



**CITY OF HELOTES  
ECONOMIC DEVELOPMENT CORPORATION  
MEETING MINUTES**

The City of Helotes Economic Development Corporation (EDC) Board of Directors met for a work session and regular meeting on Wednesday, May 13, 2015 at 1:00 p.m. and 2:00 p.m., respectively, in the City Hall Council Chambers, 12951 Bandera Road, Helotes, Texas 78023. This was an open meeting, subject to the open meeting laws of the State of Texas.

**Present:**

Board Members:     Ardith Garner, President  
                          Drue Helms, Vice President  
                          Cynthia Massey  
                          Pat Wootton  
                          Caleb Rackley  
                          Bert Buys

Staff:                     Rick Schroder, Executive Director  
                              Glenn Goolsby, EDC Specialist

**Absent:**

Board Members:     Keith Muhlestein, Secretary

*Call Work Session to order at 1:00 p.m.*

**WORK SESSION:**

1. Discussion and direction on amending the EDC Articles of Incorporation.
2. Discussion and direction on amending the EDC Bylaws.

*Adjourn Work Session at 2:10 p.m.*

*Call Regular Meeting to Order at 2:15 p.m.*

**OPEN SESSION:**

3. Public comment.

The EDC cannot discuss any presented issue, nor may any action be taken on any issue at this time (Attorney General Opinion JC-0169). Comments are limited to three (3) minutes, and this time is not transferable. Discussion by the EDC of any item not on the agenda shall be limited to statements of specific factual information given in response to any inquiry, a recitation of existing policy in response to any inquiry, and / or a proposal to place the item on a future EDC agenda.

Karen Freeman with the Helotes Area Chamber of Commerce spoke on Item 9, saying she is encouraged by the desire of the EDC to work with area business organizations and hopes to develop a strong partnership.

**CONSENT AGENDA (ITEM NOS. 4 - 5):**

All items marked with an asterisk (\*) on the consent agenda were voted on as a group at the beginning of the meeting. Motion was made by Bert Buys, second by Drue Helms to approve items 4 and 5 with amendments. Motion carried unanimously.

**4. \*Approval of the meeting minutes dated April 15, 2015. (Staff)**

Cynthia Massey requested removing “the” and adding “City Attorney” on Item 2. President Garner requested striking “but no action taken,” “ad and” and to add “Budget discussion” on Item 6. She also requested striking “approve and” from Item 7.

**5. \*Approval of the monthly Revenue and Expenditure Report dated May 5, 2015. (Staff)**

**ITEMS FOR INDIVIDUAL CONSIDERATION:**

**6. Discussion, direction, and / or appropriate action regarding amendments to the EDC Articles of Incorporation. (Board)**

Motion was made by Caleb Rackley, second by Cynthia Massey to direct staff to incorporate redline changes to the Article of Incorporation and Bylaws consistent with the Executive Director’s memo dated May 13, 2015 for consideration by the Board at a later meeting for final approval. Motion carried unanimously.

Motion was made by Cynthia Massey, second by Bert Buys to change Article Ten (a) of the Articles of Incorporation to include; Each director must be a registered voter in and a resident of Bexar County, with preference given to residents of the City of Helotes, its ETJ, and/or northwest Bexar County. A director shall not be a City official, staff member of the City, or a member of the City Council. Not more than two (2) directors may be from outside the corporate city limits of Helotes. Motion carried, 5 ayes, 1 nay – Caleb Rackley

Motion was made by Caleb Rackley, second by Pat Wootton to amend Article II (d) of the EDC Bylaws to include; Attendance at meetings by members of the Board of Directors is critical for the board to operate effectively and to be sure the requirements for a quorum can be met so that business can be conducted. Motion carried, 5 ayes, 1 nay – Bert Buys

Motioned was made by Caleb Rackley, second by Cynthia Massey for no change to Article II, Section 2.5 of the EDC Bylaws. Motion carried, 4 ayes, 2 nays – Bert Buys and Pat Wootton.

Motion was made by Cynthia Massey, second by Drue Helms to amend Article II, Section 2.6 of the EDC Bylaws to include; The Board may designate three (3) or more directors to constitute an ad hoc committee, which may include City staff and/or individuals who are not members of the Board. Motion carried unanimously.

Motion was made by Caleb Rackley, second by Cynthia Massey to keep Article II, Section 2.5 (d) as written and amend Article III, Section 3.5 of the EDC Bylaws to include, the Secretary and/or City staff as directed by the Board. Motion carried unanimously.

Motion was made by Cynthia Massey, second by Caleb Rackley to add Article III, Section 10 Conflict of Interest to the EDC Bylaws to include, In the event that a director is aware that he or she has a conflict of interest or potential conflict of interest, as defined by state of Texas conflict of interest statutes and/or the City of Helotes Ethics Ordinance, with regard to any particular matter or vote coming before the Board, the director shall bring the same to the attention of the Board and shall abstain from discussion and voting thereof. If any director believes that any other director may have a conflict of

interest on a matter before the Board, he/she is obligated to inform the director of that opinion. It is then the responsibility of the director with the possible conflict to resolve the situation. Any questions of possible ethics violations shall be subject to the state conflict of interest statutes and/or the City of Helotes Ethics Ordinance and be processed accordingly. Motion carried unanimously.

Motion was made by Cynthia, second by Drue Helms to keep Article V, Section 5.6 of the EDC Bylaws as written. Motion carried unanimously.

Motion was made by Bert Buys to add Article V, Section 5.8 Rules to the EDC Bylaws to include; Meetings of the Corporation shall be conducted using Roberts Rules of Order, latest edition. Motion failed due to lack of a second.

Motion was made by Caleb Rackley, second by Cynthia Massey to make no change to Article IV, Section 4.1 (d) of the EDC Bylaws. Motion carried, 4 ayes, 2 nays – Bert Buys and Pat Wootton.

Motion was made by Cynthia Massey, second by Pat Wootton to add Article IV, Section 4.1 (e) Contracts for Services to the EDC Bylaws to include; The Corporation may, with approval of the City Council, contract with any qualified and appropriate person, association, corporation or governmental entity to perform and discharge designated tasks which will aid or assist the Board in the performance of its duties. However, no such contract shall ever be approved or entered into which seeks or attempts to divest the Board of its discretion and policy making functions in discharging the duties herein set forth. An administrative services contract shall be executed between the Board and the City Council for the services provided by the Executive Director, Finance Manager, the City Attorney, and other City services/functions and compensated as provided for herein. Subject to the authority of the City Administrator, the Corporation shall have the right to utilize the services of the staff and employees of the Finance Department of the City, the staff and employees of the City Administrator's Office, the staff and employees of the Economic Development department, the City Attorney, and other employees of the City, provided (i) that the City Administrator approves of the utilization of such services, (ii) that the Corporation shall pay, as approved by the City Administrator, reasonable compensation to the City of such services, and (iii) the performance of such services does not materially interfere or conflict with the other duties of such personnel of the City. Utilization of the aforesaid city staff shall be solely by a contract approved by the City Council. Motion carried unanimously.

Motion was made by Bert Buys, second by Cynthia Massey to amend Article IV, Section 4.1 (c) of the EDC Bylaws to include; Reports shall be submitted a minimum of quarterly based upon the fiscal year of the Corporation. Motion carried unanimously.

**7. Discussion, direction, and / or appropriate action regarding amendments to the EDC Bylaws. (Board)**

Item 7 was discussed and acted upon with Item 6.

**President Garner called for a recess at 3:50 p.m.**

**Meeting was reconvened at 3:55 p.m.**

**8. Discussion, direction, and / or appropriate action on a leadership continuity plan for the EDC Board of Directors. (President Garner)**

President Garner stated she placed the item on the agenda for the Board to begin to consider plans to continue operation in the event leadership changes occur.

No action taken.

**9. Discussion, direction, and / or appropriate action regarding a statement of continued support of Helotes businesses and business organizations. (President Garner)**

President Garner moved to discuss Item 9 after the public comment. Caleb Rackley suggested adding the names of local business organizations, including Helotes Area Merchant and Business Association and Helotes Area Chamber of Commerce.

Motion was made by Pat Wootton, second by Caleb Rackley to approve the Resolution of Support with recommended changes by Caleb Rackley. Motion carried unanimously.

**10. Discussion and direction on the design and funding of water and sewer utilities along State Highway 16 between, generally, Scenic Loop Road and Circle A Trail. (Staff) [Goal 1 – Capital Improvements]**

President Garner stated if there are any questions to direct those to staff.

No action taken.

**11. Discussion, direction, and / or appropriate action on hosting a spring picnic in Helotes. (Vice President Helms) [Goal 4 – Effective Communication]**

Motion was made by Pat Wootton, second by Caleb Rackley to approve hosting a networking event in Helotes. Motion carried unanimously.

**12. Discussion, direction, and / or appropriate action on attendance at the International Council of Shopping Centers RECON Conference in Las Vegas. (Staff). [Goal 2 – Business Development]**

President Garner stated she would not be attending the conference after comments made during the last EDC Meeting. Glenn Goolsby discussed scheduled meeting planned for RECon.

No action taken.

**13. Discussion and direction on the EDC Marketing Plan. (Staff) [Goal 4 – Effective Communication]**

President Garner pulled Item 13.

**14. EDC Specialist Report:**

- a) **Commercial development update; and**
- b) **Participation in Austin Business/Education Forum.**

Glenn Goolsby stated Walgreens had rescinded their offer to purchase property owned by Compass Bank and that the property is now listed for sale.

**15. Discussion, direction, and / or action on economic development training and Open Meeting Act training.  
(President Garner)**

President Garner stated she wanted the Board to be aware of training opportunities throughout the year.

No action taken.

**Adjourn the regular meeting of the EDC Board of Directors.**

President Garner adjourned the meeting at 4:10 p.m.



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Ardith Garner, President