

COMMISSIONERS COURT RECONVENED FROM EXECUTIVE SESSION AT 11:10 A.M. TUESDAY, SEPTEMBER 7, 1999.

No award. The decision was made for a committee consisting of Auditor Bob Space, County Attorney Gene Taylor, First Assistant County Attorney Dale Rye and Commissioners Hays and Limmer to review the proposals on September 13, 1999, in the office of Commissioner Hays with a recommendation at a later date.

AGENDA ITEM # 22

SEPTEMBER 7, 1999

VOL.106, pg 299

Consider approving amendment and restatement of Articles of Incorporation for the Capital Area Housing Finance Corporation.

Moved: Commissioner Boatright

Seconded: Commissioner Limmer

Motion: To approve amendment and restatement of Articles of Incorporation for the Capital Area Housing Finance Corporation.

Vote: Motion carried 4 - 0 with Commissioner Hays absent from the dais.

< Clerk copy here >

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Memo to: Board of Directors, Capital Area Housing Finance Corporation
From: Seth Searcy, Legal Counsel
Subj: Amendment and Restatement of Articles of Incorporation
Date: July 15, 1999

Enclosed is a packet of documents to secure approval by your sponsoring local governments of an amendment to the Corporation's articles of incorporation to lengthen the directors' terms to four years and stagger them so that one-half the board is appointed every two years. The articles of incorporation are also restated, as amended, so that the original articles, the March 1998 amendment, and the current amendment will be combined in a single document. The Board unanimously recommended the amendment and restatement at its June 17, 1999 meeting, and each of the 10 sponsoring local governments must approve the amendments and restatement before they can be filed with the Secretary of State.

The packet contains a certified copy of the Board resolution recommending the amendment and restatement and an approving resolution to be adopted by the governing body of the sponsoring local government with a copy of the Restated Articles of Incorporation attached.

Please present the documents to your governing body for adoption of the approving resolution. When it is adopted, signed, and sealed, please have the resolution, with the Restated Articles of Incorporation attached, mailed to me.

Thanks for your help.

CAPITAL AREA HOUSING FINANCE CORPORATION
CERTIFICATE AUTHENTICATING RESOLUTION

My name is Betty Voights and I am the duly appointed and qualified Secretary of the Capital Area Housing Finance Corporation (the "Corporation"). As such I am familiar with the matters contained in this certificate, which I execute for the benefit of all persons interested in the action of the Corporation.

I accordingly certify as follows:

1. The Board of Directors of the Corporation convened in special meeting on June 17, 1999, at the place and time designated in the meeting notice, which notice was given in accordance with the Bylaws of the Corporation. The roll was called of the duly elected, qualified, and acting members of the Board of Directors, who are:

Eddy Etheredge, President	Randy Leifeste, Director
Jack A. Griesenbeck, Vice President	Judge George E. Byars, Jr., Director
Fritz Lobpries, Director	Fred Markham, Director
Rebecca Hawener, Director	E.W. Kraus, Director
Commissioner Greg Boatright, Director	Mark A. Mayfield, Director

All members of the Board of Directors were present except: Eddy Etheredge.

A quorum was present.

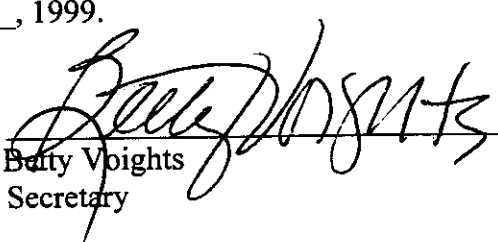
2. Among other business the Board considered a resolution recommending amendment of the Articles of Incorporation lengthening to four years and staggering the terms of the directors. After discussion, on motion duly made and seconded, the Board adopted the resolution on behalf of the Corporation by the following vote:

Yeas 9 Nays 0 Abstentions 0.

3. The attached photocopy is a true and complete copy of the resolution, the original of which is on file with the minutes of the Board of Directors' meeting; the resolution has not been amended; and the resolution is still in full force and effect.

WITNESS my signature and the official seal of the Corporation, done in Austin, Travis County, Texas, this 13th day of July, 1999.

[Seal]


 Betty Voights
 Secretary

CAPITAL AREA HOUSING FINANCE CORPORATION

**RESOLUTION RECOMMENDING AMENDMENT AND RESTATEMENT OF THE
ARTICLES OF INCORPORATION**

WHEREAS The Articles of Incorporation provide for the Corporation's sponsoring local governments to appoint the directors of the Corporation to two-year terms; and

WHEREAS Lengthening to four years and staggering the directors' terms will prevent wholesale turnover on the board and help protect the experience and institutional memory represented on the board; and

WHEREAS Lengthening and staggering the directors' terms requires amending the Articles of Incorporation, which is authorized by section 394.016 of the Local Government Code if all of the sponsoring local governments of the Corporation approve the amendment; and

WHEREAS The number of amendments to the Articles of Incorporation makes it desirable to restate the Articles of Incorporation, as amended, so that the Articles of Incorporation following adoption of the recommended amendment will be set out in a single document; now, therefore, be it

RESOLVED By the Board of Directors of the Capital Area Housing Finance Corporation:

1. The attached Restated Articles of Incorporation, as amended, are recommended for approval by the sponsoring local governments.
2. The Corporation's legal counsel is directed to furnish a certified copy of this resolution, with the recommended Restated Articles of Incorporation, as amended, attached, to the governing body of each of the sponsoring local governments for approval by written resolution.
3. Legal counsel is further directed, when all of the sponsoring local governments have approved the Restated Articles of Incorporation, as amended, to inform the Board of Directors of this approval so the Board may adopt the Restated Articles of Incorporation, as amended, and direct their filing with the Secretary of State.
4. The Restated Articles of Incorporation, as amended, do not affect the terms of office of the current Directors, which expire October 22, 1999.
5. The Board of Directors intends by this Resolution for the directors next appointed by the sponsoring local governments to be appointed to four-year terms and for the directors so

appointed to draw lots so that the terms of half the directors will expire in two years and half in four years.

Adopted this 17th day of June, 1999.

Eddy Exheneedge
President

Attest:

Billy J. Katz
Secretary

CAPITAL AREA HOUSING FINANCE CORPORATION
RESTATED ARTICLES OF INCORPORATION

Pursuant to section 394.016, Local Government Code and article 1396-4.06, Nonprofit Corporation Act, the Capital Area Housing Finance Corporation adopts Restated Articles of Incorporation that accurately copy the Articles of Incorporation, as currently amended and as further amended by these Restated Articles of Incorporation, and that contain no other change to the Articles of Incorporation.

Article One

The name of the corporation is the Capital Area Housing Finance Corporation.

Article Two

The following amendments to the Articles of Incorporation were adopted by the Corporation on _____.

1. Article VI.B is amended to read as follows:

"B. All powers of the Corporation shall be vested in a Board of Directors consisting of ten individuals. Each of the sponsoring local governments named in Article VII shall appoint one director of the Corporation to serve a term of four years or until his or her successor is appointed. However, a director may be removed from office at any time, with or without cause, by written resolution of the governing body of the sponsoring local government that appointed the director."

2. Articles VII, VIII, and IX are deleted, Article X is renumbered Article VII, and all references to Article X are changed to Article VII.

Article Three

The Restated Articles of Incorporation as so amended were adopted at a meeting of the board of directors held on _____ and received the vote of a majority of the directors in office, there being no members of the Corporation having voting rights. The Restated Articles of Incorporation as so amended were also approved by a majority of the members in office of the governing bodies of the Texas counties of Blanco, Bastrop, Burnet, Caldwell, Fayette, Hays, Lee, Llano, and Williamson and the City of San Marcos, Texas.

Article Four

The Articles of Incorporation and all amendments to them are superseded by the following Restated Articles of Incorporation that accurately copy the Articles of Incorporation and the amendments set out in Article Two:

RESOLUTION

**Approving Restated and Amended Articles of Incorporation of the
Capital Area Housing Finance Corporation**

WHEREAS The Capital Area Housing Finance Corporation was incorporated on October 20, 1981, and Williamson County, Texas, is a sponsoring local government of the Corporation; and

WHEREAS The Board of Directors of the Corporation has recommended to the Commissioners Court that the Corporation's Articles of Incorporation be restated and amended to lengthen the terms of the Corporation's directors to four years and to stagger the directors' terms so that one half of the directors are appointed every two years; and

WHEREAS Amendment and restatement of the Corporation's Articles of Incorporation are authorized by Section 394.016 of the Local Government Code and article 1396-4.06 of the Nonprofit Corporation Act; and

WHEREAS An exact copy of the Corporation's Restated Articles of Incorporation, as amended and as recommended by the Board of Directors, is attached to this Resolution; now, therefore, be it

RESOLVED by the Commissioners Court of Williamson County, Texas:

1. The Commissioners Court finds that the Restated Articles of Incorporation, as amended, of the Capital Area Housing Finance Corporation, as recommended by the Corporation's Board of Directors and attached to this Resolution, are wise, expedient, necessary, or advisable; and

2. The Commissioners Court approves the form of the Restatement and authorizes the Board of Directors to adopt the Restated Articles of Incorporation, as amended, and file them with the Secretary of State.

Adopted this 7th day of September, 1999.

John C. Daerfle 9-7-99
County Judge

Attest:

98

Nancy E. Renter [Seal]
[Deputy] County Clerk

CAPITAL AREA HOUSING FINANCE CORPORATION

ARTICLES OF INCORPORATION

Article I

The name of the Corporation is the Capital Area Housing Finance Corporation.

Article II

The Corporation is a public non-profit corporation.

Article III

The duration of the Corporation shall be perpetual.

Article IV

The Corporation is organized solely to carry out the purposes of the Texas Housing Finance Corporations Act.

Article V

The Corporation shall have no members.

Article VI

A. The Corporation shall have and possess all powers conferred by the laws of the State of Texas on public non-profit corporations created under the Texas Housing Finance Corporations Act.

B. All powers of the Corporation shall be vested in a Board of Directors consisting of ten individuals. Each of the sponsoring local governments named in Article VII shall appoint one director of the Corporation to serve a term of four years or until his or her successor is appointed. However, a director may be removed from office at any time, with or without cause, by written resolution of the governing body of the sponsoring local government that appointed the director.

C. These Articles of Incorporation may be amended at any time and from time to time by the Board of Directors with the approval of the governing bodies of each of the sponsoring local governments referred to in Article VII, or by written resolution of the governing bodies of each of the sponsoring local governmental units referred to in Article VII, in their sole discretion, subject, however, to limitations on the impairment of contracts entered into by the Corporation under and in accordance with the Texas Housing Finance Corporations Act.

D. Upon dissolution the net earnings and funds and properties of the Corporation, if any, shall be distributed to the sponsoring local governments named in Article VII in the following

manner. If the total value of the net earnings and funds and properties equals or is less than \$1,400,000, the total value shall be distributed equally among Blanco, Bastrop, Caldwell, Fayette, Hays, Llano, and Williamson counties and the City of San Marcos. If the total value of the net earnings and funds and properties exceeds \$1,400,000, \$1,400,000 shall be distributed equally among the eight sponsoring local governments named in the preceding sentence and the excess over \$1,400,000 shall be distributed equally among all ten sponsoring local governments named in Article VII.

E. 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, the Texas Housing Finance Corporations Act, or any other law of the State of Texas.

Article VII

The sponsoring local governments of the Corporation are the Texas counties of Blanco, Bastrop, Burnet, Caldwell, Fayette, Hays, Lee, Llano, and Williamson and the City of San Marcos, Texas.

Dated this _____ day of _____, 19____.

Capital Area Housing Finance Corporation

By _____
Secretary

AGENDA ITEM # 23SEPTEMBER 7, 1999

Consider declaring an emergency and approving a budget amendment from cash ending balance to:

0100-0409-005000 Non Departmental Capital Outlay \$157,766.00

Moved: Commissioner Boatright

Seconded: Commissioner Limmer

Motion: To declare an emergency and approve a budget amendment from cash ending balance to:

0100-0409-005000 Non Departmental Capital Outlay \$157,766.00 with Constables reimbursement to item 5000 from their 1999/2000 budgets.

Vote: Motion carried 5 - 0

< Clerk copy here >

AN ORDER DECLARING AN EMERGENCY AND A GRAVE PUBLIC NECESSITY DUE TO UNFORESEEABLE CIRCUMSTANCES AND APPROVING A BUDGET AMENDMENT FOR

100 Non Dept.
FUND DEPARTMENT

WHEREAS, THE WILLIAMSON COUNTY COMMISSIONERS COURT HAS CAREFULLY STUDIED THE PUBLIC NECESSITY OF INCREASING THE AUTHORIZED EXPENDITURES DURING THIS FISCAL YEAR; AND

WHEREAS, THE WILLIAMSON COUNTY COMMISSIONERS COURT, DUE TO UNFORESEEABLE CIRCUMSTANCES, DID NOT APPROPRIATE SUFFICIENT FUNDS IN THE CURRENT BUDGET FOR THIS NECESSARY EXPENDITURE; NOW

THEREFORE, BE IT ORDERED BY THE WILLIAMSON COUNTY COMMISSIONERS COURT THAT AN EMERGENCY AND GRAVE PUBLIC NECESSITY DOES EXIST DUE TO UNFORESEEABLE CIRCUMSTANCES.

WHEREAS, ON THE 7 DAY OF Sept., 1999, A MOTION MADE BY Commissioner Boatright AND SECONDED BY Commissioner Limmer THE MOTION CARRIED BY A VOTE OF 5 FOR, 0 AGAINST.

WHEREAS, THE WILLIAMSON COUNTY COMMISSIONERS COURT HAS DECLARED AN EMERGENCY AND A GRAVE PUBLIC NECESSITY DUE TO UNFORESEEABLE CIRCUMSTANCES IN THE MATTER OF BUDGETING NECESSARY FUNDS FOR THE ABOVE MENTIONED DEPARTMENT; NOW

THEREFORE, BE IT ORDERED THAT THE ¹⁹⁹⁹~~1998~~ FISCAL YEAR WILLIAMSON COUNTY BUDGET BE AMENDED AND FROM THE UNAPPROPRIATED FUNDS IN THE GENERAL FUND, THE FOLLOWING AMOUNTS BE APPROPRIATED FOR THE FOLLOWING LINE ITEMS:

ACCOUNT #	DESCRIPTION	AMOUNT
0100-0409-005000	Capital Outlay	157,766.00

WHEREUPON, A MOTION DULY MADE AND SECONDED, THE WILLIAMSON COUNTY COMMISSIONERS COURT DID AUTHORIZE THE COUNTY JUDGE TO SIGN THIS ORDER, THE COUNTY CLERK WAS INSTRUCTED TO FILE A COPY OF THIS ORDER WITH THE EXISTING BUDGET, AND TO FORWARD A COPY OF THIS ORDER TO THE COUNTY AUDITOR.

John C. Doerfler 9-7-99
JOHN C. DOERFLER, COUNTY JUDGE

ATTEST:

Nancy E. Rister
NANCY E. RISTER, COUNTY CLERK