
Meeting Agenda - Amended
Aransas County Alliance Local Government Corporation
Wednesday, August 10, 2022

Notice is hereby given that a meeting of the Aransas County Alliance Local Government Corporation will be held **at 11:00 a.m. on Wednesday, August 10, 2022 at the Fairfield Inn, 2950 Hwy. 35 N., Rockport TX 78382**. This meeting also will be held by video conference via the ZOOM app and streamed on YouTube for viewing (*see below information*). To watch the meeting on YouTube, visit: <http://www.youtube.com/channel/UCcOMQSkUX7xqRzCPt8V663A/live>. Persons with disabilities who plan to attend this meeting in person and who may need assistance should contact the County Judge's office at 361-790-0100 two working days prior to the meeting so that appropriate arrangements can be made. The following subjects will be discussed and acted upon: The following subjects will be discussed and acted upon:

I. Roll Call and Confirmation of Quorum

II. Citizens To Be Heard

At this time, comments will be taken from the audience on any subject matter that is not on the Agenda. To address the Directors or make an inquiry, please request a Public Participation Form from the Secretary and return it before the meeting. Citizens who wish to speak on a matter included in this Agenda will be invited to speak when that particular matter is being deliberated by the LGC. Please note, in accordance with the Open Meetings Act, Directors may not deliberate or take action on any item which has not been posted on the Agenda. Deliberation of or decision about the subject of the inquiry shall be limited to a proposal to place the subject on the agenda for a subsequent meeting.

III. Consent Agenda

1. Discussion and acceptance of the May 2, 2022 meeting minutes.

IV. Regular Agenda

1. Discuss, deliberate and take action on the ACPEDC 2022 2nd Quarter Report.
2. Discuss, deliberate and take action on proposed amendments to the Articles of Incorporation/Certificate of Formation to allow the size of the Board of Directors to vary based on the number of sponsoring entities, with each sponsoring entity appointing the same number of directors, as further set out in the proposed amendments attached. (The approval of these amendments is subject to approval by the sponsoring entities.)
3. Discuss, deliberate and take action on proposed amendments to the Bylaws to allow the size of the Board of Directors to vary based on the number of sponsoring to make the number of directors be consistent with the number of sponsoring entities and change the regular meetings of the Board of Directors from quarterly to annual meetings, as further set out in the proposed amendments attached. (The approval of these amendments is subject to approval by the sponsoring entities.)

V. Reports And Announcements from Directors: No Action Will Be Taken

VI. Adjournment

I, the undersigned, do hereby certify that the Notice of the above named Aransas County Alliance Local Government Corporation, is a true and correct copy of said Notice, and that I posted a true and correct copy of said Notice on the window and/or bulletin board in the Aransas County Courthouse, 2840 Highway 35 N., Rockport, Aransas County, Texas on the 6th day of August, 2022, and said Notice remained so posted continuously for at least seventy-two (72) hours preceding the schedule time of said Meeting.



Tracy Orr Smith, Executive Assistant
Aransas County Judge

FILED
AT 9:24 A.M.

AUG 06 2022

CARRIE ARRINGTON
COUNTY CLERK, ARANSAS CO., TEXAS

Aransas County Alliance Local Government Corporation

Minutes of the meeting of the Board of Directors held at the Aquarium Education Center on Monday
May 2, 2022 at 11:00 a.m.

- I. **Roll Call and Confirmation of Quorum-** Judge Mills, Mayor Rios, Mayor Cole and Director Jeff Hutt were present and the meeting was called to order with a quorum at 11:00 a.m. Also present were Michael Meek, John Jackson, Collin Jackson, Mike Probst, Pat Rousseau, Tommy Moore, Diane Probst, Barbara Gurtner, Randy Freeze, two unidentified citizens and John Bell via zoom.
- II. **Citizens to heard-** No citizens spoke during this item
- III. **Consent Agenda**
 1. The minutes for the January 31, 2022 meeting were considered. Mayor Rios made a motion to approve the minutes with a second by Mayor Cole. **Motion approved 4-0**
- IV. **Regular Agenda**
 2. Discuss, deliberate and take action on the ACPEDC 1st Quarter Report- Meek presented a slide show outlining activities of the EDC in January, February and March. Mayor Rios made a motion and Mayor Cole seconded it. **Motion approved 4-0.**
 3. Discuss, deliberate and take the following possible actions concerning the future utilization of Aransas County Alliance Local Government Corporation (LGC), in view of the adoption of economic development policies by both Aransas County and The City of Rockport- Mayor Rios stated this was his agenda item as he had been discussing this with the city manager and other for some time. Originally conceived by legal counsel to enable grants to the LGC and then on to the EDC, the LGC has become a hindrance and extra layer of bureaucracy according to Mayor Rios. He added that the inter-local agreement between the entities terminates his December and action today in this item sets in motion a process for it to be properly considered by all the member entities. Jeff Hutt stated he has not had the opportunity to fully discuss this with the Navigation District. John Bell was asked by Judge Mills to explain the item. Bell agreed that it does expire this December 9th and was an extra layer of government.
 - A. Judge Mills read 3A: Terminate the Economic Development Services Agreement with the Aransas County Partnership Economic Development Corporation (EDC) effective as of December 31, 2022, so that the EDC may contract with participation entities directly. Jeff Hutt moved to table item 3A. There was no

second to his motion, Mayor Cole moved to approve Item 3A with a second given by Mayor Rios. Cunningham stated that each entity would need to vote to terminate the LGC. He was informed the LGC was not being terminated. Jeff Hutt inquired about the formation of the LGC and Bell stated it was a vehicle post-Hurricane Harvey to allow business and individuals to provide land and other items to the LGC that could be utilized by the EDC in economic development creation. After several other comments from Jeff Hutt, Mayor Rios called the question. **Motion approved 3-1.**

- B. To maintain the Aransas County Alliance Local Government Corporation on an ongoing basis with annual meeting as necessary to keep the LGC available for special projects that can utilize its statutory powers. Jeff Hutt inquired as what those powers were. Bell answered that it could lease and or own property, issue bonds and other items allowed by state law. Bell ended by stating this action would start the process with the member governmental entities. Mayor Rios moved to approve with a second given from Mayor Cole. **Motion approve 3-1.**
4. Jeff Hutt asked Judge Mills to remove Regular Item 4, which was to discuss, deliberate and appoint an Aransas County Alliance Local Government Corporation Director, to be responsible for recording and distribution of the minutes of the Aransas County Alliance Local Government Corporation Board of Directors meeting.
5. Discuss and deliberate the need for participating entities to invoice the Aransas County Alliance Local Government Corporation for administrative service. Jeff Hutt stated the LGC needed to reimburse the county for services to the organization. Judge Mills inquired to Mr. Bell for his thoughts. Bell stated that the by-laws allow for member entities to provide services to the LGC.
6. Discuss and deliberate entering into negotiations with the Aransas County Independent School District (ACISD) to join the Aransas County Alliance Local Government Corporation. Jeff Hutt stated he had spoken to the school board member and there was interest. Bell was asked by Judge Mills about this and Bell added that independent school districts are not allowed to join local government corporations. Mayor Rios added that the school district had been asked to join back in 2019 and had declined. Jeff Hutt stated that his agenda item was moot.

7. Discuss and deliberate the Aransas County Alliance Local Government Corporation's current contract for economic development services with the Aransas County Partnership Economic Development Corporation. Jeff Hutt asked Meek if the EDC would pay more attention to the Navigation District's assets in the county. Meek stated that the EDC invites the Harbormaster for the Navigation District to their board meetings. Meek added that they had recently offered the EDC funds to market Navigation District assets and that it was turned down. Moore inquired who had turned the funds down and Meek answered the Harbormaster.

V. Reports and Announcements from Directors: There were no reports or announcements to be given.

VI. Adjournment Motion was given by Mayor Rios seconded by Mayor Cole to adjourn the meeting. **Motion approved 4-0.** Judge Mills adjourned at 11:58 a.m.

The foregoing minutes of the LGC meeting held on May 2, 2022 were approved by the LGC Board.

C.H. "Burt" Mills, Jr., Chairman of the Aransas County Alliance Local Government Corporation

**AMENDMENTS TO ARTICLES OF INCORPORATION/CERTIFICATE OF
FORMATION OF THE ARANSAS COUNTY ALLIANCE
LOCAL GOVERNMENT CORPORATION**

These **Amendments to Articles of Incorporation/Certificate of Formation of the Aransas County Alliance Local Government Corporation** (the “Corporation”), a public nonprofit corporation formed under Chapter 431 of the Texas Transportation Code, are made by the Corporation and approved by Sponsoring Entities of the Corporation who have elected to continue participating in the Interlocal Agreement to be effective on the last date signed. The Articles of Incorporation/Certificate of Formation are amended as follows:

1. **Article VII** shall be amended to read as follows in order to update the registered office and agent:

ARTICLE VII

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation is the Aransas County Courthouse, 2840 Highway 35N, Rockport, Texas, 78382, and the registered agent shall be C.H. “Burt” Mills, Jr., County Judge, or his successor in office.

2. **The first paragraph of Article IX** shall be deleted in its entirety and replaced with the following in order to match the number of Directors with the number of Sponsoring Entities from time to time:

ARTICLE IX

The affairs of the Corporation shall be managed by a Board of Directors which shall be composed in its entirety of persons appointed by the governing bodies of the Sponsoring Entities, with each such Sponsoring Entity appointing an equal number of Directors.

3. **The last paragraph of Article IX** shall be deleted in its entirety and replaced with the following in order to provide for flexibility in the number of Sponsoring Entities:

Directors shall be appointed for terms of two (2) years, in accordance with the Bylaws and may be appointed to successive or non-consecutive terms. There are no term limits for service on the Board of Directors. A Sponsoring Entity may

remove its appointed director from the Board of Directors at will, for any reason or no reason at all, in accordance with the Bylaws adopted by the Corporation and approved by the governing bodies of the Sponsoring Entities. The directors shall serve without compensation. If the Corporation has funds available, the Corporation shall reimburse directors for actual expenses incurred in the course of performing director duties

The foregoing **Amendments to Articles of Incorporation/Certificate of Formation of the Aransas County Alliance Local Government Corporation** were approved by the Board of Directors at a duly called and noticed public meeting on August 10, 2022, and the amendments received a majority vote of the Corporation’s Board of Directors.

SWORN TO AND SUBSCRIBED on this ____ day of _____, 2022.

C. H. “Burt” Mills, Jr., Chairman
Aransas County Alliance LGC

ATTEST:

Secretary

ACKNOWLEDGMENT

STATE OF TEXAS

ss.

COUNTY OF ARANSAS

Before me, the undersigned notary public, on this day personally appeared C. H. “Burt” Mills, Jr., after being by me duly sworn, declared that he signed and verified the above and foregoing **Amendments to Articles of Incorporation/Certificate of Formation of the Aransas County Alliance Local Government Corporation**, as chairman of the Aransas County Alliance Local Government Corporation, in the capacity stated.

Notary Public, State of Texas

COUNTY OF ARANSAS, TEXAS

The foregoing **Amendments to Articles of Incorporation/Certificate of Formation of the Aransas County Alliance Local Government Corporation** were approved by the Board of Directors at a duly called and noticed public meeting on _____, 2022, and the amendments received a favorable vote by a majority of those holding office on the Aransas County Commissioners Court.

SWORN TO AND SUBSCRIBED on this ____ day of _____, 2022.

C. H. "Burt" Mills, Jr.
County Judge

ATTEST:

Carrie Arrington, County Clerk

ACKNOWLEDGMENT

STATE OF TEXAS

ss.

COUNTY OF ARANSAS

Before me, the undersigned notary public, on this day personally appeared C. H. "Burt" Mills, Jr., after being by me duly sworn, declared that he signed and verified the above and foregoing **Amendments to Articles of Incorporation/Certificate of Formation of the Aransas County Alliance Local Government Corporation**, as the County Judge of Aransas County.

Notary Public, State of Texas

CITY OF ROCKPORT, TEXAS

The foregoing **Amendments to Articles of Incorporation/Certificate of Formation of the Aransas County Alliance Local Government Corporation** were approved by the City Council of Rockport, Texas at a duly called and noticed public meeting on _____, 2022, and the amendments received a majority vote of the members of the City Council holding office.

SWORN TO AND SUBSCRIBED on this ____ day of _____, 2022.

Tim Jayroe
Mayor

ATTEST:

Teresa Valdez, City Secretary

ACKNOWLEDGMENT

STATE OF TEXAS

ss.

COUNTY OF ARANSAS

Before me, the undersigned notary public, on this day personally appeared Tim Jayroe, after being by me duly sworn, declared that he signed and verified the above and foregoing **Amendments to Articles of Incorporation/Certificate of Formation of the Aransas County Alliance Local Government Corporation**, as Mayor of the City of Rockport, Texas, in the capacity stated.

Notary Public, State of Texas

TOWN OF FULTON, TEXAS

The foregoing **Amendments to Articles of Incorporation/Certificate of Formation of the Aransas County Alliance Local Government Corporation** were approved by the Town Council of Town of Fulton, Texas at a duly called and noticed public meeting on _____, 2022, and the amendments received a majority vote of the members of the Town Council holding office.

SWORN TO AND SUBSCRIBED on this ____ day of _____, 2022.

Kelli Cole
Mayor

ATTEST:

Stephanie Garcia, Town Secretary

ACKNOWLEDGMENT

STATE OF TEXAS

ss.

COUNTY OF ARANSAS

Before me, the undersigned notary public, on this day personally appeared Kelli Cole, after being by me duly sworn, declared that she signed and verified the above and foregoing **Amendments to Articles of Incorporation/Certificate of Formation of the Aransas County Alliance Local Government Corporation**, as Mayor of the Town of Fulton, Texas, in the capacity stated.

Notary Public, State of Texas

ARANSAS COUNTY NAVIGATION DISTRICT

The foregoing **Amendments to Articles of Incorporation/Certificate of Formation of the Aransas County Alliance Local Government Corporation** were approved by the Navigation and Canal Commission of the Aransas County Navigation District at a duly called and noticed public meeting on _____, 2022, and the amendments received a majority vote of the members of the Navigation and Canal Commission holding office.

SWORN TO AND SUBSCRIBED on this ____ day of _____, 2022.

Malcolm Dieckow
Chairman

ATTEST:

Tommy Moore, Secretary

ACKNOWLEDGMENT

STATE OF TEXAS

ss.

COUNTY OF ARANSAS

Before me, the undersigned notary public, on this day personally appeared Malcolm Dieckow, after being by me duly sworn, declared that he signed and verified the above and foregoing **Amendments to Articles of Incorporation/Certificate of Formation of the Aransas County Alliance Local Government Corporation**, as Chairman of Aransas County Navigation District, in the capacity stated.

Notary Public, State of Texas

**AMENDMENTS TO BYLAWS OF THE ARANSAS COUNTY ALLIANCE
LOCAL GOVERNMENT CORPORATION**

These **Amendments to Bylaws of the Aransas County Alliance Local Government Corporation** (the “Corporation”), a public nonprofit corporation formed under Chapter 431 of the Texas Transportation Code, are made by the Corporation and approved by Sponsoring Entities of the Corporation who have elected to continue participating in the Interlocal Agreement to be effective on the last date signed. The Bylaws are amended as follows:

1. Section 3.1(b) of the Bylaws shall be deleted in its entirety and replaced with the following in order to match the number of Directors with the number of Sponsoring Entities from time to time:

Section 3.1 Powers, Number, and Term of Office.

(b) The initial Directors approved by the Sponsoring Entities to establish the Corporation and approve the Articles of Incorporation consisted of four (4) directors. Upon adoption of these Bylaws, the Board of Directors shall be appointed by the governing bodies of the Sponsoring Entities of the Corporation.

2. Section 3.2(a) of the Bylaws shall be deleted in its entirety and replaced with the following in order to change from quarterly meetings to annual meetings:

Section 3.2. Regular Meetings.

(a) Regular meetings of the Board of Directors shall be held at least annually as shall be designated, from time to time, by resolution of the Board of Directors.

IN WITNESS WHEREOF, the Directors of the Corporation and the Sponsoring Entities hereby approve these Amendments.

[Signature pages immediately follow]

The foregoing **Amendments to the Bylaws of the Aransas County Alliance Local Government Corporation** were approved by the Board of Directors at a duly called and noticed public meeting on August 10, 2022, and the amendments received a majority vote of the Corporation's Board of Directors.

SWORN TO AND SUBSCRIBED on this ____ day of _____, 2022.

C. H. "Burt" Mills, Jr., Chairman
Aransas County Alliance LGC

ATTEST:

Secretary

ACKNOWLEDGMENT

STATE OF TEXAS

ss.

COUNTY OF ARANSAS

Before me, the undersigned notary public, on this day personally appeared C. H. "Burt" Mills, Jr., after being by me duly sworn, declared that he signed and verified the above and foregoing **Amendments to the Bylaws of the Aransas County Alliance Local Government Corporation**, as Chairman of the Aransas County Alliance Local Government Corporation, in the capacity stated.

Notary Public, State of Texas

COUNTY OF ARANSAS, TEXAS

The foregoing **Amendments to the Bylaws of the Aransas County Alliance Local Government Corporation** were approved by the Board of Directors at a duly called and noticed public meeting on _____, 2022, and the amendments received a favorable vote by a majority of those holding office on the Aransas County Commissioners Court.

SWORN TO AND SUBSCRIBED on this ____ day of _____, 2022.

C. H. "Burt" Mills, Jr., County Judge

ATTEST:

Carrie Arrington, County Clerk

ACKNOWLEDGMENT

STATE OF TEXAS

ss.

COUNTY OF ARANSAS

Before me, the undersigned notary public, on this day personally appeared C. H. "Burt" Mills, Jr., after being by me duly sworn, declared that he signed and verified the above and foregoing **Amendments to the Bylaws of the Aransas County Alliance Local Government Corporation**, as the County Judge of Aransas County.

Notary Public, State of Texas

CITY OF ROCKPORT, TEXAS

The foregoing **Amendments to the Bylaws of the Aransas County Alliance Local Government Corporation** were approved by the City Council of Rockport, Texas at a duly called and noticed public meeting on _____, 2022, and the amendments received a majority vote of the members of the City Council holding office.

SWORN TO AND SUBSCRIBED on this ____ day of _____, 2022.

Tim Jayroe, Mayor

ATTEST:

Teresa Valdez, City Secretary

ACKNOWLEDGMENT

STATE OF TEXAS

ss.

COUNTY OF ARANSAS

Before me, the undersigned notary public, on this day personally appeared Tim Jayroe, after being by me duly sworn, declared that he signed and verified the above and foregoing **Amendments to the Bylaws of the Aransas County Alliance Local Government Corporation**, as Mayor of the City of Rockport, Texas, in the capacity stated.

Notary Public, State of Texas

TOWN OF FULTON, TEXAS

The foregoing **Amendments to the Bylaws of the Aransas County Alliance Local Government Corporation** were approved by the Town Council of Town of Fulton, Texas at a duly called and noticed public meeting on _____, 2022, and the amendments received a majority vote of the members of the Town Council holding office.

SWORN TO AND SUBSCRIBED on this ____ day of _____, 2022.

Kelli Cole, Mayor

ATTEST:

Stephanie Garcia, Town Secretary

ACKNOWLEDGMENT

STATE OF TEXAS

ss.

COUNTY OF ARANSAS

Before me, the undersigned notary public, on this day personally appeared Kelli Cole, after being by me duly sworn, declared that she signed and verified the above and foregoing **Amendments to the Bylaws of the Aransas County Alliance Local Government Corporation**, as Mayor of the Town of Fulton, Texas, in the capacity stated.

Notary Public, State of Texas

ARANSAS COUNTY NAVIGATION DISTRICT

The foregoing **Amendments to the Bylaws of the Aransas County Alliance Local Government Corporation** were approved by the Navigation and Canal Commission of the Aransas County Navigation District at a duly called and noticed public meeting on _____, 2022, and the amendments received a majority vote of the members of the Navigation and Canal Commission holding office.

SWORN TO AND SUBSCRIBED on this ____ day of _____, 2022.

Malcolm Dieckow
Chairman

ATTEST:

Tommy Moore, Secretary

ACKNOWLEDGMENT

STATE OF TEXAS

ss.

COUNTY OF ARANSAS

Before me, the undersigned notary public, on this day personally appeared Malcolm Dieckow, after being by me duly sworn, declared that he signed and verified the above and foregoing **Amendments to the Bylaws of the Aransas County Alliance Local Government Corporation**, as Chairman of Aransas County Navigation District, in the capacity stated.

Notary Public, State of Texas