

**RESOLUTION NO. 20141211-095**

**WHEREAS**, Subchapter D, chapter 431 of the Texas Transportation Code authorizes the creation of a local government corporation; and

**WHEREAS**, the Council approved Resolution No. 20110428-014, creating the Waller Creek Local Government Corporation (the "Corporation"), approved and adopted the articles of incorporation and bylaws, and appointed the initial board of directors for the Corporation; and

**WHEREAS**, the purpose of the Corporation is to act on behalf of the City in its efforts to revitalize the Waller Creek District, its boundaries and proposed project being further described in Resolution No. 20110428-014; and

**WHEREAS**, the initial board of directors consists of five members; and

**WHEREAS**, the Waller LGC has met and discussed the issue, and recommends Council increase the number of the board of directors from five to nine to reflect the diversity and opinions in the Austin community in revitalizing the Waller Creek District; **NOW, THEREFORE**,

**BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF AUSTIN:**

1. The City Council authorizes and approves increasing the number of the board of directors for the Waller Creek Local Government Corporation from five to nine

members, as further shown in the amended articles of incorporation and bylaws of the Corporation attached as Exhibit A and Exhibit B, respectively.

2. The City Council appoints the following individuals to the Corporation's board of directors:

**NAME and ADDRESS**

Rodney Gonzales  
301 West Second Street, 2<sup>nd</sup> floor  
Austin, Texas 78701

Lucia Athens  
301 West Second Street – 3<sup>rd</sup> floor  
Austin, Texas 78701

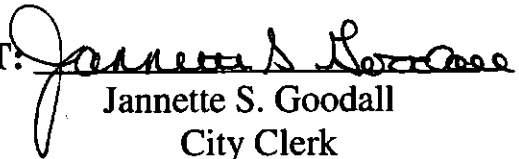
Fritz Steiner  
3132 Eanes Circle  
Austin, TX 78746

Martha Smiley  
413 W. Live Oak  
Austin, TX 78704

3. The City Council authorizes and directs the City Manager and all other City officials and employees to perform all such acts as may be necessary or desirable in order to carry out the terms and provisions of this Resolution.

**ADOPTED:** December 11, 2014

**ATTEST:**

  
Jannette S. Goodall  
City Clerk

**AMENDMENT TO CERTIFICATE OF FORMATION OF THE  
WALLER CREEK LOCAL GOVERNMENT CORPORATION**

Reference is here made to the Articles of Incorporation of the Waller Creek Local Government Code dated July 8, 2011 filed with the Secretary of State, State of Texas, and as corrected by the Certificate of Correction filed with the Secretary of State, State of Texas, dated September 16, 2011 (collectively, the "Certificate of Formation").

Pursuant to Section 394.016 of Chapter 394, Texas Local Government Code, and Subchapter E. of Chapter 431 of the Texas Transportation Code, the City Council of the City of Austin, Texas ("City") by Resolution dated December 11, 2014, approved and adopted by a majority of the members of the City Council of the City on December 11, 2014, hereby adopt the following amendments to the Certificate of Formation:

1. The first paragraph of Article VI of the Certificate of Formation is amended by deleting the text and substituting the following:

**ARTICLE VI**

All powers of the Corporation shall be vested in a Board consisting of nine persons who shall be appointed by the City Council of the City. The initial board members, each of whom resides in the City, are identified in Article IX below and shall serve for the term expiring on the date set forth in that Article. Subsequent board members shall be appointed by the City Council of the City; provided, however, that, to the extent permitted by law, at all times the Board shall consist of three representatives of the Waller Creek Conservancy and two representatives of the City. The Conservancy may nominate two additional board members, and the City may also nominate two additional board members. None of these additional board members will be on the board of the Conservancy. Each subsequent board member shall serve for a term of two years or until his or her successor is appointed by the City Council of the City, unless such board member has been appointed to fill an unexpired term in which case the term of such board member shall expire on the expiration date of the term of the board member who he or she was appointed to replace.

2. Except in the manner and to the extent expressly amended by this Article, the Certificate of Formation shall remain in full force and effect is hereby ratified and confirmed.
3. The amendments to the Certificate of Formation have been approved in the manner required by law and by the governing documents of the entity.

**EXHIBIT A**

Executed \_\_\_\_\_, 201\_\_\_\_, to be effective as of the date of the Resolution referenced above.

\_\_\_\_\_  
Lee Leffingwell, Mayor  
City of Austin

\_\_\_\_\_  
Jannette S. Goodall, City Clerk  
City of Austin

STATE OF TEXAS §  
§  
TRAVIS COUNTY §

**ACKNOWLEDGMENT**

BEFORE ME, a notary public, on this day personally appeared **LEE LEFFINGWELL, MAYOR, CITY OF AUSTIN**, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

EXECUTED the \_\_\_\_ day of \_\_\_\_\_, 201\_\_\_\_.

\_\_\_\_\_  
Notary Public in and for the State of Texas

STATE OF TEXAS §  
§  
TRAVIS COUNTY §

**ACKNOWLEDGMENT**

BEFORE ME, a notary public, on this day personally appeared **JANNETTE S. GOODALL, CITY CLERK, CITY OF AUSTIN**, known to me to be the person whose name is subscribed to

**EXHIBIT A**

the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

EXECUTED the \_\_\_\_ day of \_\_\_\_\_, 201\_\_\_\_.

\_\_\_\_\_  
Notary Public in and for the State of Texas

Executed \_\_\_\_\_, 201\_\_\_\_, to be effective as of the date of the Resolution referenced above.

\_\_\_\_\_  
Sue Edwards, President  
Waller Creek Local Government Corporation

\_\_\_\_\_  
Melba Whatley, Secretary  
Waller Creek Local Government Corporation

STATE OF TEXAS §  
§  
TRAVIS COUNTY §

**ACKNOWLEDGMENT**

BEFORE ME, a notary public, on this day personally appeared **SUE EDWARDS, PRESIDENT, WALLER CREEK LOCAL GOVERNMENT CORPORATION**, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

EXECUTED the \_\_\_\_ day of \_\_\_\_\_, 201\_\_\_\_.

\_\_\_\_\_  
Notary Public in and for the State of Texas

**STATE OF TEXAS §  
§  
TRAVIS COUNTY §**

**ACKNOWLEDGMENT**

BEFORE ME, a notary public, on this day personally appeared **MELBA WHATLEY, SECRETARY, WALLER CREEK LOCAL GOVERNMENT CORPORATION**, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

EXECUTED the \_\_\_\_ day of \_\_\_\_\_, 201\_\_\_\_.

\_\_\_\_\_  
Notary Public in and for the State of Texas

**STATE OF TEXAS §  
§  
TRAVIS COUNTY §**

**VERIFICATION**

BEFORE ME, the undersigned authority, personally appeared **SUE EDWARDS**, known to me to be the person whose name is subscribed below, who, after being by me duly sworn, upon her oath did depose and say that she is the **President of the Waller Creek Local Government Corporation**; that she has examined the foregoing **Amendment to Certificate of Formation of Waller Creek Local Government Corporation** and that the same was approved by the City Council of the City of Austin, Texas by Resolution No. \_\_\_\_\_ on December 11, 2014; as such, she is duly authorized to make this verification.

\_\_\_\_\_  
Sue Edwards  
President, Waller Creek Local Government Corporation

**SUBSCRIBED AND SWORN TO BEFORE ME** by the said Sue Edwards, Waller Creek Local Government Corporation, on this the \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
Notary Public in and for the State of Texas

**AMENDMENT TO BYLAWS OF THE  
WALLER CREEK LOCAL GOVERNMENT CORPORATION**

Reference is here made to the Bylaws of the Waller Creek Local Government Code adopted by City Council Resolution No. 20110428-14. Pursuant to Article VII. of the Bylaws, the City Council of the City of Austin, Texas ("City") by Resolution dated December 11, 2014, approved and adopted by a majority of the members of the City Council of the City on December 11, 2014, adopted the following amendment to the Bylaws:

1. Section 1. (Appointment, Powers, Number, and Term of Office) of Article II. (Board of Directors) of the Bylaws is amended by deleting the text and substituting the following:

**ARTICLE II. BOARD OF DIRECTORS**

All powers of the Corporation shall be vested in a Board of Directors (the "Board"). The Board shall consist of nine persons who shall be appointed by the City Council of the City. Subsequent board members shall be appointed by the City Council of the City; provided, however, that, to the extent permitted by law, at all times the Board shall consist of three representatives of the Waller Creek Conservancy and two representatives of the City. The Conservancy may nominate two additional board members, and the City may also nominate two additional board members. None of these additional board members will be on the board of the Conservancy. Each initial Director shall serve for the term expiring on the date set forth in the Articles of Incorporation. Each subsequent Director shall serve for a term of two years or until his or her successor is appointed by the City Council of the City, unless such board member has been appoint to fill an unexpired term in which case the term of such board member shall expire on the expiration date of the term of the board member who he or she was appoint to replace.

2. Except in the manner and to the extent expressly amended by this Article, the Bylaws shall remain in full force and effect and are ratified and confirmed.
3. The amendment to the Bylaws has been approved in the manner required by law and by the governing documents of the entity.

Executed \_\_\_\_\_, 201\_\_\_\_, to be effective as of the date of the Resolution referenced above.

\_\_\_\_\_  
Sue Edwards, President  
Waller Creek Local Government Corporation

\_\_\_\_\_  
Melba Whatley, Secretary  
Waller Creek Local Government Corporation