

**CENTRAL HEALTH****STAYS IN FILE****Our Vision**

Central Texas is a model healthy community.

Our Mission

By caring for those who need it most, Central Health improves the health of our community.

Our Values

Central Health will achieve excellence through:

Stewardship - We maintain public trust through fiscal discipline and open and transparent communication.*Innovation* - We create solutions to improve healthcare access.*Respect* - We honor our relationship with those we serve and those with whom we work.*Collaboration* - We partner with others to improve the health of our community.**EXECUTIVE COMMITTEE****Wednesday, February 26, 2020, 4:30 p.m.****Central Health Administrative Offices
1111 E. Cesar Chavez St.
Austin, Texas 78702
Training Room****AGENDA***

1. Consider and approve the minutes of the July 31, 2019 and November 20, 2019 meetings of the Central Health Board of Managers Executive Committee. (*Action Item*)
2. Consider and approve a tentative schedule of agenda items for the remaining meetings of the Central Health Board of Managers in calendar year 2020 and review standing requests for information from Board of Managers. (*Action Item*)
3. Discuss ongoing efforts to align and stage community- and system-wide planning related to health care access, operations, and social determinants of health. (*Informational Item*)
4. Discuss and give instructions to the ad hoc Bylaws and Policy Committee and the ad hoc Women's Health Committee on subject matter and scope, and provide an update on subject matter and scope of the Strategic Planning Committee's Eastern Crescent Subcommittee. (*Informational Item*).
5. Review the process and criteria adopted for the formal performance evaluation of the Central Health President and CEO.¹ (*Informational Item*)
6. Discuss and take appropriate action on a recommendation to the Board regarding the appointment of Stephanie Lee McDonald to the Downtown Austin Alliance Board of Directors. (*Action Item*)

Note ¹, Possible closed session item.

*The Executive Committee may take items in an order that differs from the posted order.

The Executive Committee may consider any matter posted on the agenda in a closed session if there are issues that require consideration in a closed session and the committee announces that the item will be considered during a closed session.

Any individual with a disability who plans to attend this meeting and requires auxiliary aids or services should notify Central Health as far in advance of the meeting as possible, but no less than two days in advance, so that appropriate arrangements can be made. Notice should be given to the Board Governance Manager by telephone at (512) 978-8049.

A quorum of Central Health's Board of Managers may convene to discuss matters on the agenda. However, Board members who are not Committee members will not vote on any Committee agenda items, nor will any full Board action be taken.

Came to hand and posted on a Bulletin Board in the Courthouse,
Austin, Travis County, Texas on this the 21ST day of

February 2020.
Dana DeBeauvoir
County Clerk Travis County, Texas
By A. Macedo Deputy



A. MACEDO

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OFFICIAL PUBLIC RECORDS**

Dana DeBeauvoir

**Dana DeBeauvoir, County Clerk
Travis County, Texas**

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MACEDOS





CENTRAL HEALTH

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CENTRAL HEALTH BOARD OF MANAGERS EXECUTIVE COMMITTEE

February 26, 2020

AGENDA ITEM 1

Consider and approve the minutes of the July 31, 2019 and November 20, 2019 meetings of the Central Health Board of Managers Executive Committee.

MINUTES OF MEETING – JULY 31, 2019

CENTRAL HEALTH BOARD OF MANAGERS EXECUTIVE COMMITTEE

On Wednesday, July 31, 2019, the Central Health Board of Managers Executive Committee convened at 4:01 p.m. in the Training Room, 1111 East Cesar Chavez, Austin, Texas 78702. Clerk for the meeting was Ms. Briana Yanes.

Committee Members present: Chairperson Zamora, Vice-Chairperson Greenberg, Treasurer Bell, and Secretary Aiken

Board Members present: Manager Jones and Manager Valadez

REGULAR AGENDA

- 1. Consider and approve the minutes of the May 29, 2019 and June 19, 2019 meetings of the Central Health Board of Managers Executive Committee.**

Clerk's Notes: Discussion on this item began at 4:01 p.m.

Manager Bell moved that the Board approve the minutes.

Manager Greenberg seconded the motion.

Chairperson Guadalupe Zamora	For
Vice Chairperson Sherri Greenberg	For
Treasurer Charles Bell	For
Secretary Abigail Aiken	Absent

- 2. Discuss and take appropriate action on the process for making appointments to the governing boards of Central Health's affiliated and partner entities and to its advisory or auxiliary committees, including criteria and frequency for reports from affiliated or partner entities with appointments made by Central Health.**

Clerk's Notes: Discussion on this item began at 4:02 p.m.

No action was taken on Item 2.

- 3. Receive and discuss a report from the President & CEO on Central Health operations and current activities, including: (a) the Fiscal Year 2019 strategic work plan and operational priorities; (b) an assessment of systems and processes; and (c) other personnel matters.**

Clerk's Notes: This item was not discussed.

At 4:53 p.m. Member Greenberg made a motion to adjourn the meeting.

Member Bell seconded the motion. The motion passed unanimously.

The meeting was adjourned at 4:53 p.m.

Guadalupe Zamora, Committee Chairperson
Central Health Executive Committee

MINUTES OF MEETING – NOVEMBER 20, 2019

CENTRAL HEALTH BOARD OF MANAGERS EXECUTIVE COMMITTEE

On Wednesday, November 20, 2019, the Central Health Board of Managers Executive Committee convened at 4:10 p.m. in the Training Room, 1111 East Cesar Chavez, Austin, Texas 78702. Clerk for the meeting was Ms. Briana Yanes.

Committee Members present: Chairperson Zamora, Vice-Chairperson Greenberg, Treasurer Bell
Absent: Secretary Aiken

Board Members present: Manager Valadez, Manager Oliver, Manager Jones, Manager Museitif

REGULAR AGENDA

1. Discuss and take appropriate action on the appointment of a member to the Integral Care Board of Trustees.

Clerk's Notes: Discussion on this item began at 4:14 p.m.

At 4:26 p.m. Chairperson Zamora announced that the Board was convening in closed session to discuss agenda item 1 under Texas Government Code Section 551.074, Personnel Matters.

At 5:40 p.m. the Board returned to open session.

Manager Bell moved that the Committee recommend that the Board of Managers appoint Patricia "Trish" Young Brown to the Integral Care Board of Trustees.

Manager Greenberg seconded the motion.

Chairperson Guadalupe Zamora	For
Vice Chairperson Sherri Greenberg	For
Treasurer Charles Bell	For
Secretary Abigail Aiken	Absent

2. Discuss the process for the election of Central Health Board officers and form a special ad hoc committee pursuant to Section 7.1.1 (A) of the Central Health Bylaws.

Clerk's Notes: Discussion on this item began at 4:10 p.m.

Manager Greenberg moved that the Executive Committee approve the formation of an ad hoc nominations subcommittee to make recommendations on candidates for Board Officers to serve during calendar years 2020 and 2021, as contemplated in the Amended and Restated Bylaws of the Travis County Healthcare District that were adopted in May 2019.

Manager Bell seconded the motion.

Chairperson Guadalupe Zamora	For
Vice Chairperson Sherri Greenberg	For
Treasurer Charles Bell	For
Secretary Abigail Aiken	Absent

At 5:40 p.m., Member Greenberg made a motion to adjourn the meeting. Member Bell seconded the motion. The motion passed unanimously.

The meeting was adjourned at 5:41p.m.

Guadalupe Zamora, Committee Chairperson
Central Health Executive Committee



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CENTRAL HEALTH BOARD OF MANAGERS EXECUTIVE COMMITTEE

February 26, 2020

AGENDA ITEM 2

Consider and approve a tentative schedule of agenda items for the remaining meetings of the Central Health Board of Managers in calendar year 2020 and review standing requests for information from Board of Managers.

Requests from Managers	Date Requested
1. Map utilization report	January 22 nd B&F Committee Meeting
2. Quarterly construction projects update- Capital budget	January 22 nd B&F Committee Meeting
3. Legal Expenditures Report	November 20 th BOM Meeting
4. Downtown Campus redevelopment revenue and community benefit report	January 14 th Special Called Meeting
5. Current employee and salary report with breakdown of race, ethnicity, and gender	January 29 th BOM Meeting
6. Options and strategy moving forward on healthcare services	January 29 BOM Meeting
7. Breakdown of HAAM enrollment	August 28 th BOM Meeting
8. Breakdown of number of patient encounters in certain specialty care areas	September 18 th BOM Meeting
9. Demographic profile of the clients as well as types of substance abuse by demographic at Integral Care	September 18 th BOM Meeting
10. HUB policy update	February 19 th B&F Committee Meeting
11. \$15 minimum wage analysis	December 18 th BOM Meeting



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CENTRAL HEALTH BOARD OF MANAGERS EXECUTIVE COMMITTEE

February 26, 2020

AGENDA ITEM 3

Discuss ongoing efforts to align and stage community- and system-wide planning related to health care access, operations, and social determinants of health.



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CENTRAL HEALTH BOARD OF MANAGERS EXECUTIVE COMMITTEE

February 26, 2020

AGENDA ITEM 4

Discuss and give instructions to the ad hoc Bylaws and Policy Committee and the ad hoc Women's Health Committee on subject matter and scope, and provide an update on subject matter and scope of the Strategic Planning Committee's Eastern Crescent Subcommittee.



MEMORANDUM

To: Central Health Board of Managers Executive Committee
From: Perla Cavazos, Deputy Administrator
Cc: Mike Geeslin, President & CEO
Date: February 26, 2020
Re: Agenda Item 4 - Discuss and give instructions to the ad hoc Bylaws and Policy Committee and the ad hoc Women's Health Committee on subject matter and scope of work, and provide an update on subject matter and scope of the Strategic Planning Committee's Eastern Crescent Subcommittee. (*Informational Item*)

This memo provides background on existing ad hoc committees in order to assist the Chair and Executive Committee members with the discussion on subject matter and scope of work of the committees moving forward.

According to Article VII of the Central Health Bylaws, there are four standing committees including Budget and Finance Committee (Section 7.0), Executive Committee (Section 7.1), Strategic Planning Committee (Section 7.2), and Real Estate Committee (Section 7.3). These committees and their respective responsibilities are established in the Bylaws.

In addition, the Bylaws state the Chair of the Board of Managers may create ad hoc committees. Section 7.4 of the Bylaws state, "Special ad hoc committees may be created by the Chairperson of the Board to perform specific tasks or to address specific issues." Furthermore, Section 7.5 of the Bylaws states, "Any committee may elect to perform any of its designated advisory functions by constituting any two of its members as a subcommittee for that purpose and reporting such action to the Board."

Past chairs created the following ad hoc committees with specific responsibilities.

Ad Hoc Policy Review Committee – This committee was formed in November 2019 to specifically create a grievance policy for employees reporting to the Chief Executive Officer.

Ad Hoc Bylaws Committee – This committee was formed to review Central Health's Bylaws and recommend amendments to the Bylaws that would enable the Board to function more effectively.

Ad Hoc Women's Health Committee – This committee ensured that the Central Health Board of Managers set direction and strategic vision for sexual and reproductive health services funded by and directly contracted by Central Health (the CCC partnership with Seton required that certain services that were in conflict with the ERD were contracted directly by Central Health). The committee asked to be renamed to the Sexual and Reproductive health services committee given that Central Health funds these services for all genders through our contract with Planned Parenthood and the particular focus on these services.



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CENTRAL HEALTH BOARD OF MANAGERS EXECUTIVE COMMITTEE

February 26, 2020

AGENDA ITEM 5

Review the process and criteria adopted for the formal performance evaluation of the Central Health President and CEO.¹



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CENTRAL HEALTH BOARD OF MANAGERS EXECUTIVE COMMITTEE

February 26, 2020

AGENDA ITEM 6

Discuss and take appropriate action on a recommendation to the Board regarding the appointment of Stephanie Lee McDonald to the Downtown Austin Alliance Board of Directors.



MEMORANDUM

To: Central Health Board of Managers Executive Committee
From: Perla Cavazos, Deputy Administrator
Cc: Mike Geeslin, President & CEO, Stephanie Lee McDonald, VP EAC
Date: February 25, 2020
Re: Agenda Item 6 - Discuss and take appropriate action on a recommendation to the Board regarding the appointment of Stephanie Lee McDonald to the Downtown Austin Alliance Board of Directors. (*Action Item*)

Overview:

Central Health is one of seven public entities with a seat on the governing board of the Downtown Austin Alliance (DAA). The DAA is a public improvement district (PID) created by the City of Austin. The PID is funded through an assessed fee to property owners in an established boundary to enhance the downtown area including the Central Health Downtown Campus. As a significant property owner, Central Health is asked to participate in the work of the DAA by nominating a public member director to the DAA Board of Directors.

Synopsis:

Comprised of three different types of members, the DAA board is comprised of directors who represent specific members served by the PID. 27 directors represent property owners, nine representing large property members with properties assessed at a value over \$20,000,000, nine representing medium sized property members who represent property owners between \$2,000,000 to \$20,000,000, and nine representing small property members with assessed values between \$500,000-\$2,000,000. There are 13 associate member directors who are elected by the current associate members (not required to be property owners) and seven public member directors.

Currently other public members directors include:

- Mayor Steve Adler, City of Austin
- Randy Clarke, Capital Metro
- Commissioner Gerald Daugherty, Travis County
- Sandy Guzman, State of Texas
- Molly Beth Malcolm, Austin Community College
- Amy Shaw Thomas, The University of Texas System

Larry Wallace had been the Central Health public member director. As Mr. Wallace is no longer employed by Central Health, we ask the Executive Committee to nominate Stephanie Lee McDonald, Vice-President, Enterprise Alignment and Coordination to serve as a public member director on the DAA Board of Directors. Stephanie currently serves as the President of Capital City Innovation and this appointment amplifies our work to advance the campus and the innovation district. Stephanie's profile follows this memo.

Fiscal Impact:

No fiscal impact anticipated.

Recommendation:

Staff recommends the Central Health Executive Committee advance the nomination of Stephanie Lee McDonald as the Central Health representative to the Downtown Austin Alliance Board of Directors to the Central Health Board of Managers.

Contact

stephanielemcdonald@gmail.com

www.linkedin.com/in/stephanie-lee-mcdonald-21149b9 (LinkedIn)

Top Skills

Public Policy

Policy Analysis

Strategic Communications

Stephanie Lee McDonald

Vice President Enterprise Alignment and Coordination at Central Health

Austin, Texas Area

Summary

A results-oriented administrator, my work is focused on establishing and fostering public-private partnerships that leverages local government resources with private investment to improve lives. Currently, as Vice President Enterprise Alignment and Coordination for Central Health, the Travis County Health Care District, my role facilitates the administration and delivery of safety-net health care. Our efforts are focused on establishing a health care delivery system through a variety of public and private partners to serve the health needs of the under and uninsured.

Prior to joining Central Health, I led the Waller Creek Conservancy, a non profit partner to the City of Austin as it transforms Waller Creek into a chain of five parks that reinvigorates and renews 11% of central Austin. While an aide to Austin City Council Member Sheryl Cole, my work generated stakeholder support for a \$125 million intergovernmental financing agreement to construct the Waller Creek tunnel.

As a strategic communication and public policy professional with both private and public sector clients, I have played a key role in developing strategies that spur action and connect communities. My experience includes managing crisis communication for Fortune 500 companies, creating successful messaging and communication campaigns for advocacy groups at the federal, state and local levels, and advising elected officials on local government policy issues.

Experience

Central Health

4 years 8 months

Vice President Enterprise Alignment and Coordination
October 2019 - Present (5 months)

Travis County, Texas, United States

Chief of Staff

July 2015 - October 2019 (4 years 4 months)

Austin, Texas

Stephanie Lee McDonald Strategic Communication

Communication Consultant

March 2004 - Present (16 years)

Austin, TX

Waller Creek Conservancy

Executive Director

October 2011 - March 2014 (2 years 6 months)

Waller Creek, Austin, Texas

Office of Council Member Cole, City of Austin

Chief of Staff/Policy Director

June 2006 - August 2011 (5 years 3 months)

Paschall Strategic

Consultant

May 2002 - March 2004 (1 year 11 months)

Little Rock, Arkansas Area/ Austin, Texas

Education

The University of Texas at Austin

Public Relations, Advertising, and Applied Communication · (2001 - 2003)

Austin College

Bachelor of Arts, English Language and Literature · (1993 - 1997)

SEVENTH AMENDED AND RESTATED BYLAWS

OF

AUSTIN DMO, INC.

d/b/a

DOWNTOWN AUSTIN ALLIANCE

 October , 2015

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**SEVENTH AMENDED AND RESTATED BYLAWS
OF
AUSTIN DMO, INC.**

**ARTICLE I
NAME AND PURPOSE**

1.1 Name. The name of the corporation is Austin DMO, Inc. (the "Corporation"). The Corporation does business under the name "Downtown Austin Alliance."

1.2 Purpose. The Corporation has been formed for the specific purposes stated in its articles of incorporation. Such purposes shall be carried out for the common good and general welfare of the citizens of Austin, Texas, as a whole and not for the special benefit of any private entity or group.

1.3 Subsidiary Corporations. The Corporation, upon the approval of the Board of Directors of the Corporation (the "Board"), may create one or more subsidiary corporations to carry out the purposes of the Corporation, provided that the creation of any such subsidiary does not have a material adverse impact on the status of the Corporation as exempt for purposes of federal and state taxation.

**ARTICLE II
OFFICES**

2.1 Registered Office and Agent. The registered office and registered agent of the Corporation shall be as designated from time to time by the appropriate filing by the Corporation in the office of the Secretary of State of the State of Texas.

2.2 Other Offices. The Corporation may have offices at such other places, within the Public Improvement District, as hereinafter defined, in Austin, Texas, as the Board may from time to time determine.

**ARTICLE III
MEMBERS**

3.1 Qualifications; Categories. The Corporation shall be a membership organization and shall have three categories of members as follows:

(a) Entitlement Members. An Entitlement Member (herein so called) is the record owner of a tract or parcel of real property on the records of the Travis Central Appraisal District that is located within the Austin Downtown Public Improvement District (the "Public Improvement District") created by the City of Austin, Texas (the "City") pursuant to Ordinance Number 93-0415-J, as such Public Improvement District may be re-authorized from time to time. Each record owner of real property actually assessed in the Public Improvement District (an "Entitlement Owner") shall automatically be an Entitlement Member of the Corporation without further act, and without dues or

other requirements, for so long as he, she, or it remains a record owner of assessed real property located in the Public Improvement District; and each person or entity who or which acquires record ownership of assessable property within the Public Improvement District will automatically become an Entitlement Member upon his, her, or its acquisition of such real property. Each record owner of real property in the Public Improvement District that is not assessed based upon the value of such property may voluntarily become an Entitlement Member as provided herein. For purposes of voting for the election of Entitlement Member Directors as provided in Section 5.2 of these bylaws, the Entitlement Members shall be classified as follows:

(i) A "Large Property Entitlement Member" shall be an Entitlement Owner whose Entitlement Parcel (as hereinafter defined) located within the Public Improvement District is valued greater than \$20,000,000 on the records of the Travis Central Appraisal District; provided, however, that no more often than one time in any three year period the Board, based upon its reasonable determination that the values of properties located within the Public Improvement District have materially changed during the prior three-year period, may change the values assigned to this category of Entitlement Member to more accurately reflect the relative values of all properties located within the Public Improvement District;

(ii) A "Medium Property Entitlement Member" shall be an Entitlement Owner whose Entitlement Parcel located within the Public Improvement District is valued between \$2,000,000 and \$20,000,000 on the records of the Travis Central Appraisal District; provided, however, that no more often than one time in any three year period the Board, based upon its reasonable determination that the values of properties located within the Public Improvement District have materially changed during the prior three-year period, may change the values assigned to this category of Entitlement Member to more accurately reflect the relative values of all properties located within the Public Improvement District; and

(iii) A "Small Property Entitlement Member" shall be (1) an Entitlement Owner whose Entitlement Parcel located within the Public Improvement District is valued less than \$2,000,000 but greater than or equal to \$500,000 on the records of the Travis Central Appraisal District; provided, however, that no more often than one time in any three year period the Board, based upon its reasonable determination that the values of properties located within the Public Improvement District have materially changed during the prior three-year period, may change the values assigned to this category of Entitlement Member to more accurately reflect the relative values of all properties located within the Public Improvement District or (2) a record owner of a tract or parcel of real property located within the Public Improvement District that is non-assessable because it is valued below \$500,000 on the records of the Travis Central Appraisal District; provided that such real property owner submits an application for membership as a Small Property Entitlement Member in the form prescribed from time to time by the Board and pays the annual (or other periodic)

dues for membership prescribed from time to time by the Board for such record owners.

For these purposes, an Entitlement Parcel shall be a parcel or tract of assessable real property on the records of the Travis Central Appraisal District in the Public Improvement District as identified by a property identification number.

The secretary of the Corporation shall maintain a list of each class of Entitlement Member and make this list available to all Members upon request. Entitlement Members of the Corporation will be entitled to vote on the election of Entitlement Member Directors and on such other matters as are specified in Section 3.3 of these bylaws; provided, however that in elections for directors of the Corporation (x) Large Property Entitlement Members may only vote for the Large Property Entitlement Member Directors, (y) Medium Property Entitlement Members may only vote for the Medium Property Entitlement Member Directors, and (z) Small Property Entitlement Members may only vote for the Small Property Entitlement Member Directors.

(b) Associate Members. An Associate Member (herein so called) is any person or entity, who or may not be a record owner of an assessable tract or parcel of real property in the Public Improvement District, who (i) expresses an interest in becoming an Associate Member of the Corporation; (ii) submits an application for membership as an Associate Member in the form prescribed from time to time by the Board of the Corporation; and (iii) makes payment of the annual (or other periodic) dues for membership by Associate Members prescribed from time to time by the Board. The secretary of the Corporation shall maintain a list of Associate Members and make the list of Associate Members available to all Members upon request. Associate Members will be entitled to vote on the election of Associate Member Directors and on such other matters as are specified in Section 3.3 of these bylaws.

(c) Public Members. A Public Member (herein so called) is any of the following: (i) the City; (ii) the County of Travis, Texas; (iii) the University of Texas; (iv) Capital Metropolitan Transportation Authority; (v) the State of Texas; (v) the Austin Independent School District; (vii) Central Health; and (viii) the Austin Community College District. Public Members will not be entitled to vote on matters brought before the Members but will be represented on the Board in the manner provided in Section 5.2(a) of these bylaws.

Entitlement Members, Associate Members, and Public Members are sometimes individually referred to in these bylaws as a "Member" and sometimes collectively referred to in these bylaws as "Members."

3.2 Certificates of Membership. The Board may provide for the issuance of certificates or other instruments evidencing membership in the Corporation.

3.3 Voting Rights. The Members shall be entitled to vote on the following matters pertaining to the Corporation:

(a) Entitlement Members. Each Entitlement Member shall be entitled to vote (i) for the election of Directors, as provided in Section 5.2 of these bylaws; (ii) on the

merger or consolidation of the Corporation; (iii) on the sale, lease, or exchange of substantially all of the Corporation's assets; (iv) on the dissolution of the Corporation and a plan of dissolution; (v) on the creation of a new class of Members; (vi) on any initiative, whether instituted by the City, the Corporation, or any other person or entity, that would or could result in the issuance by the City (or any agency of the City) of municipal bonds or other instruments of indebtedness on behalf of or for the express or purported benefit of the Public Improvement District; and (vii) on such other matters as may be brought to a vote of the Entitlement Members from time to time by the Board at its discretion. Each Entitlement Member shall be entitled to the number of votes specified in paragraph (d) of this Section 3.3 below.

(b) Associate Members: Each Associate Member shall be entitled to vote (i) for the election of Associate Member Directors, as provided in Section 5.2 of these bylaws; and (ii) on all other matters that may be brought to a vote of the Members (except those matters that are reserved for the Entitlement Members, as described above). Each Associate Member shall be entitled to a single vote on each matter voted upon by the Associate Members.

(c) Public Members. The Public Members shall participate in the affairs of the Corporation solely through the Public Member Directors. The Public Members, as Members, will not be entitled to vote on matters voted upon by the other Members of the Corporation.

(d) Number of Votes. For all matters brought to a vote of the Members by the Board, the Members shall be entitled to vote as follows: Each Entitlement Member shall be entitled to a single vote for each Entitlement Parcel located within the Public Improvement District owned of record by such Entitlement Member (in other words, an Entitlement Member who or which owns one Entitlement Parcel will be entitled to one vote, but an Entitlement Member who or which owns three Entitlement Parcels will be entitled to three votes); provided, however, that in elections for directors of the Corporation (i) each Large Property Entitlement Member may only vote for Large Property Entitlement Member Directors, (ii) each Medium Property Entitlement Member may only vote for Medium Property Entitlement Member Directors, and (iii) each Small Property Entitlement Member may only vote for Small Property Entitlement Member Directors. For this purpose, an Entitlement Member, based on the number and assessed value of each of his, her, or its Entitlement Parcels, may be entitled to membership in more than one of the Entitlement Membership categories. For example, an Entitlement Owner with more than one Entitlement Parcel may have one Entitlement Parcel that, according to its value, confers Large Property Entitlement Member status and one Entitlement Parcel that, according to its value, confers Medium Property Entitlement Member status. This Member would be entitled to one vote for a Large Property Entitlement Member Director and one vote for a Medium Property Entitlement Member Director. Each Associate Member shall be entitled to a single vote on each matter voted upon by Associate Members.

3.4 Sanction, Suspension or Expulsion of Members. The Board may impose reasonable sanctions on a Member (other than a Public Member), or suspend or expel a Member

(other than a Public Member) from the Corporation for either of the following: (a) if such Member is an Entitlement Member, such Member's failure or refusal to pay when due any assessment due and owing on any real property owned by such Member that is located within the Public Improvement District; and (b) if such Member is an Associate Member, such Member's failure or refusal to pay when due any dues owed to the Corporation in connection with such Member's membership in the Corporation. The Board may delegate powers to a regular or ad hoc committee of Directors to oversee this issue, make recommendations to the Board, or take action on behalf of the Board. The Board or a committee designated by the Board to handle a matter involving sanctioning, suspension, or expulsion may not take any action against a Member without giving the Member adequate notice of default and an opportunity to cure the default within a reasonable time (as determined by the Board or committee) after receipt of the notice.

3.5 Transfer of Membership. Membership in the Corporation is not transferable or assignable, except in the case of Entitlement Members whose membership as to a particular parcel or tract of real property will pass automatically to any person or entity who or which acquires record ownership of such parcel or tract.

ARTICLE IV MEETINGS OF MEMBERS

4.1 Annual Meeting. An annual meeting of the Members shall be held during the second week in May of each year and, if not so held, then as soon thereafter as convenient. At the annual meeting, the Members shall elect Directors of the Corporation and conduct such other business as may properly come before such meeting. In addition, the President and Chief Executive Officer of the Corporation shall present an annual report describing the activities and operations of the Corporation for the preceding fiscal year and the Corporation's plans for the current fiscal year and shall, along with the members of the Board, be available to answer questions of, or provide additional information requested by, the Members.

4.2 Notice of Annual Meetings. Written or printed notice of the annual meeting of Members shall be delivered to each Member not less than twenty (20) nor more than fifty (50) days before the date of the meeting. The notice shall state the place, day, and time of the meeting. Notice shall be given by or at the direction of the chairman of the Board or secretary of the Corporation.

4.3 Special Meetings. Special meetings of the Members may be held from time to time whenever called by the secretary of the Corporation upon the direction of the chairman of the Board, or in his or her absence, by a vice chairman or upon written request of at least ten percent (10%) of the Entitlement Members or fifty percent (50%) of the Associate Members. It shall be the duty of the secretary to give sufficient notice of such meetings to the Members in person or by mail to enable the Members so notified or their authorized representatives to attend such meetings. At all such meetings, in addition to addressing any other matters that come before the meeting, the President and Chief Executive Officer shall, along with the members of the Board, be available to answer questions of, or provide additional information requested by, the Members with respect to the activities and operations of the Corporation.

4.4 Place of Meeting. The Board may designate any place within Austin, Texas, as the place of meeting for the annual or any special meeting.

4.5 Quorum. At any meeting, a quorum shall exist if at least ten percent (10%) of the Entitlement Members attend the meeting in person or by proxy. The Members present at a duly called or held meeting at which a quorum is present may continue to transact business at such meeting even if enough Members leave the meeting so that less than a quorum remains. If a quorum is not present at any time during a meeting, a majority of the Members present may adjourn and reconvene the meeting one time without further notice.

4.6 Actions of Membership. A majority of the total number of votes cast by Members pursuant to these bylaws shall be sufficient to constitute the act of the membership, provided that a quorum is or was present, unless the vote of a greater number is required by law or these bylaws.

4.7 Proxies and Authorized Representatives. A Member entitled to vote may vote by proxy executed in writing by the Member. For purposes of this Article IV and all other purposes, a Member can vote and act in all ways through an authorized representative who is delegated the authority to so vote and act on behalf of the Member in a writing duly executed by such Member, and such an authorized representative shall be treated as a Member in attendance for the purposes of the quorum requirements. An appointment of proxy by, or authorization of an authorized representative of, a Member may be submitted by electronic transmission to the Secretary of the Corporation and will constitute a writing if the transmission contains or is accompanied by evidence that it was transmitted by the Member and the date upon which the transmission was made; provided, that, (a) unless otherwise provided by the proxy, a proxy is revocable and expires eleven (11) months after the date of its execution, and (b) a proxy may not be irrevocable for longer than eleven (11) months. Subject to any express limitation set forth on the face of a proxy appointment or authorization of authorized representative, the Corporation shall be entitled to accept a proxy appointment or authorization submitted to the Corporation, including, without limitation, those submitted by electronic transmission, as the vote or act of the Member making the appointment or authorization. The determination to accept or reject a proxy or authorization of authorized representative shall be at the discretion of the Secretary of the Corporation.

ARTICLE V BOARD OF DIRECTORS

5.1 General Powers. Subject to the limitations of the articles of incorporation and these bylaws with respect to powers granted to the Members, the affairs of the Corporation shall be managed by its Board. The Board may exercise all powers granted to the Corporation and do all lawful acts required by the affairs of the Corporation, so long as the exercise of such powers and the doing of such acts are consistent with the Corporation's prescribed purposes.

5.2 Number and Election. The Board shall consist of the following persons:

(a) Public Member Directors. Seven (7) of the Directors (the "*Public Member Directors*") shall be representatives of Public Members elected to the Board in

accordance with Section 8.2(c) of these bylaws. Each of the Public Member Directors shall have full voting privileges and shall serve until his or her successor shall have been named by the appropriate governmental officer or entity.

(b) Entitlement Member Directors. Twenty-seven (27) persons shall serve on the Board as Entitlement Member Directors as follows:

(i) Large Property Entitlement Member Directors. Nine (9) Entitlement Member Directors shall be elected solely by the Large Property Entitlement Members (or authorized representatives of Large Property Entitlement Members) and, at the time of their election, shall be Large Property Entitlement Members (or authorized representatives of Large Property Entitlement Members);

(ii) Medium Property Entitlement Member Directors. Nine (9) Entitlement Member Directors shall be elected solely by the Medium Property Entitlement Members (or authorized representatives of Medium Property Entitlement Members) and, at the time of their election, shall be Medium Property Entitlement Members (or authorized representatives of Medium Property Entitlement Members); and

(iii) Small Property Entitlement Member Directors. Nine (9) Entitlement Member Directors shall be elected solely by the Small Property Entitlement Members (or authorized representatives of Small Property Entitlement Members) and, at the time of their election, shall be Small Property Entitlement Members (or authorized representatives of Small Property Entitlement Members).

(c) Associate Member Directors. Thirteen (13) persons shall serve on the Board as Associate Member Directors and shall be elected solely by Associate Members (or authorized representatives of Associate Members).

(d) Advisory Board Director. One (1) of the Directors (the "Advisory Board Director") shall be appointed by the chairman of the Board of the Corporation. The Advisory Board Director shall have full voting privileges and shall serve until his or her successor shall have been named by the chairman of the Board.

(e) Special Temporary Directors. An unlimited number of persons may serve on the Board as Special Temporary Directors, with the consent of the Executive Committee. A Special Temporary Director shall be an Entitlement Member Director or an Associate Member Director in the middle of his or her term of office who is "disqualified" from continuing to serve in such capacity in accordance with Section 5.3 of these bylaws and who requests and receives the consent of the Executive Committee to continue to serve on the Board in accordance with these bylaws. A Special Temporary Director shall have full voting privileges on the Board and shall be subject to all of the other requirements and restrictions of these bylaws.

(f) Chairman Emeritus. Each past chairman of the Board of the Corporation shall be designated a "Chairman Emeritus" and shall be so identified on printed materials listing the Board to the extent it is feasible for the Corporation to do so. Unless a Chairman Emeritus is otherwise elected or appointed to serve as a Director of the Corporation, each Chairman Emeritus shall serve ex officio as a member of the Board, but shall not be entitled to vote on any matter voted upon by the Board. Notwithstanding the foregoing, upon the expiration of his or her term of office as chairman of the Board, the chairman shall resign his or her position as a Director of the Corporation, and a vacancy shall be declared in such position in accordance with Section 5.5 of these bylaws. The retiring chairman shall immediately be declared the "Past Chair Director" and shall serve on the Board in such capacity with all voting privileges for one (1) year or until his or her death, resignation, incapacity, removal, or replacement by a new immediate past chairman. The Past Chair Director shall be subject to all of the other requirements and restrictions of these bylaws except that he or she cannot be removed for missing three (3) consecutive Directors' meetings in accordance with Section 5.5.

(g) President and Chief Executive Officer. The President and Chief Executive Officer of the Corporation shall serve ex officio as a member of the Board, but shall not be entitled to vote on any matter voted upon by the Board.

5.3 Qualification. All Entitlement Member Directors and Associate Member Directors must be Members of the Corporation (or authorized representatives of Members) pursuant to the qualifications and requirements of these bylaws. In the event that an Entitlement Member Director or an Associate Member Director is no longer a Member (or an authorized representative of a Member) during his or her term of office, then such Director shall be deemed "disqualified" from serving as an Entitlement Member Director or an Associate Member Director, as the case may be, and a vacancy shall be declared with respect to such Director's position on the Board. If such individual desires to continue service on the Board (including in the capacity of an officer, if he or she has been so elected), then such individual may become a Special Temporary Director in accordance with Section 5.2(e) of these bylaws and may continue to serve on the Board as a Special Temporary Director until the earlier of the expiration of the original term of office to which he or she was elected or his or her death, resignation, incapacity, or removal.

5.4 Tenure. Each Director shall serve for his or her term of office and until his or her successor shall have been duly elected and qualified or until death, resignation, incapacity, or removal by "disqualification" or otherwise. Subject to the foregoing:

(a) The persons selected as Entitlement Member Directors and Associate Member Directors shall serve for three (3) year terms, which are staggered such that the terms of office of one-third of each category of the Entitlement Member Directors and one-third of the Associate Member Directors shall expire each year.

(b) A person selected as a Public Member Director or an Advisory Board Director shall serve until his or her successor shall have been named by the appropriate governmental officer or entity or by the chairman of the Board, as applicable.

(c) A person serving as a Special Temporary Director shall serve until the end of the term for which he or she was originally elected as an Entitlement Member Director or Associate Member Director. The President and Chief Executive Officer shall serve as an ex officio Director for a term commencing on the date of his or her employment as President and Chief Executive Officer by the Board and ending upon the date of the cessation of his or her employment as President and Chief Executive Officer.

A Director may serve for more than one term and may be elected for unlimited successive terms.

5.5 Vacancies. A vacancy shall be declared in any seat on the Board upon the death or resignation of the occupant thereof, upon "disqualification" of the occupant thereof in accordance with Section 5.3 of these bylaws, upon the disability of any occupant rendering him or her permanently incapable of participating in the management and affairs of the Corporation, or upon removal of any occupant for cause by the affirmative vote of two-thirds (2/3) of the Executive Committee (excluding the Director being voted on if he or she is a member of the Executive Committee) then serving at a special meeting of the Executive Committee called for such purpose. For this purpose, "cause" for removal shall be deemed to exist if a Director willfully and materially breaches or habitually neglects his or her duties as a Director of the Corporation, is grossly negligent in carrying out his or her duties as a Director, engages in fraud on the Corporation, engages in any other act materially detrimental to the best interests of the Corporation, or is convicted of a felony. At the discretion of the Executive Committee, a vacancy may be declared in a seat on the Board when the occupant thereof misses three (3) consecutive Board meetings. In the event of a vacancy in any seat on the Board, the remaining Directors, although less than a quorum, shall, as soon as reasonably possible, eliminate such vacancy by selecting a new person to be Director for the remainder of the no-longer serving Director's term; provided that in the case of a vacancy in a Public Member Director or Advisory Board Director seat, the appropriate governmental officer or entity or the chairman of the Board, as applicable, shall select the successor.

5.6 Annual Meeting. The annual meeting of the Board shall be held during the second week in May of each year and, if not so held, then as soon thereafter as convenient. At such meeting, officers shall be elected, annual reports considered and acted upon, and such other business as shall properly come before the meeting shall be transacted.

5.7 Regular Meetings. Regular meetings of the Board may be held at such time and date as shall from time to time be determined by the Board. At least ten (10) days' notice of each regular meeting shall be given to each Director.

5.8 Special Meetings. Special meetings of the Board shall be held whenever called by the secretary of the Corporation upon the direction of the chairman of the Board of the Corporation or, in his or her absence, by the vice chairman or upon the written request of any five (5) Directors. It shall be the duty of the secretary to give sufficient notice of such meetings in person or by mail or telephone or electronic message or facsimile transmission to enable the Directors so notified to attend such meetings.

5.9 Quorum for Meetings. Ten (10) of the Directors shall constitute a quorum for the transaction of business at all meetings convened according to these bylaws. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise provided by law, the articles of incorporation, or these bylaws. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business at such meeting even if enough Directors leave the meeting so that less than a quorum remains. If a quorum is not present at any time during a meeting, a majority of the Directors present may adjourn and reconvene the meeting one time without further notice.

5.10 Alternative Attendance. At any meeting of the Board, a Director may attend by a conference telephone or similar communications equipment or similar means of communication, including but not limited to videoconference or the Internet, provided the means permits the Director personally to participate and communicate directly with all other persons participating in the meeting. A Director so attending shall be deemed to be present at the meeting for all purposes, including a determination of whether a quorum is present.

5.11 Notice. It shall be the duty of the secretary to give sufficient notice of all regular and special meetings to enable the Directors so notified to attend such meetings. Notice shall include the location of the meeting and, if applicable, the form of communications system to be utilized and the means to access that system. Whenever under any provision of an applicable statute, the articles of incorporation, or these bylaws, notice is required to be given to a Director and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing by mail, postage prepaid, addressed to such Director at such address as appears on the books of the Corporation. Any notice required or permitted to be given by mail shall be deemed to be given at the time when the same shall be deposited in the United States mails as aforesaid. Notice to Directors may also be given by telephone, electronic message, or facsimile transmission and shall be deemed given at the time the telephone message, electronic message, or facsimile transmission shall reach and be communicated to a Director.

5.12 Waiver of Notice. Notice of a meeting may be waived if before or after the meeting each of the Directors not present signs a written waiver of notice or consent to the holding of such meeting, or approves the minutes thereof in writing. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

5.13 Attendance as Waiver. 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.

5.14 Business to be Transacted. The business to be transacted at any annual, regular, or special meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law.

5.15 Consent to Action. All actions taken at a meeting of the Board which is not regularly called or noticed shall be valid as if taken at a meeting regularly called and noticed if

all Directors consent in one of the following manners: either by a writing on the records of a meeting of the Board filed with the secretary, or by presence at such meeting and oral consent entered in the minutes of such meeting, or by taking part in the deliberations undertaken at such meeting without objection. At such meeting any business may be transacted which is not excepted from the written consent or which is not objected to at such meeting for want of notice. If any meeting of the Board is irregular for want of notice, the proceedings may be ratified, approved and rendered valid, and the irregularity or defect therein waived, by a writing signed by all Directors, provided a quorum was present at such meeting.

5.16 Action Without a Meeting. Any action required to be taken at a meeting of the Directors of the Corporation, or any action which may be taken at a meeting of the Directors of the Corporation or of any committee, may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by all of the Directors, or all of the members of the committee, as the case may be.

5.17 Compensation. Directors, in their capacity as Directors, shall not receive any stated salaries for their services. No Director shall be precluded from serving the Corporation in any other capacity or receiving compensation therefor.

5.18 Proxies. A Director may vote at any meeting by a proxy executed in writing by the Director; provided, that, (a) unless otherwise provided by the proxy or made irrevocable by law, a proxy is revocable and (b) a proxy expires three (3) months after the date of its execution. A Director who is present at a Board meeting by proxy only shall not be counted toward the determination of a quorum for such meeting.

5.19 Electronic Submissions. When these bylaws call for a writing signed by a Director, an electronic submission is considered a signed writing if the transmission contains or is accompanied by evidence that the electronic transmission was transmitted by the Director and the date upon which the transmission was made.

5.20 Committee Membership. All Entitlement Member Directors, Associate Member Directors and Advisory Board Directors must serve on at least one committee, advisory board or advisory committee at all times during his or her term of office as a Director.

ARTICLE VI GENERAL OFFICERS

6.1 Election, Term and Removal. The Board shall nominate and elect officers. The officers of the Corporation shall include a chairman of the Board, a vice chairman of the Board, a secretary, a treasurer, and such other officers as may be determined and selected by the Board. Any person otherwise qualified may hold two offices in the Corporation.

The officers shall hold office until their successors are elected at a meeting of the Board called for such purpose and such successors qualify, provided that any office will become vacant upon the death, resignation, or removal for any reason of the officeholder. Any officer elected or appointed by the Board may be removed by the Board at any time with or without cause

whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer shall not of itself create contract rights.

6.2 Attendance at Board Meetings. The chairman of the Board and, in his or her absence, the vice chairman shall call meetings of the Board to order and shall act as chair of such meetings, and the secretary of the Corporation shall act as secretary of all such meetings, but, in the absence of the secretary, the chair may appoint any person present to act as secretary of the meeting.

6.3 Duties; Qualifications. The principal duties of the several officers are as follows:

(a) Chairman of the Board. The chairman of the Board shall preside at meetings of the Board and shall perform such other tasks as may be prescribed from time to time by the Board or as are appropriate to this position. The chairman of the Board must be a member of the Board.

(b) Vice Chairman. The vice chairman shall discharge the duties of the chairman of the Board in the event of the chairman's absence or disability for any cause and shall perform such additional duties as may be prescribed from time to time by the Board. The vice chairman must be a member of the Board.

(c) Secretary. The secretary shall have charge of the records and correspondence of the Corporation under the direction of the chairman of the Board; shall be the custodian of the seal, if any, of the Corporation; shall give notice of and attend all meetings of the Board; shall take and keep true minutes of all meetings of the Board; and shall discharge such other duties as shall be assigned to him or her by the President and Chief Executive Officer or the Board. In case of the absence or disability of the secretary, the Board may appoint an assistant secretary to perform the duties of the secretary during such absence or disability. The secretary must be a member of the Board.

(d) Treasurer. The treasurer shall establish appropriate policies and procedures to keep account of all money, credits, and property of the Corporation. The treasurer shall see to it that the Corporation keeps proper books of account and other books showing at all times the amount of the funds and other property belonging to the Corporation, all of which books shall be open at all times to the inspection of the Board. The treasurer shall also work with a certified public accountant engaged by the Board to submit a report of the accounts and financial condition of the Corporation at each annual meeting of the Board, or when the chairman or the Board so requires. In general, the treasurer shall perform all the duties which are incident to the office of treasurer, subject to the Board's direction, and shall perform such additional duties as may be prescribed from time to time by the Board. The treasurer shall give bond only if required by the Board. In case of absence or disability of the treasurer, the Board may appoint an assistant treasurer to perform the duties of the treasurer during such absence or disability. The treasurer must be a member of the Board.

(e) President and Chief Executive Officer. The President and Chief Executive Officer shall be an employee but not an elected officer of the Corporation and shall have general charge and supervision of the day-to-day administration and management of the affairs and business of the Corporation. The President and Chief Executive Officer shall see that all orders and resolutions of the Board are carried into effect and shall perform such other duties as may be prescribed from time to time by the Board. The President and Chief Executive Officer shall serve ex officio as a member of the Board, but shall not be entitled to vote on any matter voted upon by the Board.

6.4 Compensation. The compensation of the President and Chief Executive Officer, as an employee of the Corporation, shall be fixed from time to time by the Board. All elected officers shall serve without compensation.

ARTICLE VII APPOINTIVE OFFICERS AND AGENTS

The Board may appoint such officers and agents in addition to those provided for in Article VI as may be deemed necessary, who shall have such authority and perform such duties as shall from time to time be prescribed by the Board. All appointed officers and agents shall hold their respective offices or positions at the pleasure of the Board and may be removed from office or discharged at any time, with or without cause; provided that removal without cause shall not prejudice the contract rights, if any, of such officers and agents.

ARTICLE VIII COMMITTEES

8.1 Executive Committee. The Board may, by resolution adopted by a majority of the Directors in office, designate as many members as it deems appropriate to constitute an Executive Committee. The Executive Committee shall include the chairman of the Board, the vice chairman, the secretary, the treasurer, the immediate past chair, and such other persons as the chairman of the Board may designate, based upon the number of members of the Executive Committee designated by the Board. The President and Chief Executive Officer shall also serve ex officio as a member of the Executive Committee but shall not be entitled to vote on any matter voted upon by the Executive Committee. The chairman of the Board shall serve as Chairman of the Executive Committee if an Executive Committee is established by the Board. The Executive Committee, to the extent provided in the resolution, shall have and may exercise all the authority of the Board in the management of the Corporation, except that the Committee shall have no authority to amend the articles of incorporation; adopt a plan of merger or consolidation; approve the sale, lease, exchange, mortgage, or other disposition of all or substantially all of the property and assets of the Corporation, or a voluntary dissolution thereof; amend, alter, or repeal any provision of these bylaws; elect or remove directors or officers of the Corporation, or members of the Executive Committee; or amend, alter, or repeal any resolution of the Board which, by its terms, provides that it shall not be amended, altered, or repealed by the Executive Committee. The Board shall have power at any time to change the size or membership of or to discharge the Executive Committee.

8.2 Nominating Committee.

(a) Number, Qualification. The chairman may designate up to seven (7) Directors to constitute a Nominating Committee.

(b) Procedure for Nominations; Entitlement Member Directors and Associate Member Directors. Prior to each annual meeting of Members, the Nominating Committee shall meet and select one nominee for each upcoming Entitlement Member Director or Associate Member Director vacancy to be filled on the Board. This slate of nominees shall be presented to the chairman of the Board at least sixty (60) days prior to the annual meeting of Members. The chairman shall cause the slate to be published with the secretary's notice of the annual meeting of Members. Any Members desiring to nominate others shall make such nominations by the petition of five percent (5%) of the Members entitled to vote for the position for which the nominee is being nominated; provided, however, that no Member may nominate a person for a position on the Board for which that Member is not entitled to vote. If the petition is submitted to the chairman of the Board at least ten (10) days prior to the annual meeting of Members, the nominee shall be placed on the slate for voting at the annual meeting of Members. If the petition is submitted to the chairman of the Board less than ten (10) days prior to the annual meeting of Members, the chairman of the Board shall have the sole discretion to determine whether the nominee shall be placed on the slate for voting at the annual meeting of Members.

(c) Procedure for Nominations; Public Member Directors. Prior to each annual meeting of Members, the Nominating Committee shall consult with the Public Members to select and recommend seven (7) Public Member Directors. Each proposed Public Member Director must represent a different Public Member. The slate of nominees shall be presented to the chairman of the Board at least sixty (60) days prior to the annual meeting of Members. The chairman shall cause the slate of Public Member Directors to be published with the secretary's notice of the annual meeting of Members. The slate shall be ratified and elected at the next meeting of the Directors of the Corporation.

(d) Nominating Considerations. The Nominating Committee shall ascertain that each nominee placed on the slate is a Member in good standing and satisfies the qualifications for the position set forth in these bylaws. In addition, the Nominating Committee shall verify that such nominee has agreed to accept the responsibilities of directorship. Finally, in selecting the nominees, the Nominating Committee shall strive to maintain a diverse representation on the Board so that the interests of Members in all areas of the Public Improvement District may be represented.

8.3 Other Committees. The Board, by resolution adopted by a majority of the Directors in office, may designate one or more other committees, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the Corporation. Each such committee shall consist of three (3) or more persons. The designation of such committees and the delegation thereto of authority shall not operate to

relieve the Board, or any individual Director, of any responsibility imposed on it, him or her by law.

8.4 Advisory Boards or Committees. Advisory boards or committees not having and exercising the authority, responsibility, or duties of the Board in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such advisory board or committee need not be Directors of the Corporation, the chairman of the Board of the Corporation shall appoint the members thereof, and any member thereof may be removed by the chairman of the Board whenever in the chairman's judgment the best interests of the Corporation shall be served by such removal.

8.5 Term of Office. Each member of a committee, advisory board or advisory committee shall continue as such until the next annual meeting of the Board of the Corporation and until his or her successor is appointed, unless the committee, advisory board or advisory committee is sooner terminated, or unless such member is removed from such committee, advisory board or advisory committee or unless such member shall cease to qualify as a member thereof.

8.6 Chair. Unless otherwise provided in the resolution of the Board designating a committee, advisory board or advisory committee, one or more members of each committee, advisory board or advisory committee shall be appointed chair or co-chairs by the person or persons authorized to appoint the members thereof.

8.7 Vacancies. Vacancies in the membership of any committee, advisory board or advisory committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

8.8 Quorum; Manner of Acting. Unless otherwise provided in the resolution of the Board designating a committee, advisory board or advisory committee, a majority of the committee, advisory board or advisory committee shall constitute a quorum, and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee, advisory board or advisory committee.

8.9 Proxies. The chair of any committee, advisory board or advisory committee may permit any member of such committee, advisory board or advisory committee to vote by a proxy executed in writing by such member, which written proxy may be submitted to the chair by hand delivery, mail, or telecopy. A member of a committee, advisory board or advisory committee voting by proxy and not present in person shall not count for purposes of calculating a quorum.

8.10 Rules. Each committee, advisory board or advisory committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board.

ARTICLE IX CONTRACTS, CHECKS, DEPOSITS AND FUNDS

9.1 Contracts. The Board may authorize any officer or officers, or agent or agents, of the Corporation, in addition to the officers authorized by these bylaws, to enter into any contract

or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

9.2 Checks, Drafts, or Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the President and Chief Executive Officer and countersigned by the treasurer of the Corporation, except where the amount of the instrument is less than \$ 2,500, in which case the signature of either of the President and Chief Executive Officer or the treasurer shall be sufficient.

9.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

9.4 Investments. The Corporation shall have the right to retain all or any part of any property, real, personal, tangible, or intangible, acquired by it in whatever manner, and pursuant to the direction and judgment of the Board, to invest and reinvest any funds held by it without being restricted to the class of investments available to directors by law or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such action would result in denial or revocation of the Corporation's exemption from federal income taxation under the Internal Revenue Code and its regulations.

ARTICLE X AMENDMENT OR REPEAL

These bylaws may be amended, altered or repealed by a vote of two-thirds (2/3) of the Directors or two-thirds (2/3) of the Entitlement Members of the Corporation.

ARTICLE XI INDEMNIFICATION OF DIRECTORS AND OFFICERS

Directors and officers of the Corporation shall be indemnified to the fullest extent now or hereafter permitted by law in connection with any actual or threatened action or proceeding (including civil, criminal, administrative, or investigative proceedings) arising out of their service to the Corporation or to another organization or enterprise at the Corporation's request. Persons who are not Directors or officers of the Corporation may be similarly indemnified in respect of such service to the extent authorized at any time by the Board. The Corporation may at any time, to the extent authorized by the Board, take such steps as may be deemed appropriate by the Corporation, including purchasing and maintaining insurance, entering into contracts (including, without limitation, contracts of indemnification between the Corporation and its Directors and officers), creating a trust fund, granting security interests, or using other means to insure the payment of such amount as may be necessary to effect such indemnification. Neither the amendment nor repeal of this Article XI shall affect any right of protection of a person with respect to any act or omission occurring prior to the time of such repeal or modification. The indemnification provided by this Article XI shall not be deemed exclusive of any other rights to which a Director or officer or former Director or officer may be entitled under any bylaw, agreement, insurance policy, or otherwise.

**ARTICLE XII
MISCELLANEOUS**

12.1 Fiscal Year. The fiscal year of the Corporation shall be fixed by the Board.

12.2 Invalid Provisions. If any part of these bylaws is held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.

12.3 Headings. The headings used in these bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these bylaws.

12.4 Gender. Whenever the context requires, all words in these bylaws in the male gender shall be deemed to include the female gender, all singular words shall include the plural, and all plural words shall include the singular.

THE UNDERSIGNED HEREBY CERTIFIES that the foregoing Seventh Amended and Restated Bylaws of the Corporation were adopted by the Board of Directors at a meeting on _____, 2015.

Secretary