

Tom Green County Commissioners' Court
April 7, 2005

The Commissioners' Court of Tom Green County, Texas, met for a Special Meeting/Workshop April 7th, 2005 in the Edd B. Keyes Building, with the following members present:

Ralph Hoelscher, Commissioner of Precinct #1
Karl Bookter, Commissioner of Precinct #2
Steve Floyd, Commissioner of Precinct #3
Richard Easingwood, Commissioner of Precinct #4
Michael D. Brown, County Judge

1. County Judge, Michael Brown, called the meeting to order at 8:12 A.M.
2. John Sheedy, Special Counsel for Tom Green County, answered questions and concerns from the Court regarding ownership, liabilities and responsibilities of the County. Mr. Sheedy explained that the Public Facility Corporation would be responsible for securing funding, building and liability insurance.

Judge Brown moved to adopt the Resolution making a finding and determination of public interest authorizing and approving creation of a Community Facilities Corporation, approving Articles of Incorporation for such Corporation, Appointing initial Directors of such Corporation, all pursuant to the Texas Public Facility Corporation Act. Commissioner Bookter seconded the motion. Judge Brown, Commissioners Hoelscher, Bookter and Floyd voted in favor of the motion. Commissioner Easingwood voted in opposition to the motion. The motion passed 4 to 1. (Recorded with these minutes.)

- 3. Judge Brown moved to authorize an RFP for construction and management of the Faith Based Detention Facility with the modification that contracts are made with the Public Facilities Corporation and to set the opening date for the RFP for Friday, May 13th, 2005. Commissioner Floyd seconded the motion. Judge Brown, Commissioners Hoelscher, Bookter and Floyd voted in favor of the motion. Commissioner Easingwood voted in opposition to the motion. The motion passed 4 to 1.**
4. Judge Brown adjourned the meeting at 8:45 A.M.

As per HB 2931, Section 4:

I, Elizabeth McGill, County Clerk of Tom Green County, Texas do hereby attest that this is an accurate accounting of the proceedings of the Commissioners' Court that met for a Special Meeting/Workshop on April 7, 2005.

I hereby set my hand and seal to this record April 12th, 2005.

Elizabeth McGill, County Clerk and
Ex-officio Clerk of the Commissioners' Court

STATE OF TEXAS §
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COUNTY OF TOM GREEN §

RESOLUTION

RESOLUTION MAKING A FINDING AND DETERMINATION OF PUBLIC INTEREST AUTHORIZING AND APPROVING CREATION OF A COMMUNITY FACILITIES CORPORATION, APPROVING ARTICLES OF INCORPORATION FOR SUCH CORPORATION, APPOINTING INITIAL DIRECTORS OF SUCH CORPORATION, ALL PURSUANT TO THE TEXAS PUBLIC FACILITY CORPORATION ACT.

WHEREAS, the safety, health and general welfare of the inhabitants of Tom Green County, Texas (the "County") and of the State of Texas (the "State") require the acquisition, construction and financing of community facilities to provide for the protection of society through the humane and secure incarceration of adult and juvenile offenders and preparation of them for their reintegration with society;

WHEREAS, it is in the best interest of the inhabitants of the County and the State that such community facilities be acquired, constructed and financed at the least possible cost so as to minimize the cost of protecting society; **WHEREAS**, the Texas Public Facility Corporation Act (the "Act") authorizes the creation by the County of nonmember, nonstock, nonprofit public benefit corporations for the sole purpose of acquiring, constructing, providing, improving, financing and refinancing community facilities, in order to assist the maintenance of the public safety with powers, among others, to issue bonds and otherwise borrow money at tax-exempt interest rates to the extent permitted by the Internal Revenue Code of 1986, as amended, and to loan such money to providers of community service in order to finance the acquisition, construction and improvement of facilities found by the board of directors of such corporations to be required, necessary or convenient for incarceration, health care, research and education, any one or more;

WHEREAS, the Act empowers the Commissioner's Court of the County to approve articles of incorporation, bylaws and amendments to either of them for such corporation, to appoint the directors of such corporation, and, in the sole discretion of the Commissioner's Court, to alter the structure, organization, programs or activities of such corporation at any time, subject only to any limitation provided by the constitution and laws of the State of Texas and of the United States relating to the impairment of contracts entered into by such corporation;

WHEREAS, the Act provides for community facilities purchased or owned by such corporation to be assessed for ad valorem tax purposes to the private user, and to be subject to a sales and use tax to such private users and to the same extent as if purchased by such user directly, and therefore no loss of tax revenues to the County or the State of Texas will result from creation of such a corporation by the County or from any of its activities;

WHEREAS, any bonds issued by such a corporation shall not constitute obligations of the State, the County or any other political subdivision or agency of the State or a pledge of the faith and credit of any of them, all such bonds must contain on their face a statement to such effect; and no such corporation is authorized to incur financial obligations under the Act unless payable solely from the proceeds of bonds, revenues derived from lease or sale of a community facility or realized from a loan made by such a corporation to finance or refinance in whole or in part a community facility, revenues derived from operating a community facility or any other revenues as may be provided by a user of a community facility, any one or more; and

WHEREAS, upon dissolution of such corporation, the title to all funds and property then owned by such corporation shall, under the Act, automatically vest in the County without further conveyance, transfer or act of any kind whatsoever.

NOW, THEREFORE, THE COMMISSIONER'S COURT OF TOM GREEN COUNTY, TEXAS HEREBY FINDS, DETERMINES AND RESOLVES THAT it is in the public interest and to the benefit of the residents of the County and the citizens of the State that a community facility corporation be created under the Act to promote and develop new, expanded or improved community facilities, being any real, personal or mixed property, or any interest herein, the financing, refinancing, acquiring, providing, constructing, enlarging, remodeling, renovating, improving, furnishing or equipping of which is found by the board of directors of such corporation to be required, necessary or convenient for incarceration, health care, research and education, and one or more, within the State, all in order to assist the maintenance of the public safety, public health and the public welfare; and

BE IT THEREFORE RESOLVED BY THE COMMISSIONER'S COURT OF TOM GREEN COUNTY, TEXAS THAT:

Section 1. Creation of a community facilities corporation on behalf of Tom Green County, Texas, with the powers set forth in the Act to be named "Concho Valley Community Facilities Corporation" is hereby authorized and approved.

Section 2. Articles of Incorporation for such corporation in the form and to the effect attached hereto as Exhibit A, which Exhibit is incorporated herein by reference and made a part hereof for all purposes to the same extent as if set forth herein in full, are hereby approved.

Section 3. The persons named in Article Six of such Articles of Incorporation are hereby appointed as initial directors of such corporation.

Section 4. All orders, resolutions and part thereof adopted by the Commissioner's Court in conflict herewith are hereby expressly repealed to the extent of such conflicts.

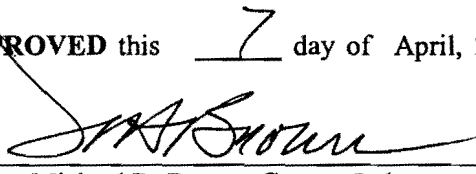
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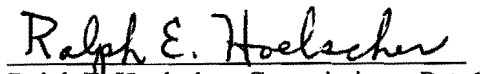
Section 5. If any section, provisions, sentence, clause, phrase or work hereof or the application of the same to any person or circumstances is for any reason held to be unconstitutional, illegal or otherwise void or invalid, the validity of the remaining portions hereof and their application to other persons and circumstances shall nonetheless remain effective, it being the intent of the Commissioner's Court in adopting this Resolution, that no portion or application hereby shall be inoperative or fail by reason of any unconstitutional, illegal or other invalidity of any other portion or application hereof, and all provisions hereby are hereby declared to be severable for such purpose.

Section 6. This Resolution shall take effect immediately from and after its adoption.

PASSED AND APPROVED this 7 day of April, 2005, Tom Green County, Texas.



Michael D. Brown, County Judge


Ralph E. Hoelscher, Commissioner Pct. 1


Karl Bookter, Commissioner Pct. 2

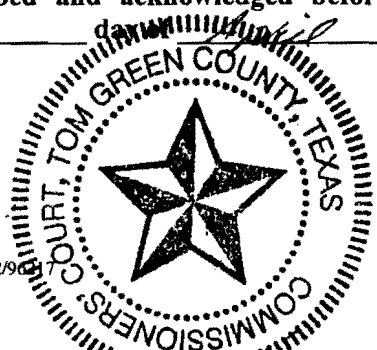

Steve C. Floyd, Commissioner Pct 3

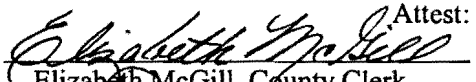
Opposed
Richard Easingwood, Commissioner Pct. 4

ATTEST:

Before me, the undersigned authority, on this day personally appeared Michael D. Brown, County Judge; Ralph E. Hoelscher, Commissioner, Pct. 1; Karl W. Bookter, Commissioner, Pct. 2; Steve C. Floyd, Commissioners, Pct 3; and Richard S. Easingwood, Commissioner, Pct. 4, Tom Green County, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same for the purposes, therein expressed and in the capacity therein stated.

Subscribed and acknowledged before me by the said County Officials, on this the 7th day of April, 2005.



Attest:

Elizabeth McGill, County Clerk
Tom Green County, Texas

STATE OF TEXAS §
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COUNTY OF TOM GREEN §

**ARTICLES OF INCORPORATION OF
CONCHO VALLEY COMMUNITY FACILITIES CORPORATION**

We, the undersigned natural persons of the age of eighteen years or more all of whom are citizens of the State of Texas, acting as incorporators of a non-profit corporation under the Texas Public Facility Corporation Act, Local Government Code §303 et. Seq., Vernon's Texas Civil Statutes, as amended (the "Act"), do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is the Concho Valley Community Facilities Corporation (the "Corporation").

ARTICLE II

The Corporation is a non-profit corporation.

ARTICLE III

The period of duration of the Corporation is perpetual.

ARTICLE IV

A. The purpose of the Corporation is to assist Tom Green County (the "County") in financing, refinancing, or providing for public facilities. The Corporation shall have and possess the broadest possible powers to finance the acquisition of County obligations issued or incurred in accordance with existing law, to provide for the acquisition, construction, rehabilitation, renovation, repair, equipping, furnishing, and placement in service of public facilities of the County under the terms of the Act.

B. All powers of the Corporation shall be vested in a Board of Directors. Each initial director named in Article VI hereof and each subsequent director shall serve for his or her term on the Board of Director or until his or her successor is qualified as a member of the Board of Directors, but in no case may each term of a director exceed six year; provided, however, that any director may be removed from office at any time, for cause, by written order of the Commissioner's Court of Tom Green County.

C. These Articles of Incorporation may be amended at any time and from time to time by the Board of Directors with the approval of the Commissioner's Court, subject, however, to limitations on the impairment of contracts entered into by the Corporation, all under and in compliance with the Act.

D. All other matters pertaining to the internal affairs of the Corporation shall be governed by the bylaws of the Corporation, so long as such bylaws are not inconsistent with the Articles of Incorporation, the Act or any other laws of the State of Texas.

ARTICLE V

The street address of the initial registered office of the Corporation is Tom Green County Courthouse, 112 W. Beauregard, San Angelo, Texas 76903 and the name of its initial registered agent at such address is Steve Floyd. Tom Green County, Texas is the "Sponsor" (as defined in the Act) of the Corporation. The County's address is 112 W. Beauregard, San Angelo, Texas 76903.

ARTICLE VI

The number of directors constituting Board of Directors is three and the names and addresses of those who will serve as the initial directors are:

J. Mark McLaughlin
P.O. Box 1170
San Angelo, Texas 76902
(325) 942-0401

Steve Floyd
113 West Beauregard
San Angelo, Texas 76903
(325) 659-6513

Charles R. Graves
5002 Knickerbocker Road
San Angelo, Texas 76904
(325) 944-9666
(325) 234-5375 Cell

ARTICLE VII

The Corporation shall have no members and is a non-stock corporation.

ARTICLE VIII

The initial bylaws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors, subject to approval by the Commissioner's Court of Tom Green County.

ARTICLE IX

All properties owned by the Corporation shall be held for the use and benefit of the County and no part of the income or revenue of the Corporation shall ever be paid to or inure to the benefit of any Director of the Corporation, or any other private person, except for reimbursement of actual expenses incurred in connection with the business affairs of the Corporation.

ARTICLE X

The names and street addresses of the incorporators are:

Steve Floyd, 113 West Beauregard, San Angelo, Texas 76903
J. Mark McLaughlin, 2201 Sherwood Way, San Angelo, Texas 76901
Charles R. Graves, 5002 Knickerbocker Road, San Angelo, Texas 76904

ARTICLE XI

The Corporation shall indemnify any director, officer, employee, or agent, or former director, officer, employee, or agent of the Corporation for expenses and costs, including attorney's fees, actually and necessarily incurred by the person in connection with any claim asserted against the person, by action in court or other forum, by reason of such person having been a director, officer, employee, or other agent, except that the Corporation may not provide indemnity in a matter if the director, officer, employee, or agent is guilty of negligence or misconduct in relation to the matter.

ARTICLE XII

The County has specifically authorized this Corporation to act on its behalf to further the public purposes set forth in these Articles of Incorporation and has approved these Articles of Incorporation.

IN WITNESS WHEREOF, we have hereunto set our hands this 21st day of April, 2005.


STEVE FLOYD



J. MARK McLAUGHLIN


CHARLES R. GRAVES

STATE OF TEXAS §
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COUNTY OF TOM GREEN §

I, Janet McEntyre, a Notary Public, do hereby certify that on the 21st day of April, 2005, Steve Floyd, personally appeared before me, who being by me first duly sworn, declared that he is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.


(Seal) 

Janet McEntyre
NOTARY PUBLIC, STATE OF TEXAS

STATE OF TEXAS §
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COUNTY OF TOM GREEN §

I, Kathy Baker, a Notary Public, do hereby certify that on the 21st day of April, 2005, J. Mark McLaughlin, personally appeared before me, who being by me first duly sworn, declared that he is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

(Seal) 

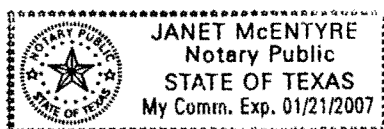
Kathy Baker
NOTARY PUBLIC, STATE OF TEXAS

STATE OF TEXAS §
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COUNTY OF TOM GREEN §

I, Janet McEntyre, a Notary Public, do hereby certify that on the 21st day of April, 2005, Charles R. Graves, personally appeared before me, who being by me first duly sworn, declared that he is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

(Seal)



Janet McEntyre
NOTARY PUBLIC, STATE OF TEXAS