

RESOLUTION NO. WCLGC-20231018-004

WHEREAS, the Waller Creek Local Government (“LGC”) was created by the City Council of the City of Austin’s Resolution No. 20110428-014 to assist with the implementation of the Waller Creek Development Project; and

WHEREAS, the LGC is a local government corporation established under Chapter 431 of the Texas Transportation Code; and

WHEREAS, the LGC is a public, non-profit corporation subject to Chapter 22, Texas Business Organizations Code; and

WHEREAS, the LGC has adopted Articles of Incorporation and Bylaws to govern its actions; and

WHEREAS, the Articles of Incorporation and Bylaws provide for annual meetings and regular meetings of the LGC, and require the LGC to establish its annual meeting and regular meeting time and location by resolution of the LGC; and

WHEREAS, the Bylaws provide that the LGC may amend the Bylaws “by the affirmative vote of a majority of the full Board at any annual or regular meeting, or at any special meeting if notice of the proposed amendment be contained in the notice of said special meeting. However, any proposed change or amendment to the Bylaws must be approved by the City Council of the City to be effective”; and

WHEREAS, the LGC has determined that the Bylaws should be amended to clarify procedural issues about director attendance, parliamentary procedures, the timing of meetings and budget consideration and of phase plan presentations; and

WHEREAS, the LGC establishes that its annual meeting shall be held at a regular or special meeting in July, August or September and shall allow the LGC to consider approval of a calendar of LGC meetings and an annual plan of projects that are anticipated to be submitted as Phase Plans to be funded for the next fiscal year; and

WHEREAS, the LGC establishes that its regular meetings shall be held, as necessary, to conduct the business of the LGC, including the annual meeting, and at such times and places as shall be determined, from time to time, by the President of the LGC or by the action of a LGC in a regular or special meeting; and

WHEREAS, the amendments to the Bylaws are attached hereto, and have been reviewed by the LGC's legal counsel prior to review and reapproval by the LGC; and

WHEREAS, this resolution and the amendments to the Bylaws are adopted consistent with the Articles of Incorporation; and

WHEREAS, a regular meeting of the LGC was held on October 18, 2023 at 1:00 p.m., notice of public meeting having been duly and properly posted in accordance with Chapter 551, Texas Government Code; and

WHEREAS, an agenda item was duly listed in the notice of public meeting that is the subject of this Resolution; and

WHEREAS, a majority of the directors of the LGC were in attendance and constituted a quorum; and

WHEREAS, the LGC duly considered and took action on the agenda item that is the subject of this Resolution; and

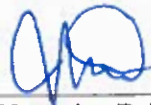
WHEREAS, a vote of the majority of the quorum of the LGC in attendance passed on,

voted in favor of, and adopted the following Resolution.

**NOW, THEREFORE, BE IT RESOLVED BY THE WALLER CREEK LOCAL
GOVERNMENT CORPORATION BOARD OF DIRECTORS THAT:**

The recitals set out above are found to be true and correct, and they are hereby adopted by the Board of Directors and are made a part of this Resolution for all purposes and the Board of Directors adopts amendment to its Bylaws as attached hereto. This resolution shall become effective from and after its adoption and subsequent approval by the City Council of the City of Austin.

ADOPTED: October 18, 2023



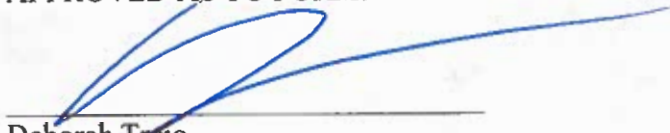
Veronica Briseño
President, Board of Directors

ATTEST:



Rudolph Green
Secretary, Board of Directors

APPROVED AS TO FORM:



Deborah Trejo
General Counsel