



**Wednesday, May 26, 2021 Board of Directors Meeting Minutes**  
**Duration of Meeting: 2 hrs 26 mins**

**MINUTES** of a Regular Meeting of the **San Benito Economic Development Corporation** Board of Directors held on **Wednesday, May 26, 2021 at 5:30 P.M. at 701 N. Bowie St., San Benito, Cameron County, Texas 78586.**

**BOARD MEMBERS PRESENT:**

*Julian Rios, President*  
*Rene Garcia, Vice-President*  
*Jeremy Maya, Secretary/Treasurer*  
*Commissioner Pete Galvan, Board Member*  
*Mayor Ricardo Guerra, Ex-Officio Member*  
*Encarnación López, Board Member*  
*Adrian Gonzalez, Board Member*

**BOARD MEMBERS ABSENT:**

*Mario Silva, Board Member*

**EDC STAFF:**

*Rebeca, Castillo, EDC Executive Director*  
*Victoria Padron, Economic & Downtown Development /Marketing Coordinator*  
*Kat Guerra, EDC Economic Specialist*

**Others Present:**

Mark Sossi, EDC Temporary Attorney

**MEETING – 5:30 P.M.**

1. **Determination of a quorum;**  
*Mr. Julian Rios* made welcoming remarks. A quorum was determined to be present.
2. **Call to Order;**  
*Mr. Julian Rios* called the meeting to order at 5:31 PM.
3. **Pledge of Allegiance and Texas Flag Pledge;**  
Pledge of Allegiance & Texas Flag Pled was led by *Ms. Kat Guerra*, San Benito EDC Economic Specialist.
4. **Invocation;**  
Invocation was done by *Mrs. Rebeca Castillo*.
5. **Public Comments;**  
No Public Comments were made.
6. **Consideration and Possible Action on the following Meeting Minutes:**
  - a. **March 24, 2021 Regular Meeting Minutes, and**
  - b. **May 6, 2021 Special Called Meeting Minutes;**

A motion to approve Item A was made by [Commissioner Pete Galvan](#). The motion was seconded by [Mr. Adrian Gonzalez](#). [Mr. Julian Rios](#) abstained. The motion passed.

A motion to approve Item B was made by [Mr. Rene Garcia](#). The motion was seconded by [Mr. Encarnacion Lopez](#). The motion passed unanimously.

**7. Presentation and Acknowledgement of the San Benito EDC Financial Statements for the periods ending:**

**A. February 28, 2021**

**B. March 31, 2021;**

[Mrs. Belen Pena](#), City of San Benito Finance Director, presented the Financial for the periods ending February 28, 2021 and March 31, 2021.

A motion to acknowledge the presented financials was made by [Mr. Adrian Gonzalez](#). The motion was seconded by [Mr. Encarnación Lopez](#). The motion carried unanimously.

**8. Presentation and Acknowledgment of the USDA RLP report for the periods ending:**

**A. March 31, 2021 and**

**B. April 30, 2021;**

A motion to acknowledge the presented USDA RLP Reports was made by [Mr. Adrian Gonzalez](#). The motion was seconded by [Mr. Encarnación Lopez](#). The motion carried unanimously.

**9. EXECUTIVE SESSION:**

- A. Under Texas Government Code, Section 551.071: Consultation with attorney regarding pending litigation: *2019-DCL-06796; Cameron County, et al vs. Veronica Aguilar, et al.*
- B. Under Texas Government Code, Section 551.071: consultation with attorney regarding the following: Expressway property
- C. Consultation with legal counsel pursuant to Texas Government Code, Section 551.071 to receive confidential legal advice protected by the attorney client communication and work product privilege.

**10. Action, if any to be taken on items discussed in Executive Session;**

No Action Taken

**11. Discussion and possible action to revise the bylaws of the Corporation;**

Mrs. Rebeca Castillo, EDC Executive Director introduced the item. She was not able to provide much details about the item, since she was not involved or aware of the details of the item.

She did mentioned that the attached bylaws were presented to the City Commission at the request of City Commissioner Rene Garcia and he might be able to provide additional information as to the revisions.

Mr. Mark Sossi, Temporary EDC Attorney, who also represented the City of San Benito explained that the revisions proposed by the City Commissio are suggestions for the EDC Board to consider. If approved by the Board then they will be presented to City Commission for final approval.

There were discussions as to the reasoning as to the revisions, particularly to revise language to clearly state the requirements to remove and replace EDC Board members. The revisions also include the inclusion of language to designate the City Manager as Chief Executive Officer of the EDC.

Mr. Encarnacion Lopez, EDC Board Member, had some suggestion as to additional revisions and distributed a handout with such revisions, which were within the section of the board members qualifications. His revisions were the following:

#### Qualification

To qualify to serve on the Board, a person shall be residents of the City and shall meet at least one (1) of the following qualifications:

1. Serve, or have served, as chief executive officer of a company, or
2. Serve, or have served, in a position of executive management of a company; or
3. Serve, or have served, in a professional capacity; or
4. Have experience equivalent to any of the above qualifications as determined by the City Commission.

#### Qualification

A. All EDC Board Members will be nominated and approved by the City Commission, and will, at all times, maintain their residency in the City of San Benito. A Director of the EDC who is a City Commissioner must be nominated by some other member of the City Commission prior to being confirmed by majority vote of the City Commission.

B. In addition to possessing the qualifications to serve on the San Benito EDC Board, set forth in Section A, an EDC Board Member must also possess one of the following qualifications.

1. Serve or have served, as chief executive officer of a company, or
2. Serve, or have served, in a position of executive management of a company, or
3. Serve, or have served, in a professional capacity, or
4. Have experience equivalent to any of the above qualifications as determined by the City Commission.

C. In the event a Board Member, who, for whatever reason, ceases to have any of the qualifications to serve on the Board set forth in Section 1 (A) of this Section, such shall constitute an immediate disqualification from serving on the EDC Board

and an immediate vacancy in the office. The City Commission shall immediately, or as soon as reasonably possible, appoint an individual to fill the unexpired term of any such vacancy.

Discussion carried with a motion to table by [Commissioner Pedro Galvan, EDC Board Member](#), the motion died do to the lack of a second.

A motion to approve the proposed bylaws with the proposed revisions, was made by [Mr. Encarnacion Lopez, EDC Board Member](#). The motion was seconded by [Commissioner Rene Garcia, EDC Board Vice President](#). The motion passed with 4 votes in favor and 2 against.

**12. Discussion and possible action to revise the Service Agreement between the San Benito EDC and the City of San Benito, to provide for reimbursement to the City of San Benito for future Chief Executive Officer services which may be provided by the City under the amended bylaws;**

Following the approval of Item 11 the Service Agreement with the City will have to be revised so that it includes language to reimburse the City for Materials and Services provided by the City Manager in his role as CEO of the Corporation.

A motion to revise the Service Agreement as presented was made by [Mr. Encarnación Lopez, EDC Board Member](#). The motion was seconded by [Commissioner Rene Garcia, Board Vice President](#). The motion passed with 4 votes in favor and 1 against.

**13. Consideration and Possible Action on the San Benito Economic Development Corporation FY 2020 – 2021 Annual Budget Amendment #3;**

The EDC is in the process to procure new legal services. The EDC has received invoices from the Torres & Flores, LLP (former EDC attorney) reflecting charges of \$9,990- from October 2020 to May 2021. As well as an invoice reflecting charges for services rendered during FY 2019-2020 in the amount of \$7,128.

The former attorney's invoices total \$17, 118.

There is a need to adjust the legal services line item to factor the invoices from the former attorney (including the invoice of expenditures incurred during FY 2019-2020) and include funds that will cover legal services from May 2021 to September 30, 2021.

The proposed amendment #3 reflect an adjustment of funds in this line item from \$17,500 to \$29,618 and breakdown of what expenditures are covered and will be covered.

The proposed amendment #3 also includes a revision the addition of \$18,750 for CEO services that will be provided by the City Manager and the EDC is required to reimburse the City of San Benito.

The increase on this budget amendment will be for \$30,868 that will be programmed from the Fund Balance.

A motion to approve the San Benito Economic Development Corporation's FY 2020-2021 Annual Budget Amendment #3 was made [Mr. Adrian Gonzalez, EDC Board Member](#). The motion was seconded by [Mr. Encarnacion Lopez, EDC Board Member](#). The motion carried unanimously.

**14. Determination of Date and Time for the next San Benito EDC Board of Directors Meeting**

Next meeting date will be June 16, 2021 at 5:30 PM.



**15. Board Comments:**

No Board Comments

**16. Meeting Adjournment**

Meeting Adjourned at 7:57PM. A motion was made by [Commissioner Rene Garcia, EDC Board Vice President](#). The motion was seconded by [Mr. Adrian Gonzalez, EDC Board Member](#). The motion carried unanimously.

**Approved by the San Benito Economic Development Corporation on this 30<sup>th</sup> day of June 2021.**

	<b>Julian Rios, EDC Board President</b>
	<b>Jeremy Maya, Secretary/Treasurer</b>