

**RESOLUTION NO.**

**WHEREAS**, the City of Austin (City) formed the Austin-Bergstrom Landhost Enterprise, Inc. (ABLE), a Texas public facility corporation pursuant to the predecessor statute to Chapter 303 of the Texas Local Government Code in 1998 to finance the purchase, rehabilitation, operation, and management of the Airport Hilton Hotel and supporting facilities; and

**WHEREAS**, Council simultaneously approved ABLE's Bylaws, which allowed for three directors to constitute the Board of Directors; and

**WHEREAS**, in 2001, Council amended ABLE's Bylaws to increase the number of directors to five in Resolution No. 010927-08; and

**WHEREAS**, on December 20, 2020, March 26, 2021, and May 17, 2021, the Board of Directors further amended the ABLE's Bylaws (Amended and Restated Bylaws), which are shown in the attached **Exhibit A**; and

**WHEREAS**, the Amended and Restated Bylaws allow the designation of no fewer than three and no more than seven directors to the Board of Directors and to designate two Department of Aviation Director positions to serve as directors; and

**WHEREAS**, the Amended and Restated Bylaws allow the Board of Directors to hire and fire a full or part-time president and approve the president's compensation; and

**WHEREAS**, the Amended and Restated Bylaws place limits on the president's authority to bind ABLE; and

**WHEREAS**, the Amended and Restated Bylaws require the Board of Directors to  
obtain prior Council approval of any former City employee appointed as president; and

**WHEREAS**, Section 303.038(a) of the Texas Local Government Code requires Council approval of any amendment to ABLE’s Bylaws; **NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF AUSTIN:**

Council finds that ABLE's Amended and Restated Bylaws are advisable and will enhance and protect the value of the City's interest in ABLE.

**BE IT FURTHER RESOLVED:**

Council also finds that ABLE's Amended and Restated Bylaws need to be further amended in order for the officer removal provision in Article III, Section 1 to comply with state law.

**BE IT FURTHER RESOLVED:**

Council approves ABLE's Amended and Restated Bylaws attached as **Exhibit A** to this Resolution.

**ADOPTED:** \_\_\_\_\_, 2021 **ATTEST:** \_\_\_\_\_

Jannette S. Goodall  
City Clerk

Formatted: Font: Not Bold