

RESOLUTION NO. R-2017-18

A RESOLUTION BY THE CITY COUNCIL OF THE CITY OF BASTROP, TEXAS AUTHORIZING CITY STAFF AND CONSULTANTS TO PROCEED WITH THE ESTABLISHMENT OF A NONPROFIT CORPORATION TO FACILITATE THE CITY'S DESTINATION AND MARKETING FUNCTIONS; PREPARING ANY REQUIRED DOCUMENTS AND AGREEMENTS NECESSARY TO EFFECTUATE THE CORPORATION'S ORGANIZATION; AND THOSE MATTERS NECESSARY OR INCIDENTAL IN CONNECTION THEREWITH

WHEREAS, the City of Bastrop, Texas (the City) previously examined and determined the City should pursue avenues to effectuate the establishment of an independent destination and marketing organization to further prospective business and economic development initiatives within the City;

WHEREAS, City officials proceeded with accomplishment of the foregoing through creation of a nonprofit corporation (the Corporation) pursuant to Chapter 22, Texas Business and Organizations Code, as amended, and will prospectively apply and receive designation thereof as an exempt organization under section 501(c)(6) of the Internal Revenue Code, and the negotiation of various agreements and processes with interested parties, including the Corporation's advisory board (the DMO Start Up Board), is necessary, desirable, and appropriate to accomplish these objectives; and

WHEREAS, the Council hereby finds and determines that the adoption of this Resolution is in the best interests of the residents of the City; now, therefore,

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

Section 1: City staff and consultants, including Norton Rose Fulbright US LLP (engaged as special counsel to assist the City in this matter) and other consultants determined from time to time by City staff to be necessary or desirable, are authorized to commence and take actions necessary or incidental to accomplish the matters herein described. In connection with the foregoing, appropriate City staff (including the City Manager, City Secretary, the Interim Director of the Corporation, a DMO Start Up Board member, or the designee of any of the foregoing) are authorized to execute and deliver such certificates and instruments, upon the conditions therein described, as deemed necessary or appropriate to facilitate the matters and objectives herein described.

Section 2: All action not inconsistent with provisions of this Resolution heretofore taken by City staff are ratified, approved, and confirmed, and City staff and consultants are authorized to take any and all action necessary to carry out and consummate the actions described herein.

Section 3: Representatives of Norton Rose Fulbright US LLP are hereby authorized to prepare and file the required organizational and ancillary documents, including but not limited to: hotel occupancy tax agreement between the Corporation and the City, State franchise tax exemption and State sales and use tax exemption applications, assumption of the role of third-party designee to obtain an Internal Revenue Service (the Service) employer identification number (attached hereto as Exhibit A), and a Service application to gain federal tax exemption status, with the Texas Comptroller of Public Accounts and the Service, as appropriate, to effectuate the proposed Corporation.

Section 4: The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Council.

Section 5: All orders, ordinances, and resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Resolution are hereby repealed to the extent of such conflict, and the provisions of this Resolution shall be and remain controlling as to the matters resolved herein.

Section 6: This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 7: If any provision of this Resolution or the application thereof to any person or circumstance shall be held to be invalid, the remainder of this Resolution and the application of such provision to other persons and circumstances shall nevertheless be valid, and the Council hereby declares that this Resolution would have been enacted without such invalid provision.

Section 8: It is officially found, determined, and declared that the meeting at which this Resolution is adopted was open to the public and public notice of the time, place, and subject matter of the public business to be considered at such meeting, including this Resolution, was given, all as required by Chapter 551, as amended, Texas Government Code.

Section 9: This Resolution shall be in force and effect from and after its final passage, and it is so resolved.

READ and ADOPTED on the 25th day of April 2017.

CITY OF BASTROP, TEXAS



Ken Kesselus, Mayor

ATTEST:



Ann Franklin, City Secretary

APPROVED AS TO FORM:



David Bragg, City Attorney