

AGENDA

**TOWN OF FLOWER MOUND
COMMUNITY DEVELOPMENT COOPERATION**

JANUARY 12, 2012

**FLOWER MOUND TOWN HALL
2121 CROSS TIMBERS ROAD
FLOWER MOUND, TEXAS**

6:30 P.M.

AN AGENDA INFORMATION PACKET IS AVAILABLE ONLINE AT
WWW.FLOWER-MOUND.COM/AGENDA/AGENDA.PHP

- A. **CALL REGULAR MEETING TO ORDER**
- B. **INVOCATION**
- C. **PLEDGE OF ALLEGIANCE TO THE AMERICAN FLAG AND TO THE TEXAS FLAG**
"Honor the Texas flag; I pledge allegiance to thee, Texas, one state under God, one and indivisible."
- D. **ELECTION OF OFFICERS**
- E. **PUBLIC PARTICIPATION**

Please fill out an "Appearance Before Community Development Corporation" form in order to address the Corporation, and turn the form in prior to Citizens and Visitors Comments, or by 6:40 p.m. to the Town staff. Speakers are normally limited to three minutes.

F. **MEMBER ANNOUNCEMENTS**

Announcements and brief discussion regarding recent and upcoming civic and social events, board or commission issues, informational update on Town projects and/or proposed Town projects, reports about contacts with other groups and/or individuals about Town issues, projects, and/or proposed projects, and informational responses to questions and information sharing.

G. STAFF REPORT

Update and status report related to operational issues, capital improvement projects, budget projections and grants

H. CONSENT AGENDA - Consent Items

This agenda consists of non-controversial or "housekeeping" items and may be approved with a single motion. A member of the Community Development Corporation may request an item(s) be withdrawn from the consent agenda and moved to regular agenda for discussion by making such request prior to a motion and vote on the Consent Agenda.

1. Consider approval of minutes from the regular meeting of the Community Development Corporation held on May 26, 2011.

I. ADJOURNEMENT – REGULAR MEETING

J. CALL WORK SESSION TO ORDER

K. WORK SESSION ITEMS

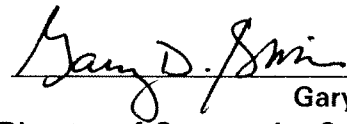
2. Community Development Corporation orientation and discussion of bylaws.

L. ADJOURNMENT – WORK SESSION

M. RECONVENE – REGULAR MEETING

N. COORDINATION OF CALENDARS AND FUTURE AGENDAS/MEETINGS

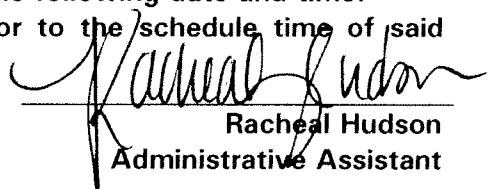
O. ADJOURNMENT – REGULAR MEETING



Gary Sims
Executive Director of Community Services

I do hereby certify that the Notice of Meeting was posted on the bulletin board in Town Hall of the Town of Flower Mound, Texas, a place convenient and readily accessible to the general public at all times and said Notice was posted on the following date and time:

JAN 6, 2012 at 5:00 pm at least 72 hours prior to the schedule time of said meeting.



Racheal Hudson
Administrative Assistant

The Flower Mound Town Hall and Council Chambers are wheelchair accessible. Requests for accommodations or interpretive services must be made at least 48 hours prior to this meeting by contacting Racheal Hudson, Administrative Assistant, at (972) 874-6342.



COMMUNITY DEVELOPMENT CORPORATION
AGENDA ITEM NO: 1
January 12, 2012

CONSENT ITEM

REGULAR ITEM

WORK SESSION ITEM

FROM: Racheal Hudson, Administrative Assistant *RH*
THROUGH: Gary Sims, Executive Director of Community Services *GS*
PRESENTER: Gary Sims, Executive Director of Community Services
ITEM: Consider approval of minutes from the regular meeting of the Community Development Corporation held on May 26, 2011.

Information

Recommendation

Motion

Direction

I. SUMMARY:

This agenda item is to consider approval of the minutes from the May 26, 2011 regular meeting of the Community Development Corporation.

II. BACKGROUND INFORMATION:

N/A

III. FISCAL IMPACT:

N/A

IV. LEGAL REVIEW:

N/A

V. ATTACHMENTS:

Copy of the draft minutes from the May 26, 2011, regular meeting of the Community Development Corporation.

VI. RECOMMENDED MOTION OR ACTION:

Move to approve the minutes from the May 26, 2011, regular meeting of the Community Development Corporation.

THE FLOWER MOUND COMMUNITY DEVELOPMENT CORPORATION REGULAR MEETING HELD ON THE 26TH DAY OF MAY, 2011, IN THE FLOWER MOUND TOWN HALL, LOCATED AT 2121 CROSS TIMBERS ROAD IN THE TOWN OF FLOWER MOUND, COUNTY OF DENTON, TEXAS, AT 6:30 P.M.

The Community Development Corporation met in regular session, with the following members present:

Melissa Northern	Vice President
Dana Smith	Treasurer
Claudio Forest	Secretary
Virginia Curry	Director
Steve Lyda	Director

with members absent:

John Parkinson	President
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constituting a quorum with the following members of Town staff participating:

Tony Nielsen	Sr. Project Administrator
Clayton Litton	Parks Superintendent

A. CALL REGULAR MEETING TO ORDER

Vice President Northern called the regular meeting to order at 6:32 p.m.

B. INVOCATION

Director Lyda led the Invocation.

C. PLEDGE OF ALLEGIANCE

Director Lyda led the Pledge of Allegiance.

D. PUBLIC PARTICIPATION

None.

E. MEMBER ANNOUNCEMENTS

Treasurer Smith inquired about a new committee being established through the PALS Board.

Vice President Northern responded that there was a new committee being formed that would focus on the Arts. This committee would help create awareness and participation in the area of the Arts. She then reminded the Board that there would be Music in the Park at Parker Square beginning in June on Friday evenings, as well the

Town's July Fourth Event at Bakersfield Park. Lastly, she discussed FMPAT would be performing Red, White, & Tuna.

F. STAFF REPORT

Tony Nielsen, Sr. Project Administrator, updated the Board on current CIP park projects.

G. CONSENT AGENDA

Vice President Northern read the item on the Consent Agenda.

Director Lyda made a motion to approve consent Item 1. Secretary Forest seconded the motion. The item, as approved by consent, was re-stated below along with the approved recommendation for the record.

- 1. Consider approval of the minutes from the regular meeting of the Community Development Corporation held on April 28, 2011.**

RECOMMENDATION: Move to accept the minutes as written.

VOTE ON THE MOTION

AYES: Directors Curry, Smith, Forest, Northern, and Lyda
NAYS: None.
ABSENT: None.

The motion passed with a vote of 5-0.

H. ADJOURNMENT – REGULAR MEETING

Vice President Northern adjourned the regular meeting at 6:43 p.m.

I. CALL WORK SESSION TO ORDER

J. WORK SESSION ITEMS

Vice President Northern opened the Work Session at 6:43 p.m.

- 2. Review and discuss Parks, Arts and Library Services (PALS) Board request to approve amending the Park and Trail Improvements Project using 4B sales tax revenues in the FY 2011-2012 CIP.**

Gary Sims, Executive Director of Community Services, presented.

Vice President Northern inquired about GIS usage.

Mr. Sims responded that GIS coordinates would be placed on quarter-mile markers to aid in emergency calls and reports. He also stated that staff was working with the Town's GIS Department to create a way for people to download trails on their phones and other mobile devices.

Director Curry inquired about trails that would cross the Town, specifically trails in the west.

Vice President Northern responded that developers aid in this process, so trails out west are fewer as there are fewer developments in that area.

Norma Kruger, 3800 Hide-A-Way Ln., Flower Mound, TX

Mrs. Kruger, PALS Board Chair, stated that many parks are short on amenities.

Treasurer Smith asked which trail appeared to be used the most. She suggested that determining the most occupied trail but be a good way to determine which parks get amenities first.

Mr. Sims responded that the Purple Cone Flower trail is very busy and appears to get the most use.

Vice President Northern stated that trail markers were a high priority.

Director Lyda stated that circuit equipment needs to be very strategically placed throughout the trail system.

3. Review and consider a recommendation by the Parks, Arts and Library Services (PALS) Board to approve funding for a feasibility study for Twin Coves Park using 4B sales tax revenues in the FY 2011-2012 CIP.

Gary Sims, Executive Director of Community Services, presented.

Director Curry inquired about whether or not there would be citizen input on this project. She stated that she feels like this project would be a very bad business venture for the Town and she would not support it.

Vice President stated that there would be public input, and the feasibility study would lend greater direction.

Director Smith stated that there are many citizens looking to doc their boats in Flower Mound. She then asked what other options were available for revenue at the park.

Mr. Sims responded that boating, camping, and large pavilion use are several revenue options. Also bike and kayak rentals, and ropes courses are great options.

Mrs. Krueger stated that the Town's consultant presented a concept, now; this study would help confirm that this concept is a feasible and worthy investment for the Town.

4. Review and discuss the next four years of the Five-Year CIP Project list for years 2011-2012 through 2015-2016.

Gary Sims, Executive Director of Community Services, presented.

Secretary Forest inquired as to whether or not there had been additional funding considered for Twin Coves.

Mr. Sims responded that additional funding options would be considered once the feasibility study has been completed.

K. ADJOURNEMENT - WORK SESSION

Vice President Northern adjourned the Work Session at 7:48 p.m.

L. PUBLIC HEARING

Vice President Northern opened the Public Hearing at 7:48 p.m.

5. Public Hearing and action to approve amending the Park and Trail Improvements Project using 4B sales tax revenues in the FY 2011-2012 CIP.

No public comments received.

Director Lyda made a motion to approve. Secretary Forest seconded the motion.

VOTE ON THE MOTION

AYES: Directors Curry, Smith, Forest, Northern, and Lyda

NAYS: None.

ABSENT: None.

The motion passed with a vote of 5-0.

6. Public Hearing and action to approve funding for a feasibility study for Twin Coves Park using 4B sales tax revenues in the FY 2011-2012 CIP.

No public comments received.

Secretary Forest asked for details on the study. He also asked about the management of the property, once in operation.

Mr. Sims responded that the consultant would provide an evaluation of the suitability of the proposed projects, evaluate the current market, attendance and possible usage for the park. They will also provide financial analysis of all of the proposed elements to the park. Concerning management, Mr. Sims stated that the Town Council would make that decision once the feasibility study has been completed.

Vice President Northern stated that her largest concern was making sure that the Town has the infrastructure to support the type of growth that is being seen near Twin Coves. She stated that her primary concerns are water, sewer, and roads.

Director Curry asked if the consultant would be able to explore various options for amenities to the park.

Mr. Sims responded that the study was being presented based off the concept plan that was approved by the Town Council.

Director Lyda stated that the Town should be mindful that this is a leased property so investments, such as amenities, should be considered with that in mind. He suggested that most of the park be self-sustaining.

Treasurer Smith asked about details on the lease.

Mr. Sims responded that after the initial 25 year lease, there may be other options such as a 50 year, or 99 year lease options.

Director Curry suggested that the idea of this park should be proposed as a Town vote. She stated that she was seriously concerned with the idea of a "mobile home" park being added to the community. Ms. Curry said that her and her neighbors would not appreciate having these homes in Flower Mound. She stated she does not want to be a part of a transient community.

Director Lyda responded that the Town's Master Plan was approved with extensive public input, and that the park would have a camping amenity feature.

Director Lyda made a motion to approve. Secretary Forest seconded the motion.

VOTE ON THE MOTION

AYES: Directors Curry, Smith, Forest, Northern, and Lyda

NAYS: None.

ABSENT: None.

The motion passed with a vote of 5-0.

M. COORDINATION OF CALENDARS AND FUTURE AGENDAS/MEETINGS

Mr. Sims stated that the next meeting would include a review of the CDC's current bylaws.

N. ADJOURNMENT

Vice President Northern adjourned the regular meeting at 8:11 p.m.

TOWN OF FLOWER MOUND, TEXAS

President

ATTEST:

Secretary



**COMMUNITY DEVELOPMENT CORPORATION
ELECTION OF OFFICERS
January 12, 2012**

CONSENT ITEM REGULAR ITEM WORK SESSION ITEM

FROM: Gary Sims, Executive Director of Community Services

PRESENTER: Gary Sims, Executive Director of Community Services *HS*

ITEM: Election of Officers

Ordinance Resolution Motion Direction

I. SUMMARY:

The bylaws of the Community Development Corporation (CDC) specify the Board shall have the following officers: President, Vice-President, Secretary and Treasurer.

II. BACKGROUND INFORMATION:

The CDC bylaws require the annual election of officers. The positions are President, Vice-President, Secretary and Treasurer. The term of office for each of the positions is one year. The bylaws allow for an officer to hold more than one office, except that the President may not hold the office of Secretary.

The primary responsibility of the President is to preside at all meetings and to sign and execute legal instruments in the name of the corporation.

The Vice-President acts as the President in the absence of that officer.

Because of the complexity of government finances, the day to day functions of the Treasurer are managed by the Town Finance Department, subject to the review and inspection of the Treasurer. The Town Finance Department handles all the required CDC financial services such as the processing of all financial instruments, preparation of financial reports, annual audits and other financial requirements as needed.

The day to day duties of the Secretary are managed by the staff of the Community Services Department. Due to the complexities of compliance with the Texas Open Meetings Act, and state records retention requirements, staff prepares the meeting agendas, transcribes meeting minutes, and coordinates the CDC's meetings. The Community Services Department also maintains all CDC records, documents, correspondence and instruments. Additionally, staff accommodates all open records requests and publication of notices of meetings and public hearings.

IV. LEGAL REVIEW:

N/A

V. ATTACHMENTS:

N/A

VI. RECOMMENDED MOTION OR ACTION:

Discussion and election of officers.



COMMUNITY DEVELOPMENT CORPORATION
AGENDA ITEM NO: 2
January 12, 2012

CONSENT ITEM REGULAR ITEM WORK SESSION ITEM

FROM: Gary Sims, Executive Director of Community Services

PRESENTER: Gary Sims, Executive Director of Community Services *hgs*
Chuck Springer, Assistant Town Manager/CFO

ITEM: Community Development Corporation Orientation & Discussion of Bylaws

Ordinance Resolution Motion Direction

I. SUMMARY:

This item provides the new and returning members of the Community Development Corporation (CDC) an opportunity to receive an orientation review, and general information regarding the function of the CDC, and its relationship to the Parks, Arts and Library Services Advisory Board (PALS) and Town Council. Additionally, this is also an opportunity to review the Board's bylaws, as well as an overview of the capital improvement approval process for projects funded by the 4B Sales Tax.

II. BACKGROUND INFORMATION:

The CDC bylaws were adopted on January 31, 2008, and approved by the Town Council at their February 18, 2008, meeting. The main functions of all 4B Local Options Sales Tax Corporations, such as the CDC, are clearly identified by the State of Texas through regulations managed by the State Comptroller's Office.

A copy of the CDC's bylaws are attached for reference and discussion purposes. Chuck Springer, Assistant Town Manager and Chief Financial Officer, will discuss the CDC's annual budget process and the approval process for all CDC approved projects. Gary Sims, Executive Director of Community Services, will discuss the CDC's meeting schedule, agenda process, and relationship with both the PALS Board and Town Council.

IV. LEGAL REVIEW:

N/A

V. ATTACHMENTS:

1. CDC Bylaws

VI. RECOMMENDED MOTION OR ACTION:

This item is for discussion purposes only; therefore, no action is required.

**BYLAWS
OF THE
TOWN OF FLOWER MOUND
COMMUNITY DEVELOPMENT CORPORATION**

**ARTICLE I
PURPOSE AND POWERS**

Section 1. Purpose. The Town of Flower Mound Community Development Corporation (hereinafter referred to as the "Corporation") is incorporated for the purposes set forth in Article Seven of its Articles of Incorporation, the same to be accomplished on behalf of the Town of Flower Mound, Texas, a Texas municipal corporation (hereinafter referred to as the "Town") as its duly constituted authority and instrumentality in accordance with the Development Corporation Act of 1979, Tex. Rev. Civ. Stat. Ann. art. 5190.6, as amended (hereinafter referred to as the "Act"), and other applicable laws.

Section 2. Powers. In the fulfillment of its corporate purpose, the Corporation shall be governed by Section 4B of 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.

**ARTICLE II
BOARD OF DIRECTORS**

Section 1. Powers, Number and Term of Office.

(a) The property and affairs of the Corporation shall be managed and controlled by a Board of Directors (hereinafter referred to as 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.

(b) The Board shall consist of seven (7) directors, each of whom shall be appointed by the Town Council (hereinafter referred to as the "Town Council") of the Town.

(c) As stated in the Articles of Incorporation, at least three (3) directors cannot be Town employees, officers, or members of the Town Council.

(d) The directors constituting the first Board shall be those directors named in the Articles of Incorporation. The respective initial terms of the Board are set forth in the Articles of Incorporation. Thereafter, each successor member of the Board shall be appointed and serve for two (2) years or until his or her successor is appointed as hereinafter provided.

(e) Any director may be removed from office by the Town Council at any time without cause.

- (f) Each director must reside within the Town of Flower Mound.

Section 2. Regular and Special Meetings of Directors. The Directors shall hold their Regular meetings at such place or places within the Town limits 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 as specified in Article V of these Bylaws. Special meetings of the Board shall be held whenever called by the president, by a majority of the directors, by the Mayor of the Town, or by a majority of the Town Council. Any and all special meetings shall likewise be held within the Town limits. The person or persons calling a special meeting shall notify the secretary of the Corporation of the information required to be included in the notice of the meeting. In addition to the posting of a meeting notice in accordance with these Bylaws, a copy of each such meeting notice shall be delivered electronically or by mail to each director not less than seventy-two (72) hours before the time of the meeting.

Section 3. Notice and Open Meetings Act. The Board shall be considered a "governmental body" within the meaning of Section 551.001 of the Texas Government Code, as amended, and notice of each meeting and deliberation shall be given to the public in accordance with the provisions of the Texas Government Code, Chapter 551 (the Texas Open Meetings Act), as amended.

Section 4. Quorum and Voting. A majority of the 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. A director may not vote by proxy. Directors must be present in order to vote at any meeting. Regular attendance at the Board meetings is required of all directors.

Section 5. Absences. The following number of absences shall constitute the basis for replacement of a director. Three (3) consecutive unexcused absences from meetings of the Board shall cause the position to be considered vacant. In addition, the position of any director who has four (4) unexcused absences in a twelve (12) month period shall be considered vacant.

Section 6. Conduct of Business.

(a) 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.

(b) At all meetings of the Board, the president shall preside, and in the absence of the president, the vice president shall exercise the powers of the president.

(c) 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 7. Committees of the Board. The Board may designate not more than three (3) directors to constitute an official committee of the Board, with such other non-Board members of the committee as may be appointed by the Board, to exercise such authority of the Board as may be specified in the resolution. 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 cause such minutes to be recorded in books kept for that purpose in the principal office of the Corporation.

Section 8. Compensation of Directors. Directors shall not receive any salary or compensation for their services as directors. They shall be reimbursed, however, for actual expenses incurred in the performance of their duties hereunder.

Section 9. Board's Relationship with the Town. In accordance with state law, the Board shall be responsible for the proper discharge of its duties assigned herein. The Board shall determine its policies and directives within the limitations of the duties herein imposed by applicable laws, the Articles, these Bylaws, contracts entered into with the Town, and budget and fiduciary responsibilities. The Board and the Town may enter into a Services Agreement that details the responsibilities of each.

ARTICLE III OFFICERS

Section 1. Titles and Term of Office.

(a) The 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 one (1) year with the right of an officer to be re-elected.

(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.

Section 2. President. The president shall be a member of the Board, shall preside at all meetings of the Board, and may sign and execute contracts and other legal instruments in the name of the Corporation as approved by the Board.

Section 3. Vice President. The vice president shall be a member of 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 4. Treasurer. The treasurer shall be a member of the Board and 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 and statutes governing corporations formed under the Act. Upon the approval of the Board, 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 Town Council may require that the treasurer, at the expense of the Corporation, give a bond for the faithful discharge of his duties in such form and amount as the Town Council may require.

Section 5. Secretary. The secretary shall be a member of the Board, and 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 upon the approval of the Board in the name of the Corporation, and/or attest to 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 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.

ARTICLE IV FUNCTIONAL CORPORATE DUTIES AND REQUIREMENTS

Section 1. Annual Corporate Budget. At least thirty (30) days prior to the commencement of each fiscal year of the Corporation (which is co-extensive with the Town's fiscal year), the Board shall adopt a proposed budget of expected revenues and proposed expenditures of 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 Town Council for inclusion with the annual budget submitted to the Town Council. The budget shall not be effective until the same has been approved by the Town Council.

Section 2. 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) The books, records, accounts, and financial statements of the Corporation shall be maintained for the Corporation by the Town. In such event, the Corporation shall pay to the Town reasonable compensation for such services.

(c) The Town shall cause the Corporation's 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 Town.

Section 3. Deposit and Investment of Corporate Funds.

(a) All proceeds from the issuance of bonds, notes, or other debt instruments (hereinafter referred to as "Obligations") issued by the Corporation shall be deposited and invested as provided in the resolution, order, indenture, or other documents authorizing or relating to the 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 the Town. The treasurer 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 based upon the Town's procedures for purchases, expenditures and payments. The accounts, reconciliation, and investment of such funds and accounts shall be performed by the Town. The Corporation shall pay reasonable compensation for such services by the Town.

Section 4. Expenditures of Corporate Money. The monies of the Corporation, including, but not limited to, sales and use taxes collected pursuant to Section 4B of the Act, monies derived from the repayment of loans, rents received from the lease or use of property, proceeds from the investment of funds of the Corporation, proceeds from the sale of property, and proceeds derived from the sale of Obligations, may be expended by the Corporation for any of the purposes authorized by the Act, and approved by the voters at the election approving the sales tax, subject to the following limitations:

(a) 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 Town Council prior to the sale and delivery of the Obligations to the purchasers thereof required by Section 5 of this Article;

(b) 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 the Projects, as defined herein. 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 Town Council;

(c) Before expending funds to undertake a project, a public hearing shall be held on the proposed project, when required by the Act.

(d) All other proposed expenditures shall be made in accordance with and shall be set forth in the annual budget required by Section 1 of this Article.

Section 5. Issuance of Obligations. No Obligations, including refunding Obligations, shall be sold and delivered by the Corporation unless the Town Council shall approve such Obligations by action taken no more than sixty (60) days prior to the date of sale of the Obligations.

Section 6. Potential Conflicts of Interest. The members of the Board are local public officials within the meaning of the Texas Local Government Code, Chapter 171. If a director has a substantial interest in a business entity or real property which is the subject of deliberation by the Board, the director shall file an affidavit with the secretary of the Corporation stating the nature and extent of the interest. Such affidavit shall be filed prior to any vote or decision upon the matter by the Board, and the interested director shall abstain from any vote, decision or discussion upon the matter.

Section 7. Contracts for Service. The Corporation may contract with any qualified and appropriate person, association, corporation or governmental entity to perform and discharge designated tasks which will aid or assist the Board in the performance of its duties. Such designated tasks may include, but not be limited to, project conceptualization/feasibility studies and project analysis. These contracts (i) shall not be considered "projects" under this Article, and (ii) shall not require the public hearings provided by Section 4(c) of this Article. Furthermore, no such contract shall ever be approved or entered into which seeks or attempts to divest the Board of its discretion and policy-making functions in discharging the duties herein set forth. An administrative services agreement may be executed between the Board and the Town Council for the services provided and compensated as provided for herein.

ARTICLE V MISCELLANEOUS PROVISIONS

Section 1. Principal Office

(a) The principal office and the registered office of the Corporation shall be the registered office of the Corporation specified in the Articles of Incorporation.

(b) The Corporation shall have and shall continually designate a registered agent at its registered office, as required by the Act.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be the same as the fiscal year of the Town.

Section 3. Seal. The seal of the Corporation shall be as determined by the Board.

Section 4. Resignations. Any director or officer 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.

Section 5. Approval or Advice and Consent of the Town Council. To the extent that these Bylaws refer to any approval by the Town or refer to advice and consent by the Town Council, such advice and consent shall be evidenced by a certified copy of a resolution, order, or motion duly adopted by the Town Council.

Section 6. Services of Town Staff and Officers. Subject to approval from the Town Council, the Corporation shall have the right to utilize the services of the Town Attorney, the Town Secretary, and departments of the Town, provided (a) that the Corporation may pay reasonable compensation to the Town for such services, and (b) the performance of such services does not materially interfere with the other duties of such personnel of the Town.

Section 7. Indemnification of Directors, Officers and Employees.

(a) As provided in the Act, 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, its employees, its attorneys, each member of the Town Council and each employee of the Town, to the fullest extent permitted by law, against any and all liability or expense, including attorneys' fees incurred by any of such persons by reason of any actions or omissions that may arise out of the functions and activities of the Corporation.

Section 8. Legal Construction. These Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. It is expressly provided that the provisions of the Act applicable to corporations governed under Section 4B of the Act are incorporated within these Bylaws by reference. In the event of any conflict between the applicable provisions of such Act and these Bylaws, then the applicable provisions of the Act shall control.

Section 9. Severability. If any provision or section of these Bylaws is held to be invalid, illegal or unenforceable in any respect, the invalidity, illegality or unenforceability shall not affect any other provision, and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

Section 10. Headings. The headings used in these Bylaws are used for convenience only and shall not be considered in construing the terms of the Bylaws.

Section 11. Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the directors, officers and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors and assigns, except as

otherwise provided herein.

Section 12. Applicability of Town Policies and Procedures. All duly approved Town policies and procedures shall apply directly to the Corporation and the Board unless such policies or procedures are superseded by state law or are not related to the functions of the Board. The Board has the discretion, subject to the approval of the Town Council, to adopt other policies and procedures in addition to or in place of those policies and procedures of the Town.

ARTICLE VI EFFECTIVE DATE, AMENDMENTS

Section 1. Effective Date. These Bylaws shall become effective upon the occurrence of all of the following events:

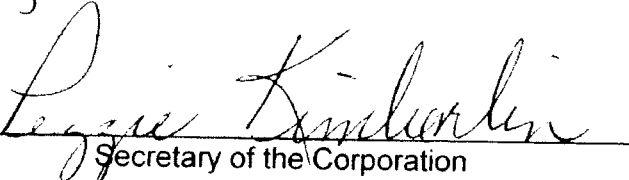
- (a) the recommendation of these Bylaws to the Town Council;
- (b) the approval of these Bylaws by the Town Council; and
- (c) the approval and adoption of these Bylaws by the Board.

Section 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 Act.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and secretary of the Town of Flower Mound Community Development Corporation and the foregoing Bylaws constitute the Bylaws of the Corporation. These Bylaws were duly adopted at a meeting of the Board of Directors held on this the 31 day of January, 2008, as approved by the Town Council of the Town of Flower Mound, Texas, at a meeting held on the 18 day of February, 2008.

Signed this 31 day of January, 2008.


Secretary of the Corporation