

## **Exhibit A**

# **By-Laws University TIF District (Tax Increment Reinvestment Zone Number Twenty-One)**

## **ARTICLE I Powers and Purposes**

Section 1. Financing Development or Redevelopment in the District. In order to implement the purposes for which the University TIF District, City of Dallas, Texas (the "District") was formed, as set forth in the Ordinance creating the District, the City of Dallas, Texas (the "City") may issue obligations to finance all or part of the cost of implementing the Project Plan and Reinvestment Zone Financing Plan (the "Plan") for the District as defined in the Texas Tax Increment Financing Act of the Texas Tax Code, Chapter 311, Vernon's Texas Codes Annotated, (the "Act").

Section 2. Books and Records; Approval of Programs and Financial Statements. The University TIF District Board of Directors (the "Board") shall keep correct and complete books and records of account and shall also keep minutes of its proceedings and the proceedings of committees having any of the authority of the Board. All books and records of the District may be inspected by any director or his or her agent or attorney for any proper purpose at any reasonable time; and, at all times, the City Council and the City Auditor will have access to the books and records of the District. The City Council must approve all programs and expenditures for the District and annually review any financial statements of the District. City staff shall prepare all financial records and minutes for review and approval of the Board.

## **ARTICLE II Board of Directors**

Section 1. Powers, Number, and Term of Office. The property and affairs of the District shall be managed and controlled by the City Council based on the recommendations of the Board, subject to the restrictions imposed by law, the Ordinance creating the District, and these By-Laws. It is the intention of City Council that the Board, with the exception of creation of and amendments to the Plan, shall function only in an advisory or study capacity with respect to the District and shall exercise only those powers, advisory in nature, which are either granted to the Board pursuant to the Act or delegated to the Board by the City Council. The Board is specifically responsible for evaluating requests for TIF funding to assist with redevelopment projects in the District. The Board shall evaluate projects in terms of financial, design, and land-use components. Each year the Board will submit an Annual Report to the City Council. To the extent desired, the Board may adopt policies or guidelines related to implementing the Plan.

Pursuant to the Ordinance creating the District, the Board shall consist of nine (9) Board members: six (6) shall be appointed by the City Council of the City, one (1) member shall be appointed by the State Senator's Office in whose district the University Hills Sub-District is located, one (1) member shall be appointed by the State Representative's Office in whose district the University Hills Sub-District is located, and one (1) member shall be appointed by the Dallas County Commissioners Court (provided that, pursuant to the Act, the Dallas County Commissioners Court has approved a participation agreement to contribute all or part of its tax increment into the tax increment fund). If the Dallas County Commissioners Court does not approve a participation agreement to contribute all or part of its tax increment into the tax increment fund or if the Dallas County Commissioners Court waives its right to appoint a Board member (as evidenced by a court order adopted by the Dallas County Commissioners Court), the

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City Council may appoint such a Board member in its stead. Should the Act be later amended, the City will make modifications to these By-Laws in conformance with the Act.

The first Board members shall serve for an initial term ending September 30, 2021, or until their successors are appointed. Subsequent Board members shall be appointed by the City Council and Dallas County Commissioners Court. The terms of the City-appointed Board members shall be for two years beginning October 1, or until their successors are appointed. The term of the County-appointed Board member shall be at the discretion of the Dallas County Commissioners Court and begin on the date designated in the court order appointing the Board member. The other Board members appointed by the Office of the State Senator and the Office of the State Representative shall serve until their successors are appointed by the respective offices. A minimum of five (5) Board members must be appointed for the Board to be considered a functioning body.

Any City-appointed Board member may be removed from office by the City Council for cause deemed by the City Council as sufficient for their removal in the interest of the public. The Board member may challenge his or her removal from the Board by demanding a public hearing before the City Council, within 10 days of notice of removal, where the causes for the removal will be made public.

In the event of a vacancy caused by the resignation, death, or removal for any reason of a Board member, the governing body of the respective taxing unit (i.e. City or County) or State Office (i.e. State Senator or State Representative) which made such Board appointment shall be responsible for filling the vacancy.

Section 2. Meetings of Board Members. The Board members may hold their meetings within a publicly accessible place in the City as the Board may from time to time determine. Meetings will be held in procedural accordance with *Roberts Rules of Order*.

Section 3. Regular Meetings. Regular meetings of the Board shall be held as needed to conduct the business of the Board. City staff shall coordinate meeting notices. All meetings of the Board shall be of a public nature unless pertaining to matters which may be discussed in a closed session in accordance with the Texas Open Meetings Act, Chapter 551 of the Government Code, Vernon's Texas Codes Annotated ("TOMA"). Notice of all regular and special meetings of the Board and any committees thereof shall be posted in accordance with TOMA.

Section 4. Special Meetings. Special meetings of the Board shall be held whenever called by a majority of the Board members then in office or upon advice of or request by the City Council in accordance with TOMA.

The secretary shall give notice to each Board member of each special meeting in person, or by mail, e-mail, telephone, or facsimile, at least two (2) hours before the meeting. Notice of all special meetings shall state the purpose and subject of the meetings, which shall be the only business conducted.

Section 5. Quorum. A majority of the Board members currently appointed to the Board shall constitute a quorum for the consideration of matters pertaining to the purposes of the District. The action of a majority of the Board members present at a meeting at which a quorum is in attendance shall constitute an action of the Board, unless the act of a greater number is required by law. The quorum requirement shall also apply to any committees created by the Board.

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Section 6. Conduct of Business. At the meetings of the Board, matters pertaining to the purposes of the District shall be considered in such order as from time to time the Board may determine. The scope of matters subject to Board review shall focus on the development and approval of the Plan and amendments to it; evaluation, approval, and recommendation to City Council concerning projects requesting TIF funding; and the creation of policies related to implementing the Plan.

The chairman shall preside at all meetings of the Board, and in the absence of the chairman, the vice chairman shall exercise the power of the chairman.

A final set of minutes shall be submitted to the City Secretary of the City upon approval by a majority of the Board.

Section 7. Standing Committee(s) and Ad Hoc Committee(s). The Board may appoint Standing Committees and Ad Hoc Committees as needed to carry out the mission and intent of the District. Standing Committees and Ad Hoc Committees so designated shall serve in an advisory capacity to the Board, shall conduct all meetings in accordance with TOMA, shall keep regular minutes of the transactions of meetings, shall cause such minutes to be recorded in the books kept for that purpose, and shall report the same to the Board.

Section 8. Compensation of Board Members. Board members as such shall not receive any salary or compensation for their services.

Section 9. Attendance. Unless provided otherwise by these By-Laws, by the City Ordinance creating the District, or by the Act, City-appointed Board members shall be subject to the provisions regulating attendance requirements for City Boards pursuant to Chapter 8 of the Dallas City Code, Sections 8-20, 8-20.1 and 8-21. If noncompliance with such requirements by a Board member results in forfeiture of the Board member's position under these provisions, the position shall be filled for the remainder of the term by appointment of the governing body which made the original appointment.

Section 10. Ethics. City-appointed Board members shall adhere to the City's Code of Ethics as found in the Dallas City Code Chapter 12A.

City-appointed Board members must comply with all City rules related to financial disclosure and ethics which supersede any provisions of these By-Laws that may be contradictory.

## **ARTICLE III Officers**

Section 1. Titles and Term of Office. The officers of the Board shall consist of a chairman, a vice chairman, a secretary, and such other officers as the Board may from time to time elect as it considers appropriate; provided, however, that the mayor of the City shall nominate the chairman from among the members, subject to confirmation by the majority of the City Council, who shall serve as chairman for a term of one (1) year beginning on January 1 of the following year, or until his or her successor shall be appointed. The Board may elect a vice chairman to preside in the absence of the chairman or when there is a vacancy in the office of the chairman. The staff liaison to the Board shall serve as the secretary of the Board. One person may hold more than one office, except that the chairman shall not hold the office of secretary. Officers, other than the chairman and secretary, shall serve for two (2) year terms until a successor is appointed.

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All officers, other than the chairman and the secretary, shall be subject to removal from office, with or without cause, at any time by a vote of a majority of the entire Board.

A vacancy in the office of any officer, other than the chairman or secretary, shall be filled by a vote of a majority of the directors. Absence from three (3) consecutive meetings or four (4) meetings in a six (6) month period shall constitute adequate reason for removal from office without action from the Board.

Section 2. Powers and Duties of the Chairman. The chairman shall be the chief executive officer of the Board. Such appointment shall be subject to the approval of the City Council. The chairman shall be in general charge of the properties and affairs of the District and shall preside at all meetings of the Board.

Section 3. Vice Chairman. The vice chairman shall be a member of the Board, shall have such powers and duties as may be assigned by the Board and shall exercise the powers of the chairman during that officer's absence or inability to act. Any action taken by the vice chairman in the performance of the duties of the chairman shall be conclusive evidence of the absence or inability to act of the chairman at the time such action was taken.

Section 4. Secretary. The secretary shall keep the minutes of all meetings of the Board in books provided for the purpose, shall have charge of such books, records, documents, and instruments as the Board may direct, all of which shall at all reasonable times be open to inspection, and shall in general perform all duties incident to the office of secretary subject to the control of the City Council and the Board. A City staff member shall serve as secretary of the Board. The position of secretary is a non-voting office.

Section 5. Staff. Staff functions for the Board may be performed by the City as directed by the City Council, and the City shall be reimbursed for the costs for such services performed in connection with the District.

## **ARTICLE IV Provisions Regarding By-Laws**

Section 1. Effective Date. These By-Laws shall become effective only upon the occurrence of the following events:

- (1) The adoption of these By-Laws by the Board, and
- (2) The approval of these By-Laws by the City Council.

Section 2. Amendments to By-Laws. These By-Laws may be amended by majority vote of the Board, provided that the Board files with the City Council a written application requesting that the City Council approve such amendment to the By-Laws, specifying in such application the amendment or amendments proposed to be made. If the City Council by appropriate resolution finds and determines that it is advisable that the proposed amendment be made, authorizes the same to be made and approves the form of the proposed amendment, the Board shall proceed to amend the By-Laws.

The By-Laws may also be amended at any time by the City Council at its sole discretion by adopting an amendment to the By-Laws by resolution of the City Council and delivering the By-Laws to the secretary of the Board.

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Section 3. Interpretation of By-Laws. These By-Laws and all the terms and provisions hereof shall be liberally construed to effectuate the purposes set forth herein. If any word, phrase, clause, sentence, paragraph, section, or other part of these By-Laws, or the application thereof to any person or circumstance, shall ever be held to be invalid or unconstitutional by any court of competent jurisdiction, the remainder of these By-Laws and the application of part of these By-Laws to any other person or circumstance shall not be affected thereby.

### **ARTICLE V General Provisions**

Section 1. Notice and Waiver of Notice. Whenever any notice whatsoever is required to be given under the provisions of these By-Laws, 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 hereto at his post office address, as it appears on the books of the District, and such notice shall be deemed to have been given on the day of such mailing. Attendance of a Board member at a meeting shall constitute a waiver of notice of such meeting, except where a Board member 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. 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. Resignations. Any Board member or officer may resign at any time. Such resignation shall be made in writing to the secretary of the Board and the City Secretary and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the City Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 3. Approval or Delegation of Power by the City Council. To the extent that these By-Laws refer to any approval by the City, such approval or delegation shall be evidenced by a certified copy of an ordinance, or resolution (if permissible), duly adopted by the City Council.