



CITY OF PLANO COUNCIL AGENDA ITEM

CITY SECRETARY'S USE ONLY					
<input type="checkbox"/> Consent <input type="checkbox"/> Regular <input type="checkbox"/> Statutory					
Council Meeting Date:		8/12/13			
Department:		Finance Department			
Department Head		Denise Tacke			
Agenda Coordinator (include phone #): Katherine Crumbley - x7479					
CAPTION					
A Resolution of the City Council of the City of Plano, Texas, approving the Second Amended Bylaws of the Plano Health Facilities Development Corporation, and authorizing a change of the registered agent for the Plano Health Facilities Development Corporation to be the Finance Director of the City of Plano; and providing an effective date.					
FINANCIAL SUMMARY					
<input checked="" type="checkbox"/> NOT APPLICABLE <input type="checkbox"/> OPERATING EXPENSE <input type="checkbox"/> REVENUE <input type="checkbox"/> CIP					
FISCAL YEAR:	2012-2013	Prior Year (CIP Only)	Current Year	Future Years	TOTALS
Budget		0	0	0	0
Encumbered/Expended Amount		0	0	0	0
This Item		0	0	0	0
BALANCE		0	0	0	0
FUND(S):					
COMMENTS: This item has no fiscal impact. Strategic Plan Goal: Assisting companies by serving as a conduit for reduced financing and better rates relates to the City's goals of Financially Strong City with Service Excellence and Partnering for Community Benefit.					
SUMMARY OF ITEM					
This resolution approves amending its bylaws to change the address of the principal office and to revise its registered agent to be the Finance Director of the City of Plano.					
List of Supporting Documents: Bylaws of the Plano Health Facilities Development Corporation			Other Departments, Boards, Commissions or Agencies		

A Resolution of the City Council of the City of Plano, Texas, approving the Second Amended Bylaws of the Plano Health Facilities Development Corporation, and authorizing a change of the registered agent for the Plano Health Facilities Development Corporation to be the Finance Director of the City of Plano; and providing an effective date.

WHEREAS, the Plano Health Facilities Development Corporation has recommended amending its bylaws to change the address of the principal office and to revise its registered agent to be the Finance Director of the City of Plano; and

WHEREAS, any changes to the bylaws must be finally approved by the City Council; and

WHEREAS, the Board of the Plano Health Facilities Development Corporation approved the Second Amended Bylaws to change the address of the principal office and authorized the registered agent to be the Finance Director of the City of Plano; and

WHEREAS, the City Council finds that the change to the bylaws and revising the registered agent are in the best interest in the City of Plano.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF PLANO, TEXAS, THAT:

Section I. The City Council of the City of Plano approves of the Second Amended Bylaws of the Plano Health Facilities Development Corporation, which is attached hereto as Exhibit A.

Section II. The City Council also approves of the change of the registered agent to Denise Tacke, the Finance Director of the City of Plano, and authorizes the change to be made with the Secretary of State.

Section III. This Resolution shall become effective immediately upon its passage.

DULY PASSED AND APPROVED this the 12th day of August, 2013.

Harry LaRosiliere, MAYOR

ATTEST:

Diane Zucco, CITY SECRETARY

APPROVED AS TO FORM:

Diane C. Wetherbee, CITY ATTORNEY

EXHIBIT A
SECOND AMENDED BYLAWS
OF
PLANO HEALTH FACILITIES
DEVELOPMENT CORPORATION

ARTICLE I
NAME, PURPOSE AND POWERS

Section 1.1 Name. The name of the Corporation is Plano Health Facilities Development Corporation.

Section 1.2. Purpose. The purpose of the Corporation is to acquire, construct, provide, improve, finance and refinance any real, personal or mixed property, or any interest therein, the financing, refining, acquiring, providing, constructing, enlarging, remodeling, renovating, improving, furnishing or equipping of which is found by the Board of Directors of the Corporation to be required, necessary or convenient for health, care, research and education, any one or more, within the State of Texas, all to assist the maintenance of the public health. The Corporation shall be operated exclusively for such purpose without profit. No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual; no substantial part of its activities shall be carrying propaganda, or otherwise attempting to influence legislation; and it shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Section 1.3. General Powers and Specific Authorities of the Corporation. The Corporation shall possess all of the general powers and specific authorities as provided by the Texas Health Facilities Development Act, Chapter 221 of the Texas Health & Safety Code, subject any limitations established by these bylaws, the Board of Directors for the Corporation, and the City Council of the City of Plano, Texas ("the Council").

Section 1.4. Conditions Precedent to Issuance of Obligations. The Corporation shall not issue any bonds, notes or other obligations for the purpose of paying all or any part of the costs of a health facility, as defined in the Texas Health Facilities Development Act, Chapter 221 of the Texas Health & Safety Code, unless:

- (a) The Board of Directors finds that the health facility, the cost of which is to be paid in whole or in any part from the proceeds of such bonds, notes or other obligations of the Corporation, is of such significant size or purpose as to substantially contribute to the economic development of the City of Plano, Texas ("the City") and the health care, research or education in the City and surrounding areas;

- (b) The bonds, notes and other obligations to be issued are in an aggregate principal amount of \$2,000,000 or more;
- (c) At least fourteen (14) days prior to the issuance of such bonds, notes or other obligations by the Corporation, the Corporation has filed with the Council a full and complete description of the health facility the cost of which is to be paid in whole or in any part from the proceeds of such bonds, notes or other obligations of the Corporation proposed to be issued, including an explanation of the projected costs and the necessity for such proposed health facility, the name of the proposed user of such health facility and such other information as may be requested by the Council; and
- (d) The Council has by written resolution approved the issuance of such bonds, notes or other obligations prior to their issuance.

Section 1.5 Local Regulations. The Corporation, by action of the Board of Directors, with approval of the Council, shall be authorized to promulgate, implement and amend local regulations governing the receipt, processing and approval of applications for financial participation in development facilities and prescribing fees to be paid by applicants in amounts reasonably estimated to pay the ministerial and staff costs and expenses of the Corporation, plus reasonable reserves therefor.

Section 1.6 Staff Functions. Administrative functions for the Corporation shall be performed by employees of the City as directed by the City Manager. The Corporation shall pay the costs for such services as from time to time shall be billed to the Corporation by the City.

ARTICLE II **BOARD OF DIRECTORS**

Section 2.1. Number, Appointment and Tenure. The affairs of the Corporation shall be managed by a Board of Directors which shall consist of three (3) natural persons. Each director shall be appointed by the City Council of the City of Plano, Texas ("the Council") and shall hold office for a term of two (2) years. No director shall serve more than three (3) consecutive terms. Each director appointed to fill a vacancy created by the resignation or removal of a director prior to the expiration of his term shall serve for the balance of the unexpired term. Each director shall be removable by the Council for cause or at will. Each director shall hold office for the terms for which he is appointed and until his successor shall have been appointed and qualified unless sooner removed. The City Council may remove a director at any time with or without cause.

Section 2.2. Meetings. The Board of Directors shall not meet regularly, but shall assemble at such special meetings as shall be necessary or advisable to give effect to

the purpose for which the Corporation is organized. Special meetings of the Board of Directors shall be held at the call of the secretary of the Corporation upon the direction of the president of the Corporation or upon written request of any two directors. Notice of each special meeting shall be given by the secretary to each director, either personally, by mail, by facsimile transmission, or by electronic transmission (e-mail) not less than three days prior to the meeting unless the president or any two directors declare an emergency, in which case personal notice to each director given not less than two hours prior to the meeting shall be satisfactory. Mailed notice shall be considered given at the earlier of (1) delivery at the address of the director or (2) the expiration of four days after deposit into the United States mail, first class, postage prepaid. Special meetings of the Board of Directors shall be held at such location within the State of Texas as shall be specified in the notice of the meeting given by the secretary. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened. A waiver of notice of a special meeting made in writing by any director, whether such waiver is given before or after the time of the special meeting stated in such notice, shall be the equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, except as provided in these bylaws.

Section 2.3. Quorum. The presence of two (2) directors shall be necessary and sufficient for the transaction of business at each meeting of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the directors present may recess the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board or Directors.

Section 2.4. Unanimous Consent of Directors. Any action required to be taken at a meeting of the Board of Directors or which may be taken at a meeting of the Board of Directors or any committee may be taken without a meeting if a consent or consents in writing, setting forth the action to be taken, shall be signed by all directors or all of the members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any articles or documents filed with the Secretary of State under the Health Facilities Development Act or otherwise executed and delivered by any office of the Corporation.

Section 2.5 Committees. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees which, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation. Each such committee shall consist of two or more persons, all of whom shall be directors. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the directors at

a meeting at which a quorum is present or by the president. Membership on such committees may, be need not be, limited to directors.

Section 2.6. Compensation of Directors. Each director shall serve as such without compensation, but shall be reimbursed by the Corporation from legally available funds for his actual expenses incurred in the performance of his duties.

ARTICLE III **OFFICERS**

Section 3.1. Officers. The officers of the Corporation shall consist of a president, a vice president, a secretary, and a treasurer and may also include such other officers and assistant officers as the Board of Directors may elect or the president may appoint at any time and from time to time. Any two or more offices may be held by the same person, except the offices of president and secretary. The Board of Directors shall elect the officers of the Corporation at its first meeting, at the first meeting following each anniversary date of the initial issuance of the Certificate of Incorporation of the Corporation by the Secretary of State, and, in the case of an election to fill any vacant office, at the first meeting following the vacating of such office. Each officer shall hold office for a period of one (1) year. Each officer elected to fill a vacancy which occurs prior to the expiration of the term of such office shall serve for the balance of the unexpired term. Each officer shall hold office for the term for which he is elected and until his successor is elected and qualified. Any officer elected or appointed may be removed by the persons authorized to elect or appoint such officer whenever in their judgment the best interests of the Corporation will be served thereby.

Section 3.2. President. The president shall preside at all meetings of the Board of Directors. The President shall be the chief executive officer of the Corporation, and, subject to the control of the Board of Directors, shall have general charge and supervision of the management of the affairs of the Corporation. The president shall see that all orders and resolutions of the Board of Directors are carried into effect. The president shall sign and execute all legal documents and instruments in the name of the Corporation when authorized to do so by the Board of Directors, except when the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

Section 3.3. Vice-President. The vice-president shall, in the event of the absence or disability of the president for any cause whatsoever, discharge the powers and duties of the president, and the vice-president shall perform such additional duties as may be prescribed from time to time by the Board of Directors.

Section 3.4. Secretary. The secretary shall have the charge of the records and correspondence of the Corporation under the direction of the president. The secretary shall give notice of and attend all meetings of the Board of Directors and shall take and keep minutes of and record all votes cast at such meetings. All such records,

correspondence, and minutes shall be open at all times to inspection by any director and by any representative of the Council. The secretary shall also discharge such other duties as shall be assigned to the secretary by the president or the Board of Directors at any time and from time to time.

Section 3.5. Treasurer. To the extent not otherwise provided in any resolutions of the Board of Directors relating to the issuance of bonds, debentures or notes of the Corporation or instruments authorized by the Board of Directors to provide security therefor, the treasurer shall have the custody of all the funds and securities of the Corporation; shall deposit the same to the credit of the Corporation in such banks or depositories as the Board of Directors shall designate; shall keep proper books of account and other records showing at all times the amount of the funds and other property belonging to the Corporation and of all receipts and disbursements of the Corporation; shall, under the direction of the Board of Directors, disburse all money and sign all checks and other instruments drawn on or payable out of funds of the Corporation; and shall also make such transfers and alterations to the securities of the Corporation as may be ordered by the Board of Directors. The treasurer shall also discharge such additional duties as may be prescribed at any time and from time to time by the Board of Directors. The treasurer shall give bond only if required by the Board of Directors. The treasurer shall render to the president and directors an account of all such person's transactions as treasurer and of the financial condition of the Corporation whenever they may request the same.

ARTICLE IV **PROVISIONS REGARDING BYLAWS**

Section 4.1. Effective Date. These bylaws shall become effective only upon the occurrence of the following events:

- (1) The adoption of these bylaws by the Board of Directors; and
- (2) The approval of these bylaws by the Council.

Section 4.2. Amendments to Bylaws. These bylaws may be altered, amended or repealed and new bylaws may be adopted, by the affirmative vote by a majority of the directors of the Corporation present at any meeting of the Board of Directors at which a quorum is present, provided that notice of the proposed alteration, amendment, repeal or adoption is contained in the notice of such meeting, and provided further that each such alteration, amendment, repeal or adoption shall be subject to the approval of the Council.

Section 4.3. Interpretation of Bylaws. These bylaws and all the terms and provisions hereof shall be liberally construed to effectuate the purposes set forth herein. If any word, phrase, clause, sentence, paragraph, section, or other part of these bylaws, or the application thereof to any person or circumstance, shall ever be held to be invalid or unconstitutional by any court of competent jurisdiction, the remainder of these bylaws

and the application of such word, phrase, clause, sentence, paragraph, section or other part of these bylaws to any other person or circumstance shall not be affected thereby.

ARTICLE V

GENERAL PROVISIONS

Section 5.1. Principal Office. The principal office of the Corporation shall be located at 1520 Avenue K, Suite 370, Plano, Texas 75074.

Section 5.2. Fiscal Year. The fiscal year of the Corporation shall be the period determined by resolution of the Board of Directors from time to time.

Section 5.3. Seal. The official seal of the Corporation shall be as determined by the Board of Directors. The official seal of the Corporation may be impressed, printed or attached to any instrument authorized by the Board of Directors, but such seal shall not be necessary to the proper execution by the officers of the Corporation of any such instrument unless otherwise specified by the Board of Directors.

Section 5.4. 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 of Directors and committees having any of the authority of the Board of Directors. All books and records of the Corporation may be inspected by any director or representative of the Council at any reasonable time.

Section 5.5. Dissolution of the Corporation. Upon dissolution of the Corporation, the title to all funds and other property owned by the Corporation when it dissolves shall automatically vest in the City without further conveyance, transfer, or other act.

Section 5.6. Gender. All references to he, his or him in these bylaws are assumed to apply equally to women holding the same responsibilities in the Corporation.

Section 5.7. Indemnification. To the extent allowed by the bylaws and limited by the availability and amount of insurance coverage that Corporation has in existence for director and official liability coverage and the restrictions in 5.8, the Corporation may indemnify a director, officer, employee, or agent of the Corporation who was, is or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions that are within the scope of his or her official capacity in the Corporation.

Section 5.8. Procedures Related to Indemnification Payments. Before the directors may authorize any payment for indemnification expenses (including attorney's fees), the directors must specifically determine that indemnification is permissible, authorize indemnification and determine that expenses to be reimbursed are reasonable.

Section 5.9 Insurance. Corporation may purchase and maintain insurance on behalf of the Corporation, its officers and employees for their actions.

Section 5.10 Bond. The Board of Directors may direct that officers, directors or employees of the Corporation be bonded at the expense of the Corporation. The Board shall determine the sum necessary for any required surety or bond.