



MINUTES

The Board of Directors of TexAmericas Center met to conduct business at the Nash, Texas City Hall – Training Facility, Nash, TX 75569 on September 25, 2018.

1. The Directors and public began to assemble at 11:30 a.m. while lunch was served. The Pledge of Allegiance and Reflection were led by Boyd Sartin and Scott Norton.
2. The meeting was called to order at 12:06 p.m. by Boyd Sartin, 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.

3. **Directors in Attendance were:**

Boyd Sartin	Ben King	Gabe Tarr	Ron Collins
Jim Roberts	Joe Dike	Vickie Higgins	Denis Washington
Fred Norton	Cody Lorance	Marc Reiter	

Directors Absent were:

Don Morriss	Melford Pierce	Justin Powell	Steve Mayo
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Staff and Others in Attendance were:

Scott Norton	Marla Byrd	Jeff Whitten	Holly Sleek
Wes Jordan Jordan Law Firm	David Williams MTG Engineers	Rhonda Jones Holliday, Lemons & Cox, P.C.	Liz Fazio Hale Riverbend Water Resources District

4. Boyd Sartin called for public comments. Members of the public may speak on any topic and comments are limited to 5 minutes per speaker. None noted.
5. Boyd Sartin called for reports from the standing Committees of TexAmericas Center. Committees that met since the last board meeting were:
 - a. Executive
 - b. Investment/FinanceNo further comments noted in addition to the minutes provided.
6. Considered and took action upon **Resolution #20180925-01** approving the **Fiscal Year 2018 3rd Quarter Financials**. Rhonda Jones with Holliday, Lemons & Cox, P.C. presented the FY2018 3rd Quarter Financials to the Board of Directors. A motion was made by Ron Collins and seconded by Denis Washington. The motion carried unanimously by voice vote.
7. Considered and took action upon **Resolution #20180925-02** approving the **Fiscal Year 2018 Budget Revisions for TexAmericas Center**. Scott Norton presented the FY18 Budget Revisions. A motion

was made by Gabe Tarr and seconded by Ron Collins. The motion carried unanimously by voice vote.

8. Considered and took action upon **Resolution #20180925-03** approving the **Fiscal Year 2019 Budget for TexAmericas Center**. Scott Norton presented the FY19 Budget. A motion was made by Ron Collins and seconded by Gabe Tarr. The motion carried unanimously by voice vote.
9. A motion was made by Fred Norton and seconded by Joe Dike to approve the items listed under the Consent Agenda. Those items were:
 - a. Approved Minutes of Board Meeting from August 28, 2018.
 - b. Approved Check Book Register and Deposit Summary from August 23, 2018 – September 19, 2018.
 - c. Considered and took action upon **Resolution #20180925-04** approving the **Fiscal Year 2018 3rd Quarter Scrap and Timber Sales Report**.
 - d. Considered and took action upon **Resolution #20180925-05** approving the **Fiscal Year 2018 3rd Quarter Investment Report**.
 - e. Considered and took action upon **Resolution #20180925-06** authorizing the Executive Director/CEO to **approve the TexAmericas Center Investment Policy**.
 - f. Considered and took action upon **Resolution #20180925-07** authorizing the Executive Director/CEO to **execute a contract with Holliday, Lemons and Cox, P.C. for professional accounting services for FY2019**.
 - g. Considered and took action upon **Resolution #20180925-08** authorizing the Executive Director/CEO to **execute a professional services agreement with Valley View Consulting, LLC for FY19**.
 - h. Considered and took action upon **Resolution #20180925-09** authorizing the Executive Director/CEO to **execute a contract with the Jordan Law Firm for professional legal services for FY2019**.
 - i. Considered and took action upon **Resolution #20180925-10** authorizing the Executive Director/CEO to **execute a contract with Garrity and Knisely for professional BRAC-related legal services for FY2019**.
 - j. Considered and took action upon **Resolution #20180925-11** authorizing the Executive Director/CEO to **execute a professional services contract with McWilliams Governmental Affairs Consultants for governmental communications services for FY2019**.
 - k. Considered and took action upon **Resolution #20180925-12** authorizing the Executive Director/CEO to **execute a professional engineering services agreement and various work orders with MTG Engineers and Surveyors for FY2019**.
 - l. Considered and took action upon **Resolution #20180925-13** authorizing the Executive Director/CEO to **execute a professional engineering services agreement with E TTL Engineers and Consultants for FY2019**.
 - m. Considered and took action upon **Resolution #20180925-14** 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 FY2019**.
 - n. Considered and took action upon **Resolution #20180925-15** authorizing the Executive Director/CEO to **execute a Marketing and Consulting Agreement with Point Trade Services, Inc., for FY2019**.
 - o. Considered and took action upon **Resolution #20180925-16** authorizing the Executive Director/CEO to **execute a professional services agreement for economic development services with World Economic Development Alliance (WEDA) for FY2019**.

- p. Considered and took action upon **Resolution #20180925-17** authorizing the Executive Director/CEO to execute a **Professional Services Agreement with Braun Intertec Corporation for Geotechnical Services for FY2019.**
 - q. Considered and took action upon **Resolution #20180925-18** authorizing the Executive Director/CEO to execute a **Line of Credit Note to Guaranty Bank & Trust in the amount of \$1,500,000.00.**
10. Considered and took action upon **Resolution #20180925-19** authorizing the Executive Director/CEO to **amend the Personnel Policy Manual.** A motion was made by Denis Washington and seconded by Jim Roberts. The motion carried unanimously by voice vote.
 11. Liz Fazio Hale, Executive Director of Riverbend Water Resources District, gave a report regarding regional water.
 12. Considered and took action upon **Resolution #20180925-20 adopting Covenants, Conditions, and Restrictions for the Property of TexAmericas Center known as the TAC Central Campus.** A motion was made by Gabe Tarr and seconded by Ron Collins. The motion carried unanimously by voice vote.
 13. Considered and took action upon **Resolution #20180925-21 adopting Covenants, Conditions, and Restrictions for the Property of TexAmericas Center known as the TAC East Campus.** A motion was made by Ron Collins and seconded by Gabe Tarr. The motion carried unanimously by voice vote.
 14. Considered and took action upon **Resolution #20180925-22 adopting Covenants, Conditions, and Restrictions for the Property of TexAmericas Center known as the TAC West Campus.** A motion was made by Denis Washington and seconded by Ben King. The motion carried unanimously by voice vote.
 15. Considered and took action upon **Resolution #20180925-23 adopting a Land Use and Site Design Policy for all TexAmericas Campuses and Adopting the TexAmericas Center Land Use Map.** A motion was made by Jim Roberts and seconded by Joe Dike. The motion carried unanimously by voice vote.
 16. Scott Norton provided the Executive Director/CEO Report.
 17. A motion was made by Ben King and seconded by Denis Washington to adjourn to Executive Session at 1:00 p.m. pursuant to the following Sections. The motion carried unanimously by voice vote. At this time, Fred Norton and Joe Dike left the meeting.
 - 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.
 18. A motion was made by Denis Washington and seconded by Ben King at 1:34 p.m. to reconvene in Open Session. The motion carried unanimously by voice vote. Marc Reiter left the meeting at 1:35 p.m.

19. Considered and took action upon **Resolution #20180925-24 terminating an Inducement Agreement and Option to Purchase with Lionchase Holdings, Inc.** A motion was made by Denis Washington and seconded by Ron Collins. The motion carried unanimously by voice vote.
20. Considered and took action upon **Resolution #20180925-25 authorizing the Executive Director/CEO to execute an Inducement Agreement and Option to Purchase with Frigitek Industrial Parks, Inc.** A motion was made by Denis Washington and seconded by Gabe Tarr. The motion carried unanimously by voice vote.
21. Considered and took action upon **Resolution #20180925-26 authorizing the Executive Director/CEO to execute a second modification and extension of lease for office and warehouse space with Control Concepts at 125 Ammo Drive, New Boston, TX 75570.** A motion was made by Jim Roberts and seconded Denis Washington. The motion carried unanimously by voice vote.
22. Considered and took action upon **Resolution #20180925-27 authorizing the Executive Director/CEO to execute a second modification and extension of lease for office space with Four Thirteen, Inc. at 170 and 176 Arkansas Avenue, New Boston, TX 75570.** A motion was made by Jim Roberts and seconded by Denis Washington. The motion carried unanimously by voice vote.
23. Considered and took action upon **Resolution #20180925-28 authorizing the Chairman of the Board to negotiate and execute Amendment Four to Management and Personal Services Contract with William Scott Norton to serve as Executive Director/CEO.** A motion was made by Ben King and seconded by Gabe Tarr. The motion carried unanimously by voice vote.

With no other business to discuss, a motion was made by Jim Roberts and seconded by Ron Collins to adjourn the meeting at 1:39 p.m. The motion carried unanimously by voice vote.

The above and foregoing minutes of TexAmericas Center Board of Directors meeting, September 25, 2018 were read and approved on October 23, 2018.



Ben King, Secretary