

**SAN PEDRO CREEK DEVELOPMENT AUTHORITY
BYLAWS**

AS ADOPTED _____, 2025

PREAMBLE

The name of the corporation is San Pedro Creek Development Authority (the “**Corporation**”). The Corporation is organized under the authority of Subchapter D, Texas Transportation Corporation Act, Texas Transportation Code Section 431.101 et seq. (the “**Act**”) and Section 394.001 et seq., Texas Local Government Code. All applicable state laws are included in these Bylaws to the extent necessary for the purpose of clarification. In the event of any conflict between any provision of these Bylaws and any applicable state law, state laws shall control.

The Corporation was jointly created, and its articles of incorporation (the “**Articles of Incorporation**”) were approved by Bexar County (the “**County**”) by resolution on January 7, 2025 and the City of San Antonio (the “**City**”) by resolution _____ dated April 10, 2025. These Bylaws were approved by the County by resolution _____ on XXX and the City by resolution _____ dated April 10, 2025. The Bylaws were approved at an organizational meeting of the Corporation dated _____, 2025.

The Articles of Incorporation for the Corporation were filed with the Texas Secretary of State on _____, 2025, File Number _____.

**ARTICLE ONE
NATURE AND PURPOSES OF THE CORPORATION**

Section 1.01. Nature of the Corporation. The Corporation is a public instrumentality and a nonprofit corporation. The Corporation is not a political subdivision of the State of Texas.

Section 1.02. Purposes and powers of the Corporation. The Corporation is authorized to undertake the following purposes:

- (i) To promote economic development in the San Pedro Creek Park District located in the northwestern portion of the City of San Antonio’s downtown, including the development of facilities located within and related to the San Pedro Creek Park District;
- (ii) To activate the San Pedro Creek Cultural Park;
- (iii) To acquire property, develop, finance, construct, own, manage, operate and maintain that certain multi-purpose recreation and civic facility with approximately 4,500 fixed seats and capacity for approximately 7,500 to be used, in part, for professional minor league baseball, college and high school games, other non-professional sporting events, conventions, meetings, festivals, special events, community events, etc. (the “**Facility**”);

- (iv) To contract with public or private persons, including but not limited to, a political subdivision, governmental entity, a sports team, company, organization, or other entity, to:
 - a. Plan, acquire, establish, develop, finance, construct, or renovate an approved project including, but not limited to, the Facility; or
 - b. Perform any other act the Corporation is authorized to perform under the Act and all other applicable laws of the State of Texas. In this regard, the Corporation may, from time to time, contract with other local government entities as may be necessary, desirable, or appropriate for the planning, acquiring, establishing, development, operation, construction, or renovation of the Facility or any other approved project and related infrastructure;
- (v) To have and exercise all of the rights, powers, privileges, authority, and functions given under the Act and by the general laws of the State of Texas to nonprofit corporations incorporated under the Texas Non-Profit Corporation Act which are consistent with the provisions of the Act. The Corporation shall also have the authority to perform any act necessary to the full exercise of its powers, including but not limited to:
 - a. Accepting a gift, grant, funds, property, or a loan from a department or agency of the United States, a department, agency, or political subdivision of the State of Texas, or from a public or private person;
 - b. Acquire, sell, lease, sublease, convey, or otherwise dispose of property or an interest in property under the terms and conditions determined by the Corporation; and
 - c. Employ necessary personnel;
- (vi) Comply with all state law related to the design and construction of improvements, including the procurement of design and construction services, that applies to the Sponsors (as defined herein) that created the Corporation; provided that any competitive bidding requirement or restriction on a Sponsor does not apply to an expenditure by the Corporation for an improvement (a) that is constructed in a reinvestment zone, and (b) the construction of which is managed by a private venture participant;
- (vii) Own property and enter into transactions to acquire property exempt from taxation in the same manner as a corporation created under Chapter 394, Texas Local Government Code;
- (viii) Issue bonds, notes, and other debt obligations as necessary to carry out the public purpose for which the Corporation was incorporated on behalf of and for the benefit of the general public, the Sponsors, and the State of Texas; and

- (ix) Engage in other lawful activities to accomplish the governmental purpose stated above.

The Corporation shall be operated exclusive for such purposes. No part of its net earnings shall insure to the benefit of any director or individual, and it shall not participate in, or intervene in, any political campaign on behalf of or in opposition to any candidate for public office.

Section 1.03. Offices. The Corporation may have, in addition to its registered office, offices at such places as the Board of Directors may from time to time determine or as the activities of the Corporation may require.

Section 1.04. Fiscal Year. The fiscal year of the Corporation shall coincide with the fiscal year of the Houston Street Tax Increment Reinvestment Zone Number Nine.

ARTICLE TWO

NAME AND CURRENT ADDRESS OF SPONSORS

Section 2.01. Sponsoring Entities. The Corporation is jointly sponsored by the County and the City (the City, collectively with the County, the “**Sponsors**”). The current street addresses for the Sponsors are as follows:

Bexar County
101 W. Nueva, 10th Floor
San Antonio, Texas 78205

City of San Antonio
100 Military Plaza
San Antonio, Texas 78205

ARTICLE THREE

BOARD OF DIRECTORS

Section 3.01. General Powers of the Board. The Board of Directors of the Corporation (the “**Board**”) shall manage, control, and administer the business affairs of the Corporation and shall be the governing body of the Corporation responsible for performing those duties prescribed by law or provided elsewhere within this Bylaws and shall include, but not be limited to, the following:

- (i) Determine the need for and establish general policies to be implemented in the operation of the Corporation;
- (ii) Approve a budget each year for and submit the same to the County and City;
- (iii) Exercise custody of all Corporation property;
- (iv) Engage, as needed and in accordance with all legal purchasing procedures, legal counsel, financial, accounting, auditing, and other professional expertise and consultants to assist in the operations of the Corporation; and
- (v) Engage, as needed, an Executive Director and other appropriate staff, and a fiscal agent, to fulfill the administrative and operational duties of the Corporation.

Section 3.02. Membership, Tenure, Removal, and Vacancy.

- (i) In accordance with state law and Articles of Incorporation, the Board shall consist of nine (9) directors (the “**Directors**”), each residing in Bexar County or, to the extent that one or more Directors are not residents of Bexar County, the majority of Directors must always be residents of Bexar County. The Directors shall be appointed as follows:
 - a. Three (3) Directors appointed by the Bexar County Commissioners Court to include: the County Judge, Precinct 2 Commissioner, and County Manager;
 - b. Three (3) Directors appointed by the San Antonio City Council to include: the Mayor, City Manager, and the Chief Financial Officer of the City; and
 - c. While a lease is in place for the Facility, three (3) Directors nominated by the tenant and appointed by the County.
- (ii) The initial Directors of the Corporation (the “**Initial Directors**”) shall hold office until the Facility is complete with a certificate of occupancy. Thereafter, terms for Directors shall be for two (2) years. At the expiration of the term of service, a Director may be reappointed by the entity that initially made the appointment. The Initial Directors shall be:
 - a. Bexar County Judge Peter Sakai
 - b. Bexar County Commissioner Precinct 2 Justin Rodriguez
 - c. Bexar County Manager David Smith
 - d. San Antonio Mayor
 - e. San Antonio City Manager
 - f. San Antonio Chief Financial Officer
 - g. Esperanza “Hope” Andrade
 - h. Bruce Hill
 - i. Randal C. Smith
- (iii) Successor Directors shall be appointed in the same manner as the Initial Directors. The Directors are appointed for staggered terms of two years, with the terms of two members appointed by the County, two members appointed by the City, and one member nominated by the Tenant and appointed by the County expiring on February 1 of each odd-numbered year and the remaining terms expiring on February 1 of each even numbered year.
- (iv) Directors are not City Officers under the City of San Antonio Code of Ethics solely by virtue of their service as Directors.
- (v) Directors are not public officials solely by virtue of their service as Directors.

Section 3.03. Compensation. Directors shall serve without compensation, but may be reimbursed for the actual expenses incurred by virtue of their service on the Board.

Section 3.04. Public Information Act. The Board is subject to the Public Information Act, Chapter 552, Texas Government Code.

Section 3.05. Duties. Directors shall discharge their duties with ordinary care and in a manner each Director reasonably believes to be in the Corporation's best interests. In this context, "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging their duties, Directors may rely in good faith on information, opinions, reports, or analyses, including financial data, prepared, or presented by persons reasonably appearing to be qualified in such matters. A director is not relying in good faith if he or she has knowledge that renders such reliance unwarranted or unreasonable. Directors are not deemed to have the duties of trustees of a trust with respect to the Corporation or with respect to property held or administered by the Corporation, including property subject to restrictions imposed by a donor or other transferor of the property.

Section 3.06. Board Committees.

- (i) **Appointment.** The Board may appoint committees to assist and advise the Board. Committees of the Board shall be standing or special. All committees shall be appointed by the chair, subject to the approval of the Board. The Chair shall appoint a chair for each committee, who must be a member of the Board. On an annual basis, and as necessary, standing committees shall be appointed. Unless expressly delegated by the Board, committees shall not have the authority to enter into agreements or authorize the sale, lease, exchange, or mortgage of any property or assets of the Corporation or commit Corporation funds without the prior approval of the Board or approve any transaction to which the Board is a party.
- (ii) **Standing Committees.** Standing committees shall have the power to act only as provided in these Bylaws or as conferred by the Board in specific matters. Such committees shall have advisory functions only. Committee chairs and members shall be appointed at the discretion of the Chair subject to approval by the Board. The names and duties of the standing committees shall be approved by the Board and reflected in the minutes of the meetings of the Board.
- (iii) **Special Committees.** The Chair may appoint special committees from time to time as the occasion demands, subject to the approval of the Board. Such committees shall limit their activities to the purpose for which they were appointed and shall have such power to act as specifically conferred by the Board. Special committees shall have advisory functions only.

ARTICLE FOUR

OFFICERS

Section 4.01. Officers of the Corporation. Officers of the Corporation and its Board shall be a President (referred to as the Chair), a Vice President (referred to as the Vice-Chair), Secretary, Treasurer, and such other officers as may be elected by the Board in accordance with these Bylaws. The Board may elect such other officers as it may deem desirable, such officers to have the authority and to perform the duties prescribed from time to time by the Board or the Chair.

Section 4.02 Election and Term of Officers. The officers of the Corporation shall be elected annually by the Board. Each officer shall hold office until his/her successor shall have been duly elected.

Section 4.03. Chair. The Chair is a member of the Board and shall be the principal executive officer of the Corporation and shall exercise general supervisory control over the business affairs of the Corporation. The Chair shall preside at all meetings of the Directors. The Chair shall be an ex-officio member of all standing committees and shall see that all resolutions of the Board are carried into effect.

The Chair may execute, along with the Secretary, any instruments which the Board has authorized to be executed including bonds, mortgages, and other contracts, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation.

Subject to approval by the Board, the Chair shall appoint all standing committees of the Board, and unless otherwise directed by the Board, all special committees and shall fill all vacancies that may arise therein. The Chair may, at his/her discretion, unless otherwise instructed by the Board, refer matters coming before the Board to the appropriate committee of said Board for consideration and recommendation to the full Board.

Section 4.04. Vice Chair. The Vice Chair shall, in the absence, inability or refusal to perform, resignation, death or disability of the Chair, perform the duties and exercise the powers of the Chair, and shall perform such other duties as the Board shall prescribe.

Section 4.05. Secretary. The Secretary, with the assistance of the Executive Director, if any, shall be responsible for keeping the minutes of the meetings of the Board and any committees established by the Board. The Secretary shall also see that all notices are duly given in accordance with these Bylaws and as required by law, be the custodian of records of the Corporation, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair.

Section 4.06. Treasurer. The Treasurer will be the principal financial officer of the Corporation and will have charge of the Corporation's funds and securities and will keep a record of the property and indebtedness of the Corporation. The Treasurer, with the assistance of the Executive Director, if any, shall deposit in accordance with the Public Funds Collateral Act, Chapter 2257, Texas Government Code, Corporation funds in such bank or banks as the Corporation may from time to time determine. The Treasurer, with the assistance of the Executive Director, if any, shall make reports to the Corporation from time to time as requested by the Board. The Treasurer shall be responsible for the preparation of the Corporation's annual budget and audited financial statements.

ARTICLE FIVE MEETINGS OF THE BOARD

Section 5.01. Open Meetings. The Corporation is subject to the Texas Open Meetings Act, Section 551.001 et seq., Texas Government Code. Public notice of meetings shall be given in the manner prescribed for meetings of the City and the County. Notice and agenda for regular and special

meetings of the Board shall be provided to each Director by U.S. Mail or electronic mail at least seventy-two (72) hours prior to such meeting.

Section 5.02. Annual Meeting. The Board shall meet at least annually at a time and place in Bexar County designated by resolution of the Board.

Section 5.03. Regular Meetings. The Board may provide by resolution entered into its minutes for the date, time, and place for the holding of regular meetings of the Board. Such meetings shall be held in Bexar County at such time, date, and place as the Chair of the Board shall specify.

Section 5.04. Special Meetings; Emergency Meetings. Special and emergency meetings of the Board may be called by the Chair or by any four Directors. The person or persons authorized to call special meetings of the Board may fix the time and place for the holding of any special meeting. Written or telephonic notice of the date, time, location, and purpose of special meetings shall be provided to each Director. The written notice, if used, may be delivered personally to each Director, or be provided via U.S. Mail, facsimile transmission, electronic mail, or other method as may be agreed upon by a majority of Directors.

Section 5.05. Committees. Meetings of any committees of the Board may be called from time to time as deemed necessary, advisable, or appropriate by the Chair of any such committee. Notice of such committee meetings shall be in compliance with the Open Meetings Act, and notice shall be provided to all Directors.

Section 5.06. Quorum. At all meetings of the Board, the presence of five (5) Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as may otherwise specifically provided by these Bylaws. If a quorum is not present at any meeting of the Board, then the meeting shall be adjourned to another time and place with notice to all Directors and in compliance with the Open Meetings Act.

Section 5.07. Citizen Participation. Any citizen who wishes to discuss or comment on matters pertinent to the business of the Corporation may address the Board at any special or regular meeting of the Board during the public comment portion of the meeting.

Section 5.08. Procedure at Meetings. The Chair of the Board shall preside at all Board meetings, except as otherwise provided in these Bylaws. The Secretary of the Board shall maintain the permanent records of the Board, including the minutes of all official meetings of the Board and ensure that all notices comply with these Bylaws and state law.

Unless modified by the Board, the order of business at meetings of the Board shall be:

- (i) Disposition of minutes of previous general or special meetings.
- (ii) Public comment.
- (iii) Unfinished business from previous meetings.
- (iv) Financial reports.
- (v) New business.
- (vi) Executive session (if necessary).
- (vii) Adjournment.

Section 5.09. Proxies. A Director may not vote by proxy.

ARTICLE SIX GOVERNMENTAL FUNCTIONS; INDEMNIFICATION

Section 6.01. Indemnification of Directors of the Corporation. Each Director, who acts in good faith as a Director of the Corporation, shall be indemnified by the Corporation against any costs, expenses, and liabilities which may be imposed upon or reasonably incurred by him/her in connection with any claim made, or any action, suit, or proceeding to which he/she may be a party by reason of his/her being or having been such Director, and against such sums as counsel selected by the Board shall deem reasonable payment made in settlement of any such claim, action, suit, or proceedings. In those instances when private legal counsel must be engaged to represent a Director of the Corporation in connection with a legal matter arising out of his/her office and duties on behalf of the Corporation, the costs of such legal representation shall be borne by the Corporation as provided by law; provided, however, that no Director shall be indemnified with respect to actual damages arising out of a cause of action for a willful act or omission, an act or omission constituting official misconduct, or with respect to matters for which such indemnification would be unlawful or against public policy.

Section 6.02. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director against any liability asserted against him/her in any such capacity or arising out of his/her status as such. The indemnification provided herein shall inure to the benefit of the heirs, executors, and administrators of the Directors of the Corporation.

Section 6.03. Non-Liability of Directors. Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 6.04. Governmental Functions. The Corporation is a governmental unit as that term is used in Chapter 101, Civil Practices and Remedies Code. The operations of the Corporation are governmental, not proprietary functions.

ARTICLE SEVEN CONFLICTS OF INTEREST

Section 7.01. Contracts or Transactions Involving Interested Directors. Each Director shall comply with Section 22.230, Texas Business Organizations Code.

Section 7.02. Conflicts of Interest. Each Director shall comply with applicable provisions of Chapter 171, Texas Local Government Code, including disclosure of a substantial interest in a business entity or real property; provided that pursuant to the Section 431.101(f)(1) of the Act, a Director is not a local public official.

Section 7.03. Income and Gifts. For purposes of Chapter 176, Texas Local Government Code, Directors are required to disclose the receipt of gifts from and employment, business, and familial relationships with vendors who conduct business, or consider conducting business with the Corporation.

ARTICLE EIGHT

FINANCIAL MATTERS

Section 8.01. Checks, Drafts, etc. All bills, notes, checks or other instruments for the payment of money or evidencing indebtedness shall be signed and countersigned by such authorized persons. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories may be made without countersignature by the Chair, Vice Chair, Secretary, Treasurer, Executive Director or any other agent of the Corporation to whom the Corporation, by resolution, shall have delegated such power.

Section 8.02. Depositories. Deposits of funds of the Corporation with any depository of the Corporation shall be secured by eligible security to the extent and in the manner required by the Public Funds Collateral Act, Chapter 2257, Texas Government Code and Chapter 105, Texas Local Government Code.

Section 8.03. Investments. Investment of Corporation funds shall be made in the manner provided in accordance with the Public Funds Investment Act, Chapter 2256, Texas Government Code.

Section 8.04. Audits. The Board shall cause to be maintained a proper and complete system of records and accounts of all transactions, business, and affairs of the corporation. Within a reasonable time after the end of each fiscal year, the Board shall cause the preparation of a financial statement for the Corporation, which shall be audited by an independent certified public accountant or firm of independent certified public accountants retained by the Board for such purpose.

Section 8.05. Books and Records. The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board. All books and records may be inspected by representatives of the County and City at any reasonable time.

Section 8.06. Seal. The Board may but is not required to adopt a corporate seal in such form and to be used in such manner as may be approved by the Board.

ARTICLE NINE

CONTRACTS, LOANS, AND BONDS

Section 9.01. Contracts. All contracts and agreements entered into by the Corporation shall, unless the Corporation by resolution otherwise directs, be executed on behalf of the Corporation by the Chair and Secretary.

Section 9.02. Loans. No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name, unless authorized by resolution of the Board.

Section 9.03. Bonds. Any bonds, notes, or other obligations issued by the Corporation shall be in accordance with state law. Subject to applicable law, the Corporation may delegate to the Chair, Vice Chair, or other officer of the Corporation, by resolution, power to fix the date of the sale of bonds, notes, or other obligations to receive bids or proposals, and to take all other necessary action prior to the sale. The exercise of such delegated powers may be made subject to the approval of a majority of the Directors.

**ARTICLE TEN
ADMINISTRATION**

Section 10.1. Budget. The Corporation shall prepare or cause to be prepared an annual budget.

Section 10.2. Accounting; Audit. The Corporation shall cause an audit of its books to be made at least once per year by an independent certified public accountant and the cost thereof shall be treated as part of the administrative costs of the Corporation.

Section 10.3. Supremacy of Articles of Incorporation. These Bylaws are subject to and governed by the Articles of Incorporation.

Section 10.4. Amendment. A proposal to alter, amend, or repeal these Bylaws may be made by the affirmative vote of a majority of the full Board at any annual or regular meeting, or at any special meeting if notice of the proposed amendment be contained in the notice of said special meeting. However, any proposed change or amendment to the Bylaws must be approved by both the County Commissioners of the County and the City Council of the City to be effective.

Section 10.5. Effective Date. These Bylaws shall be effective when: (i) adopted by an affirmative vote of a majority of the directors at a meeting of the Board, provided that notice of the proposed adoption shall have been received by each director at least five (5) business days before the said meeting; and (ii) approved by resolution adopted by both the County Commissioners of the County and City Council of the City.

ADOPTED ON THIS _____ DAY OF _____ 2025.

[NAME]
Chair

ACKNOWLEDGED:

[NAME]
Secretary