

BYLAWS OF
TRINITY RIVER CORRIDOR LOCAL GOVERNMENT CORPORATION

ARTICLE 1
STRUCTURE, PURPOSES AND MEMBERS

1.01 Structure. Trinity River Corridor Local Government Corporation (the “Corporation”) is a public nonprofit corporation organized under the laws of the State of Texas for the purpose of aiding, assisting and acting on behalf of the City of Dallas, Texas (the “City”) in the performance of its governmental functions; namely, the design, planning, development, financing, operation and maintenance of public recreation uses of City fee-owned property located in a portion of the Trinity River Corridor, that portion also known as the “Dallas Floodway” and located on the Elm and West Forks through the main stem of the Trinity River through Dallas, Texas and ending at the ATSF Bridge, including City fee-owned property inside and within one-quarter mile outside of the centerline of the levees (the “Property”). It is understood by the Corporation that any use of the Property would be subservient to the City’s paramount use of the Property, which is to maintain the flood control system in conformance with the requirements of (i) the United States Army Corp of Engineers, (ii) the Record of Decision Modified Dallas Floodway Project Feasibility Report and Environmental Impact Statement Dallas, Texas, and (iii) the Trinity River Corridor Project’s Balanced Vision Plan as approved by the City Council of City in Resolution No. 03-3391 on December 8, 2003, as amended by Resolution No. 04-1252 approved by the City Council of City on April 14, 2014.

The Corporation is formed pursuant to the provisions of Subchapter D, Chapter 431, Texas Transportation Code (the “Act”) as it now or may hereafter be amended, which authorizes the Corporation to assist and act on behalf of the City to accomplish any governmental purpose of the City and to engage in activities in the furtherance of the purposes for its creation, in the manner specified by Chapter 394 of the Texas Local Government Code, and in conformance with Chapter 22 of the Texas Business Organizations Code (the “TBOC”).

The Corporation shall have and exercise all rights, powers, privileges, authority, and functions given by the general laws of the State of Texas to non-profit corporations incorporated under the Act including, without limitation, the TBOC.

The Corporation shall have all other powers of a like or different nature not prohibited by law which are available to nonprofit corporations in Texas and which are necessary or useful to enable the Corporation to perform the purposes for which it is created, including the power to issue bonds, notes or other obligations, and otherwise exercise its borrowing power to accomplish the purposes for which it was created.

The Corporation is created as a local governmental corporation pursuant to the Act and shall be a governmental unit within the meaning of Chapter 101, Texas Civil Practice and Remedies Code. The operations of the Corporation are governmental, not proprietary, functions for purposes of the Texas Tort Claims Act, Section 101.001 et seq., Texas Civil Practice and Remedies Code.

1.02 Purposes. The Board of Directors shall administer the Corporation for the purposes set forth in the Certificate of Formation.

1.03 Members. The Corporation has no members.

ARTICLE 2 OFFICES

2.01 Principal Place of Business. The principal place of business of the Corporation is located at 1500 Marilla, Dallas, Texas 75201. The Corporation may have such other offices within Dallas, Texas as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

2.02 Registered Agent and Registered Office. The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is the Corporation's registered office, as required by the TBOC. The registered office may but need not be identical to the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors in accordance with applicable law. The Corporation shall not maintain offices outside of the State of Texas.

ARTICLE 3 BOARD OF DIRECTORS

3.01 General Powers. The property, business, and affairs of the Corporation shall be managed and controlled by the Board of Directors (the "Board") and, subject to the restrictions imposed by law, the Certificate of Formation and these Bylaws, the Board of Directors shall exercise all of the powers of the Corporation.

3.02 Number, Appointment and Term. The Board of Directors shall consist of at least three (3) and up to seven (7) Directors (the "Directors") who shall be appointed by the City Council of the City (the "Council"), upon recommendation of the Mayor of the City (the "Mayor"). To be eligible to serve as a Director, a person must be (1) a registered voter within the State of Texas, and (2) a resident of the City. In addition, the Board shall have such ex-officio non-voting Directors ("Ex-Officio Directors") as may be determined from time to time by the Board.

Except as otherwise provided in this Section, each Director shall serve a term of three (3) years, which term may be renewed in successive three-year terms. The initial three Directors shall serve terms expiring on September 30, 2020. Each renewal term, or the terms of any new appointees to the three Directors' positions, will expire on each the three-year anniversary thereof. If additional Directors are appointed by the Council they will serve terms expiring on September 30, 2021. Each renewal term, or the terms of any new appointees to the additional Directors' positions, will expire on each the three-year anniversary thereof. Each person serving as a Director shall hold office until the earlier to occur of (a) his or her successor has been appointed or (b) his or her death, resignation, or removal as hereinafter provided.

3.03 Removal. Any Director may be removed from office, with or without cause, by recommendation of the Mayor and the affirmative vote of the Council.

3.04 Vacancies. Any vacancy occurring in the office of a Director, whether by death, resignation, removal, or otherwise, shall be filled by recommendation of the Mayor and appointment

by the Council. A Director appointed to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

3.05 Meetings of Directors. The Directors may hold meetings, maintain an office, and keep the Corporation's books and records at such place or places within the State of Texas as the Board of Directors may from time to time determine; provided, however, that in the absence of any such determination, such place shall be the Corporation's principal office in the State of Texas.

The Board shall meet in accordance with and file notice of each meeting of the Board for the same length of time and in the same manner and location as is required of the Council under Chapter 551, Texas Government Code (the "Open Meetings Act").

The Corporation and the Board are subject to Chapter 552, Texas Government Code (the "Public Information Act").

3.06 Organizational Meeting. After approval of the Certificate of Formation by the Council and filing of the Certificate of Formation with the Texas Secretary of State, the Board will hold an organizational meeting to adopt and approve the Bylaws, to elect officers, and to transact such other business as may be included in the meeting agenda. The organizational meeting shall serve as the first Annual Meeting (as defined in Section 3.07 below) of the Board.

3.07 Annual Meetings. The annual meeting of the Board of Directors (the "Annual Meeting") shall be held at such time and place as shall be designated from time to time by resolution of the Board for the purpose of (a) electing officers for the ensuing year, and (b) transacting such other business as may be properly brought before such Annual Meeting.

3.08 Regular Meetings. Regular meetings of the Board ("Regular Meetings") shall be held at such times and places as shall be designated from time to time by the Chairperson or by resolution of the Board.

3.09 Special Meetings. Special meetings of the Board ("Special Meetings") may be called by or at the request of the Chairperson, and shall be called by the Secretary whenever requested in writing by at least a majority of the Directors then in office.

3.10 Notice. The Secretary shall give notice of the time and place of each Annual, Regular and Special Meeting to each Director in person, by facsimile, electronic message, regular mail or telephone at least three (3) business days before such meeting. Notice of such meeting shall also be given in the manner required of the Council under the Open Meetings Act.

3.11 Quorum. A majority of the then-appointed Directors shall constitute a quorum for the consideration of any matters pertaining to the Corporation's purposes. Ex-Officio Directors will not be counted in determining whether a quorum is present. If at any meeting of the Board there is less than a quorum present, the meeting shall be cancelled, or if the meeting is already underway, shall immediately adjourn. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number required by law, the Certificate of Formation or these Bylaws.

3.12 Conduct of Business. At meetings of the Board, matters pertaining to the Corporation's purposes shall be considered. At all meetings of the Board of Directors, the Chairperson shall preside, and in the absence of the Chairperson, the Vice-Chairperson shall preside, and in the absence of the Vice-Chairperson, a chair shall be chosen by the Board from among the Directors present. The Secretary of the Corporation shall act as secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the chair of the meeting may appoint any person to act as secretary of the meeting. The chair of any meeting of the Board of Directors shall determine the order of business and the procedure at the meeting, including, without limitation, conduct of the discussion and the order of business.

3.13 Compensation of Directors, Expenses. Persons serving as Directors shall not receive any salary or compensation for, their services as Directors. A Director shall be entitled to reimbursement for reasonable expenses actually incurred by him or her in carrying out his or her duties as a Director.

3.14 Director's Reliance of Consultant Information. Directors shall discharge their duties in good faith, with ordinary care, and in a manner each Director reasonably believes to be in the Corporation's best interests. In this context, "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. A Director shall not be liable if while acting in good faith and with ordinary care, the Director relies on information, reports, or statements, including financial statements and other financial data, concerning the Corporation or any matters pertaining to the Corporation's purposes that were prepared or presented by (a) one or more officers or employees of the Corporation, (b) the City Manager of City, or (c) legal counsel, public accountants, or other persons if such Director reasonably believes the information, reports, or statements are within that person's professional or expert competence. A Director is not relying in good faith if he or she has knowledge that renders such reliance unwarranted or unreasonable.

ARTICLE 4 OFFICERS

4.01 Officers. The officers of the Corporation shall be a Chairperson, a Vice Chairperson, a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of the Certificate of Formation or these Bylaws. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed herein or prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary. The offices must be held by persons serving as Directors of the Corporation.

4.02 Election and Term of Office. Each year at the Annual Meeting of the Board, the Board of Directors shall elect officers. All officers shall hold office for a term of one (1) year, commencing upon his or her election at an annual meeting and expiring when an election of officers is held at the next Annual Meeting following the Annual Meeting at which he or she was elected, and may be reelected to such office any number of times. Notwithstanding the above, each officer shall continue to hold office until his or her successor shall have been duly elected or until his or her earlier, death, resignation, or removal.

4.03 Removal. Any officer may be removed by the Board of Directors, with or without cause, whenever in its judgment the best interests of the Corporation would be served thereby.

4.04 Vacancies. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

4.05 Chairperson. The Chairperson shall preside at all meetings of the Board of Directors, shall perform such other duties as are specified in these Bylaws, and, in general, shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board of Directors from time to time.

4.06 Vice Chairperson. The Vice Chairperson shall generally assist the Chairperson in the performance of the Chairperson's duties and, in the absence of the Chairperson or in the event of his or her inability or refusal to act, shall perform the duties of the Chairperson, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice Chairperson shall also perform such other duties as from time to time may be assigned to him or her by the Chairperson or Board of Directors.

4.07 President. The President shall be the chief executive officer and shall manage the business of the Corporation, take such actions as may be necessary to effectuate the policies and decisions of the Board, and, in general, perform all duties incident to the office of president of a corporation and such other duties as may be prescribed by the Board of Directors from time to time. The President may sign, along with a second signature to be provided by any other officer of the Corporation in conformance with Section 6.01 below, bonds, notes, deed conveyances, franchises, assignments, mortgages, notes, contracts and other instruments of any kind in the name of the Corporation which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by these Bylaws, or by statute, to some other officer or agent of the Corporation. The President's duties shall include, without limitation, positively representing the Corporation to the City and the public, supervising employees of the Corporation, seeing that bills are paid in a timely manner, keeping expenses within budgeted levels, and working with the appropriate staff and officers of the Corporation to see that timely financial reports are made to the Directors.

4.08 Vice President. Each Vice President shall have such powers and duties as may be assigned to such officer by the Board of Directors including the performance of the duties of the President (other than unusual or extraordinary duties or powers conferred by the Board of Directors upon the President) upon the death, absence, or resignation of the President or upon the President's inability to perform the duties of such office. Any action taken by a 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.

4.09 Treasurer. The Treasurer shall have custody of all of the Corporation's funds and securities that come into such officer's hands. When necessary or proper, the Treasurer may endorse or cause to be endorsed, in the name and on the behalf of the Corporation, checks, notes, and other obligations for collection and shall deposit or cause to be deposited the same to the credit of the Corporation in such bank or banks or depositories and in such manner as shall be designated and prescribed by the Board of Directors; may sign or cause to be signed all receipts and vouchers for

payments made to the Corporation either alone or jointly with such other officer as may be designated by the Board of Directors; whenever required by the Board of Directors, shall render or cause to be rendered a statement of the cash account; shall enter or cause to be entered regularly in the Corporation's books to be kept by such officer for that purpose full and accurate records of all moneys received and paid out on account of the Corporation; shall perform all acts incident to the position of Treasurer subject to the control of the Board of Directors; and he or she shall, if required by the Board of Directors, give such bond for the faithful discharge of his or her duties in such form as the Board may require.

4.10 Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors in books provided for that purpose; shall attend to the giving and serving of all notices; shall have charge of the Corporation's books, records, documents, and instruments, except the books of account and financial records and securities of which the Treasurer shall have custody and charge, and such other books and papers as the Board of Directors may direct, all of which shall be open at reasonable times to the inspection of any Director upon application at the Corporation's office during business hours; and shall in general perform all duties incident to the office of Secretary subject to the control of the Board of Directors.

4.11 Assistant Treasurers and Assistant Secretaries. The Assistant Treasurers and Assistant Secretaries, if any, shall perform the duties of the Treasurer or Secretary, respectively, when the Treasurer or Secretary is unable to perform such duties and shall perform such other duties as may be assigned to them by the Treasurer or the Secretary, by the Chairperson, or by the Board of Directors.

4.12 Officer's Reliance of Consultant Information. Officers shall discharge their duties in good faith, with ordinary care, and in a manner each officer reasonably believes to be in the Corporation's best interests. In this context, "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. An officer shall not be liable if while acting in good faith and with ordinary care, the officer relies on information, reports, or statements, including financial statements and other financial data, concerning the Corporation or any matters pertaining to the Corporation's purposes that were prepared or presented by (a) the City Manager of City, or (b) legal counsel, public accountants, or other persons if such officer reasonably believes the information, reports, or statements are within that person's professional or expert competence. An officer is not relying in good faith if he or she has knowledge that renders such reliance unwarranted or unreasonable.

ARTICLE 5 COMMITTEES

5.01 Board Committees. Pursuant to, and subject to the terms of, Sections 22.218 and 22.219 of the TBOC, the Board of Directors may from time to time create advisory committees that shall advise the Board of Directors on whatever topic the Board may determine in the resolution that creates the committee. The Board of Directors may appoint individuals who are not members of the Board of Directors to any committee.

5.02 Standing Committees. The Board of Directors may have standing committees as determined from time to time by the Board. Such standing committees shall advise the Board of Directors on whatever topic the Board may determine in the resolution that creates the committee. A list and description of the current standing committees of the Board of Directors shall be maintained and provided to the Board.

5.03 Procedures; Meetings; Quorum. Any committee created by the Board of Directors under these Bylaws, unless otherwise expressly provided herein or in the Board resolution creating such committee, shall (a) have a chair designated by the Board of Directors, (b) fix its own rules or procedures, (c) meet at such times and at such place or places as may be provided by such rules or by resolution of such committee or resolution of the Board, and (d) keep regular minutes of its meetings and cause such minutes to be recorded in books kept for that purpose in the principal office of the Corporation; and report the same to the Board at its next succeeding meeting or at such other times as may be designated by the Board. At every meeting of any such committee, the presence of a majority of all the members thereof shall constitute a quorum, and the affirmative vote of a majority of the members present shall be necessary for the adoption by it of any recommendation, unless otherwise provided in the committee's rules or procedures, these Bylaws or by the Board of Directors.

5.04 Term of Office. Unless otherwise expressly provided herein, each member of a committee shall continue as such until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

5.05 Removal. Any member of a committee may be removed by the Board of Directors, with or without cause.

ARTICLE 6 CONTRACTS, CHECKS, AUDITS, DEPOSITS, AND RECORDS

6.01 Contracts, Procurement, and MWBE. All bonds, notes, deed conveyances, franchises, assignments, mortgages, notes, contracts and other instruments of any kind executed in the name of the Corporation must be signed by the President (or by the Vice President acting pursuant to Section 4.08) and one other officer of the Corporation. The corporation shall comply with all state and local procurement laws applicable to a Texas local government corporation. In all construction contracts executed by the Corporation, Corporation shall use best efforts to comply with the City's Minority and Women-Owned Business Enterprises/Good Faith Effort Plan. For purposes of this Section 6.01, "best efforts" is defined to mean attendance at all pre-bid conferences scheduled by City, communicating with and attempting to obtain quotes from at least 5% of MWBE companies listed on the City's MWBE list, contacting the City's Business Development and Procurement Services director ("Director") for assistance in identifying potential MWBE subcontractors, and either meeting the 25% minimum participation goal on each construction contract, or documenting to the satisfaction of the City Manager of City that Corporation made a good faith effort to comply with the minimum participation goal.

6.02 Checks and Drafts. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by the Treasurer

or an Assistant Treasurer and, if in an amount that exceeds Five Thousand Dollars (\$5,000.00), countersigned by the Chairperson, Vice Chairperson, or President of the Corporation.

6.03 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, depositories, or investment funds or companies as shall be designated from time to time by or in accordance with Board resolution.

6.04 Audits. The Board shall cause to be maintained a proper and complete system of records and accounts of all transactions, business, and affairs of the Corporation. Within six months after the end of each fiscal year, the Board shall cause the preparation of a financial statement for the Corporation, which shall be audited by an independent certified public accountant or firm of independent certified public accountants retained by the Board for such purpose. A copy of such audited financial statement shall be delivered to the Chief Financial Officer of City upon completion.

6.05 Books and Records. The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board. All books and records may be inspected by representatives of the City at any time.

6.06 Operating and Capital Budgets. Prior to the commencement of each fiscal year, the Corporation shall deliver to the Chief Financial Officer of City a copy of the annual operating and capital budgets of Corporation, as well as any other financial information requested by the Chief Financial Officer.

6.07 Legal Counsel. The Corporation shall engage legal counsel to advise it on all contracting and procurement matters and other legal issues. Additionally, the Corporation may from time to time seek the advice and counsel of the City Attorney's Office.

ARTICLE 7 INDEMNIFICATION

7.01 Right to Indemnification. Subject to the limitations and conditions as provided in this Article 7 and the Certificate of Formation, each person who was or is made a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrate or investigative (hereinafter a "proceeding"), or any appeal in such a proceeding or any inquiry or investigation that could lead to such a proceeding, by reason of the fact that he or she, is or was a Director or officer of the Corporation shall be indemnified by the Corporation to the fullest extent permitted by the TBOC, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent than such amendment permits the Corporation to provide broader indemnification rights that said law permitted the Corporation to provide prior to such amendment) against judgments, penalties (including excise and similar taxes and punitive damages), fines, settlements and reasonable expenses (including, without limitation, attorneys' fees) actually incurred by such person in connection with such proceeding, and indemnification under this Article 7 shall continue as to a person who has ceased to serve in the capacity which initially entitled such person to indemnity hereunder. The rights granted pursuant to this Article 7 shall be deemed contract rights, and no amendment, modification or repeal of this Article 7 shall have the effect of limiting or denying any such rights with respect to action taken or proceedings

arising prior to any such amendment, modification or repeal. Notwithstanding the foregoing, the indemnity described above does not apply to a Director or officer's bad faith or gross negligence, or any illegal act. In addition, Board members are considered Plan members as defined under Chapter 31A of the Dallas City Code. If City incurs any cost under Chapter 31A, the LGC will reimburse the City.

7.02 Advance Payment. The right to indemnification conferred in this Article 7 shall include the right to be paid in advance or reimbursed by the Corporation the reasonable expenses incurred by a person of the type entitled to be indemnified under Section 7.01 above who was, is or is threatened to be made a named defendant or respondent in a proceeding in advance of the final disposition of the proceeding and without any determination as to the person's ultimate entitlement to indemnification; provided, however, that the payment of such expenses incurred by any such person in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of a written affirmation by such Director or officer of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under this Article 7 and verification satisfactory to the Board as to such person's ability to repay all amounts so advanced if it shall ultimately be determined that such indemnified person is not entitled to be indemnified under this Article 7 or otherwise.

7.03 Appearance as a Witness. Notwithstanding any other provision of this Article 7, the Corporation may pay or reimburse reasonable expenses actually incurred by a Director or officer in connection with his or her appearance or other participation in a legal proceeding involving the Corporation or its business at a time when he or she is not a named defendant or respondent in the proceeding.

7.04 Non-exclusivity of Rights. The right to indemnification and the advancement and payment of expenses conferred in this Article 7 shall not be exclusive of any other right which a Director or officer may have or hereafter acquire under any law (common or statutory) or provision of the Certificate of Formation or these Bylaws.

7.05 Insurance. The Corporation shall, at its expense, secure and maintain at all times such directors and officers liability insurance coverage as is recommended by the Office of Risk Management of City. The Corporation may also purchase and maintain, at its expense, any additional insurance it deems necessary to protect itself and any person who is or was serving as a Director, officer, employee or agent of the Corporation.

7.06 Notification. Any indemnification of or advance or reimbursement of expenses to a Director or officer in accordance with this Article 7 shall be reported in writing to the members of the Board with or before the notice of the next regular meeting of the Board and, in any case, within the 12-month period immediately following the date of the indemnification, reimbursement, or advance.

7.07 Savings Clause. If this Article 7 or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify and hold harmless each Director, officer or any other person indemnified pursuant to this Article 7 as to costs, charges and expenses (including attorneys' fees), judgments, fines and in amounts paid in settlement with respect to any action, suit of proceeding, whether civil, criminal, administrative or investigative, to the full extent permitted by any applicable portion of this Article 7 that shall not have been invalidated and to the fullest extent permitted by applicable law.

ARTICLE 8 MISCELLANEOUS PROVISIONS

8.01 Supremacy of Certificate of Formation. These Bylaws are subject to and governed by the Certificate of Formation.

8.02 Fiscal Year. The fiscal year of the Corporation shall be the same as the City, or such other consecutive twelve-month period determined by the Corporation and approved by the City. Currently, such fiscal year begins on the first day of October and ends on the last day of September in each year.

8.03 Seal. The Corporation's seal, if any, shall be such as may be approved from time to time by the Board of Directors.

8.04 Notice and Waiver of Notice. Whenever any notice is required to be given by mail under the provisions of these Bylaws, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed postpaid wrapper addressed to the person entitled hereto at such person's post office address, as such appears in the records of the Corporation, and such notice shall be deemed to have been given on the date of such mailing. If transmitted by facsimile or electronic message, such notice shall be deemed to be delivered upon successful transmission of the facsimile or electronic message. A member of the Board of Directors or a committee may waive notice of any meeting. The attendance or participation of a member of the Board of Directors or a committee at any meeting shall constitute a waiver of notice of such meeting unless such attendance or participation is for the purpose of objecting to the failure of notice. A waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to notice.

8.05 Resignations. Any Director, officer or committee member 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.

8.06 Gender. References herein to the masculine gender shall also refer to the feminine in all appropriate cases, and vice versa.

8.07 Appropriations and Grants. The Corporation shall have the power to request and accept any appropriation, grant, contribution, donation, or other form of aid from the federal government, the State of Texas, any political subdivision or municipality in the State, or from any other source, except as specifically limited by Section 8.08 herein or in the Certificate of Formation.

8.08 Actions Requiring Prior Council Approval. The following actions must be pre-approved by resolution of the Council before the Board may take any such action:

(1) amendment or restatement of the Bylaws or Certificate of Formation of the Corporation;

- (2) acquisition of land;
- (3) any action affecting or involving the Property, except as may be delegated to Corporation by written agreement with the City;
- (4) any action or decision, including but not limited to applications for grants or other funding, requiring the approval or consent of any federal or state governmental agency or department;
- (5) issuance of bonds;
- (6) issuance of notes or other evidence of indebtedness with a term greater than one year;
- (7) construction of a toll road or any other regional, state, or federally sponsored roadway infrastructure, but not including roadway infrastructure incidental to vehicular and pedestrian access to the Property which shall function as internal recreational vehicular and pedestrian accessways and not publicly dedicated right of ways;
- (8) proposing or sponsoring legislation, or calling any election or voter referendum; and
- (9) creating a subsidiary entity or any other entity.

ARTICLE 9 CODE OF ETHICS

9.01 Policy and Purposes.

(1) It is the policy of the Corporation that Director and officers conduct themselves in a manner consistent with sound business and ethical practices; that the public interest always be considered in conducting corporate business; that the appearance of impropriety be avoided to ensure and maintain public confidence in the Corporation; and that the Board of Directors establish policies to control and manage the affairs of the Corporation fairly, impartially, and without discrimination.

(2) This Code of Ethics has been adopted as part of the Corporation's Bylaws for the following purposes: (a) to encourage high ethical standards in official conduct by Directors and corporate officers; and (b) to establish guidelines for such ethical standards of conduct.

9.02 Conflicts of Interests.

(1) Except as provided in subsection (3) below, a Director or officer is prohibited from participating in a vote, decision, or award of a contract, and all Board deliberation related to same, involving a business entity or real property in which the Director or the officer has a substantial interest, if it is foreseeable that the business entity or real property will be economically benefitted by the action. A person has a substantial interest in a business (i) if his or her ownership interest is ten percent or more of the voting stock or shares of the business entity or ownership of \$15,000 or more of the fair market value of the business entity, or (ii) if the business entity provides more than ten percent of the person's gross income. A person has a substantial interest in real property if the interest is an equitable or legal ownership with a fair market value of \$2,500 or more. An interest of a person related in the second degree by affinity (marriage relationship) or the third degree by consanguinity (blood relationship) to a Director or officer is considered a substantial interest.

(2) If a Director or a person related to a Director in the first or second degree by affinity or the first, second, or third degree by consanguinity has a substantial interest in a business entity or real property that would be pecuniary affected by any official action taken by the Board of Directors, such Director, before a vote or decision on the matter, shall file an affidavit stating the nature and extent of the interest. The affidavit shall be filed with the Secretary of the Board.

(3) A Director who has a substantial interest in a business entity that will receive a pecuniary benefit from an action of the Board may vote on that action if a majority of the Board has a similar interest in the same action or if all other similar business entities in the City will receive a similar pecuniary benefit.

(4) An employee of a public entity may serve on the Board.

9.03 Acceptance of Gifts. No Director or officer shall accept any benefit as consideration for any decision, opinion, recommendation, vote or other exercise of discretion in carrying out official acts for the Corporation. No Director or officer shall solicit, accept, or agree to accept any benefit from a person known to be interested in or likely to become interested in any contract, purchase, payment, claim or transaction involving the exercise of the Director's or officer's discretion. As used here, a benefit does not include:

(1) a fee prescribed by law to be received by a Director or officer or any other benefit to which the Director or officer is lawfully entitled or for which he or she gives legitimate consideration in a capacity other than as a Director or officer;

(2) a gift or other benefit conferred on account of kinship or a personal, professional or business relationship independent of the official status of the Director or officer;

(3) an honorarium in consideration for legitimate services rendered above and beyond official duties and responsibilities if:

a. not more than one honorarium is received from the same person in a calendar year;

b. not more than one honorarium is received for the same service; and

c. the value of the honorarium does not exceed \$250 exclusive of reimbursement for travel, food, and lodging expenses incurred by the Director or officer in performance of the services;

(4) a benefit consisting of food, lodging, transportation, or entertainment accepted as a guest if reported as may be required by law.

9.04 Bribery. A Director or officer shall not intentionally or knowingly offer, confer or agree to confer on another, or solicit, accept, or agree to accept from another:

(1) any benefit as consideration for the Director's or officer's decision, opinion, recommendation, vote, or other exercise of discretion as a Director or officer;

(2) any benefit as consideration for the Director or officer's decision, vote, recommendation, or other exercise of official discretion in a judicial or administrative proceeding; or

(3) any benefit as consideration for a violation of duty imposed by law on the Director or officer.

9.05 Nepotism. No Director or officer shall appoint, or vote for, or confirm the appointment to any office, position, clerkship, employment or duty, of any person related within the second degree by affinity or within the third degree of consanguinity to the Director or officer so appointing, voting or confirming, or to any other Director or officer. This provision shall not prevent the appointment, voting for, or confirmation of any person who shall have been continuously employed in any such office, position, clerkship, employment or duty at least thirty days prior to the appointment of the Director or officer so appointing or voting.

9.06 Annual Statements. Each Director and officer shall annually sign a statement which affirms such person:

- (1) has received a copy of the Code of Ethics policy, has read and understands the policy,
- and
- (2) has agreed to comply with the policy.

**ARTICLE 10
AMENDMENTS TO BYLAWS**

These Bylaws may be altered or amended in whole or in part, or repealed and new bylaws may be adopted, by a two-thirds (2/3) vote of the Directors present at any meeting where a quorum of Directors is present, if at least seven (7) days' written notice is given of an intention to alter, amend, or repeal these Bylaws or to adopt new Bylaws at such meeting, and such notice contains the proposed amendment(s). Any proposed alteration, change, amendment, repeal, or adoption of new bylaws approved by the Directors must be approved by the Council to be effective. Alternately, the Bylaws may be altered or amended in whole or in part, or repealed and new bylaws may be adopted, by resolution of the Council.

* * * * *

The undersigned, being the duly elected and qualified Secretary of the Corporation, does hereby certify that the foregoing Bylaws of the Corporation were duly adopted by the Board of Directors of the Corporation at a meeting held on _____, 2017, at which a quorum was present and voting throughout.

_____, Secretary