

PUBLIC NOTICE

**ODESSA DEVELOPMENT CORPORATION
BOARD OF DIRECTORS MEETING**

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

Thursday, November 14, 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 October 16, 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 September 2019 – Cindy Muncy
4. Consider and discuss newly drafted ODC bylaws Robert Carroll
5. Consider approval of second annual incentive payment to UTPB based on compliance with the Economic Development Agreement Robert Carroll
6. Discuss potential nominees to fill pending vacancy on 2020-2021 Compliance Committee ODC Board
7. 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
8. 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.

Norma Aguilar-Grimaldo, City Secretary

**ODESSA DEVELOPMENT CORPORATION
CITY OF ODESSA, TEXAS
October 16, 2019**

A regular meeting of the Odessa Development Corporation (ODC) was held on October 16, 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, Ted Tuminowski, 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; Cindy Muncy, Interim City Manager;
ODC Contractors: Wesley Burnett, Economic Development; Tyler Patton, UTPB-SBDC; Bryan Bierwirth, UTPB-SBDC; Renee Earls, Chamber of Commerce; and
Others: Council members Mari Willis and Tom Sprawls, and other interested citizens.

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

Mr. Collins gave the invocation.

September 12, 2019 minutes. Motion was made by Mr. Edgmon and seconded by Mr. Tuminowski to approve the minutes. 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 American Standard, a plumbing operation, was discussing their plans. Sabre Chemical was adding more to their facility in renovations and was meeting with financial institutions. There were no tax abatements. Project 2019-02 was a manufacturer of housing components. The will be visiting Odessa seeking land in the opportunity zone. There were many calls and retention visits. An ODC advertising was done in the Odessa American.

Mr. Patton reported UTPB-SBDC end of the year numbers. There were 3,403 counseling sessions with 2927 counseling hours. There were 42 seminars with 736 attendees. There was over \$20 million in capitalization with over \$3 million in Odessa. There were 236 jobs reported. Seminars were promoted through Face Book, Eventbrite, emails, and contacts. Mr. Bierwirth reported that the Business Challenge would start on January 14, 2020. The timeline was planned for upcoming challenge.

Mrs. Muncy reported on the August financial statement. She stated that investments were \$59 million. The parking garage was paid, which reduced the accounts payable. The Odessa College and UTPB payments were pending until the invoice was received. Expenditures were on track but the marketing expenses were down. There were no changes in the reserve commitments.

Motion was made by Mr. Edgmon and seconded by Mr. Collins to approve the August financial report. The motion was approved by unanimous vote.

Discuss and consider newly drafted ODC bylaws. Mr. Carroll stated that the bylaws were streamlined and there were housekeeping changes. The document flowed and provided a smooth transition of the sections. Mr. Tuminowski was concerned with the term “professional capacity” as it was subjective. Mr. Collins suggested providing specific terms. Ms. Hollmann recommended adding banking, finance, law, accounting and engineering. Mr. Tuminowski stated that moral values was also subjective. The board did not have an issue with the term. Mr. Tuminowski asked about the nepotism laws as to the extension of relation. Mr. Carroll stated it followed the City’s nepotism policy. Mrs. Triplett-Hurt asked that under the ex-officio to add two ODC representatives to the Compliance Committee. She asked about the application process. The City Secretary received the applications. The board would vote on the finalized bylaws at the November meeting.

Audit contract with Weaver and ODC. Mrs. Muncy reported that the proposal for the audit was done in 2014 with two years options of renewals. Due to the financial conversion at the City, she recommended to renew the contract with Weaver. The audit would be the fiscal year ending September 30, 2019. The contract included the Economic Development Department.

Motion was made by Ms. Hollmann and seconded by Mr. Collins to approve the Weaver audit contract. The motion was approved by unanimous vote.

Update on the TEDC Workshop in August 2019. Mr. Collins attended an economic development workshop and there was an update on the open meetings act. Discussion was held on Type A & B funds. The Attorney General’s rulings were provided. The use of funds for infrastructure was widely used in Texas. Mr. Tuminowski wanted the funds for infrastructure to be used to support businesses.

Receive and consider recommendation from Compliance Committee to approve a contract granting an economic development incentive to Downing Wellhead Equipment, LLC. Mr. Burnett stated that the Compliance Committee recommended the agreement. Downing Wellhead was based in Oklahoma. It was consolidating its business from Midland to Odessa. They would bring 50 jobs from Midland. There were be 53 new jobs over five years, and have \$2 million in equipment. The incentives was for \$1.64 million. Jobs would be maintained and added each year. Currently, they were looking at land in Odessa. Mr. Tuminowski stated it was a reference from OHFC, Jill Miller.

Motion was made by Ms. Hollmann and seconded by Mr. Edgmon to approve the Downing Wellhead economic development contract. The motion was approved by unanimous vote.

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. Mr. Burnett reported that Glazier was one year in operation. Weaver provided the audit and it meet the requirements of the contract. The Compliance Committee recommended paying Glazier its first installment.

Mrs. Triplett-Hurt wanted the process standardized in that the audit be completed in 30 days after all the documents were received.

Motion was made by Mr. Collins and seconded by Ms. Hollmann to approve Glazer's payment of the economic development agreement. The motion was approved by unanimous vote.

Receive and vote on three pending Downtown Façade and Infrastructure Grants: LCA – Façade; EWLW, LLC – Infrastructure; Ambler Law – Façade and Infrastructure. Mr. Carroll reported that LCA requested a façade grant at 521 N. Texas. LCA's total investment was \$48,947.96. The recommended grant was \$25,000.

Motion was made by Mr. Edgmon and seconded by Mr. Collins to approve the façade grant for \$25,000. The motion was approved by unanimous vote.

Mr. Carroll stated that EWLW requested an infrastructure grant at 712 N. Texas. The roof and air conditioning would be replaced. The recommended grant was for \$13,582.50.

Motion was made by Mr. Collins and seconded by Mr. Edgmon to approve the infrastructure grant for \$25,000. The motion was approved by unanimous vote.

Mr. Carroll stated that Ambler Law requested a façade grant at 511 N. Lincoln. The design was within the guidelines. The building was purchased and met all building codes. The Design Committee recommended the grant for \$25,000. The owner will add additional features and follow the guidelines.

Motion was made by Mr. Edgmon and seconded by Ms. Hollmann to approve the façade grant for \$25,000. The motion was approved by unanimous vote.

Mr. Collins reported that the Design Committee was working on standardizing rates as roofing to give a realistic figure for the projects. Mr. Carroll explained the standardization of rates through a software program to protect the funds.

Consider and possible approval of 2019-2020 Compliance Committee Appointees. Motion was made by Ms. Hollmann and seconded by Mr. Edgmon to appoint Gaven Norris to the Compliance Committee. The motion was approved by unanimous vote.

Mrs. Triplett-Hurt noted that the Black Chamber and Hispanic Chamber needed a representative for the Compliance Committee and should be made aware. Ms. Brooks reached out to the Hispanic Chamber.

Discuss potential nominees to fill pending vacancy on 2020-2021 Compliance Committee. There would be three vacancies for next year on the Compliance Committee. Attorneys and CPAs were needed. The qualifications were reviewed.

ODC Committee and Officer Reports. The advertising ads were great. Mrs. Triplett Hurt wanted the City to document the experience with the August 31 event. Mr. Collins asked for a meeting with Dr. Woodley, UTPB President, to discuss the housing. UTPB was dedicating an area for housing.

ODC Minutes
October 16, 2019
Page 4

The meeting adjourned at 3:11 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

October 2019

Projects

2017-04

Project **American Standard** has received an incentive application and plans for major consolidation / expansion project, 60 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 service location
- Company narrowing facilities list, will be working with Economic Development staff
- Negotiating for a facility continues and is close 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
- ODC Board and City Council approved an incentives package for the project

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
- Met with Chair of Odessa College welding Manufacturing Department in reference to equipment needs
- Met with Dr. Howard and Carla Byrnes to discuss building needs for the CTE Programs

Odessa Partnership

- September meeting held. Good attendance. County not represented.
- Next meeting in November

Business Retention and Expansion

- Completed 6 visits to local industries

Housing

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

Research and Development

- Completed updates to Odessa Chamber Directory

Services and Other Activities

- Ingham Economic Index July Report sent via Mailchimp and posted to website
- Odessa Development News / Economic Indicators for September sent via Mailchimp and posted to website
- Certificates of Origin for Eckel International Inc., equipment and parts shipping to Dubai
- Certificate of Origin for MagniFlo Corporation for parts shipping to Libya
- Certificate of Origin for Tillery & Parks for parts shipping to Trinidad
- Certificate of Origin for Fitz Torque Converters, Inc., for parts shipping to Korea
- Demographic information, Erik Butterworth with Ace Hardware
- Property search for Gene Collins, prospect in search of 5-10 acres in West Odessa
- Demographic information, Steve Steen with Medical Center



Partner Visits

TIP Strategies	Director Participated
Impact Data Workshop	Staff Participated
TEDC Annual Conference	Director / Staff Participated
IEDC Texas Delegation Reception	Director Participated
Leadership Business & Industry Planning	Director Participated
OU Economic Development Institute	Staff Participated
Precision Manufacturing Advisory – OC	Staff Participated
High Ground Annual Meeting	Director Participated
LCA 40th Anniversary Reception	Director / Staff Participated

Odessa Economic Indicators

2019

Building Permits

	2019	Total Value	2018	Total Value
New Single Family	77	\$14,801,605	61	\$11,652,970
New Commercial	6	\$8,747,404	1	\$1,400,000
Other	87	\$15,548,320	92	\$15,007,400
Totals	170	\$39,097,329	154	\$28,060,370
YTD Totals	1,580	\$322,540,948	1,753	\$247,154,936

Sales and Use Tax

	2019	2018	% Change
September			
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
September		
Civilian Labor Force	87,152	86,184
Total Employment	84,846	84,040
Total Unemployment	2,306	2,144
Unemployment Rate	2.6%	2.5%
Payroll Employment Estimate	82,700	81,700

Permian Basin Rig Count

Month	2019	2018
September	310	388
August	329	383
July	335	378
June	321	384

Midland International Air and Space Port

	2019	2018
August		
Enplaned	53,424	47,708
Deplaned	56,356	48,357
Enplaned YTD	480,273	444,516
Deplaned YTD	479,975	437,856

MLS Statistics-Residential (SF/COND/TH)

	2019	2018
September		
Total Sold	136	156
Dollar Volume	\$32,760,822	\$34,627,047
Total Sold YTD	1,329	1,249
Volume YTD	\$321,286,391	\$260,881,516



ADVERTISING & MARKETING

ODESSA DEVELOPMENT CORPORATION

OCTOBER 2019 ACTIVITIES

PODCAST/TV AD SERIES

Podcast - Opportunity Odessa

NOW AIRING: Kirk Edwards Coming soon: Ray Perryman and Russell Tippin.

TV News Segment - Spirit of Odessa

Currently planning segments covering **housing, education, healthcare, local expansion**, and explaining ODC's role in city growth.

KWES - Investing at Home

NOW AIRING: Russell Tippin (MCH) in October, and Kevin Slater in November..

TELEVISION

Our BR&E :30 TV spot ran on the Golf Channel, NASCAR Races on FS1 andNBCS, the World Series and select NFL games on KPEJ-TV, NBA games on ESPN and TNT, and college football games on KMID (ABC) and KOSA (CBS)

TRADE PUBLICATIONS

Recently placed a 1/4 page ad in Business Facilities 2020 Site-Seekers Guide.

WEBSITE UPDATES

Met Friday, November 8, with Chamber ED Department to work identify updates and additions to the website.

SOCIAL MEDIA/DIGITAL MEDIA

Overview

In October, our overall social media engagement and likes were expectedly lower in some areas after two months of unusually high traffic due to Odessa's national news stories. We continued the page likes campaign on Facebook, resulting in 13 new page likes, but views and engagement were down. Our Twitter impressions and profile visits were up, but followers were



ADVERTISING & MARKETING

slightly lower. LinkedIn metrics were also lower across the board because our recent paid campaign ended this month.

Facebook

Over the last month on Facebook, CVA has continued to generate content from relevant articles of local news organizations. Page views and engagement were down this month, but page likes showed a slight increase over last month. Our video views were down significantly after the 518% increase we saw in September from the 9/11 remembrance video. Our campaigns resulted in 13 new page likes and reached a total of 5,203 people.

Twitter

Over the last month on Twitter we had a 38% increase in profile visits and an 11% increase in impressions, but a slight decrease in followers. 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 3,164 impressions, and 58 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 down overall due to the ending of our page likes campaign.

Website

Our website traffic this month was significantly lower than August and September, but that is expected after our national media presence during those months. October's numbers were consistent with our previous norms. The majority of our traffic this month came from organic search, which comprised 38% of visits (compared to 68% last month), and social media was higher with 34%. Our bounce rate was down, indicating that people are finding relevant content to read.

Info on new followers/likes:

LinkedIn: 0 new followers

Facebook: 13 new page likes

Twitter: 0 new followers

Odessa Development Corporation Digital Report

October 2019

Social Overview

 Total  Total Social Engagement

1.29K
ENGAGEMENT

 Total Social Clicks

398
CLICKS

 Total Social Engagement

1.29K
ENGAGEMENT

 Total Social Likes

717
LIKES

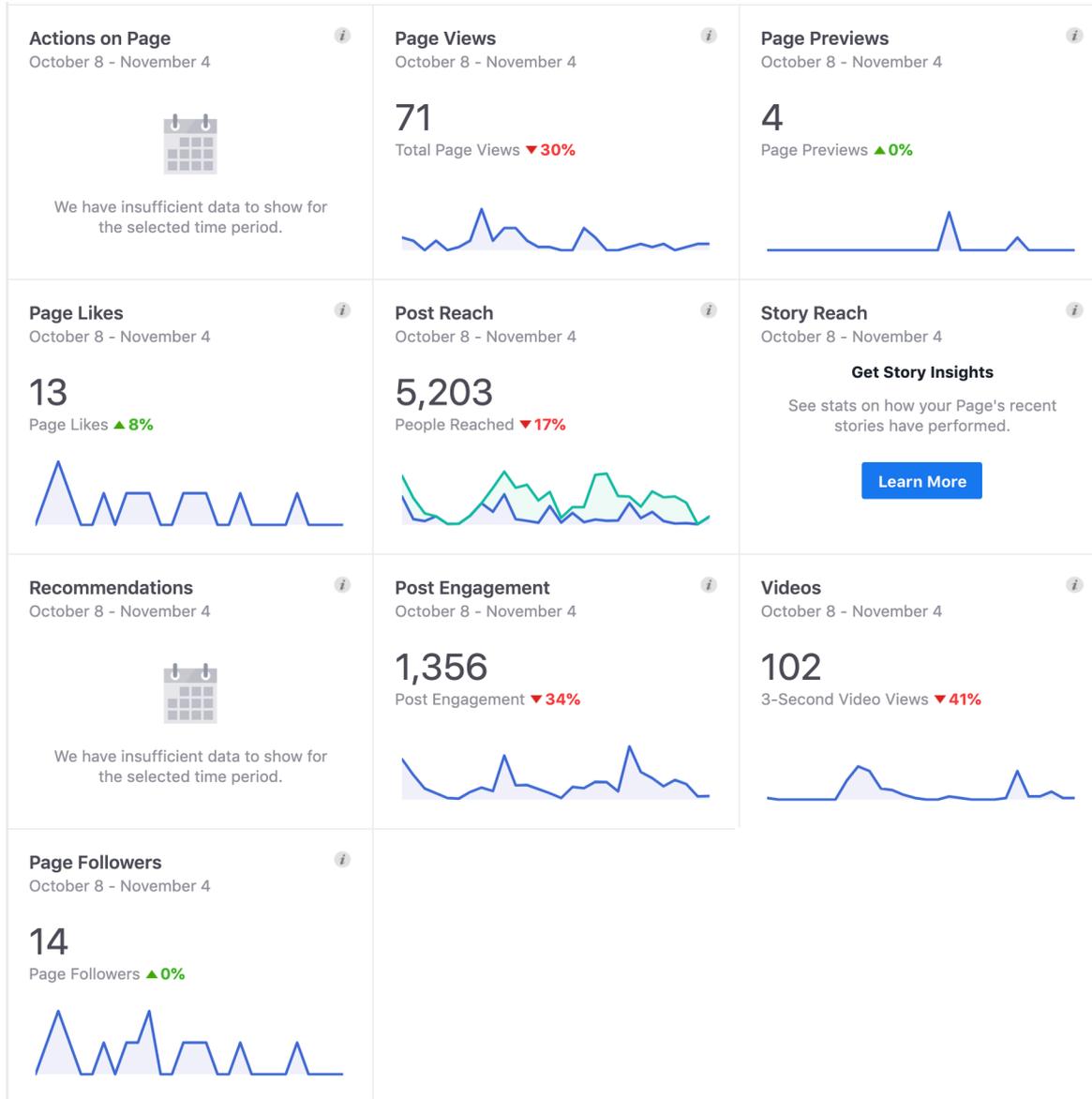
 Total Social Followers

2.87K
FOLLOWERS

 Total Social Shares

130
SHARES

Facebook Overview



Facebook Top Posts

 **Odessa Development Corporation**
Published by Caleb Burnett [?] · October 28 at 8:00 AM · 🌐

Medical Center Hospital is one of only 86 hospitals nationwide to receive the honor.

 **GOOD NEWS: MCH Receives Performance Achievement Award - Odessa TX | Economic Development**
Medical Center Hospital has received the American College of Cardiology's NCDR...

1,746 People Reached **476** Engagements [Boost Again](#)

 **Odessa Development Corporation**
Published by Caleb Burnett [?] · October 15 at 3:30 PM · 🌐

Last night in Carmel, Indiana the International Economic Development Council (IEDC) held its annual Excellence in Economic Development Awards.

Texas economist Dr. Ray Perryman was presented with the Chairman's Award for Lifetime Achievement in Economic Development.

Congratulations Dr. Perryman!

 **2019**
INTERNATIONAL ECONOMIC DEVELOPMENT COUNCIL
EXCELLENCE
IN ECONOMIC DEVELOPMENT
AWARDS



INTERNATIONAL ECONOMIC DEVELOPMENT COUNCIL'S
RECOGNITION DINNER
Friday, October 14, 2019 | Carmel, Indiana

Sponsored by:
 

1,695 People Reached **120** Engagements [Boost Again](#)

Twitter Overview

28 day summary with change over previous period

Tweets

6 ↑ 50.0%



Tweet impressions

2,457 ↑ 11.3%



Profile visits

58 ↑ 38.1%



Mentions

5



Followers

962 ↓ -1



OCT 2019 SUMMARY

Tweets

7

Tweet impressions

3,164

Profile visits

65

Mentions

5

New followers

-2

Top Tweets

Top Tweet earned 700 impressions

The Odessa Development Corporation also awarded \$8 million to [@OdessaCollege](#) in 2017 to provide equipment and facility upgrades for growing professions. odessatex.com/oc-expanding-a...

↻ 2 ❤️ 6

[View Tweet activity](#)

[View all Tweet activity](#)

Top mention earned 47 engagements



Renee H. Earls

@rearls1 · Oct 15

Celebrating Hispanic Heritage Fair
[@OdessaCollege](#) [@OdessaChamber](#)
[@DiscoverOdessa](#) [@odessadevelop](#)
[#localresources](#)
pic.twitter.com/INOiX2dEp3



↻ 4 ❤️ 8

[View Tweet](#)

Top media Tweet earned 229 impressions

Last night in Carmel, Indiana the International Economic Development Council held its annual Excellence in Economic Development Awards.

Texas economist Dr. Ray Perryman was presented with the Award for Lifetime Achievement in Economic Development.

Congratulations Dr. Perryman!

pic.twitter.com/lzyDqw3twz



↻ 1 ❤️ 4

LinkedIn Overview

Visitor highlights ⓘ

Data for the last 30 days 10/6/2019 - 11/5/2019

2 ▼71%

Page views

1 ▼66%

Unique visitors

2 ▼60%

Custom button clicks

Update highlights ⓘ

Data for the last 30 days 10/6/2019 - 11/5/2019

3 ▼70%

Reactions

0 •0%

Comments

0 •0%

Shares

Follower highlights ⓘ

176

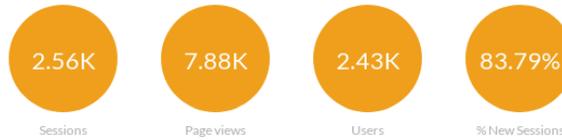
Total followers

0 ▼100%

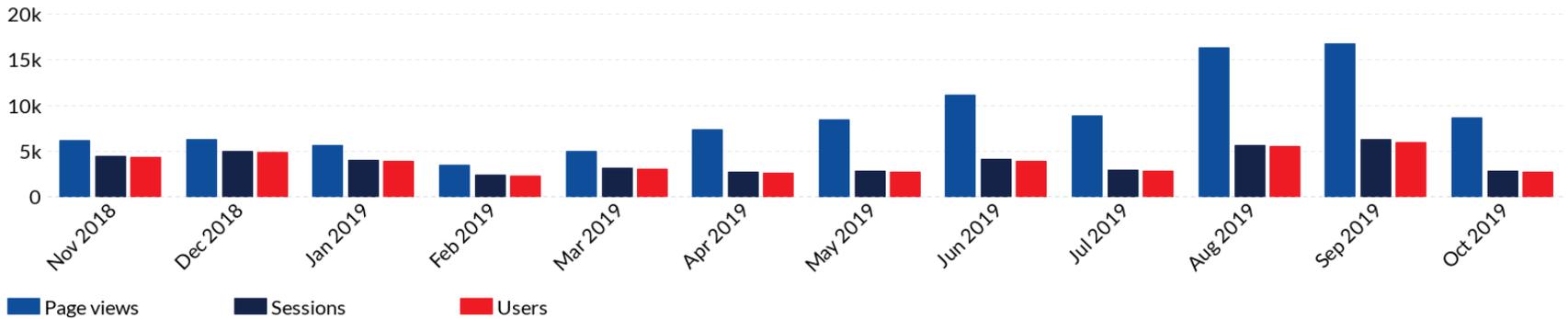
New followers in the last 30 days 10/6/2019 - 11/5/2019

Website Performance

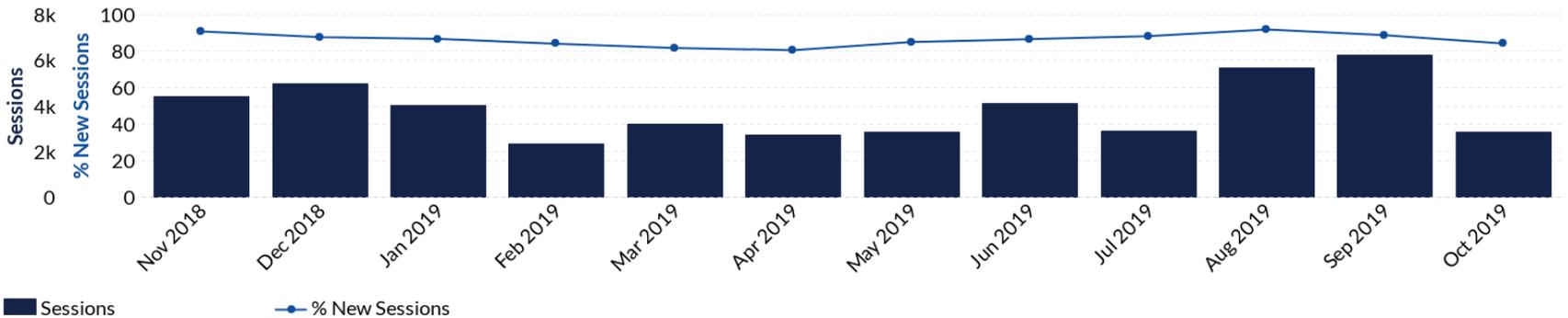
Performance KPIs



Website Performance Trend



Sessions vs New Sessions



UTPB SMALL BUSINESS DEVELOPMENT CENTER

2019-2020 New Business Start-Ups & Expansions

November-19							
ODESSA		OTHER LOCATIONS		ACTIVITIES			
New Businesses	0	New Businesses	1	Counseling Sessions	212	Seminars	3
Full-Time Jobs	4	Full-Time Jobs	4	Am Ind/N/Alaskan	15	Am Ind/N/Alaskan	0
Part Time Jobs	0	Part Time Jobs	0	Asian/pac. Islander	2	Asian/pac. Islander	2
				Black	39	Black	8
Total Jobs	4	Total Jobs	4	Hispanic	83	Hispanic	33
				Non-Hispanic	74	Non-Hispanic	36
				Total Clients	212	Total Attendees	90
				Counseling Hours	229	Training Hours	180

	Oct-19	Nov-19	Dec-19	Jan-19	Feb-19	Mar-19	Apr-19	May-19	Jun-19	Jul-19	Aug-19	Sep-19	Cumulative 2019/20 Totals	End of Year 2018/19 Totals
Counseling Sessions	212												212	3403
Counseling Hours	229												229	2927
Seminars Presented	3												3	42
Attendees	90												90	736
Training Hours	180.0												180	1446
New Businesses	1												1	43
Odessa New Business	0												0	13
Capitalization	\$1,025,000												\$1,025,000	\$19,824,583
Odessa Capitalization	\$250,000												\$250,000	\$3,895,616
Full-Time Jobs	8												8	192
Odessa FullTime Jobs	4												4	70
Part Time Jobs	0												0	72
Odessa Part Time Jobs	0												0	24
Total Jobs	8												8	236

11/8/2019 KAM



P. O. Box 60816 • Midland, Texas 79711

(432) 563-6240

La Entrada al Pacífico

RECEIVED
OCT 28 2019

BY CITY SECRETARY

October 24, 2019

The Honorable Betsy Triplett-Hurt, Chair
Odessa Development Corporation
P.O. Box 4398
Odessa, Texas 79760

Dear Chairwoman Hurt:

Please find the attached monthly financials and activity report for the Midland-Odessa Transportation Alliance, Inc., for the month September, 2019. As you are aware, this marks the end of the 2018-19 fiscal year. We have begun the process of our annual audit and based on current financials show an outstanding balance of \$66.57 for the contract year that will be refunded to you shortly.

In addition, by a separate package, we will be sending you the final draft of the next three portions of the on-going wifi study we undertook on behalf of ODC.

We appreciate your continued support and assistance.

Sincerely,

A handwritten signature in black ink that reads "James Beauchamp". The signature is fluid and cursive, with a long horizontal stroke at the end.

James Beauchamp
President, Midland-Odessa
Transportation Alliance

cc. The Honorable David Turner, City of Odessa



October 2019

I-14 Update

The Gulf Coast Strategic Highway Coalition/ Interstate 14 Coalition met for a multi-state board meeting in Natchez, Mississippi. In attendance were representatives from Texas, Louisiana, Mississippi, Alabama, and Georgia. The main topic was the ongoing discussions with U.S. congressional representatives from each of the states along the proposed routes. All of Texas' representatives and nearly all of Louisiana and Mississippi's are reported to be in support in the U.S. House of Representatives. Alabama and Georgia are the most recent states to become involved and are early in their discussions. We believe there is strength in having more Congressmen for more states as we try to get our amendments passed into law with the next Surface Transportation Bill. Reports from D.C. are that there is more difficulty in getting support in the respective Senate offices, however this is to be expected due to some of the disagreements on a few of the routes in the states.

We also suggested that the current US 83 leg should be replaced by US 385. This route reduces travel time by 20 minutes and would provide a more direct connect between Odessa-Midland at I-20 and I-10.

TTP 2050

Recently we attended TXDOT's Texas Transportation Plan 2050 Stakeholder Meeting. This meeting was to discuss TXDOT's long range plan for development of the highway/infrastructure system throughout the state. Among the topics we brought before the developers of the plans were the economic impact of the Permian Basin on the rest of the state and the lack of infrastructure investment made back into the region.

Points were made regarding Midland and Odessa's projected population growth patterns and commuting workforces in relation to how the state determines population-based development of roadways. Also, the lack in number of permanent counters to accurately depict traffic counts was a point of major discussion. Furthering our long-time belief that this lack in accurate data has led to a lack in data-based funding.

Several major roadways that were discussed were fully functioning freeway systems for both Odessa's Loop 338 and Midland's Loop 250. Long range plans for I-14, I-27, and expansion of lanes for I-20 were also major talking points.

11:26 AM
10/07/19
Cash Basis

MOTRAN ALLIANCE, INC.
Profit & Loss YTD Comparison
September 2019

	Sep 19	Oct '18 - Sep 19
Ordinary Income/Expense		
Income		
4000 · Founding Member Dues	417.00	20,004.00
4010 · Member Dues	0.00	74,750.00
4200 · Interest Earned	113.60	1,936.40
4300 · Miscellaneous Income	0.00	4,300.00
4400 · Grants	0.00	20,000.00
4410 · MDC	0.00	95,000.00
4420 · ODC	0.00	95,000.00
4425 · ODC Study	0.00	75,000.00
4600 · PBC Revenue	0.00	76,000.00
Total Income	530.60	461,990.40
Expense		
ODC Wifi Marketing	0.00	4,671.65
ODC Wifi Study	10,000.00	46,000.00
5000 · Marketing		
5001 · MOTRAN Marketing	100.00	10,339.41
5002 · Drive Smart Marketing	0.00	315.66
5000 · Marketing - Other	0.00	13,601.99
Total 5000 · Marketing	100.00	24,257.06
5025 · Travel Expenses	768.58	12,310.96
5026 · Other Travel	0.00	1,273.11
5050 · Events & Expos	1,340.25	21,876.88
5075 · Professional Services	0.00	11,868.00
6000 · Administration		
6035 · Dues & Subscriptions	259.96	1,301.26
6045 · Food & Entertainment	1,330.96	7,208.08
6055 · Gifts	156.91	1,358.22
6060 · Insurance		
6065 · Workers Comp	0.00	(350.96)
6060 · Insurance - Other	0.00	3,753.25
Total 6060 · Insurance	0.00	3,402.29
6075 · Miscellaneous Expense	0.00	330.62
6085 · Office Lease	0.00	10,620.00
6090 · Office Supplies	683.79	6,209.33
6105 · Postage	479.15	2,365.01
6115 · Program Supplies	0.00	469.75
6140 · Telephone	323.84	3,786.15
Total 6000 · Administration	3,234.61	37,050.71
6011 · Credit Card Charges	173.10	173.10
6500 · Personnel		
6501 · Salaries & Wages	20,560.00	225,040.00
6502 · Payroll Taxes	1,572.85	17,438.78
6503 · Employee Health Reimbursement	317.02	9,509.12
6504 · Payroll Service Fee	113.62	1,354.40
6505 · Retirement Contributions	616.80	6,150.90
Total 6500 · Personnel	23,180.29	259,493.20
Total Expense	38,796.83	418,974.67
Net Ordinary Income	(38,266.23)	43,015.73
Net Income	(38,266.23)	43,015.73

11:26 AM
10/07/19
Cash Basis

MOTRAN ALLIANCE, INC.
Balance Sheet
As of September 30, 2019

	<u>Sep 30, 19</u>
ASSETS	
Current Assets	
Checking/Savings	
1000 · Frost MOTRAN Checking	2,004.90
1010 · Frost MOTRAN Money Market	188,758.92
1015 · Frost-ODC Money Market	16,703.23
1020 · Frost- MDC Money Market	<u>1,282.42</u>
Total Checking/Savings	<u>208,749.47</u>
Total Current Assets	208,749.47
Fixed Assets	
1500 · Furniture & Fixtures	926.94
1510 · Accum. Dep - Furn & Fix	(926.94)
1520 · Machinery & Equipment	3,356.07
1530 · Accum Dep - Mach & Equip	<u>(3,356.07)</u>
Total Fixed Assets	<u>0.00</u>
TOTAL ASSETS	<u>208,749.47</u>
LIABILITIES & EQUITY	
Equity	
3900 · Net Assets	165,733.74
Net Income	<u>43,015.73</u>
Total Equity	<u>208,749.47</u>
TOTAL LIABILITIES & EQUITY	<u>208,749.47</u>

11:27 AM

10/07/19

MOTRAN ALLIANCE, INC.
Statement of Cash Flows
September 2019

	<u>Sep 19</u>
OPERATING ACTIVITIES	
Net Income	<u>(38,266.23)</u>
Net cash provided by Operating Activities	<u>(38,266.23)</u>
Net cash increase for period	<u>(38,266.23)</u>
Cash at beginning of period	<u>247,015.70</u>
Cash at end of period	<u><u>208,749.47</u></u>

**MOTRAN, INC. MONTHLY EXPENSE SUMMARY
FOR THE MONTH OF Sep-19**

EXPENDITURE CATEGORIES	MONTHLY EXPENSE	MDC	ODC	ODC Wifi
Credit Card Processing Fee	\$173.10			
Dues and Subscriptions	\$259.96			
Events and Expo's	\$1,340.25			
Food and Entertainment	\$1,330.96			
Gifts	\$156.91			
Health Insurance Reimbursement	\$317.02			
I-14 Initiative				
Insurance				
MOTRAN Marketing	\$100.00	\$50.00	\$50.00	
Other Marketing				
Misc. Expense				
Office Lease				
Office Supplies	\$683.79			
Payroll Salaries	\$15,231.65			
Payroll Taxes	\$1,572.85			
Payroll Service Fee	\$113.62			
Retirement	\$616.80			
Postage	\$479.15			
Professional Services				
Program Supplies				
Travel	\$768.58			
Other Travel				
Utilities: Telephone & Internet	\$323.84			
ODC Wifi	\$15,328.35			\$15,328.35
TOTAL EXPENSES	\$38,796.83	\$50.00	\$50.00	\$15,328.35

MOTRAN ALLIANCE, INC.
September 2019/City EDC Funding Breakdown

	<u>Budget</u> <u>FY2018-19</u>	<u>Current</u> <u>Month</u>	<u>YTD Amount</u>	<u>Remaining</u> <u>Balance</u>	<u>Percent</u> <u>Remaining</u>
Revenue					
Founding Members Dues	\$20,000.00	\$417.00	\$20,004.00	(\$4.00)	0%
Member Dues	\$65,000.00		\$74,750.00	(9,750.00)	0%
Midland Development Corp	\$95,000.00		\$95,000.00	\$0.00	0%
Odessa Development Corp	\$95,000.00		\$95,000.00	\$0.00	0%
ODC Study	\$75,000.00		\$75,000.00	\$0.00	0%
PBC Revenue	\$50,000.00		\$76,000.00	(\$26,000.00)	0%
Grants	\$20,000.00		\$20,000.00	\$0.00	0%
Interest Income	\$1,500.00	\$113.60	\$1,936.40	(\$436.40)	0%
Misc. Income	\$2,500.00		\$4,300.00	(\$1,800.00)	0%
Total Revenues	\$424,000.00	\$530.60	\$461,990.40	(\$37,990.40)	0%
Expenditures					
Dues & Subscriptions					
Events					
Food & Entertainment					
Gifts					
Health Ins. Reimbursement					
Insurance					
I-14 Initiative					
Miscellaneous Expenses					
Office Lease					
Office Supplies					
Payroll-Salaries	\$74,500.00		\$74,500.00	\$0.00	0%
Payroll-Service Fee					
Payroll Taxes	\$5,000.00		\$5,000.00	\$0.00	0%
Retirement					
Postage					
Marketing	\$5,000.00	\$50.00	\$4,933.43	\$66.57	2%
Other Marketing					
Program Supplies					
Telephone					
Travel Expenses	\$5,000.00		\$5,000.00	\$0.00	0%
Travel Other					
Professional Services	\$5,500.00		\$5,500.00	\$0.00	0%
TOTAL EXPENSES	\$95,000.00	\$50.00	\$94,933.43	\$66.57	0%

MOTRAN ALLIANCE, INC.
September 2019/City ODC Wifi Funding Breakdown

	<u>Budget</u> <u>FY2018-19</u>	<u>Current</u> <u>Month</u>	<u>YTD Amount</u>	<u>Remaining</u> <u>Balance</u>	<u>Percent</u> <u>Remaining</u>
Revenue					
Founding Members Dues	\$20,000.00	\$417.00	\$20,004.00	(\$4.00)	0%
Member Dues	\$65,000.00		\$74,750.00	(9,750.00)	0%
Midland Development Corp	\$95,000.00		\$95,000.00	\$0.00	0%
Odessa Development Corp	\$95,000.00		\$95,000.00	\$0.00	0%
ODC Study	\$75,000.00		\$75,000.00	\$0.00	0%
PBC Revenue	\$50,000.00		\$76,000.00	(\$26,000.00)	0%
Grants	\$20,000.00		\$20,000.00	\$0.00	0%
Interest Income	\$1,500.00	\$113.60	\$1,936.40	(\$436.40)	0%
Misc. Income	\$2,500.00		\$4,300.00	(\$1,800.00)	0%
Total Revenues	\$424,000.00	\$530.60	\$461,990.40	(\$37,990.40)	0%
Expenditures					
Mapping					
Salaries	\$17,000.00		\$17,000.00	\$0.00	0%
Engineering/Contracted Services	\$50,000.00	\$14,000.00	\$50,000.00	\$0.00	0%
Production/Printing	\$4,000.00		\$4,000.00	\$0.00	0%
Contingencies	\$4,000.00	\$1,328.35	\$4,000.00	\$0.00	0%
TOTAL EXPENSES	\$75,000.00	\$15,328.35	\$75,000.00	\$0.00	0%

**ODESSA DEVELOPMENT CORPORATION
BALANCE SHEET
SEPTEMBER 2019**

ASSETS

Investments - Local Government Pools	\$ 29,272,583
Investments - U.S. Government Securities	1,004,450
Investments - CDs and CDARs	3,186,010
Investments - Municipal Securities	12,133,787
Investments - Money Market	12,312,032
Interest Receivable - U.S. Agency Notes	13,788
Interest Receivable - Municipal Securities	146,272
Prepaid Expenses	<u>286,846</u>

TOTAL ASSETS \$ 58,355,768

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	
		<u>8,095,855</u>

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	
		<u>12,231,550</u>

Total Long Term Commitments 12,231,550

Total Reserved 20,327,405

Assigned (TXDOT Projects) 11,436,330

Assigned (Workforce Housing Infrastructure Incentives) 5,000,000

Unreserved 21,591,858

TOTAL FUND BALANCE 58,355,593

TOTAL LIABILITIES AND FUND BALANCE \$ 58,355,768

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

	<u>TOTAL BUDGET</u>	<u>ACTUAL - YTD</u>	<u>REMAINING BALANCE</u>
REVENUES			
4-A Sales Tax Receipts	\$ 12,000,000	\$ 14,751,946	\$ 2,751,946
Miscellaneous Income/Refunds	-	478,824	478,824
Interest Income	500,000	1,332,894	832,894
Gain and or (Loss) on Investments	(200,000)	150,837	350,837
TOTAL REVENUES	\$ 12,300,000	\$ 16,714,501	\$ 4,414,501
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	205,349	-
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	370,432	304,468
UTPB - SBDC Entrep. Contest	381,720	194,036	187,684
Façade Grants	250,000	49,840	200,160
Business Incentives	44,000,000	573,231	43,426,769
TOTAL EXPENDITURES	\$ 46,832,040	\$ 2,622,820	\$ 44,209,220
EXCESS (DEFICIENCY) OF REVENUE OVER EXPENDITURES	\$ (34,532,040)	\$ 14,091,681	\$ 48,623,721
FUND BALANCE - AT BEGINNING OF YEAR	\$ 44,263,912	\$ 44,263,912	\$ -
FUND BALANCE - AT END OF YEAR	\$ 9,731,872	\$ 58,355,593	\$ 48,623,721

**ODESSA DEVELOPMENT CORPORATION
CHANGES IN RESERVED FUND BALANCE
SEPTEMBER 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
SEPTEMBER 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	\$ 28,178,755	\$ 1,194,707	\$ 51,878	\$ 152,757	\$ 29,272,583
CD'S AND CDARS	3,180,298	-	5,712	-	3,186,010
SAVINGS AND MONEY MARKETS	11,927,088	350,000	34,944	-	12,312,032
MUNICIPAL BONDS	12,490,744	-	(6,957)	350,000	12,133,787
AGENCY NOTES	1,005,600	-	(1,150)	-	1,004,450
TOTAL	<u>\$ 56,782,485</u>	<u>\$ 1,544,707</u>	<u>\$ 84,426</u>	<u>\$ 502,757</u>	<u>\$ 57,908,862</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
SEPTEMBER 30, 2019**

Beginning of Month

INVESTMENT TYPE	YTM	MATURITY	PAR	FAIR**
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 Tot.	2.47%			
Money Market Investment				
Frost Money Market	2.33%	Open	\$ 11,927,088	\$ 11,927,088
Total Money Markets			\$ 11,927,088	\$ 11,927,088
Weighted Average Rate Per MM Total	2.33%			
CD AND CDARs Investments				
AimBank - 12 Month CD	2.35%	8/31/19	\$ 2,099,290	\$ 2,149,606
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				
Atlanta GA E Tax	2.69%	1/1/20	\$ 1,000,000	\$ 1,000,830
Arizona ST B Tax	2.18%	7/1/20	340,000	340,486
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 NY City Tax	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
Center TX ISD Tax	5.40%	2/15/21	1,000,000	1,049,210
Dallas TX	2.21%	10/1/20	3,325,000	3,335,407
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 Muni 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 Agency To	4.13%			
TOTAL INVESTMENTS	2.45%		\$ 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.

**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	\$ 22,284,838	\$ 22,284,838
Logic	2.58%	Open	6,987,745	6,987,745
Total Local Government Investment Pools			\$ 29,272,583	\$ 29,272,583
Weighted Average Rate Per Pools Total	2.47%			
Money Market Investment				
Frost Money Market	2.01%	Open	\$ 12,312,032	\$ 12,312,032
Total Money Market			\$ 12,312,032	\$ 12,312,032
Weighted Average Rate Per MM Total	2.01%			
CD AND CDARs Investments				
AimBank - 17 Month CD	2.35%	8/31/19	\$ 2,099,290	\$ 2,153,870
BBVA CD	2.52%	12/15/19	1,017,654	1,032,140
Total CD and CDARs Investments			\$ 3,116,944	\$ 3,186,010
Weighted Average Rate Per CD's Total	2.41%			
Municipal Securities				
Arizona ST B Tax	2.18%	7/1/20	\$ 340,000	\$ 340,350
Atlanta GA E Tax	2.69%	1/1/20	1,000,000	1,000,920
Florida St Bd A Tax	2.64%	7/1/21	\$ 1,000,000	1,011,730
New York City	1.70%	11/1/19	2,000,000	1,999,640
Union City NJ B Tax	2.80%	3/1/20	300,000	304,281
Kansas St Dev H Tax	1.40%	4/15/20	820,000	822,722
State of Texas	1.99%	10/1/19	1,000,000	1,000,000
Dallas TX	2.21%	10/1/20	3,325,000	3,334,177
Center Tex ISD Tax	5.40%	2/15/21	1,000,000	1,045,740
Pittsburg PA Urban Dev	1.80%	12/1/19	770,000	769,962
Texas Tech University	1.95%	2/15/21	500,000	504,265
Total Municipal Securities			\$ 12,055,000	\$ 12,133,787
Weighted Average Rate Per Munis Total	2.37%			
U.S. Agency Notes				
FHLB	4.13%	12/13/19	\$ 1,000,000	\$ 1,004,450
Total U.S. Agency Notes			\$ 1,000,000	\$ 1,004,450
Weighted Average Rate Per Agencies Total	4.13%			
TOTAL INVESTMENTS	2.38%		\$ 57,756,559	\$ 57,908,862

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

BYLAWS OF
ODESSA DEVELOPMENT
CORPORATION

ARTICLE I
PURPOSE AND POWERS

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

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

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

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

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

ARTICLE II
BOARD OF DIRECTORS

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

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

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

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

b. The term of all directors shall be two (2) years and the term shall start on January 1. Because there are five directors, any of the six Councilmembers may nominate a director, subject to the City Council, as a group, voting on the directors. However, the City Council may vary specific director terms in order to maintain a board with staggered terms.

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

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

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

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

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

Section 2.3 **Qualifications.**

a. The Council shall consider an individual's experience, accomplishments and educational background in appointing Directors to ensure that the interests and concerns of all segments of the community are considered. Each director shall have one of the following qualifications: (i) serve, or have served, as chief executive officer of a company; or (ii) serve, or have served, in a position of executive management of a company; or (iii) serve, or have served, in a professional capacity, including but not limited to commercial banking, lending, accounting, insurance or law; or (iv) have experience equivalent to any of the above qualifications; or (v) have served on the Compliance Committee.

b. The persons appointed director shall also be subject to the following qualifications: (i) be a resident of the City of Odessa or be a resident of Ector County; (ii) be a person of upstanding moral values; and (iii) be a person committed to making Odessa a better place, through economic development and the creation or retention of new jobs.

c. The Council, in their appointment of directors, shall be subject to nepotism laws (See Chapter 573 of the Texas Local Government Code). No Councilmember may appoint a person who is related to either the Mayor or any of the Councilmembers within the prohibited degrees of relationship.

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

Section 2.5 **Notice of Meetings.**

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

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

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

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

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

Section 2.8 **Conduct of Business.**

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

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

- a. Accept or solicit a benefit that might reasonably tend to influence the director in the discharge of the director's official duties.
- b. Use the director's official position to secure special privileges or exemptions for the directors or others.
- c. Disclose information that could adversely affect the property or affairs of the City or Board, or directly or indirectly, use any information understood to be confidential which was gained by reason of the director's position or employment for the director's own personal gain or benefit or for the private interest of others.
- d. Transact any business on behalf of the Board or City in the director's official capacity with any business entity in which the director is an officer, agent or member, or in which the director has a family direct interest, as defined by the nepotism law of the state, or a direct financial interest. In the event that such a circumstance should arise then the director shall make known the director's interest to the Board and the City Council and abstain from all further actions on that item. No economic development funds shall be used for any contract in which such a conflict of interest exist without the approval of the City Council.

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

- a. As provided in the Act and in the Articles of Incorporation, the Corporation is, for the purposes of the Texas Tort Claims Act (Subchapter A, Chapter 101, Texas Civil Practices and Remedies Code), a governmental unit and its actions are governmental functions.
- b. The Corporation shall indemnify each and every member of the Board, its officers, and its employees, and each member of the Council and each employee of the City, to the fullest extent permitted by law, against any and all liability or expense, including attorney's fees, incurred by any of such persons by reason of any actions or omissions that may rise out of the functions and activities of the Corporation.

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

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

- a. Ten (10) members shall be appointed by the Board to the Compliance Committee and a quorum shall constitute four (4) committee members. The Committee shall also include six (6) non-voting *ex-officio* members that shall include one (1) Council member selected by the City Council, two (2) board members from the Odessa Development Corporation, and one (1) representative each from the Black Chamber of Commerce, Odessa Chamber of Commerce, and

Odessa Hispanic Chamber of Commerce, as appointed by each entity. These non-voting *ex-officio* members shall not have the power to vote in the meetings attended, shall not be counted for purposes of verifying a quorum. These *ex-officio* members shall be for the purpose of ensuring that information is accurately communicated to the Council, the Chambers, the Development Corporation, and to promote cooperation in achieving the goals and objectives of economic development of the Odessa area and surrounding community.

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

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

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

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

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

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

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

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

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

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

Section 2.18 **Committee Member Duties.**

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

b. The following rules shall apply to all committees:

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

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

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

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

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

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

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

ARTICLE III
OFFICERS

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

a. The appointed officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time elect or

appoint. One person may hold more than one office, except that the President shall not hold the office of Secretary. Terms of office shall be for one (1) year to commence as soon as possible each year after the director appointments are made by the City Council. Any officer may be reelected or reappointed by the Board. The President, each Vice President, and any assistant secretaries shall be named from among the members of the Board. The Treasurer, as the City Manager's designee, and Secretary shall be employees of the City.

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

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

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

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

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

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

Section 3.6 **Compensation.** Officers who are members of the Board shall not receive any salary or compensation for their services, except that they shall be reimbursed for their actual

expenses incurred in the performance of their duties hereunder as prescribed in Article IV, Section 8. Other officers may be compensated as directed by the Board.

ARTICLE IV FUNCTIONAL CORPORATED DUTIES AND REQUIREMENTS

Section 4.1 **General Development Plan.**

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

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

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

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

Section 4.3 **Books, Records, Audits.**

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

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

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

Section 4.4 **Deposit and Investment of Corporate Funds.**

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

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

Section 4.5 **Expenditures of Corporate Money.**

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

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

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

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

Section 4.6 **Issuance for Obligations.** No Obligations, including refunding Obligations, shall be sold and delivered by the Corporation unless the Council shall approve such Obligations by action taken no more than 60 days prior to the date of sale of the Obligations.

Section 4.7 **Contracts.** All economic development funds expended for the purpose of encouraging economic development shall satisfy the following requirements:

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

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

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

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

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

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

Section 4.8 **Reimbursement of Expenses.** Directors shall not receive any salary or compensation for their services as directors or officers. However, any expenses of directors, officers or employees shall be reimbursed pursuant to the policies of the City of Odessa and there may be no public expenditure or reimbursement with public funds for alcohol.

ARTICLE V MISCELLANEOUS PROVISIONS

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

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

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

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

ARTICLE VI EFFECTIVE DATE, AMENDMENTS

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

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

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

Approved: 12/9/1997
Amended: 9/8/1998
Amended: 5/11/1999
Amended: 4/13/2004
Amended: 1/25/2011
Amended: 2/23/2016
Amended: 10/24/2017
Amended:

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



MEMORANDUM

CITY OF ODESSA Legal Department

DATE: October 28, 2019
TO: Odessa Development Corporation (ODC) Board Members
FROM: Natasha L. Brooks, City Attorney
RE: Review of the University of Texas of the Permian Basin (UTPB) Review Report and Annual Payment

This memorandum serves to verify that UTPB met the requirements pursuant to the Economic Development Agreement (the "Agreement") between ODC and UTPB, executed on April 19, 2017. On October 18, 2019, UTPB provided the City of Odessa with a letter of certification, which substantiated compliance per the Agreement. Please see attached for your reference. Based on the information provided and a review of said information, UTPB is in compliance and should receive payment for the grant amount of \$1,500,000.00 for the 2019 fiscal year.

The documentation provided indicates that the salaries paid for each of the listed positions and departments for the year, benefits required by state or federal law, eligible courses completed by number, description and NAICS Code number, and the cost for such salaries and benefits required by state or federal law, equal \$1,500,000.00 for the 2019 fiscal year. Please see attached for your reference.

Further, UTPB submitted documentation showing that during the 2019 fiscal year the total number of on-campus students in Odessa that successfully completed the classes under approved NAICS codes complied with the minimum requirements:

2018-2019 Minimum Requirements	Fall 2209	Spring 2139	Summer 633
2018-2019 Actual Number	Fall 2593	Spring 2497	Summer 962

UTPB provided a signed W-9 tax identification form and an invoice/payment request.



Office of the President

October 18, 2019

Ms. Natasha Brooks
City Attorney
Odessa Development Corporation
P.O. Box 4398
Odessa, TX 79760

Re: ODC Economic Development Agreement (C-7-243.1)

Dear Ms. Brooks:

On behalf of The University of Texas Permian Basin, I am pleased to provide the documents necessary to meet our agreement with the Odessa Development Corporation.

Enclosed you will find the information delineating the salaries paid to the approved faculty position for fiscal year 2019, and the number of on-campus students who completed the eligible courses according to ODC's NAICS code requirements. This letter serves as certification of the information per our agreement.

The following is a summary of the attached information:

The combined salaries of the agreed upon positions totals \$1,500,000 for fiscal year 2019, September 1, 2018 to August 31, 2019.

The number of students that successfully completed the classes under approved NAICS codes are as follows:

Fall 2018	2593
Spring 2019	2497
Summer 2019	962
Grand Total	6052

Please note that course numbers change with the addition or cancellation of classes each semester. Names of professors may change too with retirement or other factors. The information given includes any new hires for equivalent positions at the completion of fiscal year 2019.

Also enclosed is the University's W-9 and invoice for payment. Please feel free to contact Marisol Chriesman, Director of Corporate and Foundation Relations, or myself at (432) 552-2806 if you have any questions regarding the information.

UT Permian Basin appreciates the opportunity to contribute to the workforce in Odessa, and we are extremely grateful for ODC's support of our efforts.

Sincerely,

Sandra K. Woodley
President

Enclosures (4)

FY19 Salary and Benefits Summary
FY 19 Course Lists and NAICS Codes
University W-9
Invoice for Payment

The University of Texas of the Permian Basin
4901 E. University | Odessa, Texas 79762-0001
P (432) 552-2100 | F (432) 552-2109 | www.utpb.edu

FY19 Salary and Benefits Summary
University of Texas Permian Basin

Salary Amounts

Employee ID	Name	Sum of Monetary Amount
6001028556	Bai, Shuming	81,089.84
6001029292	Barron, Katelin Shea	34,678.44
6001131252	Davault, Tamara Shani	37,124.85
6001028939	Fannin, William R	72,756.67
6001124022	Gai, Lili	64,421.00
6001029669	Haensly, Paul J	73,136.49
6001028843	Henderson, Douglas P	54,404.01
6001028971	Kovalick, Gae E	53,224.54
6001029410	Lee, Haesun K	71,528.68
6001029411	Lee, Ilhyun	72,482.01
6001131138	Little, Kimberly P	31,339.13
6001040994	Morrison, Robert Dean	64,892.49
6001028502	Nunley III, A M	32,475.17
6001156857	Oldham, Athenia Lequan	40,800.00
6001029670	Pai, Prakash K	88,197.66
6001029657	Perry, Irene H	40,975.66
6001028525	Saran, Anshu	89,318.12
6001029893	Spence, Richard D	58,819.44
6001029264	Stauffer, Joseph Michael	62,502.67
6001029377	Verlei, Kurt	39,499.37
6001030018	Vuckovic, Vladan	40,176.56
6001040969	Yuan, Quan	62,293.78
		1,266,136.58

Benefit Amounts

Employee ID	Name	Sum of Monetary Amount
6001028556	Bai, Shuming	12,388.89
6001029292	Barron, Katelin Shea	8,809.32
6001131252	Davault, Tamara Shani	4,130.09
6001028939	Fannin, William R	14,174.32
6001124022	Gai, Lili	11,126.35
6001029669	Haensly, Paul J	12,540.35
6001028843	Henderson, Douglas P	10,266.11
6001028971	Kovalick, Gae E	11,634.63
6001029410	Lee, Haesun K	11,437.37
6001029411	Lee, Ilhyun	12,600.65
6001131138	Little, Kimberly P	6,504.38
6001040994	Morrison, Robert Dean	8,917.03
6001028502	Nunley III, A M	10,243.29
6001156857	Oldham, Athenia Lequan	7,836.32
6001029670	Pai, Prakash K	13,682.28
6001029657	Perry, Irene H	8,946.98
6001028525	Saran, Anshu	13,967.32
6001029893	Spence, Richard D	11,196.06
6001029264	Stauffer, Joseph Michael	12,583.61
6001029377	Verlei, Kurt	11,273.13
6001030018	Vuckovic, Vladan	8,626.38
6001040969	Yuan, Quan	10,978.56
		233,863.42

Grand Total	1,500,000.00
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Salary and Benefits Detail

Emplid/Vendor	Name	Account	Account Descr	Sum of Monetary Amount
6001028556	Bai, Shuming	50101	SW Faculty	81,089.84
		57101	Prem Share Active Suppl	3,429.67
		57302	OASI Employer Match	3,645.39
		57502	Optional Retirement Match	4,246.02
		57503	Optional Retirement Supplement	948.80
		57701	Workers Compensation	91.67
		57702	Unemployment Compensation	27.34
6001029292	Barron, Katelin Shea	50101	SW Faculty	34,678.44
		57101	Prem Share Active Suppl	5,078.13
		57302	OASI Employer Match	1,863.78
		57501	Teacher Retirement Match	1,803.00
		57701	Workers Compensation	39.79
		57702	Unemployment Compensation	24.62
6001131252	Davault, Tamara Shani	50205	SW Non Tenure Track	37,124.85
		57302	OASI Employer Match	2,149.56
		57501	Teacher Retirement Match	1,910.71
		57701	Workers Compensation	42.18
		57702	Unemployment Compensation	27.64
6001028939	Fannin, William R	50101	SW Faculty	72,756.67
		57101	Prem Share Active Suppl	5,470.14
		57302	OASI Employer Match	3,954.85
		57502	Optional Retirement Match	4,638.24
		57701	Workers Compensation	81.84
		57702	Unemployment Compensation	29.25
6001124022	Gai, Lili	50101	SW Faculty	64,421.00
		57101	Prem Share Active Suppl	4,146.96
		57302	OASI Employer Match	3,573.53
		57501	Teacher Retirement Match	3,309.04
		57701	Workers Compensation	73.00
		57702	Unemployment Compensation	23.82
6001029669	Haensly, Paul J	50101	SW Faculty	73,136.49
		57101	Prem Share Active Suppl	3,584.44
		57302	OASI Employer Match	4,177.76
		57502	Optional Retirement Match	3,800.62
		57503	Optional Retirement Supplement	866.10
		57701	Workers Compensation	82.39
		57702	Unemployment Compensation	29.04
6001028843	Henderson, Douglas P	50101	SW Faculty	54,404.01
		57101	Prem Share Active Suppl	3,588.84
		57302	OASI Employer Match	3,118.58
		57502	Optional Retirement Match	2,822.19
		57503	Optional Retirement Supplement	646.05
		57701	Workers Compensation	61.20
		57702	Unemployment Compensation	29.25
6001028971	Kovalick, Gae E	50101	SW Faculty	53,224.54
		57101	Prem Share Active Suppl	5,939.22
		57302	OASI Employer Match	2,893.76
		57501	Teacher Retirement Match	2,714.45
		57701	Workers Compensation	59.86
		57702	Unemployment Compensation	27.34
6001029410	Lee, Haesun K	50101	SW Faculty	71,528.68
		57101	Prem Share Active Suppl	3,588.84
		57302	OASI Employer Match	4,090.88
		57501	Teacher Retirement Match	3,647.94
		57701	Workers Compensation	80.46
		57702	Unemployment Compensation	29.25
6001029411	Lee, Ilhyun	50101	SW Faculty	72,482.01
		57101	Prem Share Active Suppl	4,792.56
		57302	OASI Employer Match	4,000.70
		57501	Teacher Retirement Match	3,696.60
		57701	Workers Compensation	81.54
		57702	Unemployment Compensation	29.25
6001131138	Little, Kimberly P	50101	SW Faculty	31,339.13
		57101	Prem Share Active Suppl	2,392.56
		57302	OASI Employer Match	2,319.06
		57501	Teacher Retirement Match	1,723.95
		57701	Workers Compensation	39.56
		57702	Unemployment Compensation	29.25
6001040994	Morrison, Robert Dean	50101	SW Faculty	64,892.49
		57101	Prem Share Active Suppl	3,342.94
		57302	OASI Employer Match	2,161.43
		57501	Teacher Retirement Match	3,314.49
		57701	Workers Compensation	73.10

FY19 Salary and Benefits Summary
University of Texas Permian Basin

		57702	Unemployment Compensation	25.07
6001028502	Nunley III, A M	50205	SW Non Tenure Track	32,475.17
		57101	Prem Share Active Suppl	6,381.83
		57302	OASI Employer Match	1,725.35
		57502	Optional Retirement Match	2,070.32
		57701	Workers Compensation	36.54
		57702	Unemployment Compensation	29.25
6001156857	Oldham, Athenia Lequan	50101	SW Faculty	40,800.00
		57101	Prem Share Active Suppl	3,358.80
		57302	OASI Employer Match	2,324.01
		57501	Teacher Retirement Match	2,080.80
		57701	Workers Compensation	45.90
		57702	Unemployment Compensation	26.81
6001029670	Pai, Prakash K	50101	SW Faculty	88,197.66
		57101	Prem Share Active Suppl	4,186.98
		57302	OASI Employer Match	4,868.80
		57501	Teacher Retirement Match	4,498.06
		57701	Workers Compensation	99.19
		57702	Unemployment Compensation	29.25
6001029657	Perry, Irene H	50205	SW Non Tenure Track	40,975.66
		57101	Prem Share Active Suppl	3,925.17
		57302	OASI Employer Match	2,336.68
		57502	Optional Retirement Match	2,612.19
		57701	Workers Compensation	46.13
		57702	Unemployment Compensation	26.81
6001028525	Saran, Anshu	50101	SW Faculty	89,318.12
		57101	Prem Share Active Suppl	6,112.11
		57302	OASI Employer Match	3,129.94
		57501	Teacher Retirement Match	4,606.06
		57701	Workers Compensation	101.58
		57702	Unemployment Compensation	17.63
6001029893	Spence, Richard D	50101	SW Faculty	58,819.44
		57101	Prem Share Active Suppl	3,996.15
		57302	OASI Employer Match	3,357.19
		57502	Optional Retirement Match	3,749.76
		57701	Workers Compensation	66.15
		57702	Unemployment Compensation	26.81
6001029264	Stauffer, Joseph Michael	50101	SW Faculty	62,502.67
		57101	Prem Share Active Suppl	5,977.37
		57302	OASI Employer Match	3,320.61
		57501	Teacher Retirement Match	3,187.62
		57701	Workers Compensation	70.32
		57702	Unemployment Compensation	27.69
6001029377	Verlei, Kurt	50205	SW Non Tenure Track	39,499.37
		57101	Prem Share Active Suppl	5,995.70
		57302	OASI Employer Match	2,827.69
		57501	Teacher Retirement Match	2,361.26
		57701	Workers Compensation	59.23
		57702	Unemployment Compensation	29.25
6001030018	Vuckovic, Vladan	50205	SW Non Tenure Track	40,176.56
		57101	Prem Share Active Suppl	4,186.98
		57302	OASI Employer Match	2,302.01
		57501	Teacher Retirement Match	2,062.63
		57701	Workers Compensation	45.51
		57702	Unemployment Compensation	29.25
6001040969	Yuan, Quan	50101	SW Faculty	62,293.78
		57101	Prem Share Active Suppl	4,186.98
		57302	OASI Employer Match	3,515.28
		57501	Teacher Retirement Match	3,176.98
		57701	Workers Compensation	70.07
		57702	Unemployment Compensation	29.25

Grand Total 1,500,000.00

6001029292	Barron, Kaitlin S	Fall 2018	MNGT.3307.783.2188-8W1	56	55	1	0	0		551			
			MNGT.3311.001.2188-1	50	47	3	0	0		551			
			MNGT.3311.783.2188-8W2	140	121	19	0	0		551			
			MNGT.3340.001.2188-1	51	51	0	0	0		551			
			MRKT.3315.793.2188-8W2	67	63	4	0	0		5416, 5419			
			MNGT.3311.001.2192-1	42	39	3	0	0		551			
			MNGT.3311.794.2192-8W2	107	92	15	0	0		551			
			MRKT.4303.794.2192-8W2	89	86	3	0	0		5416, 5419			
			MRKT.4314.794.2192-8W2	47	38	9	0	0		5416, 5420			
			MRKT.4322.783.2192-8W1	64	59	5	0	0		5416, 5421			
			ACCT.3333.795.2195-7W2	32	29	3	0	0		523			
			6001029377	Verlei, Kurt	Summer 2019	MNGT.3311.795.2195-7W2	56	51	4	0	0		551
MNGT.3333.795.2195-7W2	24	24				0	0	0		551			
MNGT.4330.783.2195-7W1	54	52				2	0	0		551			
MNGT.4375.795.2195-7W2	45	42				3	0	0		551			
MRKT.3300.783.2195-7W1	67	59				8	0	0		5416, 5421			
MNGT.3310.001.2188-1	59	57				2	0	0		551			
MNGT.3318.001.2188-1	23	23				0	0	0		551			
MNGT.3300.001.2188-1	33	32				1	0	0		5416, 5421			
MNGT.4330.783.2195-7W1	54	52				2	0	0		551			
MNGT.4375.795.2195-7W2	45	42				3	0	0		551			
MRKT.3300.783.2195-7W1	67	59				8	0	0		5416, 5421			
MNGT.3310.001.2188-1	59	57				2	0	0		551			
6001029410	Lee, Haesun K	Fall 2018	MNGT.3310.001.2188-1	29	28	1	0	0		5415, 54151			
			MNGT.3310.001.2188-1	18	17	1	0	0		5415, 54152			
			MNGT.3310.001.2188-1	24	24	0	0	0		5415, 54153			
			MNGT.3310.001.2188-1	13	13	0	0	0		5415, 54154			
			MNGT.3310.001.2188-1	24	22	2	0	0		5415, 54155			
			MNGT.3310.501.2192-1	11	11	0	0	0		5415, 54156			
			MNGT.3310.501.2192-1	29	25	4	0	0		5415, 54157			
			MNGT.3310.501.2192-1	11	10	1	0	0		5415, 54158			
			MNGT.3312.001.2188-1	31	28	3	0	0		5415, 54159			
			MNGT.3312.001.2188-1	9	9	0	0	0		5415, 54160			
			MNGT.3312.001.2188-1	1	1	0	0	0		5415, 54161			
			MNGT.3312.001.2188-1	2	2	0	0	0		5415, 54162			
6001029411	Lee, Ilhyn	Spring 2019	MNGT.3310.001.2188-1	24	19	5	0	0		5415, 54163			
			MNGT.3310.001.2188-1	17	17	0	0	0		5415, 54164			
			MNGT.3310.001.2188-1	8	8	0	0	0		5415, 54165			
			MNGT.3310.001.2188-1	1	1	0	0	0		5415, 54166			
			MNGT.3310.001.2188-1	2	2	0	0	0		5415, 54167			
			MNGT.3310.001.2188-1	24	19	5	0	0		5415, 54168			
			MNGT.3310.001.2188-1	17	17	0	0	0		5415, 54169			
			MNGT.3310.001.2188-1	8	8	0	0	0		5415, 54170			
			MNGT.3310.001.2188-1	1	1	0	0	0		5415, 54171			
			MNGT.3310.001.2188-1	2	2	0	0	0		5415, 54172			
			MNGT.3310.001.2188-1	23	22	1	0	0		5417, 54173			
			6001029657	Perry, Irene H	Fall 2018	MNGT.1106.002.2188-1	23	22	1	0	0		5417, 54173
MNGT.1106.002.2188-1	22	20				2	0	0		5417, 54174			
MNGT.1106.002.2188-1	23	21				2	0	0		5417, 54175			
MNGT.1106.002.2188-1	59	54				5	0	0		5417, 54176			
MNGT.1106.002.2188-1	3	3				0	0	0		5417, 54177			
MNGT.1106.002.2188-1	26	22				4	0	0		5417, 54178			
MNGT.1106.002.2188-1	22	15				7	0	0		5417, 54179			
MNGT.1107.004.2192-1	25	25				0	0	0		5417, 54170			
MNGT.1107.005.2192-1	27	27				0	0	0		5417, 541721			
MNGT.1307.002.2192-1	74	70				4	0	0		5417, 541722			
MNGT.1307.002.2192-1	4	4				0	0	0		5417, 541723			
MNGT.1307.002.2192-1	4	4				0	0	0		5417, 541724			
6001029669	Haensly, Paul J	Fall 2018	FINA.3320.783.2188-8W1	69	64	5	0	0		523			
			FINA.4327.783.2188-8W1	36	32	4	0	0		523			
			MNGT.2342.783.2188-8W1	52	43	9	0	0		551			
			FINA.3320.783.2192-8W1	93	86	7	0	0		523			
			FINA.6325.783.2192-8W1	29	28	1	0	0		523			
			6001029669	Haensly, Paul J	Spring 2019	FINA.3320.783.2188-8W1	69	64	5	0	0		523
						FINA.4327.783.2188-8W1	36	32	4	0	0		523
						MNGT.2342.783.2188-8W1	52	43	9	0	0		551
						FINA.3320.783.2192-8W1	93	86	7	0	0		523
						FINA.6325.783.2192-8W1	29	28	1	0	0		523

6001124022	Gai, Lili	Spring 2019	COSC.2430.501.2192-1	25	22	3	0	0	5415, 54160													
			COSC.3315.501.2192-1	18	18	0	0	0	5415, 54161													
			COSC.3420.501.2192-1	18	17	1	0	0	5415, 54162													
		Summer 2019	COSC.4460.501.2192-1	22	22	0	0	0	5415, 54163													
			COSC.1335.795.2195-7W2	22	19	3	0	0	5415, 54164													
			COSC.4395.020.2195-1	1	1	0	0	0	5415, 54165													
		Fall 2018	MKRT.4304.793.2188-8W2	26	23	4	0	0	5416, 5419													
			MKRT.4309.701.2188-1	10	10	0	0	0	5416, 5419													
			MKRT.4314.001.2188-1	19	18	1	0	0	5416, 5419													
			MKRT.6309.701.2188-1	19	19	0	0	0	5416, 5419													
			MKRT.6310.793.2188-8W2	45	39	6	0	0	5416, 5419													
			MKRT.6391.002.2188-1	2	2	0	0	0	5416, 5419													
MKRT.3315.001.2192-1	14		13	1	0	0	5416, 5419															
MKRT.4392.001.2192-1	1		1	0	0	0	5416, 5419															
MKRT.6310.783.2192-8W1	72		71	1	0	0	5416, 5419															
MKRT.6310.794.2192-8W2	27		25	2	0	0	5416, 5419															
MKRT.6314.783.2192-8W1	27		26	1	0	0	5416, 5419															
Summer 2019	MKRT.4301.783.2195-7W1		29	26	3	0	0	5416, 5419														
	MKRT.4309.783.2195-7W1	11	11	0	0	0	5416, 5419															
	MKRT.6309.783.2195-7W1	17	17	0	0	0	5416, 5419															
	MKRT.6310.783.2195-7W1	58	57	1	0	0	5416, 5419															
	MKRT.6399.795.2195-7W2	14	11	3	0	0	5416, 5419															
	MKRT.3310.001.2188-1	38	28	10	0	0	5417, 54172															
	BIOI.4342.001.2188-1	47	43	4	0	0	5417, 54173															
	BIOI.4354.001.2188-1	20	16	4	0	0	5417, 54174															
	BIOI.4395.002.2188-1	1	1	0	0	0	5417, 54175															
	BIOI.4395.004.2188-1	1	1	0	0	0	5417, 54176															
	Fall 2018	BIOI.1107.001.2188-1	20	18	2	0	0	5417, 54177														
		BIOI.1307.001.2188-1	59	54	5	0	0	5417, 54178														
BIOI.3151.002.2188-1		23	23	0	0	0	5417, 54179															
BIOI.3153.001.2188-1		22	22	0	0	0	5417, 541720															
BIOI.3153.002.2188-1		23	23	0	0	0	5417, 541721															
BIOI.3350.001.2188-1		53	52	1	0	0	5417, 541722															
BIOI.1107.001.2192-1		22	18	4	0	0	5417, 541723															
BIOI.1108.701.2192-1		19	14	5	0	0	5417, 541724															
BIOI.1308.701.2192-1		18	12	6	0	0	5417, 541725															
BIOI.3151.001.2192-1		24	24	0	0	0	5417, 541712															
BIOI.3153.001.2192-1		24	24	0	0	0	5417, 541713															
Spring 2019		BIOI.3350.001.2192-1	49	46	3	0	0	5417, 541714														
	BIOI.3151.083.2195-7W1	18	18	0	0	0	5417, 541715															
	BIOI.3153.095.2195-7W2	19	19	0	0	0	5417, 541715															
	BIOI.3350.083.2195-7W1	25	25	0	0	0	5417, 541716															
	BIOI.3352.095.2195-7W2	24	24	0	0	0	5417, 541718															
	BIOI.4395.022.2195-1	2	2	0	0	0	5417, 541719															
	BIOI.1106.003.2188-1	24	23	1	0	0	5417, 541720															
	BIOI.1306.501.2188-1	55	36	19	0	0	5417, 541721															
	BIOI.4322.001.2188-1	14	10	4	0	0	5417, 541722															
	BIOI.4395.001.2188-1	1	1	0	0	0	5417, 541723															
	BIOI.6399.001.2188-1	1	1	0	0	0	5417, 541724															
	Spring 2019	BIOI.1106.003.2192-1	24	16	8	0	0	5417, 541725														
BIOI.1306.001.2192-1		60	31	29	0	0	5417, 541726															
BIOI.4395.001.2192-1		2	2	0	0	0	5417, 541727															
BIOI.4395.003.2192-1		2	2	0	0	0	5417, 541728															
BIOI.4395.004.2192-1		2	2	0	0	0	5417, 541729															
BIOI.6323.001.2192-1		6	6	0	0	0	5417, 541730															
BIOI.6392.004.2192-1		2	2	0	0	0	5417, 541731															
BIOI.4395.020.2195-1		2	2	0	0	0	5417, 541732															
BIOI.6391.001.2195-1		1	1	0	0	0	5417, 541733															
Grand Total			6694	6052	636	0																

Request for Taxpayer Identification Number and Certification

Give Form to the
requester. Do not
send to the IRS.

► Go to www.irs.gov/FormW9 for instructions and the latest information.

1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank.

University of Texas - Permian Basin

2 Business name/disregarded entity name, if different from above

3 Check appropriate box for federal tax classification of the person whose name is entered on line 1. Check only one of the following seven boxes.

Individual/sole proprietor or single-member LLC C Corporation S Corporation Partnership Trust/estate

Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=Partnership) ► _____

Note: Check the appropriate box in the line above for the tax classification of the single-member owner. Do not check LLC if the LLC is classified as a single-member LLC that is disregarded from the owner unless the owner of the LLC is another LLC that is not disregarded from the owner for U.S. federal tax purposes. Otherwise, a single-member LLC that is disregarded from the owner should check the appropriate box for the tax classification of its owner.

Other (see instructions) ►

Educational Institution

4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3):

Exempt payee code (if any) _____

Exemption from FATCA reporting code (if any) _____

(Applies to accounts maintained outside the U.S.)

5 Address (number, street, and apt. or suite no.) See instructions.

4901 E. University Blvd.

6 City, state, and ZIP code

Odessa, TX 79762

7 List account number(s) here (optional)

Requester's name and address (optional)

Print or type.
See Specific Instructions on page 3.

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the instructions for Part I, later. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN*, later.

Note: If the account is in more than one name, see the instructions for line 1. Also see *What Name and Number To Give the Requester* for guidelines on whose number to enter.

Social security number

			-					
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OR

Employer identification number

7	5	-	1	3	9	3	4	9	3
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Part II Certification

Under penalties of perjury, I certify that:

- The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
- I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
- I am a U.S. citizen or other U.S. person (defined below); and
- The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions for Part II, later.

Sign Here

Signature of U.S. person ►

Telexia Burns

Date ►

10/10/19

General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Future developments. For the latest information about developments related to Form W-9 and its instructions, such as legislation enacted after they were published, go to www.irs.gov/FormW9.

Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following.

- Form 1099-INT (interest earned or paid)

- Form 1099-DIV (dividends, including those from stocks or mutual funds)
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)
- Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
- Form 1099-C (canceled debt)
- Form 1099-A (acquisition or abandonment of secured property)

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See *What is backup withholding*, later.



THE UNIVERSITY OF TEXAS OF THE PERMIAN BASIN
Office of Accounting



October 15, 2019

Contract: ODC Economic Development Agreement (C-7-243.1)

For the Period: 9/1/18 - 8/31/19
Invoice #: GR_1_1869_FY2019

Billed To: Odessa Development Corporation
700 N Grant, Suite 200
Odessa, TX 79761
Natasha Brooks
brooksn@odessa-tx.gov

Remit To:
The University of Texas Permian Basin
Office of Accounting
4901 E University Odessa, TX 79762

DESCRIPTION	CURRENT PERIOD CHARGES
Salary per Agreement : FY 2019 See Attached Report 2nd of the \$7,500,000 contract	1,500,000.00
TOTAL DUE	1,500,000.00

Print Name: Felecia Burns _____

Title: Director of Accounting _____

Signature: Felecia Burns _____

Date: 10/15/2019 _____

Pledge	7,500,000.00
Prev Paid	1,500,000.00
Current Exp	1,500,000.00
Remaining	4,500,000.00

Accounting
432-552-3715