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3 **RESOLUTION NO.**
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5 **WHEREAS**, the City of Austin formed the Austin-Bergstrom Landhost
6 Enterprise, Inc. (ABLE), a Texas public facility corporation pursuant to Chapter
7 303 of the Texas Local Government Code in 1998 to finance the purchase,
8 rehabilitation, operation, and management of the Airport Hilton Hotel and
9 supporting facilities; and

10 **WHEREAS**, Director Mukesh “Mookie” Patel resigned from the
11 Department of Aviation, creating a vacancy; and

12 **WHEREAS**, on February 6, 2024, the ABLE Board of Directors
13 recommended the appointment of Rajeev Thomas to fill the vacancy, and amended
14 the Articles of Incorporation (Amended and Restated Articles of Incorporation)
15 and Bylaws (Amended and Restated Bylaws), which are shown in the attached
16 **Exhibit A** and **Exhibit B**, respectively; and

17 **WHEREAS**, the Amended and Restated Articles of Incorporation amend
18 provisions related to the number of Directors, add the name and address of Rajeev
19 Thomas to the list of Directors, and update ABLE’s registered agent; and

20 **WHEREAS**, the Amended and Restated Bylaws update the qualifications,
21 and amend provisions relating to the number and term of office and resignation
22 therefrom, of individuals designated as Department of Aviation Directors on the

23 ABLE Board of Directors, modify the procedure for calling meetings and clarify
24 provisions relating to the quorum for such meetings; and

25 **WHEREAS**, Section 303.027(a) of the Texas Local Government Code
26 allows ABLE to amend its Articles of Incorporation if Council by resolution
27 determines it is advisable and authorizes the amendments to be made; and

28 **WHEREAS**, Section 303.038(a) of the Texas Local Government Code
29 requires Council approval of any amendment to ABLE's Bylaws; **NOW**,

30 **THEREFORE**,

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

32 Council approves ABLE's Amended and Restated Bylaws attached as
33 **Exhibit B** to this Resolution.

34 **BE IT FURTHER RESOLVED:**

35 Council appoints Rajeev Thomas as a Director of the ABLE Board of
36 Directors.

37 **BE IT FURTHER RESOLVED:**

38 Council finds that the Amended and Restated Articles of Incorporation are
39 advisable and will enhance and protect the value of the City's interest in ABLE.
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43 **BE IT FURTHER RESOLVED:**

44 Council authorizes the amendments to ABLE's Amended and Restated
45 Articles of Incorporation attached as **Exhibit A** to this Resolution.
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49 **ADOPTED:** _____, 2024 **ATTEST:** _____
50 Myrna Rios
51 City Clerk
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