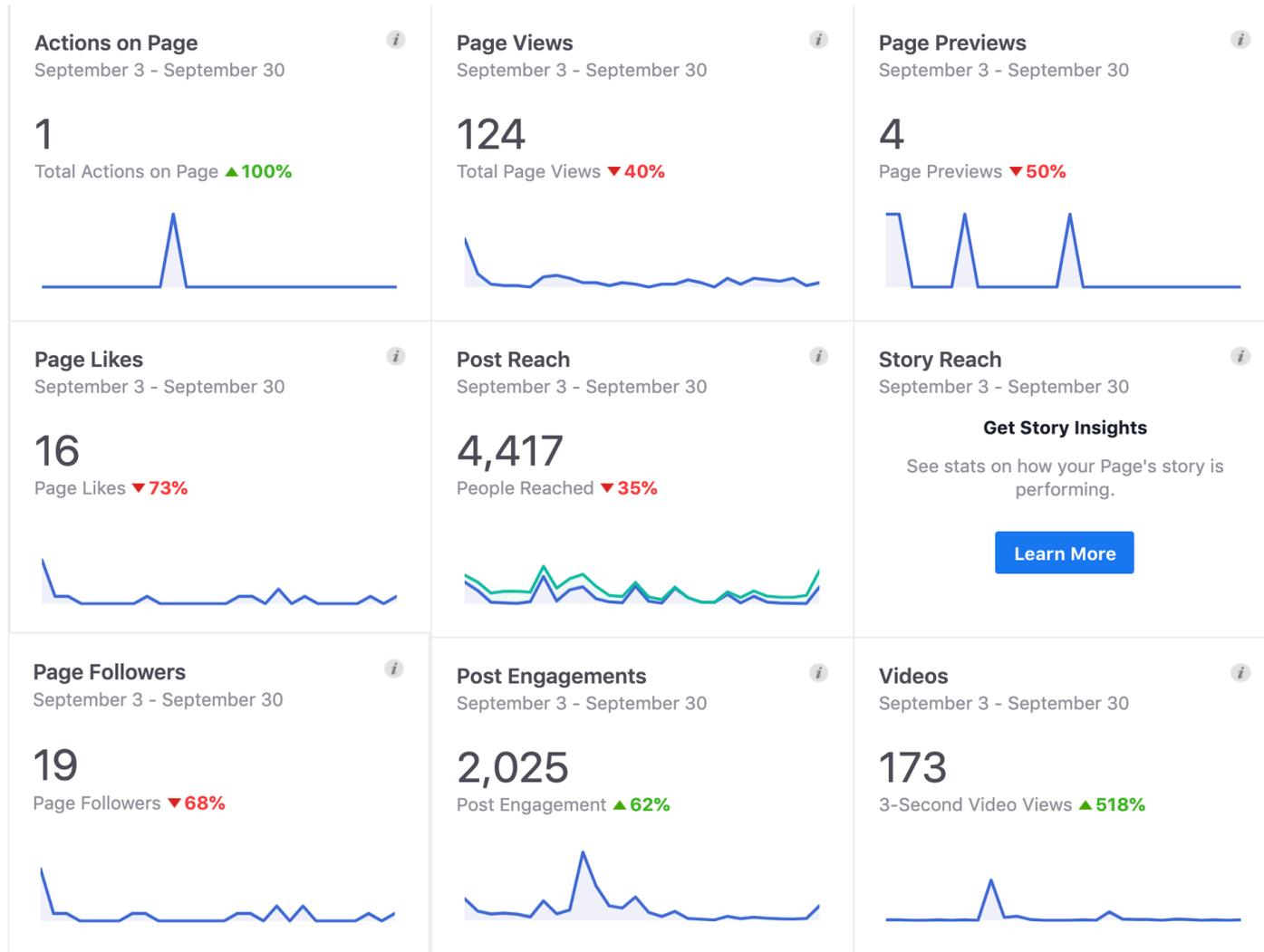
Total Social Shares

180 222

▲ 23%

SHARES

Facebook Overview



Facebook Top Posts

 **Odessa Development Corporation** ...
Published by Caleb Burnett [?] · September 4 at 11:30 AM · 🌐

Odessa was recently featured in MSN's "Cities and Towns Set to Boom in Every State":



MSN.COM i
The cities and towns set to boom in every state
How do you predict a boomtown?

1,746 **169**
People Reached Engagements [Boost Again](#)

 **Odessa Development Corporation** ...
Published by Caleb Burnett [?] · September 9 at 12:02 PM · 🌐

Midland and Odessa were the only two Texas cities in the top 10.



MRT.COM i
Report: Midland, Odessa top in the nation in job growth
Midland and Odessa ranked No. 1 and 2, respectively, in the nation for jo...

1,760 **362**
People Reached Engagements [Boost Again](#)

Twitter Overview

SEP 2019 SUMMARY

Tweets

6

Tweet impressions

2,556

Profile visits

51

Mentions

6

28 day summary with change over previous period

Tweets

6 ↓ 50.0%

Tweet impressions

2,438 ↓ 48.9%

Profile visits

45 ↓ 72.0%

Mentions

6 ↓ 14.3%

Followers

966



Top Tweets

Top Tweet earned 306 impressions

ExxonMobil, through its subsidiary XTO Energy, has pledged to ramp up its Permian Basin production to more than 1 million barrels of oil equivalent per day by 2024, and Chevron plans to triple its production to more than 900,000 barrels a day by 2023. odessatex.com/majors-expecte...

♥ 2

View Tweet activity

[View all Tweet activity](#)

Top mention earned 178 engagements



Renee H. Earls

@rearl1 · Sep 3

@[CBS7News](#) Odessa Chamber staff proudly wearing our yellow!

@[DiscoverOdessa](#) @[OdessaChamber](#)

@[odessadevelop](#) #[odessa](#)
pic.twitter.com/oV947T8HRL



↻ 5 ♥ 29

Top media Tweet earned 97 impressions

ODC News:

@[utpb](#) recently held a topping out ceremony for their D. Kirk Edwards Human Performance Center. Attendees signed a beam adorned with a small tree, which will remain exposed to the interior of the building so the signatures will always be seen. pic.twitter.com/0f38Sww4Hp



↻ 1 ♥ 3

LinkedIn Overview

Update highlights ⓘ

Data for the last 30 days 8/31/2019 - 9/30/2019

10 ▲150%

Reactions

0 ●0%

Comments

0 ●0%

Shares

Follower highlights ⓘ

177

Total followers

4 ▲33%

New followers in the last 30 days 8/31/2019 - 9/30/2019

Visitor highlights ⓘ

Data for the last 30 days 8/31/2019 - 9/30/2019

4 ▼78%

Page views

4 ▼55%

Unique visitors

0 ▼100%

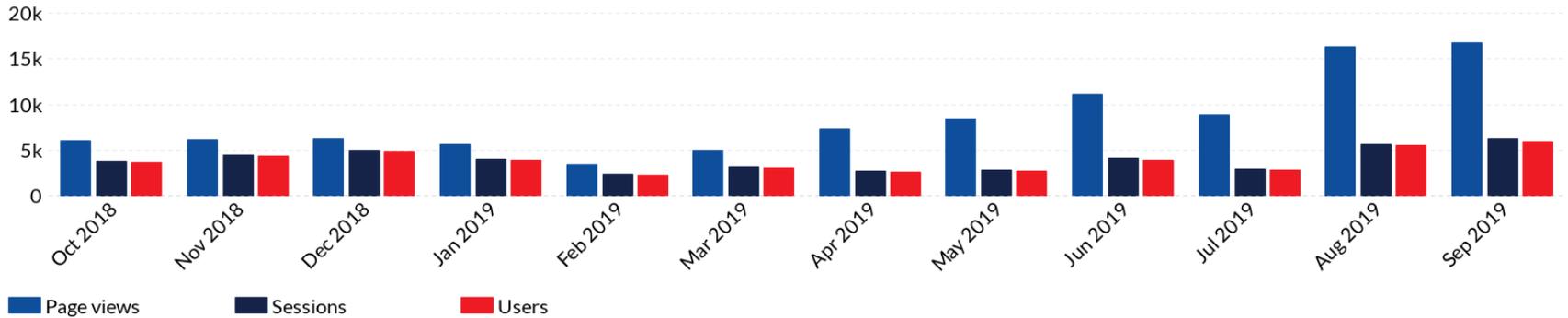
Custom button clicks

Website Performance

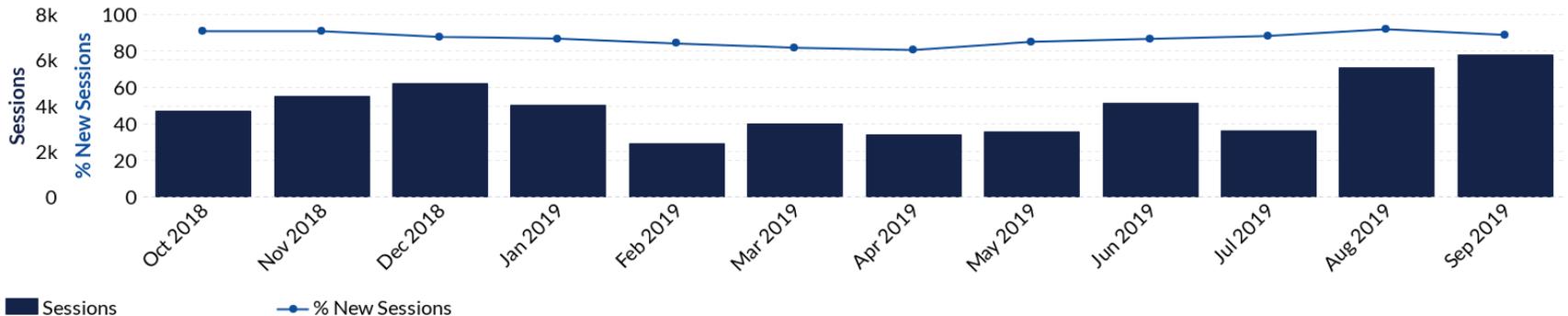
Performance KPIs



Website Performance Trend



Sessions vs New Sessions



**UTPB SMALL BUSINESS DEVELOPMENT CENTER
2018-2019 New Business Start-Ups & Expansions**

ODESSA		OTHER LOCATIONS		ACTIVITIES			
New Businesses	0	New Businesses	1	Counseling	92	Seminars	1
Full-Time Jobs	1	Full-Time Jobs	-5	Am Ind/N/Alaskan	6	Am Ind/N/Alaskan	0
Part Time Jobs	0	Part Time Jobs	0	Asian/pac.	0	Asian/pac. Islander	0
				Black	22	Black	1
Total Jobs	0	Total Jobs	-5	Hispanic	42	Hispanic	8
				Non-Hispanic	33	Non-Hispanic	16
				Total Clients	92	Total Attendees	25
				Counseling Hours	102	Training Hours	50

	Oct-18	Nov-18	Dec-18	Jan-19	Feb-19	Mar-19	Apr-19	May-19	Jun-19	Jul-19	Aug-19	Sep-19	Cumulative 2018/19 Totals	End of Year 2017/18 Totals
Counseling Sessions	388	319	248	433	258	243	312	263	247	386	214	92	3403	1576
Counseling Hours	189	168	204	323	285	220	283.25	255.5	256.25	381	260	101.5	2927	1414
Seminars Presented	2	9	2	2	3	4	3	6	4	4	2	1	42	37
Attendees	39	134	31	16	28	10	7	117	123	158	48	25	736	558
Training Hours	135.5	194	57	38	56	19	14	224	246	316	96	50	1446	541
New Businesses	0	3	8	4	2	1	3	9	3	7	2	1	43	48
Odessa New Business	0	1	4	1	1	0	0	2	0	3	1	0	13	23
Capitalization	\$916,900	\$3,907,050	\$1,992,400	\$2,464,700	\$305,233	\$421,817	\$804,000	\$908,200	\$163,600	\$6,715,800	\$1,614,700.00	\$25,000.00	\$20,239,400	\$18,159,350
Odessa Capitalization	\$252,000	\$545,800	\$539,400	\$1,650,000	\$204,916	\$60,000	\$219,000	\$67,000	\$0	\$7,800	\$349.00	\$0.00	\$3,546,265	\$15,716,700
Full-Time Jobs	28	7	67	10	1	4	11	36	8	28	-3	-5	192	303
Odessa FullTime Jobs	1	2	48	3	1	0	1	4	0	6	3	1	70	180
Part Time Jobs	0	3	2	9	-2	3	5	51	-4	4	1	0	72	51
Odessa Part Time Jobs	0	2	1	7	-2	0	2	11	0	2	1	0	24	21
Total Jobs	28	8	68	15	1	5	13	61.5	8	30	3	-5	236	313

10/1/2019 KAM

**ODESSA DEVELOPMENT CORPORATION
BALANCE SHEET
AUGUST 2019**

ASSETS

Investments - Local Government Pools	\$ 28,178,755
Investments - U.S. Government Securities	1,005,600
Investments - CDs and CDARs	3,180,298
Investments - Municipal Securities	12,490,744
Investments - Money Market	11,927,088
Interest Receivable - U.S. Agency Notes	10,397
Interest Receivable - Municipal Securities	120,831
Prepaid Insurance	13,454

TOTAL ASSETS \$ 56,927,167

LIABILITIES

Accounts Payable	<u>\$ 175</u>
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TOTAL LIABILITIES 175

FUND BALANCE

Reserved - Short Term Commitments Due Within One Year	
Odessa College - 2nd Project Training Facility	\$ 6,595,855
UTPB - 2nd Project Training Facility	1,500,000

Total Short Term Commitments	<u>8,095,855</u>
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Reserved - Long Term Commitments Due in More Than One Year	
FMC Technologies	229,196
Glazer's Beer & Beverage	1,134,991
Select Energy	73,497
Summit Power Energy, LLC	5,000,000
West Texas Food Bank	293,866
Odessa College - 2nd Project Training Facility	1,000,000
UTPB - 2nd Project Training Facility	4,500,000

Total Long Term Commitments	<u>12,231,550</u>
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Total Reserved	20,327,405
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Assigned (TXDOT Projects)	11,436,330
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Assigned (Workforce Housing Infrastructure Incentives)	5,000,000
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Unreserved	<u>20,163,257</u>
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TOTAL FUND BALANCE 56,926,992

TOTAL LIABILITIES AND FUND BALANCE \$ 56,927,167

ODESSA DEVELOPMENT CORPORATION
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE
TOTAL BUDGET COMPARISON
AUGUST 2019

	<u>TOTAL BUDGET</u>	<u>ACTUAL - YTD</u>	<u>REMAINING BALANCE</u>
REVENUES			
4-A Sales Tax Receipts	\$ 12,000,000	\$ 13,590,890	\$ 1,590,890
Miscellaneous Income/Refunds	-	28,936	28,936
Interest Income	500,000	1,219,636	719,636
Gain and or (Loss) on Investments	(200,000)	150,837	350,837
TOTAL REVENUES	\$ 12,300,000	\$ 14,990,299	\$ 2,690,299
EXPENDITURES			
Supplies and Materials	\$ 1,500	\$ 363	\$ 1,137
Audit Services	30,000	34,050	(4,050)
Special Services	50,000	56,199	(6,199)
Insurance	15,000	15,000	-
Bank Services	6,000	6,750	(750)
Administration Fee - City of Odessa	205,349	188,287	17,062
Contingencies	100,000	-	100,000
Contracted Economic Development Services			
Chamber of Commerce	836,277	836,277	-
MOTRAN	170,000	170,000	-
UTPB - Small Business Center	111,294	111,294	-
Promotional			
Marketing	674,900	285,929	388,971
UTPB - SBDC Entrep. Contest	381,720	-	381,720
Façade Grants	250,000	49,840	200,160
Business Incentives	44,000,000	573,231	43,426,769
TOTAL EXPENDITURES	\$ 46,832,040	\$ 2,327,220	\$ 44,504,820
EXCESS (DEFICIENCY) OF REVENUE OVER EXPENDITURES	\$ (34,532,040)	\$ 12,663,080	\$ 47,195,120
FUND BALANCE - AT BEGINNING OF YEAR	\$ 44,263,912	\$ 44,263,912	\$ -
FUND BALANCE - AT END OF YEAR	\$ 9,731,872	\$ 56,926,992	\$ 47,195,120

**ODESSA DEVELOPMENT CORPORATION
CHANGES IN RESERVED FUND BALANCE
AUGUST 2019**

Reserved - Short Term Commitments

	Current Month	Prior Month	Month End Change	Dates in Fiscal Years	
				Pmt Began	Expires
FMC Technologies	\$ -	\$ -	\$ -	2017-18	2021-22
Select Energy	-	-	-	2017-18	2021-22
Standard Sales Company, LP.	-	-	-	2014-15	2018-19
West Texas Food Bank	-	-	-	2016-17	2020-21
Odessa College - 2nd Project Training Facility	6,595,855	6,595,855	-	2017-18	2019-20
UTPB - 2nd Project Training Facility	1,500,000	1,500,000	-	2017-18	2021-22
Total Short Term Commitments	\$ 8,095,855	\$ 8,095,855	\$ -		

Reserved - Long Term Commitments

	Current Month	Prior Month	Month End Change	Dates in Fiscal Years	
				Pmt Began	Expires
FMC Technologies	\$ 229,196	\$ 229,196	\$ -	2017-18	2021-22
Glazer's Beer & Beverage	1,134,991	1,134,991	-	Not started (5 year payout)	
Select Energy	73,497	73,497	-	2017-18	2021-22
Summit Power Energy, LLC	5,000,000	5,000,000	-	Expired; pending bankruptcy	
West Texas Food Bank	293,866	293,866	-	2016-17	2020-21
Odessa College - 2nd Project Training Facility	1,000,000	1,000,000	-	2017-18	2019-20
UTPB - 2nd Project Training Facility	4,500,000	4,500,000	-	2017-18	2021-22
Total Long Term Commitments	\$ 12,231,550	\$ 12,231,550	\$ -		
Total Reserved Fund Balance	\$ 20,327,405	\$ 20,327,405	\$ -		

**ODESSA DEVELOPMENT CORPORATION
INVESTMENT SUMMARY
AUGUST 2019**

This investment summary report is in full compliance with the investment strategy as established per the City's Investment Policy and the the Public Funds Investment Act.

The fair value for the beginning and end of the reporting period are as follows:

INVESTMENT	BEGINNING BALANCE	PURCHASE AMOUNT	CHANGES IN FAIR VALUE AND INTEREST	SALES AMOUNT	ENDING BALANCE
GOVERNMENT POOLS	\$ 30,511,428	\$ 1,321,656	\$ 53,582	\$ 3,707,911	\$ 28,178,755
CD'S AND CDARS	3,175,722	-	4,576	-	3,180,298
SAVINGS AND MONEY MARKETS	10,211,108	1,650,000	65,980	-	11,927,088
MUNICIPAL BONDS	13,122,751	-	17,993	650,000	12,490,744
AGENCY NOTES	2,007,680	-	(2,080)	1,000,000	1,005,600
TOTAL	<u>\$ 59,028,689</u>	<u>\$ 2,971,656</u>	<u>\$ 140,052</u>	<u>\$ 5,357,911</u>	<u>\$ 56,782,485</u>

Note: This investment report is prepared in accordance with Generally Accepted Accounting Principles (GAAP), and is in compliance with the City of Odessa's investments strategies in the investment policy, and with relevant provisions of the Public Funds Investment Act.


Interim Assistant City Manager

**ODESSA DEVELOPMENT CORPORATION
INVESTMENT PORTFOLIO
AUGUST 31, 2019**

Beginning of Month

<u>INVESTMENT TYPE</u>	<u>YTM</u>	<u>MATURITY</u>	<u>PAR</u>	<u>FAIR**</u>
Local Government Investment Pools				
TexPool	2.43%	Open	\$ 23,550,347	\$ 23,550,347
Logic	2.58%	Open	6,961,081	6,961,081
Total Local Government Investment Pools			\$ 30,511,428	\$ 30,511,428
Weighted Average Rate Per Pools Tot.	2.47%			
Money Market Investment				
Frost Money Market	2.33%	Open	\$ 10,211,108	\$ 10,211,108
Total Money Markets			\$ 10,211,108	\$ 10,211,108
Weighted Average Rate Per MM Total	2.33%			
CD AND CDARs Investments				
AimBank - 12 Month CD	2.35%	8/31/19	\$ 2,099,290	\$ 2,145,352
BBVA CD	2.52%	12/15/19	1,017,654	1,030,371
Total CD and CDARs Investments			\$ 3,116,944	\$ 3,175,722
Weighted Average Rate Per CD's Total	2.41%			
Municipal Securities				
Atlanta GA E Tax	2.69%	1/1/20	\$ 1,000,000	\$ 1,000,500
Arizona ST B Tax	2.18%	7/1/20	340,000	339,888
State of Connecticut	3.63%	9/15/19	350,000	350,518
Florida St Bd A Tax	2.64%	7/1/21	1,000,000	1,008,630
New York NY City Tax	1.70%	11/1/19	2,000,000	1,997,680
Union City NJ B Tax	2.80%	3/1/20	300,000	305,553
Fresno Cnty CA Tax	1.25%	8/15/19	650,000	650,039
Kansas St Dev H Tax	1.40%	4/15/20	820,000	822,173
State of Texas	1.99%	10/1/19	1,000,000	999,650
Center TX ISD Tax	5.40%	2/15/21	1,000,000	1,047,920
Dallas TX	2.21%	10/1/20	3,325,000	3,327,826
Pittsburg PA Urban Dev	1.80%	12/1/19	770,000	769,284
Texas Tech University	1.95%	2/15/21	500,000	503,090
Total Municipal Securities			\$ 13,055,000	\$ 13,122,751
Weighted Average Rate Per Muni Total	2.35%			
U.S. Agency Notes				
FHLB	4.13%	12/13/19	\$ 1,000,000	\$ 1,007,400
FHLB	2.75%	5/28/24	\$ 1,000,000	\$ 1,000,280
Total U.S. Agency Notes			\$ 2,000,000	\$ 2,007,680
Weighted Average Rate Per Agency To	3.44%			
TOTAL INVESTMENTS	2.45%		\$ 58,894,480	\$ 59,028,689

** Amount does not reflect prior period market adjustments and represents fair market value adjustment as of current period end only.

**ODESSA DEVELOPMENT CORPORATION
INVESTMENT PORTFOLIO
AUGUST 31, 2019**

End of Month

<u>INVESTMENT TYPE</u>	<u>YTM</u>	<u>MATURITY</u>	<u>PAR</u>	<u>FAIR**</u>
Local Government Investment Pools				
TexPool	2.43%	Open	\$ 21,203,884	\$ 21,203,884
Logic	2.58%	Open	6,974,871	6,974,871
Total Local Government Investment Pools			\$ 28,178,755	\$ 28,178,755
Weighted Average Rate Per Pools Total	2.47%			
Money Market Investment				
Frost Money Market	2.04%	Open	\$ 11,927,088	\$ 11,927,088
Total Money Market			\$ 11,927,088	\$ 11,927,088
Weighted Average Rate Per MM Total	2.04%			
CD AND CDARs Investments				
AimBank - 17 Month CD	2.35%	8/31/19	\$ 2,099,290	\$ 2,149,606
BBVA CD	2.52%	12/15/19	1,017,654	1,030,691
Total CD and CDARs Investments			\$ 3,116,944	\$ 3,180,298
Weighted Average Rate Per CD's Total	2.41%			
Municipal Securities				
Arizona ST B Tax	2.18%	7/1/20	\$ 340,000	\$ 340,486
Atlanta GA E Tax	2.69%	1/1/20	1,000,000	1,000,830
State of Connecticut	3.63%	9/15/19	350,000	350,140
Florida St Bd A Tax	2.64%	7/1/21	\$ 1,000,000	1,012,890
New York City	1.70%	11/1/19	2,000,000	1,998,800
Union City NJ B Tax	2.80%	3/1/20	300,000	305,007
Kansas St Dev H Tax	1.40%	4/15/20	820,000	822,960
State of Texas	1.99%	10/1/19	1,000,000	999,910
Dallas TX	2.21%	10/1/20	3,325,000	3,335,407
Center Tex ISD Tax	5.40%	2/15/21	1,000,000	1,049,210
Pittsburg PA Urban Dev	1.80%	12/1/19	770,000	769,654
Texas Tech University	1.95%	2/15/21	500,000	505,450
Total Municipal Securities			\$ 12,405,000	\$ 12,490,744
Weighted Average Rate Per Munis Total	2.40%			
U.S. Agency Notes				
FHLB	4.13%	12/13/19	\$ 1,000,000	\$ 1,005,600
Total U.S. Agency Notes			\$ 1,000,000	\$ 1,005,600
Weighted Average Rate Per Agencies Total	4.13%			
TOTAL INVESTMENTS	2.39%		\$ 56,627,787	\$ 56,782,485

** Amount does not reflect prior period market adjustments and represents fair market value adjustment as of current period end only.

1 BYLAWS OF
2 ODESSA DEVELOPMENT
3 CORPORATION
4

5 ARTICLE I
6 PURPOSE AND POWERS
7

8 Section 1.1 **Purpose.** The Corporation is incorporated for the purposes set forth in
9 Article IV of its Articles of Incorporation, the same to be accomplished on behalf of the City of
10 Odessa, Texas (the “City”) as its duly constituted authority and instrumentality in accordance with
11 the Development Corporation Act, as amended, Chapters 501-507, Local Government Code, as
12 amended, (the “Act”), and other applicable laws.

13 Section 1.2 **Powers.** ~~(a)~~—In the fulfillment of the corporate purpose, the Corporation
14 shall be a Type A organization governed by the Act, and shall have all of the powers set forth and
15 conferred in its Articles of Incorporation, in the Act, and in other applicable law, subject to the
16 limitations prescribed therein and herein and to the provisions thereof and hereof.

17 ~~Section 1.2~~Section 1.3 **Registered Office and Registered Agent.** The Corporation shall
18 have and continuously maintain in the State of Texas a registered office and a registered agent
19 whose office is identical with such registered office, as required by the Texas Non-Profit
20 Corporation Act. The Registered Agent for the Corporation shall be the City Manager, subject that
21 the Board of Directors from time to time, may change the registered agent and/or the address of
22 the registered office, subject to City Council approval, provided that such change is appropriately
23 reflected in the Bylaws.

24 The registered office of the Corporation is located at 411 W. 8th Street, Odessa, 79760,
25 Ector County, Texas, and at such address is the Corporation, whose mailing address is 411 W. 8th
26 Street, Odessa, 79760, Ector County, Texas.

27 ~~Section 1.3~~Section 1.4 **Principal Office.** The principal office of the Corporation in shall be
28 located at 411 W. 8th Street, City of Odessa, Ector County, and it shall be identical with the
29 registered office of the Corporation.

30 ARTICLE II
31 BOARD OF DIRECTORS
32

33 Section 2.1 **Powers.** The property and affairs of the Corporation shall be managed and
34 controlled by a Board of Directors (the “Board”) and, subject to the restrictions imposed by law,
35 by the Articles of Incorporation, and by these bylaws, the Board shall exercise all of the powers of
36 the Corporation.

37 Section 2.2 **Number -and Terms of Office.**

38 a. The Board shall consist of five (5) directors, to be appointed by City Council in
39 accordance with the Act and the City’s Home-Rule Charter, as each may be amended, with the
40 Mayor or City Councilmember designee as a sixth (6) ex-officio member. The Mayor or designee
41 shall not have the power to vote in the meetings attended, shall not be counted for purposes
42 verifying a quorum, and shall be for the purpose of ensuring that information is accurately
43 communicated to the Council, the Chambers, and to promote cooperation in achieving the goals

44 and objectives of economic development of the Odessa area and community. Except for the first
45 Board,

46 b. The term of all directors shall be two (2) years and the term shall start on January
47 1st of the year of appointment or as soon thereafter as possible. Since there are only five directors,
48 any of the six Councilmembers may nominate a director, subject to the City Council, as a group,
49 voting on the directors. However, the City Council may vary specific director terms in order to
50 maintain a board with staggered terms. HOW TO ADDRESS SOLICITATIONS OF
51 APPLICATIONS? (Except as provided in subsection (i).) Each Councilmember, representing a
52 District, shall nominate one person for director. The Director shall have a staggered term
53 that runs concurrently with the appointing Councilmember's term of elected office.

54 A person may be appointed for three (3) successive terms. Directors shall continue to hold
55 office until their replacement has been appointed. A person appointed after the expiration of a term
56 shall hold office for the remainder of the term or until their successor is appointed.

57 c. Directors may be removed from office by the City Council at will. Additionally, any
58 director is automatically removed from office that director is absent in excess of fifty (50) percent
59 of all Regular Meetings during a twelve-month period. The Council will be free to appoint a person
60 immediately to fill the vacated position.

61 d. Directors may be removed from office by the City Council at will. Board
62 membersDirectors shall continue to hold office until their replacement has been appointed.
63 A person appointed after the expiration of a term shall hold office for the remainder of the
64 term or until their successor is appointed. A person may be appointed for three (3)
65 successive terms; but after such period, such person cannot may not be reappointed for one
66 (1) term. NOT SURE WHAT THIS MEANS.

67 Any director may resign at any time. Such resignation shall be made in writing and shall
68 take effect at the time specified therein, or, if no time be specified, at the time of its receipt
69 by the president or secretary. The acceptance of a resignation shall not be necessary to
70 make it effective, unless expressly so provided in the resignation.

71 e. Any vacancy occurring upon the Board of Directors shall be filled for the unexpired term
72 by the City Council.

73 f.e. WHY DELETED?? WOULD FLOW WELL WITH REMOVAL FROM OFFICE.
74 In order to provide for staggered terms, the Councilmembers for District One (1) and Two
75 (2) shall each nominate one director for a first term of two and one half (2 ½) years,
76 January 1, 1998, to May 31, 2000, the Councilmembers for District Three (3), Four (4) and
77 Five (5) shall each nominate one person for a first term of one and one half (1 ½) years,
78 January 1, 1998, to May 31, 1999. The appointment of all directors shall require the
79 approval of the City Council that is in place after the date for the general municipal election
80 in May (Except as provided in subsection (j).)

81 Any director is automatically removed from office if that director is absent in excess of
82 fifty (50) percent of all Regular Meetings and Budget Workshop Meetings during a twelve-
83 month period. The Council will be free to appoint a person immediately to fill the vacated
84 position.

85 The Mayor of the City of Odessa is to be a non-voting *ex officio* member of the Board of
86 Directors, and may attend all meetings of the Board. The Mayor shall may cause City staff
87 to provide assistance and administrative support to the Board, as needed and by contractual
88 agreement. When the Mayor participates in Board activities as a non-voting *ex officio*
89 member, his or her participation shall not count as one of the five (5) Board of Director
90 Positions.

91 Section 2.3 **Qualifications.**

92 a. The Council ~~shall~~ should consider ~~the~~ an individual's experience, accomplishments
93 and educational background in appointing ~~members to the Board~~ Directors to ensure that the
94 interests and concerns of all segments of the community are considered. Each director shall have
95 one of the following qualifications: (i) serve, or have served, as chief executive officer of a
96 company; or (ii) serve, or have served, in a position of executive management of a company; or
97 (iii) serve, or have served, in a professional capacity; or (iv) have experience equivalent to any of
98 the above qualifications; or (v) have served on the Compliance Committee.

99 b. The persons appointed director shall also be subject to the following qualifications:
100 (i) be a resident of the City of Odessa, or be a resident of Ector County, or in the absence of said
101 residency requirements, ???be approved unanimously by the Council; ~~and~~ (ii) be a person of
102 upstanding moral values; and (iii) be a person committed to making Odessa a better place, through
103 economic development and the creation or retention of new jobs.

104 c. The Council, in their appointment of directors, shall be subject to nepotism laws.
105 No Councilmember ~~can~~ may appoint a person who is related to either the Mayor or any of the
106 Councilmembers within the prohibited degrees of relationship.

107 ~~Beginning in the year 2016, the current terms of all Members for the Board of Directors shall be~~
108 ~~extended until December 31, 2016, or 2017, whichever is applicable. All future terms shall~~
109 ~~commence on January 1 or as soon thereafter as the appointment can be made. Board members~~
110 ~~shall continue to hold office until their replacement has been appointed. A person appointed after~~
111 ~~the expiration of a term shall hold office for the remainder of the term or until their successor is~~
112 ~~appointed. A person may be appointed for three successive terms; but after such period, such~~
113 ~~person cannot be reappointed for one term.~~

114 ~~d. A City Council place number shall be designated for each of the five Directors; and~~
115 ~~when it is time to appoint a new Director, the Council member assigned that position shall~~
116 ~~nominate a person for that position. The appointment of all Directors shall require the approval of~~
117 ~~the City Council that is in place after the date of the general election in November.~~

118 ~~Section 2.3~~ Section 2.4 **Meetings of Directors.** The directors may hold their meetings at
119 such place or places in the City as the Board may from time to time determine; provided, however,
120 in the absence of any such determination by the Board, the meetings shall be held at the principal
121 office of the Corporation, located at 411 W. 8th Street in Odessa, Ector County, Texas. ~~as specified~~
122 ~~in Article V of these bylaws.~~

123 ~~Section 2.4~~ Section 2.5 **Notice of Meetings.**

124 a. The regularly scheduled monthly meetings ("Regular Meetings") of the Board shall
125 be held without the necessity of notice to the directors except for posting as required by the Open
126 Meetings Act. The Regular Meetings are the second Thursday of each month at 2:00 P.M.

127 ~~b. The Budget Workshop Meeting(s) shall be held each year and shall be scheduled~~
128 ~~at least one (1) month in advance starting by July of each year, without the necessity of notice to~~
129 ~~the directors except for posting as required by the Open Meetings Act.~~

130 ~~e.b. Special Meetings of the Board shall be held whenever may be called by the~~
131 ~~president, by the secretary, by a majority of the directors, by the Mayor of the City, or by a majority~~
132 ~~of the Council. The secretary shall give notice to each director of each Special Meeting in person~~
133 ~~or by mail, telephone, or e-mail, at least seventy-two (72) hours before the meeting and by posting~~
134 ~~in compliance with the Open Meetings Law. Unless otherwise indicated in the notice thereof, any~~
135 ~~and all matters pertaining to the purposes of the Corporation may be considered and acted upon at~~
136 ~~a Special Meeting. At any meeting at which every director shall be present, even though without~~
137 ~~any notice, any matter pertaining to the purpose of the Corporation may be considered and acted~~
138 ~~upon consistent with applicable law.~~

139 ~~d.c. Whenever any notice is required to be given to the Board, said notice shall be~~
140 ~~deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid~~
141 ~~wrapper addressed to the person entitled thereto at his or her post office address as it appears on~~
142 ~~the books of the Corporation, or by facsimile or e-mail address designated by the director, and~~
143 ~~such notice shall be deemed to have been given on the day of such mailing. Attendance of a~~
144 ~~director at a meeting shall constitute a waiver of notice of such meeting, except where a director~~
145 ~~attends a meeting for the express purpose of objecting to the transaction of any business on the~~
146 ~~grounds that the meeting is not lawfully called or convened. Neither the business to be transacted~~
147 ~~at, nor the purpose of, any Regular or Special Meeting of the Board need be specified in the notice~~
148 ~~or waiver of notice of such meeting to the Director, unless required by the Board. A waiver of~~
149 ~~notice in writing, signed by the person or persons entitled to said notice, whether before or after~~
150 ~~the time stated therein, shall be deemed equivalent to the giving of such notice.~~

151 ~~Section 2.5~~**Section 2.6 Open Meetings Act.** All meetings and deliberations of the Board
152 shall be called, convened, held, and conducted, and notice shall be given to the public, in
153 accordance with the Texas Open Meetings Act, Chapter 551, Texas Government Code, as
154 amended.

155 ~~Section 2.6~~**Section 2.7 Quorum.** A majority of the voting directors shall constitute a
156 quorum for the conduct of the official business of the Corporation. The act of a majority of the
157 directors present at a meeting at which a quorum is in attendance shall constitute the act of the
158 Board and of the Corporation, unless the act of a greater number is required by law or by these
159 bylaws.

160 ~~Section 2.7~~**Section 2.8 Conduct of Business.**

161 At the meetings of the Board, matters pertaining to the business of the Corporation shall
162 be considered in accordance with rules of procedure as from time to time prescribed by the Board.

163 ~~a. At all meetings of the Board, the president shall preside, and in the absence of the~~
164 ~~president, the vice president shall exercise the powers of the president.~~

165 ~~b. The secretary of the Corporation shall act as secretary of all meetings of the Board,~~
166 ~~but in the absence of the secretary, the presiding officer may appoint any person to act as secretary~~
167 ~~of the meeting.~~

168 ~~Section 2.8~~**Section 2.9 Standards of Conduct.** Directors shall not:

169 a. Accept or solicit a benefit that might reasonably tend to influence the director in
170 the discharge of the director's official duties.

171 b. Use the director's official position to secure special privileges or exemptions for
172 the directors or others.

173 c. Disclose information that could adversely affect the property or affairs of the City
174 or Board, or directly or indirectly, use any information understood to be confidential which was
175 gained by reason of the director's position or employment for the director's own personal gain or
176 benefit or for the private interest of others.

177 d. Transact any business on behalf of the Board or City in the director's official
178 capacity with any business entity in which the director is an officer, agent or member, or in which
179 the director has a family direct interest, as defined by the nepotism law of the state, or a direct
180 financial interest. In the event that such a circumstance should arise then the director shall make
181 known the director's interest to the Board and the City Council and abstain from all further actions
182 on that item. No economic development funds shall be used for any contract in which such a
183 conflict of interest exist without the approval of the City Council.

184 **Section 2.10 Indemnification of Directors, Officers and Employees.**

185 a. As provided in the Act and in the Articles of Incorporation, the Corporation is, for
186 the purposes of the Texas Tort Claims Act (Subchapter A, Chapter 101, Texas Civil Practices and
187 Remedies Code), a governmental unit and its actions are governmental functions.

188 b. The Corporation shall indemnify each and every member of the Board, its officers,
189 and its employees, and each member of the Council and each employee of the City, to the fullest
190 extent permitted by law, against any and all liability or expense, including attorney's fees, incurred
191 by any of such persons by reason of any actions or omissions that may rise out of the functions
192 and activities of the Corporation.

193 ~~Section 2.9~~ **Section 2.11 Committees of the Board.** The Board may, by resolution,
194 designate two (2) or more directors to constitute an official committee of the Board to exercise
195 such authority of the Board ~~as may be specified in the resolution.~~ Such committees shall have the
196 powers, duties, and responsibilities established by the Board. It is provided, however, that all final,
197 official actions of the Corporation may be exercised only by the Board. Each committee so
198 designated shall keep regular minutes of the transactions of its meetings and shall cause such
199 minutes to be recorded in books kept for that purpose in the principal office of the Corporation, and
200 shall provide a copy upon request.

201 ~~Section 2.10~~ **Other Committees.** ~~The Board shall appoint a compliance committee and~~
202 ~~may appoint certain other committees, all in an advisory capacity to the Board. The following~~
203 ~~committees are specifically described as well as specific rules applicable to such committees.~~

204 **Section 2.12 Compliance Committee.** - The Board hereby appoints a compliance
205 committee which ~~This committee~~ shall be responsible for reviewing the qualifications of all
206 applicants, as well as their proposals, and also reviewing all agreements between the Corporation
207 and any beneficiary to ~~make sure of~~ ensure compliance with its bylaws, except as otherwise
208 hereafter provided.

209 a. Ten (10) members shall be appointed by the Board to the Compliance Committee
210 and a quorum shall constitute four (4) committee members. The Compliance Committee shall also
211 include four (4) non-voting *ex-officio* members that shall include one Councilmember selected by
212 the City Council, one (1) representative_ each from the Black Chamber of Commerce, Odessa
213 Chamber of Commerce, and Odessa Hispanic Chamber of Commerce, as appointed by each entity.
214 These non-voting *ex-officio* members shall not have the power to vote in the meetings attended,
215 shall not be counted for purposes of verifying a quorum., and shall be for the purpose of ensuring
216 that information is accurately communicated to the Council, the Chambers, and to promote
217 cooperation in achieving the goals and objectives of economic development of the Odessa area
218 and _____ community.
219 DISCUSSION TO ADD 2 ODC AS EX OFFICIO, bringing total to 6 ex officio.

220 b. ~~There should be~~ Written policies or guidelines shall be in place to give direction
221 to the Economic Development Department of the Chamber of Commerce (“EDD”) and to provide
222 procedures for processing applications. ~~Further, pPolicies should~~ shall also be in place to provide
223 for the Compliance Ceommittee to make recommendations to the ODC Board regarding
224 eligibility, required number of jobs, payroll, investment, economic development incentives,
225 economic impact on the community, financial ability of the applicant and feasibility of applicant’s
226 business plan. The policies shall be prepared by the committee and submitted to the Board for
227 final approval. The policies shall be reviewed by the committee on an annual basis.

228 c. A majority of the committee members shall have experience in commercial
229 banking, lending, accounting, insurance or law. This committee shall be comprised of people who
230 would be willing to volunteer their time in an advisory capacity to the Board.

231 **Section 2.13 Downtown Odessa, Inc., Design Committee**

232 a. ~~ODC does not appoint committee members to the Downtown Odessa, Inc. Board,~~
233 but ODC does approve funding for ~~DOI grants~~Downtown Odessa, Inc. Façade and Infrastructure
234 Grant Applications.

235 a. _____

236 b. The Design Committee is made up of one (1) ODC board member, one (1) member
237 of the City Council, and the Mayor of the City of Odessa.

238 c. ~~Applicants for Downtown Odessa, Inc. façade and infrastructure grants that have~~
239 ~~received a recommendation from the Downtown Odessa, Inc. Design Committee shall not be~~
240 ~~required to obtain a recommendation from the Compliance Committee.~~

241 **Section 2.14 Advertising Committee** – The Board may appoint a committee to review
242 the plans of the entity conducting advertising on behalf of the Odessa Development Corporation
243 as well as make suggestions for future advertising plans. The Committee shall be appointed by the
244 Board and shall be made up of two (2) members of the Board.

245 ~~Section 2.11~~ **Section 2.15 Budget, Finance and Audit Committee.** – The Board may
246 appoint a Budget, Finance, and Audit Committee. This committee, if appointed, which would have
247 the responsibility of working with the Board in the formation and promotion of the annual budget
248 of the Ceorporation. This committee would also monitor all budget expenditures and investments
249 of the Ceorporation. Eight (8) members shall be appointed by the Board to the Budget, Finance
250 and Audit Committee and a quorum constitute four (4) committee members.
251

252 ~~Section 2.12~~Section 2.16 **Committee for Business Retention and Expansion.** ~~— The~~
253 ~~Board may appoint a Committee for Business Retention and Expansion, which~~This committee, if
254 ~~appointed,~~ would work with the directors of the Corporation to keep them informed of all
255 development and activities concerning business retention and expansion. At least five (5) members
256 shall be appointed by the Board to said committee and a quorum shall consist of at least one-half
257 of its members.

258 ~~Section 2.13~~Section 2.17 **Committee for New Business Attraction and**
259 **Recruitment.** ~~— The Board may appoint a Committee for New Business Attraction and~~
260 ~~Recruitment. This committee, if appointed, which~~ would work with the Corporation's Board and
261 keep them informed of all developments and activities concerning business attraction and
262 recruitment. At least five (5) members shall be appointed by the Board to said committee and a
263 quorum shall consist of at least one-half of its members.

264 Section 2.9 **Compensation of Directors.** ~~Directors shall not receive any salary or~~
265 ~~compensation for their services as directors. However, they shall be reimbursed for their actual~~
266 ~~expenses incurred in the performance of their duties hereunder as prescribed in Article IV, Section~~
267 ~~8. herein.~~

268 Section 2.18 ~~Board Member~~Committee Member Duties

269 a. It is important that all committee members be actively involved in the affairs of
270 their committee, and that their attendance at committee meetings be excellent, and that they are
271 receptive to any other forms of communication. TheyCommittee members should also be
272 available for sSpecial Mmeetings, if necessary. and receptive to any other form of communication.

273 b. The following rules shall apply to all committees:

274 (i) If a member misses more than three (3) consecutively called meetings
275 without an excuse, —the Board may dismiss that member by appointing a new
276 member for that position for the remainder of the unexpired term.

277 (ii) The City Secretary shall draw lots for all of the existing committee members
278 so that one-half shall draw two-year terms and one-half shall draw one-year terms.
279 After such initial term, all members shall serve two-year terms.

280 (iii) Committee members are restricted to no more than three (3) consecutive
281 terms. Time served prior to the initial term described above shall not be considered
282 in the application of this restriction.

283 (iv) The Committee ~~chairmen~~chairperson shall be appointed by the committees
284 for a one-year term. The existing ~~chairmen~~chairperson shall continue to serve for
285 the first one-year term.

286 (v) Committee members shall continue to serve until their successor is
287 appointed unless they resign or unless removed by the Board. A person appointed
288 to continue a term shall serve until that term is completed and is eligible for
289 reappointment. Time served in a partial term shall not be counted when interpreting
290 the two-term restriction.

291 (vi) A term is assigned to each committee member for the purpose of
292 determining when the appointment should be reconsidered and not to confer any
293 official status to the committee member.-.

294 (vii) All committee members are at-will and their services are advisory to the
295 ODC Board.

296 (i) Ten members shall be appointed by the ODC Board to the Compliance
297 Committee and a quorum shall be four. Eight members shall be appointed by the
298 ODC Board to the Budget, Finance and Audit Committee and a quorum shall be
299 four. Any other standing committee, shall consist of at least five appointed
300 members and a quorum shall consist of one half of its members.

301 ARTICLE III
302 OFFICERS
303

304 Section 3.1 **Titles and Term of Office.**

305 a. The appointed officers of the Corporation shall be a President, a Vice President,
306 a Secretary and a Treasurer, and such other officers as the Board may from time to time elect or
307 appoint. One person may hold more than one office, except that the President shall not hold the
308 office of Secretary. Terms of office shall be for one (1) year to commence as soon as possible
309 each year after the director appointments are made by the City Council. Any officer may be
310 reelected or reappointed by the Board-. The President, each Vice President, and any assistant
311 secretaries shall be named from among the members of the Board. The Treasurer, as the City
312 Manager's designee, and Secretary shall be employees of the City.

313 b. All officers shall be subject to removal from office at any time by a vote of a
314 majority of the entire Board.

315 c. A vacancy in the office of any officer shall be filled by a vote of a majority of the
316 directors, for the unexpired portion of the term of that office.-

317 Section 3.2 **Powers and Duties of the President.** The president shall be the chief
318 executive officer of the Corporation, and, subject to the paramount authority of the Board, the
319 president shall be in general charge of the properties and affairs of the Corporation, shall preside
320 at all meetings of the Board, and may sign and execute all contracts, conveyances, franchises,
321 bonds, deeds, assignments, mortgages, notes and other instruments in the name of the Corporation.

322 Section 3.3 **Powers and Duties of the Vice President.** The vice president shall have
323 such powers and duties as may be prescribed by the Board and shall exercise the powers of the
324 president during that officer's absence or inability to act. Any action taken by the vice president
325 in the performance of the duties of the president shall be conclusive evidence of the absence or
326 inability to act of the president at the time such action was taken.

327 Section 3.4 **Powers and Duties of the Treasurer.** The treasurer shall have the
328 responsibility to see to the handling, custody, and security of all funds and securities of the
329 Corporation in accordance with these bylaws. When necessary or proper, the treasurer may
330 endorse and sign, on behalf of the corporation, for collection or issuance, checks, notes and other
331 obligations in or drawn upon such bank or banks or depositories as shall be designated by the
332 Board consistent with these bylaws. The treasurer shall see to the entry in the books of the

333 Corporation full and accurate accounts of all monies received and paid out on account of the
334 corporation. The treasurer shall, at the expense of the Corporation, give such bond for the faithful
335 discharge of his or her duties in such form and amount as the Board or Council may require.

336 Section 3.5 **Powers and Duties of the Secretary.** The secretary shall keep the minutes
337 of all meetings of the Board in books provided for that purpose, shall give and serve all notices,
338 may sign with the president in the name of the Corporation, and/or attest the signature thereto, all
339 contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other
340 instruments of the Corporation, shall have charge of the corporate books, records, documents and
341 instruments, except the books of account and financial records and securities, and such other books
342 and papers as the Board may direct, all of which shall at all reasonable times be open to public
343 inspection upon application at the office of the Corporation during business hours, and shall in
344 general perform all duties incident to the office of secretary subject to the control of the Board.
345 The secretary of the Corporation shall act as secretary of all meetings of the Board, but in the
346 absence of the secretary, the presiding officer may appoint any person to act as secretary of the
347 meeting.

348 Section 3.6 ~~**Appointment.** The Ppresident, each Vice Ppresident, and any the~~
349 ~~secretaryassistant secretaries shall be named from among the members of the Bboard. The~~
350 ~~Ttreasurer, as the City Manager's designee, and any assistant Ssecretaryies may, at the option of~~
351 ~~the Board, shall be persons other than members of the Board, but they may be employees of the~~
352 ~~City. ??MOVE TO 3.1.a???~~

353 Section 3.7Section 3.6**Compensation.** Officers who are members of the Board shall not
354 receive any salary or compensation for their services, except that they shall be reimbursed for their
355 actual expenses incurred in the performance of their duties hereunder as prescribed in Article IV,
356 Section 8. Other officers may be compensated as directed by the Board.

357 ARTICLE IV
358 FUNCTIONAL CORPORATED DUTIES AND REQUIREMENTS
359

360 Section 4.1 **General Development Plan.**

361 a. The Board shall research, develop, prepare, and submit to the City Council for its
362 approval, an economic development plan for the City, which shall include proposed methods and
363 the expected costs of implementation. The plan shall include both short-term and long-term goals
364 for the economic development of the city, proposed methods for the elimination of unemployment
365 and underemployment, and the promotion of employment, through the expansion and development
366 of a sound industrial and manufacturing base for and within the City.

367 b. The Board shall review and update the plan each year prior to submission of the
368 annual budget required by other provisions of these bylaws.

369 Section 4.2 **Annual Corporate Budget.** At least sixty (60) days prior to the
370 commencement of each fiscal year of the Corporation, the Board shall adopt a proposed budget of
371 expected revenues and proposed expenditures for the next ensuing fiscal year. The budget shall
372 contain such classifications and shall be in such form as may be prescribed from time to time by
373 the Council. The budget shall not be effective until the same has been approved by the Council.

374 The Budget Workshop Meeting(s) shall may be held each year and shall be scheduled at
375 least one (1) month in advance starting by July of each year, without the necessity of notice to the
376 directors except for posting as required by the Open Meetings Act.

377 .

378 **Books, Records, Audits.**

379 a. The Corporation shall keep and properly maintain, in accordance with generally
380 accepted accounting principles, complete books, records, accounts, and financial statements
381 pertaining to its corporate funds, activities, and affairs.

382 b. At the direction of the Council, the books, records, accounts, and financial
383 statements of the Corporation may be maintained for the Corporation by the accountants, staff and
384 personnel of the City. In such event, the Corporation shall pay to the City reasonable compensation
385 for such services.

386 c. The Corporation, or the City if the option described in subsection (b) is selected,
387 shall cause its books, records, accounts, and financial statements to be audited at least once each
388 fiscal year by an outside, independent, auditing and accounting firm selected by the Corporation
389 and approved by the Council. Such audit shall be at the expense of the Corporation.

390 Section 4.3 **Deposit and Investment of Corporate Funds.**

391 a. All proceeds from the issuance of bonds, notes, or other debt instruments
392 (“Obligations”) issued by the Corporation shall be deposited and invested as provided in the
393 resolution, order, indenture, or other documents authorizing or relating to their issuance.

394 b. All other monies of the Corporation shall be deposited, secured and/or invested in
395 the manner provided for the deposit, security, and/or investment of the public funds of a City. The
396 Board shall designate the accounts and depositories to be created and designated for such purposes,
397 and the methods of withdrawal of funds therefrom for use by and for the purposes of the
398 Corporation upon the signature of its Treasurer and such other persons as the Board shall
399 designate. The accounts, reconciliation, and investment of such funds and accounts shall be
400 performed by the Department of Finance of the City. The Corporation shall pay reasonable
401 compensation for such services to the City.

402 Section 4.4 **Expenditures of Corporate Money.**

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

408 (i) Expenditures from the proceeds of Obligations shall be identified and
409 described in the orders, resolutions, indentures, or other agreements submitted to
410 and approved by the City Council prior to the sale and delivery of the Obligations
411 to the purchasers thereof required by Section 6 of this Article;

412 (ii) Expenditures that may be made from a fund created with the proceeds of
413 Obligations, and expenditures of monies derived from sources other than the

414 proceeds of Obligations may be used for the purposes of financing or otherwise
415 providing one or more “Projects,” as defined in the Act. The specific expenditures
416 shall be described in a resolution or order of the Board and shall be made only after
417 the approval thereof by the City Council. However, with the approval of general
418 guidelines by the City Council and the Board, micro loans may be approved by a
419 separate Board or Committee.

420 (iii) All other proposed expenditures shall be made in accordance with and shall
421 be set forth in the annual budget required herein.~~by Section 2 of this Article.~~

422 Section 4.5 **Issuance for Obligations.** No Obligations, including refunding
423 Obligations, shall be sold and delivered by the Corporation unless the Council shall approve such
424 Obligations by action taken no more than 60 days prior to the date of sale of the Obligations.

425 Section 4.6 **Contracts.** All economic development funds expended for the purpose of
426 encouraging economic development shall satisfy the following requirements:

427 a. Must be predominantly for the public purpose of the development and
428 diversification of the economy of the City of Odessa.

429 b. There must be sufficient assurance, by contractual or statutory obligations, and
430 through continuing supervision by the City of Odessa or others that the public purpose will be
431 accomplished.

432 c. There must be sufficient protection for the handling of the public money.

433 d. There must be adequate consideration received for the payment of economic
434 development funds.

435 e. The purposes to be accomplished in each contract must be identified and must
436 further identify by written provisions the amount of funds to be expended, the benefits to be
437 received, such as new jobs or new investment in the City of Odessa, and must further specify the
438 required period of time for providing the benefits.

439 f. In the event that the specific purposes of the contract are not accomplished, the
440 contract shall include provisions to require reimbursement of the economic development fund by
441 the company.

442 Section 4.7 **Reimbursement of Expenses.** Directors shall not receive any salary or
443 compensation for their services as directors or officers. However, Anyany expenses of ~~officers,~~
444 directors, officers or employees shall be reimbursed pursuant to the policies of the City of Odessa
445 and there may be no public expenditure or reimbursement with public funds for alcohol.

446 ARTICLE V
447 MISCELLANEOUS PROVISIONS
448

449 ~~Section 5.1~~ **Principal Office.** ~~(a) The principal office and the registered office of the~~
450 ~~corporation shall be the registered office of the Corporation specified in the Articles of~~
451 ~~Incorporation.~~

452 ~~Section 5.2~~ **Section 5.1 Fiscal Year.** The fiscal year of the Corporation shall be the same as
453 the fiscal year of the City, currently beginning on October 1 of each calendar year and ending on

454 September 30 of the following calendar year, as set out in Article V, Section 72 of the Home Rule
455 Charter.

456 ~~Section 5.3~~Section 5.2 Seal. The seal of the Corporation shall be as determined by the
457 Board.

458 ~~Section 5.4~~ Resignations. ~~Any director or officer may resign at any time. Such~~
459 ~~resignation shall be made in writing and shall take effect at the time specified therein, or, if no~~
460 ~~time be specified, at the time of its receipt by the president or secretary. The acceptance of a~~
461 ~~resignation shall not be necessary to make it effective, unless expressly so provided in the~~
462 ~~resignation.~~

463 ~~Section 5.5~~Section 5.3 Approval or Advice and Consent of the Council. To the extent
464 that these bylaws refer to any approval by the City or refer to advice and consent by the Council,
465 such advice and consent shall be evidenced by a ~~certified~~ copy of a resolution, order or motion
466 duly adopted by the Council.

467 ~~Section 5.6~~Section 5.4 Services of City Staff and Officers. Subject to the authority of the
468 City Manager under the Charter of the city, the Corporation shall have the right to utilize the
469 services of the City Attorney, the City Secretary, and the staff and employees of the Finance
470 Department of the city, provided (i) that the Corporation shall pay reasonable compensation to the
471 City for such services, and (ii) the performance of such services does not materially interfere with
472 the other duties of such personnel of the City.

473 ~~Section 5.7~~ Indemnification of Directors, Officers and Employees.

474 a. ~~As provided in the Act and in the Articles of Incorporation, the Corporation is, for~~
475 ~~the purposes of the Texas Tort Claims Act (Subchapter A, Chapter 101, Texas Civil Practices and~~
476 ~~Remedies Code), a governmental unit and its actions are governmental functions.~~

477 b. ~~The Corporation shall indemnify each and every member of the Board, its officers,~~
478 ~~and its employees, and each member of the Council and each employee of the City, to the fullest~~
479 ~~extent permitted by law, against any and all liability or expense, including attorneys fees, incurred~~
480 ~~by any of such persons by reason of any actions or omissions that may rise out of the functions~~
481 ~~and activities of the Corporation.~~

482 ARTICLE VI
483 EFFECTIVE DATE, AMENDMENTS

484
485 Section 6.1 Effective Date. These bylaws shall become effective upon the occurrence
486 of the following events:

487 a. The approval of these bylaws by the Board.

488 a.b. The approval of these bylaws by the City Council; and

489 Section 6.2 Amendments to Articles of Incorporation and Bylaws. The Articles of
490 Incorporation of the Corporation and these bylaws may be amended only in the manner provided
491 in the Articles of Incorporation and the Act.

492 Approved: 12/9/1997

493 Amended: 9/8/1998
494 Amended: 5/11/1999
495 Amended: 4/13/2004
496 Amended: 1/25/2011
497 Amended: 2/23/2016
498 Amended: 10/24/2017
499 Amended: _____
500

City of Odessa

By: _____
David R. Turner, Mayor
Approved: _____, 2019

ATTEST:

Norma Aguilar-Grimaldo, City Secretary

APPROVED AS TO FORM:

Natasha L. Brooks, City Attorney

Odessa Development Corporation

By: _____
Betsy Triplett-Hurt, President
Approved: _____, 2019

ATTEST:

Norma Aguilar-Grimaldo, City Secretary as
Assistant Secretary to Board

501
502

1 BYLAWS OF
2 ODESSA DEVELOPMENT
3 CORPORATION
4

5 ARTICLE I
6 PURPOSE AND POWERS
7

8 Section 1.1 **Purpose.** The Corporation is incorporated for the purposes set forth in
9 Article IV of its Articles of Incorporation, the same to be accomplished on behalf of the City of
10 Odessa, Texas (the “City”) as its duly constituted authority and instrumentality in accordance with
11 the Development Corporation Act, as amended, Chapters 501-507, Local Government Code, as
12 amended, (the “Act”), and other applicable laws.

13 Section 1.2 **Powers.** In the fulfillment of the corporate purpose, the Corporation shall
14 be a Type A organization governed by the Act, and shall have all of the powers set forth and
15 conferred in its Articles of Incorporation, in the Act, and in other applicable law, subject to the
16 limitations prescribed therein and herein and to the provisions thereof and hereof.

17 Section 1.3 **Registered Office and Registered Agent.** The Corporation shall have and
18 continuously maintain in the State of Texas a registered office and a registered agent whose office
19 is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The
20 Registered Agent for the Corporation shall be the City Manager, subject that the Board of Directors
21 from time to time, may change the registered agent and/or the address of the registered office,
22 subject to City Council approval, provided that such change is appropriately reflected in the
23 Bylaws.

24 The registered office of the Corporation is located at 411 W. 8th Street, Odessa, 79760,
25 Ector County, Texas, and at such address is the Corporation, whose mailing address is 411 W. 8th
26 Street, Odessa, 79760, Ector County, Texas.

27 Section 1.4 **Principal Office.** The principal office of the Corporation in shall be located
28 at 411 W. 8th Street, City of Odessa, Ector County, and it shall be identical with the registered
29 office of the Corporation.

30 ARTICLE II
31 BOARD OF DIRECTORS
32

33 Section 2.1 **Powers.** The property and affairs of the Corporation shall be managed and
34 controlled by a Board of Directors (the “Board”) and, subject to the restrictions imposed by law,
35 by the Articles of Incorporation, and by these bylaws, the Board shall exercise all of the powers of
36 the Corporation.

37 Section 2.2 **Number and Terms of Office.**

38 a. The Board shall consist of five (5) directors, to be appointed by City Council in
39 accordance with the Act and the City’s Home-Rule Charter, as each may be amended, with the
40 Mayor or City Councilmember designee as a sixth (6) ex-officio member. The Mayor or designee
41 shall not have the power to vote in the meetings attended, shall not be counted for purposes
42 verifying a quorum, and shall be for the purpose of ensuring that information is accurately

43 communicated to the Council, the Chambers, and to promote cooperation in achieving the goals
44 and objectives of economic development of the Odessa area and community.

45 b. The term of all directors shall be two (2) years and the term shall start on January
46 1. Since there are five directors, any of the six Councilmembers may nominate a director, subject
47 to the City Council, as a group, voting on the directors. However, the City Council may vary
48 specific director terms in order to maintain a board with staggered terms. HOW TO ADDRESS
49 SOLICITATIONS OF APPLICATIONS?

50 A person may be appointed for three (3) successive terms. Directors shall continue to hold
51 office until their replacement has been appointed. A person appointed after the expiration of a term
52 shall hold office for the remainder of the term or until their successor is appointed.

53 c. Directors may be removed from office by the City Council at will. Additionally, any
54 director is automatically removed from office that director is absent in excess of fifty (50) percent
55 of all Regular Meetings during a twelve-month period. The Council will be free to appoint a person
56 immediately to fill the vacated position.

57 d. Any director may resign at any time. Such resignation shall be made in writing and shall
58 take effect at the time specified therein, or, if no time be specified, at the time of its receipt
59 by the president or secretary. The acceptance of a resignation shall not be necessary to
60 make it effective, unless expressly so provided in the resignation.

61 e. Any vacancy occurring upon the Board of Directors shall be filled for the unexpired term
62 by the City Council.

63 f.- The Mayor of the City of Odessa is to be a non-voting *ex officio* member of the
64 Board of Directors, and may attend all meetings of the Board. The Mayor may cause City
65 staff to provide assistance and administrative support to the Board, as needed and by
66 contractual agreement.

67 Section 2.3 **Qualifications.**

68 a. The Council shall consider an individual's experience, accomplishments and
69 educational background in appointing Directors to ensure that the interests and concerns of all
70 segments of the community are considered. Each director shall have one of the following
71 qualifications: (i) serve, or have served, as chief executive officer of a company; or (ii) serve, or
72 have served, in a position of executive management of a company; or (iii) serve, or have served,
73 in a professional capacity; or (iv) have experience equivalent to any of the above qualifications; or
74 (v) have served on the Compliance Committee.

75 b. The persons appointed director shall also be subject to the following qualifications:
76 (i) be a resident of the City of Odessa, or be a resident of Ector County, or in the absence of said
77 residency requirements, ???be approved unanimously by the Council; (ii) be a person of
78 upstanding moral values; and (iii) be a person committed to making Odessa a better place, through
79 economic development and the creation or retention of new jobs.

80 c. The Council, in their appointment of directors, shall be subject to nepotism laws.
81 No Councilmember may appoint a person who is related to either the Mayor or any of the
82 Councilmembers within the prohibited degrees of relationship.

83

84 Section 2.4 **Meetings of Directors.** The directors may hold their meetings at such place
85 or places in the City as the Board may from time to time determine; provided, however, in the
86 absence of any such determination by the Board, the meetings shall be held at the principal office
87 of the Corporation, located at 411 W. 8th Street in Odessa, Ector County, Texas.

88 Section 2.5 **Notice of Meetings.**

89 a. The regularly scheduled monthly meetings (“Regular Meetings”) of the Board shall
90 be held without the necessity of notice to the directors except for posting as required by the Open
91 Meetings Act. The Regular Meetings are the second Thursday of each month at 2:00 P.M.

92 b. Special Meetings of the Board may be called by the president, by the secretary, by
93 a majority of the directors, by the Mayor of the City, or by a majority of the Council. The secretary
94 shall give notice to each director of each Special Meeting in person or by mail, telephone, or e-
95 mail, at least seventy-two (72) hours before the meeting and by posting in compliance with the
96 Open Meetings Law. Unless otherwise indicated in the notice thereof, any and all matters
97 pertaining to the purposes of the Corporation may be considered and acted upon at a Special
98 Meeting. At any meeting at which every director shall be present, even though without any notice,
99 any matter pertaining to the purpose of the Corporation may be considered and acted upon
100 consistent with applicable law.

101 c. Whenever any notice is required to be given to the Board, said notice shall be
102 deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid
103 wrapper addressed to the person entitled thereto at his or her post office address as it appears on
104 the books of the Corporation, or by facsimile or e-mail address designated by the director, and
105 such notice shall be deemed to have been given on the day of such mailing. Attendance of a
106 director at a meeting shall constitute a waiver of notice of such meeting, except where a director
107 attends a meeting for the express purpose of objecting to the transaction of any business on the
108 grounds that the meeting is not lawfully called or convened. Neither the business to be transacted
109 at, nor the purpose of, any Regular or Special Meeting of the Board need be specified in the notice
110 or waiver of notice of such meeting to the Director, unless required by the Board. A waiver of
111 notice in writing, signed by the person or persons entitled to said notice, whether before or after
112 the time stated therein, shall be deemed equivalent to the giving of such notice.

113 Section 2.6 **Open Meetings Act.** All meetings and deliberations of the Board shall be
114 called, convened, held, and conducted, and notice shall be given to the public, in accordance with
115 the Texas Open Meetings Act, Chapter 551, Texas Government Code, as amended.

116 Section 2.7 **Quorum.** A majority of the voting directors shall constitute a quorum for
117 the conduct of the official business of the Corporation. The act of a majority of the directors
118 present at a meeting at which a quorum is in attendance shall constitute the act of the Board and
119 of the Corporation, unless the act of a greater number is required by law or by these bylaws.

120 Section 2.8 **Conduct of Business.**

121 At the meetings of the Board, matters pertaining to the business of the Corporation shall
122 be considered in accordance with rules of procedure as from time to time prescribed by the Board.

123 Section 2.9 **Standards of Conduct.** Directors shall not:

124 a. Accept or solicit a benefit that might reasonably tend to influence the director in
125 the discharge of the director's official duties.

126 b. Use the director's official position to secure special privileges or exemptions for
127 the directors or others.

128 c. Disclose information that could adversely affect the property or affairs of the City
129 or Board, or directly or indirectly, use any information understood to be confidential which was
130 gained by reason of the director's position or employment for the director's own personal gain or
131 benefit or for the private interest of others.

132 d. Transact any business on behalf of the Board or City in the director's official
133 capacity with any business entity in which the director is an officer, agent or member, or in which
134 the director has a family direct interest, as defined by the nepotism law of the state, or a direct
135 financial interest. In the event that such a circumstance should arise then the director shall make
136 known the director's interest to the Board and the City Council and abstain from all further actions
137 on that item. No economic development funds shall be used for any contract in which such a
138 conflict of interest exist without the approval of the City Council.

139 Section 2.10 **Indemnification of Directors, Officers and Employees.**

140 a. As provided in the Act and in the Articles of Incorporation, the Corporation is, for
141 the purposes of the Texas Tort Claims Act (Subchapter A, Chapter 101, Texas Civil Practices and
142 Remedies Code), a governmental unit and its actions are governmental functions.

143 b. The Corporation shall indemnify each and every member of the Board, its officers,
144 and its employees, and each member of the Council and each employee of the City, to the fullest
145 extent permitted by law, against any and all liability or expense, including attorney's fees, incurred
146 by any of such persons by reason of any actions or omissions that may rise out of the functions
147 and activities of the Corporation.

148 Section 2.11 **Committees of the Board.** The Board may, by resolution, designate two
149 (2) or more directors to constitute an official committee of the Board to exercise such authority of
150 the Board.. Such committees shall have the powers, duties, and responsibilities established by the
151 Board. It is provided, however, that all final, official actions of the Corporation may be exercised
152 only by the Board. Each committee so designated shall keep regular minutes of the transactions
153 of its meetings and shall provide a copy upon request.

154 Section 2.12 **Compliance Committee.** The Board hereby appoints a compliance
155 committee which shall be responsible for reviewing the qualifications of all applicants, as well as
156 their proposals, and also reviewing all agreements between the Corporation and any beneficiary to
157 ensure compliance with its bylaws, except as otherwise hereafter provided.

158 a. Ten (10) members shall be appointed by the Board to the Compliance Committee
159 and a quorum shall constitute four (4) committee members. The Committee shall also include four
160 (4) non-voting *ex-officio* members that shall include one Councilmember selected by the City
161 Council, one (1) representative each from the Black Chamber of Commerce, Odessa Chamber of
162 Commerce, and Odessa Hispanic Chamber of Commerce, as appointed by each entity. These non-
163 voting *ex-officio* members shall not have the power to vote in the meetings attended, shall not be
164 counted for purposes of verifying a quorum, and shall be for the purpose of ensuring that
165 information is accurately communicated to the Council, the Chambers, and to promote cooperation

166 in achieving the goals and objectives of economic development of the Odessa area and community.
167 DISCUSSION TO ADD 2 ODC AS EX OFFICIO, bringing total to 6 ex officio.

168 b. Written policies or guidelines shall be in place to give direction to the Economic
169 Development Department of the Chamber of Commerce (“EDD”) and to provide procedures for
170 processing applications. Further, policies shall also be in place to provide for the Compliance
171 Committee to make recommendations to the ODC Board regarding eligibility, required number of
172 jobs, payroll, investment, economic development incentives, economic impact on the community,
173 financial ability of the applicant and feasibility of applicant’s business plan. The policies shall be
174 prepared by the committee and submitted to the Board for final approval. The policies shall be
175 reviewed by the committee on an annual basis.

176 c. A majority of the committee members shall have experience in commercial
177 banking, lending, accounting, insurance or law. This committee shall be comprised of people who
178 would be willing to volunteer their time in an advisory capacity to the Board.

179 Section 2.13 **Downtown Odessa, Inc., Design Committee**

180 a. ODC does not appoint committee members to the Downtown Odessa, Inc. Board,
181 but ODC does approve funding for Downtown Odessa, Inc. Façade and Infrastructure Grant
182 Applications.

183 b. The Design Committee is made up of one (1) ODC board member, one (1) member
184 of the City Council, and the Mayor of the City of Odessa.

185 c. Applicants for Downtown Odessa, Inc. façade and infrastructure grants that have
186 received a recommendation from the Downtown Odessa, Inc. Design Committee shall not be
187 required to obtain a recommendation from the Compliance Committee.

188 Section 2.14 **Advertising Committee** – The Board may appoint a committee to review
189 the plans of the entity conducting advertising on behalf of the Odessa Development Corporation
190 as well as make suggestions for future advertising plans. The Committee shall be appointed by the
191 Board and shall be made up of two (2) members of the Board.

192 Section 2.15 **Budget, Finance and Audit Committee.** The Board may appoint a
193 Budget, Finance, and Audit Committee, which would have the responsibility of working with the
194 Board in the formation and promotion of the annual budget of the Corporation. This committee
195 would also monitor all budget expenditures and investments of the Corporation. Eight (8) members
196 shall be appointed by the Board to the Budget, Finance and Audit Committee and a quorum
197 constitute four (4) committee members.

199 Section 2.16 **Committee for Business Retention and Expansion.** The Board may
200 appoint a Committee for Business Retention and Expansion, which would work with the directors
201 of the Corporation to keep them informed of all development and activities concerning business
202 retention and expansion. At least five (5) members shall be appointed by the Board to said
203 committee and a quorum shall consist of at least one-half of its members.

204 Section 2.17 **Committee for New Business Attraction and Recruitment.** The Board
205 may appoint a Committee for New Business Attraction and Recruitment, which would work with
206 the Corporation’s Board and keep them informed of all developments and activities concerning

207 business attraction and recruitment. At least five (5) members shall be appointed by the Board to
208 said committee and a quorum shall consist of at least one-half of its members.

209 Section 2.9

210 Section 2.18 Committee Member Duties

211 a. It is important that all committee members be actively involved in the affairs of
212 their committee, that attendance at committee meetings be excellent, and that they are receptive
213 to any other forms of communication. Committee members should also be available for Special
214 Meetings, if necessary..

215 b. The following rules shall apply to all committees:

216 (i) If a member misses more than three (3) consecutively called meetings
217 without an excuse, the Board may dismiss that member by appointing a new
218 member for that position for the remainder of the unexpired term.

219 (ii) The City Secretary shall draw lots for all of the existing committee members
220 so that one-half shall draw two-year terms and one-half shall draw one-year terms.
221 After such initial term, all members shall serve two-year terms.

222 (iii) Committee members are restricted to no more than three (3) consecutive
223 terms. Time served prior to the initial term described above shall not be considered
224 in the application of this restriction.

225 (iv) The Committee chairperson shall be appointed by the committees for a one-
226 year term. The existing chairperson shall continue to serve for the first one-year
227 term.

228 (v) Committee members shall continue to serve until their successor is
229 appointed unless they resign or unless removed by the Board. A person appointed
230 to continue a term shall serve until that term is completed and is eligible for
231 reappointment. Time served in a partial term shall not be counted when interpreting
232 the two-term restriction.

233 (vi) A term is assigned to each committee member for the purpose of
234 determining when the appointment should be reconsidered and not to confer any
235 official status to the committee member.

236 (vii) All committee members are at-will and their services are advisory to the
237 ODC Board.

238 ARTICLE III
239 OFFICERS

240
241 Section 3.1 Titles and Term of Office.

242 a. The appointed officers of the Corporation shall be a President, a Vice President, a
243 Secretary and a Treasurer, and such other officers as the Board may from time to time elect or
244 appoint. One person may hold more than one office, except that the President shall not hold the
245 office of Secretary. Terms of office shall be for one (1) year to commence as soon as possible

246 each year after the director appointments are made by the City Council. Any officer may be
247 reelected or reappointed by the Board. The President, each Vice President, and any assistant
248 secretaries shall be named from among the members of the Board. The Treasurer, as the City
249 Manager's designee, and Secretary shall be employees of the City.

250 b. All officers shall be subject to removal from office at any time by a vote of a
251 majority of the entire Board.

252 c. A vacancy in the office of any officer shall be filled by a vote of a majority of the
253 directors, for the unexpired portion of the term of that office.

254 Section 3.2 **Powers and Duties of the President.** The president shall be the chief
255 executive officer of the Corporation, and, subject to the paramount authority of the Board, the
256 president shall be in general charge of the properties and affairs of the Corporation, shall preside
257 at all meetings of the Board, and may sign and execute all contracts, conveyances, franchises,
258 bonds, deeds, assignments, mortgages, notes and other instruments in the name of the Corporation.

259 Section 3.3 **Powers and Duties of the Vice President.** The vice president shall have
260 such powers and duties as may be prescribed by the Board and shall exercise the powers of the
261 president during that officer's absence or inability to act. Any action taken by the vice president
262 in the performance of the duties of the president shall be conclusive evidence of the absence or
263 inability to act of the president at the time such action was taken.

264 Section 3.4 **Powers and Duties of the Treasurer.** The treasurer shall have the
265 responsibility to see to the handling, custody, and security of all funds and securities of the
266 Corporation in accordance with these bylaws. When necessary or proper, the treasurer may
267 endorse and sign, on behalf of the corporation, for collection or issuance, checks, notes and other
268 obligations in or drawn upon such bank or banks or depositories as shall be designated by the
269 Board consistent with these bylaws. The treasurer shall see to the entry in the books of the
270 Corporation full and accurate accounts of all monies received and paid out on account of the
271 corporation. The treasurer shall, at the expense of the Corporation, give such bond for the faithful
272 discharge of his or her duties in such form and amount as the Board or Council may require.

273 Section 3.5 **Powers and Duties of the Secretary.** The secretary shall keep the minutes
274 of all meetings of the Board in books provided for that purpose, shall give and serve all notices,
275 may sign with the president in the name of the Corporation, and/or attest the signature thereto, all
276 contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other
277 instruments of the Corporation, shall have charge of the corporate books, records, documents and
278 instruments, except the books of account and financial records and securities, and such other books
279 and papers as the Board may direct, all of which shall at all reasonable times be open to public
280 inspection upon application at the office of the Corporation during business hours, and shall in
281 general perform all duties incident to the office of secretary subject to the control of the Board.
282 The secretary of the Corporation shall act as secretary of all meetings of the Board, but in the
283 absence of the secretary, the presiding officer may appoint any person to act as secretary of the
284 meeting.

285 Section 3.6 **Compensation.** Officers who are members of the Board shall not receive
286 any salary or compensation for their services, except that they shall be reimbursed for their actual
287 expenses incurred in the performance of their duties hereunder as prescribed in Article IV, Section
288 8. Other officers may be compensated as directed by the Board.

289 ARTICLE IV
290 FUNCTIONAL CORPORATED DUTIES AND REQUIREMENTS
291

292 Section 4.1 **General Development Plan.**

293 a. The Board shall research, develop, prepare, and submit to the City Council for its
294 approval, an economic development plan for the City, which shall include proposed methods and
295 the expected costs of implementation. The plan shall include both short-term and long-term goals
296 for the economic development of the city, proposed methods for the elimination of unemployment
297 and underemployment, and the promotion of employment, through the expansion and development
298 of a sound industrial and manufacturing base for and within the City.

299 b. The Board shall review and update the plan each year prior to submission of the
300 annual budget required by other provisions of these bylaws.

301 Section 4.2 **Annual Corporate Budget.** At least sixty (60) days prior to the
302 commencement of each fiscal year of the Corporation, the Board shall adopt a proposed budget of
303 expected revenues and proposed expenditures for the next ensuing fiscal year. The budget shall
304 contain such classifications and shall be in such form as may be prescribed from time to time by
305 the Council. The budget shall not be effective until the same has been approved by the Council.

306 The Budget Workshop Meeting(s) may be held each year and shall be scheduled at least
307 one (1) month in advance starting by July of each year, without the necessity of notice to the
308 directors except for posting as required by the Open Meetings Act.

309 **Books, Records, Audits.**

310 a. The Corporation shall keep and properly maintain, in accordance with generally
311 accepted accounting principles, complete books, records, accounts, and financial statements
312 pertaining to its corporate funds, activities, and affairs.

313 b. At the direction of the Council, the books, records, accounts, and financial
314 statements of the Corporation may be maintained for the Corporation by the accountants, staff and
315 personnel of the City. In such event, the Corporation shall pay to the City reasonable compensation
316 for such services.

317 c. The Corporation, or the City if the option described in subsection (b) is selected,
318 shall cause its books, records, accounts, and financial statements to be audited at least once each
319 fiscal year by an outside, independent, auditing and accounting firm selected by the Corporation
320 and approved by the Council. Such audit shall be at the expense of the Corporation.

321 Section 4.3 **Deposit and Investment of Corporate Funds.**

322 a. All proceeds from the issuance of bonds, notes, or other debt instruments
323 (“Obligations”) issued by the Corporation shall be deposited and invested as provided in the
324 resolution, order, indenture, or other documents authorizing or relating to their issuance.

325 b. All other monies of the Corporation shall be deposited, secured and/or invested in
326 the manner provided for the deposit, security, and/or investment of the public funds of a City. The
327 Board shall designate the accounts and depositories to be created and designated for such purposes,
328 and the methods of withdrawal of funds therefrom for use by and for the purposes of the

329 Corporation upon the signature of its Treasurer and such other persons as the Board shall designate.
330 The accounts, reconciliation, and investment of such funds and accounts shall be performed by the
331 Department of Finance of the City. The Corporation shall pay reasonable compensation for such
332 services to the City.

333 Section 4.4 **Expenditures of Corporate Money.**

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

339 (i) Expenditures from the proceeds of Obligations shall be identified and
340 described in the orders, resolutions, indentures, or other agreements submitted to
341 and approved by the City Council prior to the sale and delivery of the Obligations
342 to the purchasers thereof required by Section 6 of this Article;

343 (ii) Expenditures that may be made from a fund created with the proceeds of
344 Obligations, and expenditures of monies derived from sources other than the
345 proceeds of Obligations may be used for the purposes of financing or otherwise
346 providing one or more "Projects," as defined in the Act. The specific expenditures
347 shall be described in a resolution or order of the Board and shall be made only after
348 the approval thereof by the City Council. However, with the approval of general
349 guidelines by the City Council and the Board, micro loans may be approved by a
350 separate Board or Committee.

351 (iii) All other proposed expenditures shall be made in accordance with and shall
352 be set forth in the annual budget required herein.

353 Section 4.5 **Issuance for Obligations.** No Obligations, including refunding
354 Obligations, shall be sold and delivered by the Corporation unless the Council shall approve such
355 Obligations by action taken no more than 60 days prior to the date of sale of the Obligations.

356 Section 4.6 **Contracts.** All economic development funds expended for the purpose of
357 encouraging economic development shall satisfy the following requirements:

358 a. Must be predominantly for the public purpose of the development and
359 diversification of the economy of the City of Odessa.

360 b. There must be sufficient assurance, by contractual or statutory obligations, and
361 through continuing supervision by the City of Odessa or others that the public purpose will be
362 accomplished.

363 c. There must be sufficient protection for the handling of the public money.

364 d. There must be adequate consideration received for the payment of economic
365 development funds.

366 e. The purposes to be accomplished in each contract must be identified and must
367 further identify by written provisions the amount of funds to be expended, the benefits to be

368 received, such as new jobs or new investment in the City of Odessa, and must further specify the
369 required period of time for providing the benefits.

370 f. In the event that the specific purposes of the contract are not accomplished, the
371 contract shall include provisions to require reimbursement of the economic development fund by
372 the company.

373 Section 4.7 **Reimbursement of Expenses.** Directors shall not receive any salary or
374 compensation for their services as directors or officers. However, any expenses of directors,
375 officers or employees shall be reimbursed pursuant to the policies of the City of Odessa and there
376 may be no public expenditure or reimbursement with public funds for alcohol.

377 ARTICLE V
378 MISCELLANEOUS PROVISIONS
379

380 Section 5.1 **Fiscal Year.** The fiscal year of the Corporation shall be the same as the
381 fiscal year of the City, currently beginning on October 1 of each calendar year and ending on
382 September 30 of the following calendar year, as set out in Article V, Section 72 of the Home Rule
383 Charter.

384 Section 5.2 **Seal.** The seal of the Corporation shall be as determined by the Board.

385 Section 5.3 **Approval or Advice and Consent of the Council.** To the extent that these
386 bylaws refer to any approval by the City or refer to advice and consent by the Council, such advice
387 and consent shall be evidenced by a copy of a resolution, order or motion duly adopted by the
388 Council.

389 Section 5.4 **Services of City Staff and Officers.** Subject to the authority of the City
390 Manager under the Charter of the city, the Corporation shall have the right to utilize the services
391 of the City Attorney, the City Secretary, and the staff and employees of the Finance Department
392 of the city, provided (i) that the Corporation shall pay reasonable compensation to the City for
393 such services, and (ii) the performance of such services does not materially interfere with the other
394 duties of such personnel of the City.

395 ARTICLE VI
396 EFFECTIVE DATE, AMENDMENTS

397 Section 6.1 **Effective Date.** These bylaws shall become effective upon the occurrence
398 of the following events:

- 399 a. The approval of these bylaws by the Board.
400 b. The approval of these bylaws by the City Council; and

401 Section 6.2 **Amendments to Articles of Incorporation and Bylaws.** The Articles of
402 Incorporation of the Corporation and these bylaws may be amended only in the manner provided
403 in the Articles of Incorporation and the Act.

404 Approved: 12/9/1997
405 Amended: 9/8/1998
406 Amended: 5/11/1999
407 Amended: 4/13/2004
408 Amended: 1/25/2011

409 Amended: 2/23/2016
410 Amended: 10/24/2017
411 Amended: _____
412

City of Odessa

By: _____
David R. Turner, Mayor
Approved: _____, 2019

ATTEST:

Norma Aguilar-Grimaldo, City Secretary

APPROVED AS TO FORM:

Natasha L. Brooks, City Attorney

Odessa Development Corporation

By: _____
Betsy Triplett-Hurt, President
Approved: _____, 2019

ATTEST:

Norma Aguilar-Grimaldo, City Secretary as
Assistant Secretary to Board

413
414

STATE OF TEXAS §

COUNTY OF ECTOR §

**AUDIT SERVICES CONTRACT
WEAVER AND TIDWELL, LLP**

This contract is made and entered into as of the date of execution, by and between the Odessa Development Corporation, Article 5190.6, Section 4A Nonprofit Corporation, located in Ector County, Texas, (hereinafter referred to as "ODC"), and Weaver and Tidwell, LLP, Odessa, an independent public accounting firm, (hereinafter referred to as "Firm"), with offices located in Odessa, Ector County, Texas:

WITNESSETH:

Now, therefore, in consideration of the mutual covenants and agreements hereinafter set forth, the parties do hereby covenant and agree as follows:

Article I
Services To Be Rendered

This section defines the particular auditing services to be rendered to the Odessa Development Corporation by Firm.

Sec.1.1 Statements to be audited. Firm will perform a financial and compliance audit of the Odessa Development Corporation's financial statements and related financial system for the fiscal year ended September 30, 2019. The statements to be audited are all funds of Odessa Development Corporation and the Economic Development Division of the Odessa Chamber of Commerce. Firm will also prepare a supplemental schedule detailing expenditures under the contract between the Odessa Development Corporation and Odessa Chamber of Commerce - Economic Development Division.

Sec. 1.2 Additional ODC Reports. In addition to reports on the ODC Corporation's financial statements, Firm will also issue the following reports or types of reports:

Report on internal control related to the financial statements. This report will describe the scope of testing of internal control and the results of Firm's tests of internal controls.

Report on compliance or noncompliance with laws, regulations, and the provision of contracts or agreements which could have a material effect on the financial statements.

The report on internal control will include any significant deficiencies and material structural or operational weaknesses in the system of which Firm becomes aware as a result of obtaining an understanding of internal control and performing tests of internal control consistent with requirements of the standards and circular identified below. Firm's report on compliance will address errors, fraud, violations of compliance requirements and other responsibilities imposed by State and Federal statutes and regulations and assumed by contracts.

Sec.1.3 Audit Scope and Opinion. The audit work is to be conducted in accordance with the auditing generally accepted standards in the United States of America and Government Auditing Standards, issued by the Comptroller General of the United States, and will include such tests of accounting records and such other auditing procedures as Firm considers necessary under the circumstances.

The Firm's scope must also be sufficient to permit the Firm to prepare and issue a report regarding the adequacy of the ODC's internal control systems in accordance with Governmental Auditing Standards.

The objective of Firm's engagement is the completion of an examination of the financial statements referred to above and, upon its completion and subject to its findings, the expression of an opinion on such financial statements. An examination made in accordance with generally accepted auditing standards is subject to certain limitations and the risk that errors or irregularities, if they exist, will not be detected. However, if, during the course of Firm's examination, it becomes aware of such errors or irregularities, it will bring them to ODC's attention.

In addition, the Firm's scope will be increased to include an audit of the Economic Development Division of the Odessa Chamber of Commerce. The audit shall include a statement of financial position and the related statements of activities cash flows for the year then ended. The notes will also include a statement as to compliance with significant aspects of the contractual agreement with the Odessa Development Corporation.

If, at any time during the engagement, any extraordinary matters come to the Firm's attention and an extension of Firm's services appears to be required, Firm will inform ODC promptly.

Master or printer's proofs will be submitted to the Firm for review if the reproduction or publication of Firm's financial statements, or any portion of them, is intended.

Sec. 1.4 Retention and Availability of Working Papers. Firm must retain the audit working papers for a period of not less than five years after the date of the auditor's opinion. The working papers must be made available for review by ODC, and by any designated representatives thereof.

II. Special Requirements and Conditions

This section outlines the requirements imposed upon the Firm and the conditions under which the Firm will conduct the audit. All requirements and conditions are to be considered mandatory.

Sec. 2.1 Experience and Local Presence. The Firm must possess substantial experience in governmental auditing and accounting, and is to have available on an as needed basis the resources to address technical issues that may arise during the course of the engagement. The Firm is also expected to have and maintain local presence which is capable of providing all levels of audit staff.

Sec. 2.2 Key Personnel. The Firm will designate certain individuals as key personnel and commit to using these individuals to perform the ODC's audit. Designations of key personnel shall be made for the levels of audit partner, manager, and site supervisor. No replacements or substitutions shall be permitted without the ODC's consent.

Sec. 2.3 Staffing Patterns and Assignments. The overriding consideration in making staff assignments to the ODC's audit should be to assign those individuals whose skills best fit the audit requirements. However, in making assignments, the Firm should utilize the same priorities afforded to other large municipal and commercial clients. This should produce a staffing pattern for the ODC's audit which is consistent and of a comparable quality in terms of skill and experience to the patterns observed for the Firm's other municipal and commercial audits.

III.
Work to be Performed by ODC

This section describes the responsibility of the ODC in preparing financial statements and related documents.

Sec. 3.1 Preparation of Financial Statements. The ODC's financial staff will be responsible for closing out the financial records and making the year-end adjustments necessary to complete the accounting process and to prepare a final general ledger, trial balance and comparative actual and budget analysis. The ODC's financial staff will provide supporting research and preparation of audit schedules.

Sec. 3.2 Print and Distribution of Annual Reports. The Firm will assume all costs of printing twenty-five (25) copies of the final annual report to be delivered to the ODC Board for each entity audited.

IV.
Term

The term of this contract shall be for the period of October 1, 2019, to September 30, 2020.

V.
Fee

The gross fees and expenses for the audit of the Odessa Development Corporation will not exceed \$22,000.00 as provided in Exhibit "A". Firm's fees are based on actual hours worked at standard hourly rates as discounted for governmental engagements. In addition, the cost to audit the Economic Development Division of the Odessa Chamber of Commerce will be \$6,500.00. ODC requires advance written notification and acceptance of any fees to be billed in excess of \$28,500.00, prior to occurrence of the services creating the additional fee. Firm's discounted billing rates by staff level are as follows:

Partner	\$375.00
Manager	\$275.00
Senior	\$205.00
Associates	\$165.00

Firm shall have sufficient staff capacity to enable it to complete the audit and issue its opinion on the ODC's Annual Financial Report for the year ended September 30, 2019, by January 11, 2020, distribution date.

VI.
Comptroller's Report

Pursuant to Section 4C of Article 5190.6, ODC is required to file a report with the State's Comptroller Office by February 1, which report includes such items as expenditures for certain described categories, revenues, list of assets and other information required by the Comptroller. Firm shall audit the information required by this report prior to its submission to the Comptroller.

VII.
Termination

ODC may terminate this contract upon sixty (60) days written notice to Firm with the understanding that all services being performed under this contract shall cease upon the date specified in such notice. Firm shall invoice ODC for all services completed and shall be compensated in accordance with the terms of this contract for all services performed by Firm prior to the date specified in such notice.

VIII
Letter

Attached as Exhibit "A" is a Letter Agreement that provides supplemental terms and conditions and is incorporated herein by reference.

EXECUTED this the ____ day of _____, A.D., 20__.

ATTEST:

"ODC"
ODESSA DEVELOPMENT CORPORATION

Norma Aguilar-Grimaldo, Assistant Secretary

By: _____
Betsy Triplett-Hurt, Board President

"FIRM"
WEAVER AND TIDWELL, LLP

By: _____
Greg Peterson, CPA

CITY OF ODESSA APPROVAL

By: _____
Michael Marrero, City Manager

APPROVED AS TO FORM:

Natasha L. Brooks, City Attorney,
Attorney for ODC

(ODC)

STATE OF TEXAS §

COUNTY OF ECTOR §

BEFORE ME, the undersigned authority, on this day personally appeared **Betsy Triplett-Hurt**, Board President, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same in the capacity stated, as the act of the said Odessa Development Corporation, for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL of office this ____ day of _____, A.D., 20__.

Notary Public in and for the State of Texas

(FIRM)

STATE OF TEXAS §

COUNTY OF MIDLAND §

BEFORE ME, the undersigned authority, on this day personally appeared **Greg Peterson**, CPA, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same in the capacity stated, as the act of the said Weaver and Tidwell, LLP for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL of office this ____ day of _____, A.D., 20__.

Notary Public in and for the State of Texas