

RESOLUTION NO. 20180524-016

WHEREAS, Council previously created the Waller Creek Local Government Corporation to further the work of the City and the Waller Creek Conservancy to implement the design approved by Council for the parks and other infrastructure within the Waller Creek District; and

WHEREAS, Council has previously expanded the Local Government Corporation Board as needed from time to time; and

WHEREAS, Council is extending the time of operation for the Tax Increment Reinvestment Zone No. 17 (TIRZ) to fund the parks and other infrastructure within the Waller Creek District and extending the projects to be completed using funds generated by this TIRZ;

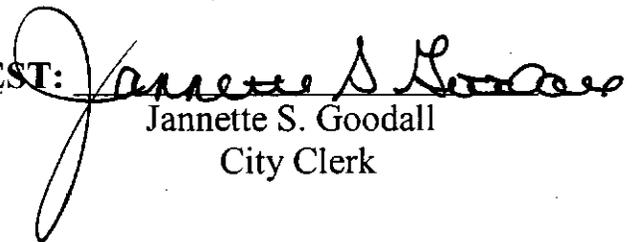
NOW, THEREFORE,

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF AUSTIN:

The Bylaws of the Corporation and the Articles of Incorporation shall be amended in the forms attached to this resolution.

ADOPTED: May 24, 2018

ATTEST:


Jannette S. Goodall
City Clerk

**AMENDMENT TO THE
BYLAWS
OF THE
WALLER CREEK LOCAL GOVERNMENT CORPORATION**

Article II. Board of Directors, Section 1. is amended and replaced as follows:

**ARTICLE II.
BOARD OF DIRECTORS**

Section 1. Appointment, Powers, Number, and Term of Office. All powers of the Corporation shall be vested in the Board of Directors (the "Board"). The Board shall consist of 10 persons. Five Directors shall be appointed by the City through the City Manager of the City of Austin, and five Directors shall be appointed by the Waller Creek Conservancy. The Board shall consist of five representatives of the City and five representatives of the Waller Creek Conservancy. Each Director shall serve for a term of two years or until his or her successor is appointed by the City through the City Manager of the City of Austin or Waller Creek Conservancy as appropriate, unless such Director has been appointed to fill an unexpired term, in which case the term of such Director shall expire on the expiration date of the term of the Director who he or she was appointed to replace.

The President and Treasurer of the Board shall be appointed by the City through the City Manager of the City of Austin. The Vice President and Secretary shall be appointed from the Waller Creek Conservancy.

**AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF THE
WALLER CREEK LOCAL GOVERNMENT CORPORATION**

Article VI. is amended and replaced as follows:

ARTICLE VI

All powers of the Corporation shall be vested in the Board of Directors (the "Board"). The Board shall consist of 10 persons. Five Directors shall be appointed by the City through the City Manager of the City of Austin, and five Directors shall be appointed by the Waller Creek Conservancy. The Board shall consist of five representatives of the City and five representatives of the Waller Creek Conservancy. Each Director shall serve for a term of two years or until his or her successor is appointed by the City through the City Manager of the City of Austin or Waller Creek Conservancy as appropriate, unless such Director has been appointed to fill an unexpired term, in which case the term of such Director shall expire on the expiration date of the term of the Director who he or she was appointed to replace.

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 these Articles of Incorporation or the laws of the State of Texas.

Article IX. is amended to revise and replace the first sentence as follows:

ARTICLE IX

The Corporation shall be governed by a board of directors initially consisting of five directors, as amended from time to time according to the Board.