

NOTICE: ANY SUBJECT APPEARING ON THIS AGENDA, REGARDLESS OF HOW THE MATTER IS STATED, MAY BE ACTED UPON BY THE BOARD OF DIRECTORS OF TEXAS CITY HARBOUR AUTHORITY.

TEXAS CITY HARBOUR AUTHORITY
BOARD OF DIRECTORS MEETING

AGENDA

JUNE 19, 2019 - 11:00 A.M.
CITY HALL CONFERENCE ROOM
1801 9th Ave. N.
Texas City, TX 77590

PLEASE NOTE: Public comments and matters from the floor are generally limited to 3 minutes in length. If you would like to request to speak, please do so in advance of the meeting by filling out a Request To Address Commission form. All in attendance are required to remove hats and/or sunglasses (dark glasses) during meetings and to also silence all cell phones and electronic devices.

1. ROLL CALL
2. NEW BUSINESS
 - a. Consider and take action on the election of officers and Oath of Officers.
 - b. Consider and take action on approving the minutes for Texas City Harbour Authority's October 17, 2017 meeting.
 - c. Consider and take action on Resolution No. 19-01, approving the dissolution of the Texas City Harbour Authority and the execution of any and all documents.
3. UPDATES
4. BOARD COMMENTS
5. ADJOURNMENT

I, THE UNDERSIGNED AUTHORITY, DO HEREBY CERTIFY THAT THIS NOTICE OF MEETING WAS POSTED ON THE BULLETIN BOARDS AT CITY HALL, 1801 9TH AVENUE NORTH, TEXAS CITY, TEXAS, AT A PLACE CONVENIENT AND READILY ACCESSIBLE TO THE GENERAL PUBLIC AND ON THE CITY'S WEBSITE ON JUNE 14, 2019 PRIOR TO 14:00 P.M., AND REMAINED SO POSTED CONTINUOUSLY FOR AT LEAST 72 HOURS PRECEDING THE SCHEDULED TIME OF SAID MEETING.

Texas City Harbour Authority Agenda

2. a.

Meeting Date: 06/19/2019

Submitted By: Rhomari Leigh, City Secretary

Department: City Secretary

Information

ACTION REQUEST (Brief Summary)

Consider and take action on the election of officers and Oath of Officers.

BACKGROUND

ANALYSIS

ALTERNATIVES CONSIDERED

Attachments

Members

TEXAS CITY HARBOUR AUTHORITY

A PUBLIC NON-PROFIT CORPORATION

**CHARTER/ FILE NO. 800345413 APPROVED BY SECRETARY OF STATE ON
05/17/04**

PURPOSE: The Authority is organized and will be operated exclusively for one or more charitable purposes, within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended (the Code). The Authority is organized for the purpose of aiding, assisting, and acting on behalf of the City in the performance of its governmental functions to promote, manage, and finance the development, expansion, and continual successful operation of the ports and harbours of Texas City, including certain port improvements and facilities as defined by Chapter 54, Texas Transportation Code, and other state law; and to promote, develop, encourage and maintain employment, commerce and economic development related to or resulting from the ports and harbours of Texas City. Tax id 32015096079

The number of Directors is five (5), and the terms of office shall be three (3) years staggered.

BOARD OF DIRECTORS: Mayor Matthew T. Doyle Philip Roberts Jennifer Price George Fuller Irene Fattig	<u>City Staff:</u> Russel F. Plackemeier, City Attorney Nicholas Finan, Director of Management Services Laura Boyd, Director of Finance and DHFC Treasurer Rhomari Leigh – Board Secretary
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Texas City Harbour Authority Agenda

2. b.

Meeting Date: 06/19/2019

Submitted By: Rhomari Leigh, City Secretary

Department: City Secretary

Information

ACTION REQUEST (Brief Summary)

Consider and take action on approving the minutes for Texas City Harbour Authority's meeting.

BACKGROUND

ANALYSIS

ALTERNATIVES CONSIDERED

Texas City Harbour Authority Agenda

2. c.

Meeting Date: 06/19/2019

Submitted By: Rhomari Leigh, City Secretary

Department: City Secretary

Information

ACTION REQUEST (Brief Summary)

Consider and take action on Resolution No. 19-01, approving the dissolution of the Texas City Harbour Authority.

BACKGROUND

The State won't allow a corporation to just dissolve without formal action and submission of that formal dissolution submitted to the State. This meeting is to formally dissolve the Texas City Harbour Authority since there is no longer a need to assist the county or any public entity with bonds or other financial assistance. The City of Texas City still maintains a similar corporation with broader reach: Texas City Harbour Foreign Trade Zone Corporation.

ANALYSIS

ALTERNATIVES CONSIDERED

Attachments

Resolution
certificate

TEXAS CITY HARBOUR AUTHORITY

RESOLUTION NO. 19-01

A RESOLUTION AUTHORIZING THE DISSOLUTION OF THE TEXAS CITY HARBOUR AUTHORITY AND THE EXECUTION OF A CERTIFICATE OF DISSOLUTION TO BE FILED WITH THE OFFICE OF THE SECRETARY OF STATE; AND PROVIDING THAT THIS RESOLUTION SHALL BECOME EFFECTIVE FROM AND AFTER ITS PASSAGE AND ADOPTION.

WHEREAS, the purposes for which the Harbour Authority was formed have been substantially met; and

WHEREAS, all bonds issued by and all obligations incurred by the corporation have been fully paid; and

WHEREAS, it is the desire of the Board of Directors of the Texas City Harbour Authority to dissolve the corporation; and

WHEREAS, in order to officially dissolve the corporation, the directors must execute a certificate of dissolution declaring that the corporation is dissolved and file with the Office of the Secretary of State.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE TEXAS CITY HARBOUR AUTHORITY THAT:

SECTION 1: That the Board of Directors of the Texas City Harbour Authority hereby dissolves the corporation.

SECTION 2: That the Texas City Harbour Authority Chairperson, Vice Chairperson, City Secretary or the Mayor is authorized to execute any and all documents necessary for the dissolution of the corporation.

SECTION 3: That the City Secretary shall file the Certificate of Dissolution with the Office of the Secretary of State.

SECTION 3: That this Resolution shall be in full force and effect from and after its passage and adoption.

PASSED AND ADOPTED this 19th day of June 2019.

CHAIRPERSON/VICE CHAIRPERSON
Texas City Harbour Authority

ATTEST:

BOARD SECRETARY
Texas City Harbour Authority

**CERTIFICATE OF TERMINATION OF
TEXAS CITY HARBOUR AUTHORITY
A DOMESTIC NONPROFIT CORPORATION**

Pursuant to the applicable provisions of the Texas Business Organizations Code, the undersigned submits this certificate of termination for filing and states the following:

Article I - Entity Name and Type

The name and type of domestic entity being terminated are: TEXAS CITY HARBOUR AUTHORITY, a nonprofit corporation (hereinafter "Nonprofit Corporation") organized under Texas law. The Nonprofit Corporation was formed on May 17, 2004, and was issued file number 800345413 by the secretary of state.

Article II - Governing Persons

The name and address of each of the directors of the Nonprofit Corporation are:

<u>Name</u>	<u>Address</u>
_____	_____, _____, Texas _____
_____	_____, _____, Texas _____
_____	_____, _____, Texas _____
_____	_____, _____, Texas _____
_____	_____, _____, Texas _____

Article III - Event Requiring Winding Up

The event which requires the winding up of the Nonprofit Corporation is as follows:

A voluntary decision to wind up the entity has been approved in the manner required by the Texas Business Organizations Code and by the governing documents of the entity.

Article IV - Completion of Winding Up

The Nonprofit Corporation has complied with the provisions of the Texas Business Organizations Code governing its winding up.

Article V - No Pending Litigation

There is no suit pending against the Nonprofit Corporation.

Article VI - Property of the Nonprofit Corporation

The Nonprofit Corporation has transferred, conveyed, applied, or distributed any property of the Nonprofit Corporation in accordance with the applicable provisions of Chapters 11 and 22 of the Texas Business Organizations Code.

Article VII - Effectiveness of Filing

This certificate of termination becomes effective when the document is filed by the secretary of state.

Article VIII – Execution

This document is signed subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date: June, 2019

TEXAS CITY HARBOUR AUTHORITY

By: _____
_____, Chairman