



## MINUTES

The Board of Directors of the TexAmericas Center met to conduct business at the Nash, Texas City Hall – White Training Facility, 119 Elm Street, Nash, TX 75569 on September 27, 2016.

1. The Directors and public began to assemble at 11:30 a.m. while lunch was served. The meeting was called to order at 12:01 p.m. by Boyd Sartin, Vice-Chairman of the Board, who certified that the meeting was properly posted, being held in accordance with the Texas Open Meetings Act and that a quorum was present.
2. The Pledge of Allegiance and Reflection were led by Scott Norton.
3. Vickie Higgins, a New Director, was sworn in by Boyd Sartin.

**4. Directors in Attendance were:**

Denis Washington (1:02 p.m.)	Boyd Sartin	Melford Pierce	Ron Collins
Don Morriss	Justin Powell	Jim Roberts	Cody Lorance
Mike Brock	Marc Reiter	Fred Norton	Steve Mayo
Vickie Higgins			

**Directors Absent:**

Gabe Tarr	Ben King
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**Staff and Others in attendance were:**

Scott Norton	Marla Byrd	Mickey Carroll	Eric Voyles
Holly Sleek	David Williams MTG Engineers	Rhonda Jones Holliday, Lemons & Cox, P.C.	Phillip Jordan Jordan Law Firm
Judge James Carlow Bo. County Judge	Chris Knauth Knauth & Company, P.C.	Mark Canal Knauth & Company, P.C.	Greg Bischof TXK Gazette

5. Boyd Sartin called for public comments. Members of the public may speak on any topic. Comments are limited to 5 minutes per speaker. None noted.
6. Boyd Sartin called for reports from the standing Committees of TexAmericas Center. Committees that met since the last board meeting were:
  - a. Investment/Finance
  - b. ExecutiveNo additional comments noted.
7. Steve Mayo gave a report regarding regional water issues.

8. Considered and took action upon **Resolution #20160927-01** approving the **Fiscal Year 2016 3<sup>rd</sup> Quarter Financials**. A motion was made by Don Morriss and seconded by Ron Collins. The motion carried unanimously by voice vote.
9. Considered and took action upon **Resolution #20160927-02** approving the **Fiscal Year 2016 Closeout Enterprise Fund Financials**. A motion was made by Don Morriss and seconded by Ron Collins. The motion carried unanimously by voice vote.
10. Considered and took action upon **Resolution #20160927-03** approving the **Fiscal Year 2016 Enterprise Fund Audit**. A motion was made by Ron Collins and seconded by Melford Pierce. The motion carried unanimously by voice vote.
11. Considered and took action upon **Resolution #20160927-04** approving **Fiscal Year 2016 Budget Revisions**. A motion was made by Justin Powell and seconded by Marc Reiter. The motion carried unanimously by voice vote.
12. Considered and took action upon **Resolution #20160927-05** approving the **Fiscal Year 2017 Budget** for TexAmericas Center. A motion was made by Don Morriss and seconded by Ron Collins. The motion carried unanimously by voice vote.
13. Considered and took action upon **Resolution #20160927-06** approving **contract for Knauth & Company, P.C. to perform the Fiscal Year 2016 Audit**. A motion was made by Melford Pierce and seconded by Don Morriss. The motion carried unanimously by voice vote.
14. Considered and took action upon **Resolution #20160927-07** authorizing the Executive Director/CEO to **amend the Personnel Policy Manual**. A motion was made by Don Morriss and seconded by Ron Collins. The motion carried unanimously by voice vote.
15. A motion was made by Justin Powell and seconded by Don Morriss to approve the items listed under the Consent Agenda. The motion carried unanimously by voice vote. Those items were:
  - a. Approved Minutes of Board Meeting from August 23, 2016.
  - b. Approved Check Book Register and Deposit Summary from August 17, 2016 - September 19, 2016.
  - c. Considered and took action upon **Resolution #20160927-08** approving the **Fiscal Year 2016 3<sup>rd</sup> Quarter Scrap and Timber Sales Report**.
  - d. Considered and took action upon **Resolution #20160927-09** approving the **Fiscal Year 2016 3<sup>rd</sup> Quarter Investment Report**.
  - e. Considered and took action upon **Resolution #20160927-10** authorizing the Executive Director/CEO to approve the **TexAmericas Center Investment Policy**.
  - f. Considered and took action upon **Resolution #20160927-11** authorizing the Executive Director/CEO to **execute a contract with Holliday, Lemons and Cox, P.C. for professional accounting services for FY2017**.
  - g. Considered and took action upon **Resolution #20160927-12** authorizing the Executive Director/CEO to **execute a contract with the Jordan Law Firm for professional legal services for FY2017**.
  - h. Considered and took action upon **Resolution #20170927-13** authorizing the Executive Director/CEO to **execute a contract with Garrity and Knisely for professional BRAC-related legal services for FY2017**.

- i. Considered and took action upon **Resolution #20160927-14** authorizing the Executive Director/CEO to execute a professional services contract with **McWilliams Governmental Affairs Consultants** for governmental communications services for **FY2017**.
  - j. Considered and took action upon **Resolution #20160927-15** authorizing the Executive Director/CEO to execute a professional engineering services agreement and various work orders with **MTG Engineers and Surveyors** for **FY2017**.
  - k. Considered and took action upon **Resolution #20160927-16** authorizing the Executive Director/CEO to execute a professional engineering services agreement with **ETTL Engineers and Consultants** for **FY2017**.
  - l. Considered and took action upon **Resolution #20160927-17** authorizing the Executive Director/CEO to execute a contract with **DVLS Public Relations and Advertising** to provide professional marketing services for **FY2017**.
  - m. Considered and took action upon **Resolution #20160927-18** authorizing the Executive Director/CEO to execute a contract and work order with **Kingwood Forestry Services, Inc.** for certain forestry and hunting management services for **FY2017**.
  - n. Considered and took action upon **Resolution #20160927-19** authorizing the Executive Director/CEO to execute a professional services agreement with **Valley View Consulting, LLC** for **FY17**.
  - o. Considered and took action upon **Resolution #20160927-20** authorizing the Executive Director/CEO to execute a **Marketing and Consulting Agreement** with **Point Trade Services, Inc.,** for **FY17**.
  - p. Considered and took action upon **Resolution #20160927-21** authorizing the Executive Director/CEO to execute an **Occupational Billing Agreement** with **Healthcare Express** for certain employee occupational health and safety management services.
  - q. Considered and took action upon **Resolution #20160927-22** authorizing the Executive Director/CEO to execute an engagement letter with **Phil Gamble, Attorney at Law,** for professional legal services.
  - r. Considered and took action upon **Resolution #20160927-23** authorizing the Executive Director/CEO to execute a **Line of Credit Note** to **Guaranty Bank & Trust** in the amount of **\$1,500,000.00**.
16. Considered and took action upon **Resolution #20160927-24** authorizing the Executive Director/CEO to execute a lease modification and extension with **Cherokee Nation Red Wing, LLC** for building **312** at **312 Panther Creek, New Boston, TX** upon the **TAC-Central campus**. A motion was made by **Ron Collins** and seconded by **Melford Pierce**. The motion carried unanimously by voice vote.
17. Considered and took action upon **Resolution #20160927-25** authorizing the Executive Director/CEO to execute a lease with **Expal USA, Inc.** for building **11** at **11 Chapel Lane, Suite A, New Boston, TX** upon the **TAC-Central campus**. A motion was made by **Justin Powell** and seconded by **Melford Pierce**. The motion carried unanimously by voice vote.
18. Considered and took action upon **Resolution #20160927-26** authorizing the Executive Director/CEO to execute a ground lease with **Premiere Fire & Security** for property located at the **Construction Trailer Park, 175 Arkansas Avenue, and 180 Arkansas Avenue, Lot A and Lot B, New Boston, TX** upon the **TAC-Central campus**. A motion was made by **Ron Collins** and seconded by **Melford Pierce**. The motion carried unanimously by voice vote.

19. Scott Norton presented the Executive Director/CEO report. Boyd Sartin commented how far TexAmericas Center has come as an organization as he considered this report an excellent evaluation tool.
20. A motion was made by Melford Pierce and seconded by Justin Powell to adjourn to Executive Session at 12:50 p.m. pursuant to the following Sections. The motion carried unanimously by voice vote.
- a. Section 551.071 of the Texas Government Code; Consultation with attorney regarding legal issues relating to pending or contemplated litigation.
  - b. Section 551.072 of the Texas Government Code; Deliberation of the purchase, exchange, lease, or value of real property.
  - c. Section 551.074 of the Texas Government Code; Personnel Matters.
  - d. Section 551.087 of the Texas Government Code; Deliberation regarding Economic Development Negotiations.
21. A motion was made by Don Morriss and seconded by Ron Collins at 1:33 p.m. to reconvene into Open Session. The motion carried unanimously by voice vote. Boyd Sartin turned the chair over to Denis Washington at this time.
22. Reviewed and considered proposals submitted under Request for Qualifications for *Natural Gas Distribution System Master Planning and Phase I Design*. Considered and took action upon **Resolution #20160927-27** authorizing the Executive Director/CEO to select a firm and negotiate and execute an agreement with selected firm for provision of the services described in *Request for Qualifications for Natural Gas Distribution System Master Planning and Phase I Design*. A motion was made by Ron Collins and seconded by Melford Pierce. The motion carried unanimously by voice vote.
23. Considered and took action upon **Resolution #20160927-28** authorizing the Executive Director/CEO to execute a joint financial assistance award from the Department of Commerce's Economic Development Administration for \$1,500,000.00 (Total project of \$3,012,105.00) A motion was made by Justin Powell and seconded by Steve Mayo. The motion carried unanimously by voice vote.
24. Considered and took action upon **Resolution #20160927-29** authorizing the Chairman of the Board to negotiate and execute **Amendment Two to Management and Personal Services Contract with William Scott Norton to serve as Executive Director/CEO**. A motion was made by Justin Powell and seconded by Steve Mayo. The motion carried unanimously by voice vote.

With no other business to discuss, a motion was made by Marc Reiter and seconded by Boyd Sartin to adjourn the meeting at 1:37 p.m. The motion carried unanimously by voice vote.

The above and foregoing minutes of TexAmericas Center Board of Directors meeting, September 27, 2016 were read approved on October 25, 2016.

  
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Melford Pierce, Secretary