

SECOND AMENDMENT TO BYLAWS
OF
MUELLER LOCAL GOVERNMENT CORPORATION
ARTICLE I

The Bylaws of the Mueller Local Government Corporation (“Corporation”) are amended as follows:

1. ARTICLE II BOARD OF DIRECTORS Sections 1 and 7 are hereby amended as follows:

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 the Mayor and City Council Members of the City of Austin in accordance with the Articles of Incorporation. The appointment shall commence upon the commencement of the Mayor or Council Member’s term as evidenced by the approval of the Articles of Incorporation by the City Council and shall not require any action of the Board. The term of each Director shall expire on the expiration date of their term in office as Mayor or City Council Member.

Section 7. *Conduct of Business.* At the meetings of the Board, matters pertaining to the purposes of the Corporation shall be considered in such order as from time to time the Board may determine.

At all meetings of the Board, the Chair shall preside, and in the absence of the Chair, the Vice Chair shall preside. The Mayor of the City of Austin shall serve as the Chair. The Mayor Pro Tem of the City of Austin shall serve as the Vice Chair. In the absence of the Chair and the Vice Chair, an acting presiding officer shall be chosen by the Board from among the Directors present.

The Secretary of the Corporation shall act as secretary of all meetings of the Board, but in the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting.

2. ARTICLE III OFFICERS Sections 1, 2, 3, 4, and 5 are hereby amended as follows:

Section 1. *Titles and Term of Office.* The officers of the Corporation shall be the President, Vice President, a secretary, a treasurer, and such other officers as the Board may from time to time elect or appoint. One person may hold more than one office, except that one person shall not concurrently hold the offices of President and Secretary. Any Officer may be removed from office at any time, with or without cause, by the Board. The Board shall then appoint a successor in a substantially similar position from the same department or successor department to serve as the subsequent officer, whose term is subject to the provisions hereof.

Section 2. *Powers and Duties of the President.* The City Manager, or the acting or interim City Manager, as applicable, of the City of Austin shall serve as the President. This appointment shall commence upon the commencement of the City Manager or interim City Manager’s term and shall not require any action of the Board. The President shall be the principal executive officer of the Corporation and, subject to the Board, he or she shall be in general charge of the properties and affairs of the Corporation. In furtherance of the purposes of the Corporation and subject to the limitations contained in the Articles of Incorporation, the President or any Vice President may sign and execute all bonds, notes, deeds, conveyances, franchises, assignments, mortgages, notes, contracts and other obligations in the name of the Corporation. The President shall have such other duties as are assigned by the Board. The

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President may call special and emergency meetings of the Board. The President need not be a member of the Board.

Section 3. *Powers and Duties of the Vice President.* The Deputy Chief Financial Officer, or the acting or interim Deputy Chief Financial Officer, or a successor in a similar position in the same or successor department, as applicable, of the City of Austin shall serve as the Vice President. This appointment shall commence upon commencement of the Deputy's or acting or interim Deputy's term and shall not require any action by the Board. The Vice President shall perform the duties and exercise the powers of the President upon the President's death, absence, disability, or resignation, or upon the President's inability to perform the duties of his or her office. Any action taken by the Vice President in the performance of the duties of the President shall be conclusive evidence of the absence or inability to act of the President at the time such action was taken. A Vice President shall have such other powers and duties as may be assigned to him or her by the Board or President. The Vice President need not be a member of the Board.

Section 4. *Treasurer.* The City Treasurer, the acting or interim City Treasurer, or a successor in a substantially similar position in the same or successor department, as applicable, of the City of Austin shall serve as the Treasurer. The appointment shall commence upon commencement of the City Treasurer's or acting or interim City Treasurer's term and shall not require any action by the Board. The Treasurer shall have custody of all the funds and securities of the Corporation which come into his or her hands. When necessary or proper, he or she may endorse, on behalf of the Corporation, for collection, checks, notes and other obligations and shall deposit the same to the credit of the Corporation in such bank or banks or depositories as shall be designated in the manner prescribed by the Board; he or she may sign all receipts and vouchers for payments made to the Corporation, either alone or jointly with such other officer as is designated by the Board; whenever required by the Board he or she shall render a statement of his or her cash account; he or she shall enter or cause to be entered regularly in the books of the Corporation to be kept by him or her for that purpose full and accurate accounts of all moneys received and paid out on account of the Corporation; he or she shall, if required by the Board, give such bond for the faithful discharge of his or her duties in such form as the Board may require. The Treasurer need not be a member of the Board.

Section 5. *Secretary.* The Director of the Economic Development Department, acting or interim Director of the Economic Development Department, or a successor in a substantially similar position in the same or successor department, as applicable, shall serve as the Secretary. The appointment shall commence upon commencement of the Director's, or acting or interim Director's, term and shall not require any action by the Board. The Secretary shall keep or cause to be kept the minutes of all meetings of the Board in books provided for that purpose; he or she shall attend to the giving and serving of all notices; in furtherance of the purposes of the Corporation and subject to the limitations contained in the Articles of Incorporation, he or she may sign with the President in the name of the Corporation and/or attest the signatures thereof, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the Corporation; he or she shall have charge of the Corporation's books, records, documents and instruments, except the books of account and financial records and securities of which the Treasurer shall have custody and charge, and such other books and papers as the Board may direct, all of which shall at all reasonable times be open to the inspection of any Director upon application at the office of the Corporation during business hours; and, he or she shall in general perform all duties incident to the office of Secretary subject to the control of the Board. The Secretary need not be a member of the Board.

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ARTICLE II

These Amendments to the Bylaws shall be effective as of the date approved by the Board of Directors of the Corporation, and the City Council of the City of Austin.

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