Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697

Rolando B. Pablos
Secretary of State

Office of the Secretary of State

September 07, 2017

Capitol Services Inc
P O Box 1831
Austin, TX 78767 USA

RE: Boerne Public Facility Corporation
File Number: 802808329

It has been our pleasure to file the certificate of formation and issue the enclosed certificate of filing evidencing the existence of the newly created nonprofit corporation.

Nonprofit corporations do not automatically qualify for an exemption from federal and state taxes. Shortly, the Comptroller of Public Accounts will be contacting the corporation at its registered office for information that will assist the Comptroller in setting up the franchise tax account for the corporation. Information about franchise tax, and contact information for the Comptroller's office, is available on their web site at http://window.state.tx.us/taxinfo/franchise/index.html. For information on state tax exemption, including applications and publications, visit the Comptroller's Exempt Organizations web site at http://window.state.tx.us/taxinfo/exempt/index.html. Information on exemption from federal taxes is available from the Internal Revenue Service web site at www.irs.gov.

Nonprofit corporations do not file annual reports with the Secretary of State, but do file a report not more often than once every four years as requested by the Secretary. It is important for the corporation to continuously maintain a registered agent and office in Texas as this is the address to which the Secretary of State will send a request to file a periodic report. Failure to maintain a registered agent or office in Texas, failure to file a change to the agent or office information, or failure to file a report when requested may result in the involuntary termination of the corporation. Additionally, a nonprofit corporation will file documents with the Secretary of State if the corporation needs to amend one of the provisions in its certificate of formation. If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555
Enclosure

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697

Rolando B. Pablos
Secretary of State

Office of the Secretary of State

CERTIFICATE OF INCORPORATION
OF

Boerne Public Facility Corporation
File Number: 802808329

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation pursuant to the Public Facility Corporation Act have been received in this office and have been found to conform to law.

ACCORDINGLY, the undersigned, as such Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation.

Dated: 09/06/2017

Effective: 09/06/2017

Rolando B. Pablos
Secretary of State

FILED
In the Office of the
Secretary of State of Texas
SEP 0 6 2017
Corporations Section

CERTIFICATE OF FORMATION
OF
BOERNE PUBLIC FACILITY CORPORATION

WE, THE UNDERSIGNED natural persons, not less than three (3) in number, each of whom is at least 18 years of age and a citizen of the State of Texas (the "State"), and each of whom is a member of the City Council of the City of Boerne, Texas (the "City"), acting as incorporators of a public instrumentality, constituted authority, and public, nonprofit corporation (the "Corporation") under the Texas "Public Facility Corporation Act", Chapter 303, Texas Local Government Code, as amended (the "Act"), with the approval of the City Council of the City (the "Governing Body"), as evidenced by the Resolution attached hereto as Exhibit A and made a part of this Certificate of Formation for all purposes, do hereby adopt the following Certificate of Formation for the Corporation:

ARTICLE ONE
NAME

The name of the Corporation is the "Boerne Public Facility Corporation".

ARTICLE TWO
AUTHORIZATION

The Corporation is a nonprofit public corporation.

ARTICLE THREE
DURATION

Subject to the provisions of Article Thirteen hereof, the period of duration of the Corporation is perpetual.

ARTICLE FOUR
PURPOSE AND LIMITATIONS

(a) The Corporation is organized exclusively for the purpose of assisting the City in financing, refinancing, or providing public facilities. The Corporation shall have and possess the broadest possible powers to finance the acquisition of City obligations issued or incurred in accordance with existing law, to provide for the acquisition, construction, rehabilitation, renovation, repair, equipping, furnishing and placement in service of public facilities of the City under the terms of the Act. The Corporation is authorized to issue "bonds" as defined and permitted by the Act; however, no bonds, notes, interim certificates, or other evidence of indebtedness may be issued by the Corporation unless such bonds are first approved by resolution of the Governing Body. The Corporation is further authorized to acquire an interest in any partnership or other entity in order to accomplish any of the above purposes. The Corporation is a public corporation, a constituted authority, and a public instrumentality within the meaning of the Act, the United States Treasury Department, the rulings of the Internal Revenue Service prescribed and promulgated pursuant to sections 103 and 141 of the Internal Revenue Code of 1986, as amended, and the Corporation is authorized to act on behalf of the City as provided in this Certificate of Formation.

The Corporation will not advertise or hold out to the public in any manner that it is a state or national bank, trust company or depository institution, or that it is authorized to conduct banking or trust business.

(b) The Corporation is authorized to issue "bonds" (as defined and permitted by the Act); provided, however, that no bonds, notes, interim certificates, or other evidence of indebtedness may be issued by the Corporation unless such obligations are first approved by resolution of the Governing Body. Notwithstanding the foregoing, the Corporation may enter into any contracts and agreements, and incur such other obligations, as permitted under the Act, without first receiving Governing Body approval.

(c) In the fulfillment of its corporate purpose, the Corporation shall have and may exercise the powers described in paragraph (a) of this Article, together with all of the other powers granted to the corporations that are incorporated under the Act and to the extent not in conflict with the Act, the Corporation shall additionally have and may exercise all of the rights, powers, privileges, authorities, and functions given by the general laws of the State to nonprofit corporations under the Texas Nonprofit Corporation Law, Chapter 22 of the Texas Business Organizations Code, as amended, or any other applicable laws of the State.

(d) The Corporation shall have the purposes and powers permitted by the Act, but the Corporation does not have, and shall not exercise the powers of sovereignty of the City, including the power to tax, eminent domain, and police power. However, for the purposes of the Texas Tort Claims Act (Subchapter A, Chapter 101, Texas Civil Practice and Remedies Code, as amended), the Corporation is a governmental unit, and its actions are governmental functions.

(e) No bonds or other obligations, contracts, or agreements of the Corporation are or shall ever be deemed to be or constitute the contracts, agreements, bonds, other debt instruments, or other obligations or the lending of credit, or a grant of the public money or things of value, of, belonging to, or by the State, the City, or any other political corporation, subdivision or agency of the State, or a pledge of the faith and credit of any of them. Any and all of such contracts, agreements, bonds, other debt instruments, and other obligations, contracts and agreements shall be payable solely and exclusively from the revenues and funds received by the Corporation from the sources authorized by the Act and from such other sources as may be otherwise lawfully available and belonging to the Corporation from time to time.

(f) The Governing Body, in its sole discretion, may alter the Corporation's structure, name, organization, programs, or activities, consistent with the Act and subject to limitations provided by law relating to the impairment of contracts entered into by the Corporation.

ARTICLE FIVE
FINANCING

(a) Before the consummation of the sale and delivery of any bonds, the Corporation shall obtain approval by the Governing Body evidenced by the adoption of a written resolution.

(b) In the exercise of the powers of the Corporation, the Corporation may enter into loan, lease, trust, or other agreements as authorized by the Act that are necessary and appropriate to the fulfillment of the public purpose of the Corporation.

ARTICLE SIX
MEMBERS

The Corporation has no members and is a nonstock corporation.

ARTICLE SEVEN
AMENDMENTS

This Certificate of Formation may be amended at any time as provided in the Act, to make any changes and add any provisions which might have been included in the Certificate of Formation in the first instance. The Governing Body may, at its sole discretion, and at any time, amend this Certificate of Formation and alter or change the structure, name, organization, programs or activities of the Corporation, or terminate or dissolve the Corporation (subject to Article Thirteen and the provisions of the Act, and subject to any limitation provided by the constitutions and laws of the impairment of contract entered into by the Corporation) by resolution adopting the certificate of amendment or certificate of termination at a meeting of the Governing Body, and delivering a certificate of amendment or certificate of termination to the Secretary of State, as provided in the Act. A restated certificate of formation may be filed with the Secretary of State as provided in the Act.

ARTICLE EIGHT
ADDRESS

The street address of the initial registered office of the Corporation is 402 E. Blanco Road, Boerne, Texas, and the name of its initial registered agent at that address is Kirsten Cohoon.

ARTICLE NINE
BOARD OF DIRECTORS

(a) The affairs of the Corporation shall be managed by a board of directors which shall be composed of the Mayor and Councilmembers of the City unless as provided in the Bylaws of the Corporation. Each director's term will be coterminous with their term as Mayor or as a Councilmember of the City. Any director shall cease to be a director at the time he or she ceases to be a member of the Governing Body. Directors are removable by the Governing Body under the same terms, conditions, and procedures as required for the removal of members of the Governing Body. A majority of the entire membership of the board of directors, including any vacancies, is a quorum. The board of directors shall conduct all meetings within the boundaries of the City.

(b) The names and street addresses of the persons who are to serve as the initial directors are as follows:

Names	Addresses
Mike Schultz	402 E. Blanco Road Boerne, Texas 78006

Joe Onzollito	402 E. Blanco Road Boerne, Texas 78006
Nina Woolard	402 E. Blanco Road Boerne, Texas 78006
Charlie Boyd, IV	402 E. Blanco Road Boerne, Texas 78006
Ron Cisneros	402 E. Blanco Road Boerne, Texas 78006
Craig B. Colvin	402 E. Blanco Road Boerne, Texas 78006

(c) The directors shall serve without compensation, but they shall be reimbursed for their actual expenses incurred in the performance of their duties as directors.

(d) The board of directors shall elect a president, vice president, secretary, and any other officers that the Corporation considers necessary, to serve as executive officers of the Corporation, as more specifically provided in the Corporation's Bylaws. The City Manager shall serve as an Assistant Secretary to the Corporation.

(e) Any director or officer may resign at any time, and a successor shall be appointed in accordance with the procedures set forth in the Bylaws.

ARTICLE TEN
BYLAWS

The initial Bylaws of the Corporation shall be adopted by the Corporation's board of directors and shall, together with this Certificate of Formation, govern the initial affairs of the Corporation until and unless amended in accordance with the provisions of the Act and this Certificate of Formation. The Bylaws and each amendment and repeal of the Bylaws must be approved by the Governing Body of the City by resolution.

ARTICLE ELEVEN
INCORPORATORS

The name and street address of each incorporator are as follows:

Names	Addresses
Mike Schultz	402 E. Blanco Road Boerne, Texas 78006

Nina Woolard	402 E. Blanco Road Boerne, Texas 78006
Ron Cisneros	402 E. Blanco Road Boerne, Texas 78006

Each incorporator is a member of the Governing Body.

ARTICLE TWELVE
GOVERNING BODY APPROVAL

(a) The City has specifically authorized the Corporation by resolution to act on its behalf to further the public purposes stated in this Certificate of Formation, and the City has by the Resolution attached hereto as Exhibit A, approved this Certificate of Formation. A copy of the Resolution is on file among the permanent public records of the City and the Corporation. As set forth in Article Seven, the Governing Body, in its sole discretion, may alter the Corporation's structure, name, organization, programs, or activities, consistent with the provisions of the Act.

(b) The City is the Corporation's "Sponsor" (as defined by the Act) and has caused this Corporation to be created. The City's principal office address is 402 E. Blanco Road, Boerne, Texas 78006, and the Corporation's principal office address is 402 E. Blanco Road, Boerne, Texas 78006.

ARTICLE THIRTEEN
DISSOLUTION

(a) The duration of the Corporation is perpetual.

(b) The Governing Body, by written resolution, may authorize and direct the dissolution of the Corporation. However, the Corporation shall not be dissolved, and its business shall not be terminated, by act of the Governing Body or otherwise, so long as the Corporation shall be obligated to pay any bonds.

(c) No action shall be taken pursuant to paragraph (a) of this Article or pursuant to paragraph (b) of Article Fourteen of this Certificate, in any manner or at any time that would impair any contract, lease, right, or other obligation executed, granted, or incurred by the Corporation prior to such action.

ARTICLE FOURTEEN
MISCELLANEOUS

(a) All properties owned by the Corporation shall be held for the use and benefit of the public on a nondiscriminatory basis.

(b) No dividends shall ever be paid by the Corporation, and no part of its net earnings remaining after payment of its expenses and other obligations shall be distributed to or inure to

the benefit of its directors or officers, or any individual, private firm, or private corporation or association, except in reasonable amounts for services rendered and expenses incurred.

(c) If, after the close of any fiscal year, the board of directors shall determine that sufficient provision has been made for the full payment of all current and future expenses and needs of the Corporation, together with all amounts payable on the contracts, agreements, bonds, notes, and other obligations of the Corporation, and that all of the terms, provisions, and covenants therein have been met, then any net earnings derived from sources thereafter accruing in connection with public facilities financed pursuant to the Act may be provided to the City.

(d) If the Corporation ever should be dissolved when it has, or is entitled to, any interest in any funds or property of any kind, real, personal or mixed, such funds or property or rights thereto shall not be transferred to private ownership, but shall be transferred and delivered to the City after satisfaction of debts and claims.

(e) No part of the Corporation's activities shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in any political campaign of or in opposition to any candidate for public office.

ARTICLE FIFTEEN
DIRECTOR LIABILITY; INDEMNIFICATION

(a) To the fullest extent permitted by State law, as the same exist or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits broader limitations than permitted prior to such amendment), a member of the Board of the Corporation shall not be liable, or shall be liable only to the extent provided in these Articles of Incorporation, to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director. Any repeal or amendment of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director of the Corporation existing at the time of such repeal or amendment.

(b) The Corporation may indemnify any Director, officer, employee or agent or former Director, officer, employee or agent of the Corporation for expenses and costs, including attorney's fees, actually or necessarily incurred by the person in connection with any claim asserted against the person, by action in court or other forum, by reason of such person having been a Director, officer, employee or other agent, except that the Corporation may not provide indemnity in a matter if the Director, officer, employee, or agent is guilty of negligence or misconduct in relation to the matter.

[The remainder of this page intentionally left blank.]

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Formation as of AUGUST 22, 2017.

By: Michael D Schultz
Name: MICHAEL D. SCHULTZ
Incorporator

By: Nina Woodland
Name: NINA WOODLAND
Incorporator

By:
Name: RON ASNEROS
Incorporator

EXHIBIT A

Approving Resolution of the City

CERTIFICATE OF CITY SECRETARY

THE STATE OF TEXAS §

KENDALL COUNTY §

CITY OF BOERNE §

I, City Secretary of the City of Boerne, Texas, HEREBY CERTIFY as follows:

1. On the 22ND day of AUGUST, 2017, the City Council of the City of Boerne, Texas convened in regular session at its regular meeting place in the City Council Chambers of the City; the duly constituted members of the City Council being as follows:

Mike Schultz	Mayor
Joe Anzollitto	Council Member
Nina Woolard	Mayor Pro Tem
Charlie Boyd, IV	Council Member
Ron Cisneros	Council Member
Craig B. Colvin	Council Member

and all of said persons were present at said meeting, except the following: N/A. Among other business considered at said meeting, the attached resolution entitled:

RESOLUTION AUTHORIZING AND APPROVING THE CREATION OF THE BOERNE PUBLIC FACILITY CORPORATION UNDER CHAPTER 303 OF THE TEXAS LOCAL GOVERNMENT CODE TO ACT ON BEHALF OF THE CITY OF BOERNE, TEXAS; APPROVING THE CERTIFICATE OF FORMATION AND BYLAWS RELATED THERETO; AND RESOLVING OTHER MATTERS IN CONNECTION THEREWITH.

was introduced and submitted to the City Council for passage and adoption. After presentation and due consideration of the resolution, a motion was duly made that the resolution be finally passed and adopted. The motion was seconded and carried by the following vote:

4 voted "For" 1 voted "Against" ___ abstained

all as shown in the official Minutes of the City Council for the meeting held on the aforesaid date.

2. The attached resolution is a true and correct copy of the original on file in the official records of the City; the duly qualified and acting members of the City Council of the City on the date of the aforesaid meeting are those persons shown above and, according to the records of my office, each member of the City Council was given actual notice of the time, place, and purpose of the meeting and had actual notice that the matter would be considered; and that said meeting, and deliberation of the aforesaid public business, was open to the public and written notice of said meeting, including the subject of the entitled resolution, was posted and given in advance thereof in compliance with the provisions of Chapter 551, Texas Government Code, as amended.

IN WITNESS WHEREOF, I have hereunto signed my name officially and affixed the seal of the City, this the 23RD day of AUGUST, 2017.

(City Seal)

Lori Carroll
City Secretary, Boerne, Texas

RESOLUTION NO. 2017-R68

A RESOLUTION AUTHORIZING AND APPROVING THE CREATION OF THE BOERNE PUBLIC FACILITY CORPORATION UNDER CHAPTER 303 OF THE TEXAS LOCAL GOVERNMENT CODE TO ACT ON BEHALF OF THE CITY OF BOERNE, TEXAS; APPROVING THE CERTIFICATE OF FORMATION AND BYLAWS RELATED THERETO; AND RESOLVING OTHER MATTERS IN CONNECTION THEREWITH.

WHEREAS, the City of Boerne, Texas (the "City") desires to create the Boerne Public Facility Corporation (the "BPFC") as a public facility corporation under Chapter 303 of the Texas Local Government Code, as amended (the "Act");

WHEREAS, the purpose of the BPFC will be to provide for the financing, acquisition, and construction of public facilities under the Act;

WHEREAS, the City Council of the City ("City Council") has determined that it is in the public interest and to the benefit of the citizens of the State of Texas and the residents of the City to authorize the creation of the BPFC to finance, refinance, or provide for the costs of public facilities to be located in the City, as provided under Section 303.023 of the Act; and

WHEREAS, City Council has considered the Certificate of Formation and the Bylaws proposed to be used in organizing the BPFC and has found and determined that they are in proper form and content and should be approved; and

WHEREAS, City Council has reviewed the foregoing and determined that the creation of the BPFC should be approved and authorized;

BE IT THEREFORE RESOLVED BY THE CITY COUNCIL OF THE CITY OF BOERNE, TEXAS THAT:

Section 1. City Council hereby authorizes and approves the creation of BPFC to act on behalf of the City as a public facility corporation under the Act.

Section 2. City Council consents to and approves the terms of the Certificate of Formation (including the names of the individuals who are to serve as the initial board of directors as therein set forth) and Bylaws of BPFC. City Council herein grants authority for the incorporation of the BPFC.

Section 3. If any section, paragraph, clause, or provision of this Resolution shall be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution.

Section 4. The recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the City.

Section 5. All resolutions, or parts thereof, which are in conflict or inconsistent with any provision of this Resolution are hereby repealed to the extent of such conflict, and the provisions of this Resolution shall be and remain controlling as to the matters resolved herein.

Section 6. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and the United States of America.

Section 7. It is officially found, determined, and declared that the meeting at which this Resolution is adopted was open to the public and public notice of the time, place, and subject matter of the public business to be considered at such meeting, including this Resolution, was given, all as required by Chapter 551, as amended, Texas Government Code.

PASSED and APPROVED on this the 22nd day of August, 2017.

APPROVED:

Mayor

ATTEST:

City Secretary

CERTIFICATE OF FORMATION
OF
BOERNE PUBLIC FACILITY CORPORATION

WE, THE UNDERSIGNED natural persons, not less than three (3) in number, each of whom is at least 18 years of age and a citizen of the State of Texas (the "State"), and each of whom is a member of the City Council of the City of Boerne, Texas (the "City"), acting as incorporators of a public instrumentality, constituted authority, and public, nonprofit corporation (the "Corporation") under the Texas "Public Facility Corporation Act", Chapter 303, Texas Local Government Code, as amended (the "Act"), with the approval of the City Council of the City (the "Governing Body"), as evidenced by the Resolution attached hereto as Exhibit A and made a part of this Certificate of Formation for all purposes, do hereby adopt the following Certificate of Formation for the Corporation:

ARTICLE ONE
NAME

The name of the Corporation is the "Boerne Public Facility Corporation".

ARTICLE TWO
AUTHORIZATION

The Corporation is a nonprofit public corporation.

ARTICLE THREE
DURATION

Subject to the provisions of Article Thirteen hereof, the period of duration of the Corporation is perpetual.

ARTICLE FOUR
PURPOSE AND LIMITATIONS

(a) The Corporation is organized exclusively for the purpose of assisting the City in financing, refinancing, or providing public facilities. The Corporation shall have and possess the broadest possible powers to finance the acquisition of City obligations issued or incurred in accordance with existing law, to provide for the acquisition, construction, rehabilitation, renovation, repair, equipping, furnishing and placement in service of public facilities of the City under the terms of the Act. The Corporation is authorized to issue "bonds" as defined and permitted by the Act; however, no bonds, notes, interim certificates, or other evidence of indebtedness may be issued by the Corporation unless such bonds are first approved by resolution of the Governing Body. The Corporation is further authorized to acquire an interest in any partnership or other entity in order to accomplish any of the above purposes. The Corporation is a public corporation, a constituted authority, and a public instrumentality within the meaning of the Act, the United States Treasury Department, the rulings of the Internal Revenue Service prescribed and promulgated pursuant to sections 103 and 141 of the Internal Revenue Code of 1986, as amended, and the Corporation is authorized to act on behalf of the City as provided in this Certificate of Formation.

The Corporation will not advertise or hold out to the public in any manner that it is a state or national bank, trust company or depository institution, or that it is authorized to conduct banking or trust business.

(b) The Corporation is authorized to issue "bonds" (as defined and permitted by the Act); provided, however, that no bonds, notes, interim certificates, or other evidence of indebtedness may be issued by the Corporation unless such obligations are first approved by resolution of the Governing Body. Notwithstanding the foregoing, the Corporation may enter into any contracts and agreements, and incur such other obligations, as permitted under the Act, without first receiving Governing Body approval.

(c) In the fulfillment of its corporate purpose, the Corporation shall have and may exercise the powers described in paragraph (a) of this Article, together with all of the other powers granted to the corporations that are incorporated under the Act and to the extent not in conflict with the Act, the Corporation shall additionally have and may exercise all of the rights, powers, privileges, authorities, and functions given by the general laws of the State to nonprofit corporations under the Texas Nonprofit Corporation Law, Chapter 22 of the Texas Business Organizations Code, as amended, or any other applicable laws of the State.

(d) The Corporation shall have the purposes and powers permitted by the Act, but the Corporation does not have, and shall not exercise the powers of sovereignty of the City, including the power to tax, eminent domain, and police power. However, for the purposes of the Texas Tort Claims Act (Subchapter A, Chapter 101, Texas Civil Practice and Remedies Code, as amended), the Corporation is a governmental unit, and its actions are governmental functions.

(e) No bonds or other obligations, contracts, or agreements of the Corporation are or shall ever be deemed to be or constitute the contracts, agreements, bonds, other debt instruments, or other obligations or the lending of credit, or a grant of the public money or things of value, of, belonging to, or by the State, the City, or any other political corporation, subdivision or agency of the State, or a pledge of the faith and credit of any of them. Any and all of such contracts, agreements, bonds, other debt instruments, and other obligations, contracts and agreements shall be payable solely and exclusively from the revenues and funds received by the Corporation from the sources authorized by the Act and from such other sources as may be otherwise lawfully available and belonging to the Corporation from time to time.

(f) The Governing Body, in its sole discretion, may alter the Corporation's structure, name, organization, programs, or activities, consistent with the Act and subject to limitations provided by law relating to the impairment of contracts entered into by the Corporation.

ARTICLE FIVE
FINANCING

(a) Before the consummation of the sale and delivery of any bonds, the Corporation shall obtain approval by the Governing Body evidenced by the adoption of a written resolution.

(b) In the exercise of the powers of the Corporation, the Corporation may enter into loan, lease, trust, or other agreements as authorized by the Act that are necessary and appropriate to the fulfillment of the public purpose of the Corporation.

ARTICLE SIX
MEMBERS

The Corporation has no members and is a nonstock corporation.

ARTICLE SEVEN
AMENDMENTS

This Certificate of Formation may be amended at any time as provided in the Act, to make any changes and add any provisions which might have been included in the Certificate of Formation in the first instance. The Governing Body may, at its sole discretion, and at any time, amend this Certificate of Formation and alter or change the structure, name, organization, programs or activities of the Corporation, or terminate or dissolve the Corporation (subject to Article Thirteen and the provisions of the Act, and subject to any limitation provided by the constitutions and laws of the impairment of contract entered into by the Corporation) by resolution adopting the certificate of amendment or certificate of termination at a meeting of the Governing Body, and delivering a certificate of amendment or certificate of termination to the Secretary of State, as provided in the Act. A restated certificate of formation may be filed with the Secretary of State as provided in the Act.

ARTICLE EIGHT
ADDRESS

The street address of the initial registered office of the Corporation is 402 E. Blanco Road, Boerne, Texas, and the name of its initial registered agent at that address is Kirsten Cohoon.

ARTICLE NINE
BOARD OF DIRECTORS

(a) The affairs of the Corporation shall be managed by a board of directors which shall be composed of the Mayor and Councilmembers of the City unless as provided in the Bylaws of the Corporation. Each director's term will be coterminous with their term as Mayor or as a Councilmember of the City. Any director shall cease to be a director at the time he or she ceases to be a member of the Governing Body. Directors are removable by the Governing Body under the same terms, conditions, and procedures as required for the removal of members of the Governing Body. A majority of the entire membership of the board of directors, including any vacancies, is a quorum. The board of directors shall conduct all meetings within the boundaries of the City.

(b) The names and street addresses of the persons who are to serve as the initial directors are as follows:

Names	**Addresses**
Mike Schultz	402 E. Blanco Road Boerne, Texas 78006

Joe Onzollito	402 E. Blanco Road Boerne, Texas 78006
Nina Woolard	402 E. Blanco Road Boerne, Texas 78006
Charlie Boyd, IV	402 E. Blanco Road Boerne, Texas 78006
Ron Cisneros	402 E. Blanco Road Boerne, Texas 78006
Craig B. Colvin	402 E. Blanco Road Boerne, Texas 78006

(c) The directors shall serve without compensation, but they shall be reimbursed for their actual expenses incurred in the performance of their duties as directors.

(d) The board of directors shall elect a president, vice president, secretary, and any other officers that the Corporation considers necessary, to serve as executive officers of the Corporation, as more specifically provided in the Corporation's Bylaws. The City Manager shall serve as an Assistant Secretary to the Corporation.

(e) Any director or officer may resign at any time, and a successor shall be appointed in accordance with the procedures set forth in the Bylaws.

ARTICLE TEN
BYLAWS

The initial Bylaws of the Corporation shall be adopted by the Corporation's board of directors and shall, together with this Certificate of Formation, govern the initial affairs of the Corporation until and unless amended in accordance with the provisions of the Act and this Certificate of Formation. The Bylaws and each amendment and repeal of the Bylaws must be approved by the Governing Body of the City by resolution.

ARTICLE ELEVEN
INCORPORATORS

The name and street address of each incorporator are as follows:

Names	Addresses
Mike Schultz	402 E. Blanco Road Boerne, Texas 78006

Nina Woolard	402 E. Blanco Road Boerne, Texas 78006
Ron Cisneros	402 E. Blanco Road Boerne, Texas 78006

Each incorporator is a member of the Governing Body.

ARTICLE TWELVE
GOVERNING BODY APPROVAL

(a) The City has specifically authorized the Corporation by resolution to act on its behalf to further the public purposes stated in this Certificate of Formation, and the City has by the Resolution attached hereto as Exhibit A, approved this Certificate of Formation. A copy of the Resolution is on file among the permanent public records of the City and the Corporation. As set forth in Article Seven, the Governing Body, in its sole discretion, may alter the Corporation's structure, name, organization, programs, or activities, consistent with the provisions of the Act.

(b) The City is the Corporation's "Sponsor" (as defined by the Act) and has caused this Corporation to be created. The City's principal office address is 402 E. Blanco Road, Boerne, Texas 78006, and the Corporation's principal office address is 402 E. Blanco Road, Boerne, Texas 78006.

ARTICLE THIRTEEN
DISSOLUTION

(a) The duration of the Corporation is perpetual.

(b) The Governing Body, by written resolution, may authorize and direct the dissolution of the Corporation. However, the Corporation shall not be dissolved, and its business shall not be terminated, by act of the Governing Body or otherwise, so long as the Corporation shall be obligated to pay any bonds.

(c) No action shall be taken pursuant to paragraph (a) of this Article or pursuant to paragraph (b) of Article Fourteen of this Certificate, in any manner or at any time that would impair any contract, lease, right, or other obligation executed, granted, or incurred by the Corporation prior to such action.

ARTICLE FOURTEEN
MISCELLANEOUS

(a) All properties owned by the Corporation shall be held for the use and benefit of the public on a nondiscriminatory basis.

(b) No dividends shall ever be paid by the Corporation, and no part of its net earnings remaining after payment of its expenses and other obligations shall be distributed to or inure to

the benefit of its directors or officers, or any individual, private firm, or private corporation or association, except in reasonable amounts for services rendered and expenses incurred.

(c) If, after the close of any fiscal year, the board of directors shall determine that sufficient provision has been made for the full payment of all current and future expenses and needs of the Corporation, together with all amounts payable on the contracts, agreements, bonds, notes, and other obligations of the Corporation, and that all of the terms, provisions, and covenants therein have been met, then any net earnings derived from sources thereafter accruing in connection with public facilities financed pursuant to the Act may be provided to the City.

(d) If the Corporation ever should be dissolved when it has, or is entitled to, any interest in any funds or property of any kind, real, personal or mixed, such funds or property or rights thereto shall not be transferred to private ownership, but shall be transferred and delivered to the City after satisfaction of debts and claims.

(e) No part of the Corporation's activities shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in any political campaign of or in opposition to any candidate for public office.

ARTICLE FIFTEEN
DIRECTOR LIABILITY; INDEMNIFICATION

(a) To the fullest extent permitted by State law, as the same exist or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits broader limitations than permitted prior to such amendment), a member of the Board of the Corporation shall not be liable, or shall be liable only to the extent provided in these Articles of Incorporation, to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director. Any repeal or amendment of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director of the Corporation existing at the time of such repeal or amendment.

(b) The Corporation may indemnify any Director, officer, employee or agent or former Director, officer, employee or agent of the Corporation for expenses and costs, including attorney's fees, actually or necessarily incurred by the person in connection with any claim asserted against the person, by action in court or other forum, by reason of such person having been a Director, officer, employee or other agent, except that the Corporation may not provide indemnity in a matter if the Director, officer, employee, or agent is guilty of negligence or misconduct in relation to the matter.

[The remainder of this page intentionally left blank.]

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Formation as of _____ _____, 2017.

By: _____
Name: _____
Incorporator

By: _____
Name: _____
Incorporator

By: _____
Name: _____
Incorporator

EXHIBIT A

Approving Resolution of the City

BYLAWS OF

BOERNE PUBLIC FACILITY CORPORATION

ARTICLE I
PURPOSE AND POWERS

Section 1.1 Purpose. Boerne Public Facility Corporation (the "Corporation") is incorporated for the purposes set forth in Article Four of its Certificate of Formation, the same to be accomplished on behalf of the City of Boerne, Texas (the "City"), as its duly constituted authority and instrumentality in accordance with the Public Facility Corporation Act, Chapter 303, Texas Local Government Code, as amended (the "Act"), and other applicable laws.

Section 1.2 Powers. In the fulfillment of its corporate purpose, the Corporation shall be governed by the Act, and shall have all the powers set forth and conferred in its Certificate of Formation, in the Act, and in other applicable law, subject to the limitations prescribed therein and herein and to the provisions thereof and hereof.

Section 1.3 Nonprofit Corporation. The Corporation shall be a public, nonprofit corporation, and no part of its net earnings remaining after payment of its bonds and expenses shall inure to the benefit of any person other than the City.

ARTICLE II
BOARD OF DIRECTORS

Section 2.1 Powers, Number and Term of Office.

(a) The property and affairs of the Corporation shall be managed and controlled by a Board of Directors (the "Board"). Subject to the restrictions imposed by law, the Act, the Certificate of Formation, and these Bylaws, the Board shall exercise all of the powers of the Corporation.

(b) The Board shall consist entirely of the Mayor and the members of the City Council of the City (the "Governing Body") except as provided in Section 5.4 herein. The number of directors may be changed by amendment to these Bylaws, but such number must be at least three (3).

(c) The directors constituting the initial Board shall be those directors named in the Certificate of Formation. Successor directors shall have the qualifications and shall be appointed to the terms set forth in the Certificate of Formation.

(d) Any director may be removed from office by the Governing Body under the same terms, conditions and procedures as members of the Governing Body.

Section 2.2 Additional Powers. In addition to the powers and authorities by these Bylaws expressly conferred upon them, the Board may exercise all such powers of the Corporation and do all lawful acts and things as are not by statute, other law, or by these Bylaws prohibited. Without prejudice to such general powers and other powers conferred by statute, other law, and

by these Bylaws, it is hereby expressly declared the Board shall have the powers set forth in Chapter 303.041 of the Act, as amended.

Section 2.3 Meetings of Directors.

(a) The directors may hold their meetings at such place or places as the Board may from time to time determine; however, in the absence of any such determination by the Board, the meetings shall be held at the principal office of the Corporation as specified in Section 5.1(a) of these Bylaws. The Corporation shall also conduct at least one annual regular meeting of the Corporation on June 1 of each year, or within the next thirty days thereafter. Special meetings of the Board shall be held whenever called by the president, by the secretary, by a majority of the directors, or by a majority of the Governing Body.

(b) Subject to Section 2.4, the secretary shall give notice to each director of each special meeting in person or by mail, telephone or telegraph, at least two hours before the meeting. Unless otherwise indicated in the notice thereof, any and all matters pertaining to the purposes of the Corporation may be considered and acted upon at a special meeting. At any meeting at which every director shall be present, even though without any notice (except as required by Section 2.4), any matter pertaining to the purpose of the Corporation may be considered and acted upon consistent with applicable law.

(c) Subject to Section 2.4, whenever any notice is required to be given to the Board, said notice shall be deemed to be sufficient if given by depositing the same in the United States mail in a sealed postpaid wrapper addressed to the person entitled thereto at his or her post office address as it appears on the books of the Corporation, and such notice shall be deemed to have been given on the day of such mailing. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except attendance of a director at a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the notice to directors or waiver of notice of such meeting, unless required by the Board. A waiver of notice in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 2.4 Open Meetings Act/Public Information Act. All meetings of the Board shall be called, convened, held, and conducted, and notice shall be given to the public, in accordance with the Texas Open Meetings Act, Chapter 551, Texas Government Code, as amended. The Corporation is subject to the Texas Public Information Act, Chapter 552, Texas Government Code, as amended.

Section 2.5 Quorum. A majority of the full Board shall constitute a quorum to conduct official business of the Corporation. The act of a majority of the Board present at a meeting at which a quorum is in attendance shall constitute the act of the Board and of the Corporation, unless the act of a greater number is required by law.

Section 2.6 Conduct of Business.

(a) At the meetings of the Board, matters pertaining to the business of the Corporation shall be considered in accordance with rules of procedure as from time to time prescribed by the Board.

(b) At all meetings of the Board, the president shall preside. In the absence of the president, the vice president shall preside. In the absence of both the president and vice-president, a member of the Board selected by the members present, shall preside.

(c) 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. The president, treasurer, secretary, and any assistant secretary may, at the option of the Board, be employees of the City.

Section 2.7 Committees of the Board. The Board may designate two or more directors to constitute an official committee of the Board to exercise such authority, as approved by resolution of the Board. It is provided, however, that all final, official actions of the Corporation may be exercised only by the Board. Each committee so designated shall keep regular minutes of the transactions of its meetings and shall cause such minutes to be recorded in books kept for that purpose in the principal office of the Corporation and any such meetings must be conducted in accordance with the provisions of the Texas Open Meetings Act, as amended, Chapter 551, Texas Government Code, if applicable.

Section 2.8 Compensation of Directors. Directors shall not receive any salary or compensation for their services as directors. However, they shall be reimbursed for their actual expenses incurred in the performance of their official duties as directors.

ARTICLE III
OFFICERS

Section 3.1 Titles and Terms of Office.

(a) The officers of the Corporation shall be a president, a vice president and a secretary, and such other officers as the Board may from time to time elect. One person may hold more than one office, except that the president shall not hold the office of secretary and the president, vice president, or secretary shall not hold the office of assistant secretary. Officers shall serve for two year terms or until his or her successor is elected or appointed. Notwithstanding the foregoing, all officers of the Corporation, except the Executive Director, Secretary, Assistant Secretary and Treasurer, shall be members of the Board. Upon the expiration of the terms, each officer shall have the right to be reappointed or reelected.

(b) All officers shall be subject to removal from office at any time by a vote of a majority of the Governing Body.

(c) A vacancy in any office shall be filled by a vote of a majority of the Board.

Section 3.2 Powers and Duties of the President. The president shall be the chief operating executive officer of the Corporation, and, subject to the authority of the Board, the president shall be in general charge of the properties and affairs of the Corporation, and execute

all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, leases, notes and other instruments in the name of the Corporation. The President shall preside over the meetings of the Corporation.

Section 3.3 Vice President. The vice president shall have such powers and duties as may be prescribed by the Board and shall exercise the powers of the president during that officer's absence or inability to act, in their respective order. 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.

Section 3.4 Treasurer. The treasurer shall be the chief fiscal officer of the Corporation, and shall have the responsibility to see to the handling, custody, and security of all funds and securities of the Corporation in accordance with these Bylaws. When necessary or proper, the treasurer may endorse and sign, on behalf of the Corporation, for collection or issuance, checks, notes, and other obligations in or drawn upon such bank, banks or depositories as shall be designated by the Board consistent with these Bylaws. The treasurer shall see to the entry in the books of the Corporation full and accurate accounts of all money received and paid out on account of the Corporation. The treasurer shall, at the expense of the Corporation, give such bond for the faithful discharge of his or her duties in such form, and amount as the Board may require. All check writing authority will follow all applicable City policies concerning authorizations, signatures and disbursements.

Section 3.5 Secretary. The secretary shall keep the minutes of all meetings of the Board and books provided for that purpose, shall give and serve all notices, may sign with the president in the name of the Corporation, and/or attest the signature thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the Corporation, shall have charge of the corporate books, records, documents and instruments, except the books of account and financial records and securities, and such other books and papers as the Board may direct, all of which shall at all reasonable times be open to public inspection upon application at the office of the Corporation during business hours, and shall in general perform all duties incident to the office of secretary subject to the control of the Board.

Section 3.6 Compensation. Officers who are members of the Board shall not receive any salary or compensation for their services, except that they shall be reimbursed for the actual expenses incurred in the performance of their official duties as officers.

ARTICLE IV
FUNCTIONAL CORPORATE DUTIES AND REQUIREMENTS

Section 4.1 Books, Records, Audits.

(a) The Corporation shall keep and properly maintain in accordance with generally accepted accounting principles, complete books, records, accounts, and financial statements pertaining to its corporate funds, activities, and affairs.

(b) At the direction of the Governing Body, the books, records, accounts, and financial statements of the Corporation may be maintained for the Corporation by the accountants, staff and personnel of the City.

(c) The Corporation, or the City if the option of subsection (b) is selected, shall cause its books, records, accounts, and financial statements to be studied at least once each fiscal year by an outside, independent auditing and accounting firm selected by the Governing Body and approved by the Board. Such an audit shall be at the expense of the Corporation and shall be delivered to the Governing Body within 150 days of the end of the fiscal year of the Corporation.

(d) All books and records of the Corporation may be inspected by any director or his or her agent or attorney for any purpose at any reasonable time and at all times the Governing Body shall have access to the books, records, and financial statements of the Corporation.

Section 4.2 Deposit and Investment of Corporation Funds.

(a) All proceeds from loans or from the issuance of bonds, notes, or other debt instruments ("Obligations") issued by the Corporation in accordance with the provisions of the Act shall be deposited and invested as provided in the resolution, order, indenture, or other documents authorizing or relating to their execution or issuance.

(b) Subject to the requirements of contracts, loan agreements, indentures or other agreements securing Obligations, all other money of the Corporation, if any, shall be deposited, secured, and/or invested in the manner provided for the deposit, security, and/or investment of the public funds of the City. The Board shall designate the accounts and depositories to be created and designated for such purposes, and the methods of withdrawal of funds therefrom for use by and for the purposes of the corporation upon the signature of its treasurer and such other persons as the Board designates.

Section 4.3 Expenditure of Corporate Money. The proceeds from the investment of funds of the Corporation, the proceeds from the sale of property, revenues generated by and payable to the Corporation pursuant to the Act or any other source of revenues that are payable to the Corporation, and the proceeds derived from the sale of Obligations, may be expended by the Corporation for any of the purposes authorized by the Act, except expenditures that may be made from a fund created with the proceeds of Obligations, and expenditures of money derived from sources other than the proceeds of Obligations may be used for the purpose of financing or otherwise providing for the acquisition, construction, rehabilitation, renovation, repair, equipping, furnishing and placement in service of public facilities of the City under the terms of the Act.

Section 4.4 Issuance of Obligations. No Obligations, including refunding obligations, shall be authorized or sold and delivered by the Corporation unless the Governing Body approves such Obligations by action taken prior to the date of initial delivery of the Obligations to the initial purchasers thereof.

ARTICLE V
MISCELLANEOUS PROVISIONS

Section 5.1 Principal Office.

(a) The principal office and the registered office of the Corporation shall be the registered office of the Corporation located at 402 E. Blanco Road, Boerne, Texas 78006 as specified in the Certificate of Formation.

(b) The Corporation shall have and shall continually designate a registered agent at its office, as required by the Act.

Section 5.2 Fiscal Year. The fiscal year of the Corporation shall be the same as the fiscal year of the City.

Section 5.3 Seal. No seal of the Corporation shall be required.

Section 5.4 Resignations. Any member of the Governing Body who does not wish to serve on the Board as a director or officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time is specified, at the time of its receipt by the president or secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

The Mayor of the City may appoint a successor to fill such vacancy. Any successor appointed by the Mayor shall be approved by a majority vote of the Governing Body.

Section 5.5 Approval or Advice and Consent of the Governing Body. To the extent that these Bylaws refer to any approval by the City or refer to advice and consent by the Governing Body, such advice and consent shall be evidenced by a certified copy of a resolution, order, or motion duly adopted by the Governing Body.

Section 5.6 Services of City Staff and Officers. To the extent possible, the Corporation shall utilize the services and the staff employees of the City.

Section 5.7 Indemnification of Directors, Officers and Employees.

(a) The Corporation is, for the purposes of the Texas Tort Claims Act (Subchapter A, Chapter 101, Texas Civil Practices and Remedies Code) a governmental unit and its actions are governmental functions.

(b) As provided in Chapter 303.037 of the Act, the Corporation shall indemnify each and every member of the Board, its officers and its employees and each member of the Board and each employee of the City, to the fullest extent permitted by law, against any and all liability or expense, including attorneys fees, incurred by any of such persons by reason of any actions or omissions that may arise out of the sanctions and activities of the Corporation. The legal counsel for the Corporation is authorized to provide a defense for members of the Board, officers, and employees of the Corporation.

ARTICLE VI
EFFECTIVE DATE, AMENDMENTS, MISCELLANEOUS

Section 6.1 Effective Date. These Bylaws shall become effective upon the occurrence of the following events:

(1) the approval of these Bylaws by the Governing Body, which approval may be granted prior to the creation of the Corporation; and

(2) the adoption of these Bylaws by the Board.

Section 6.2 Amendments to Certificate of Formation and Bylaws. The Certificate of Formation of the Corporation and these Bylaws may be amended only in the manner provided in the Certificate of Formation and the Act.

Section 6.3 Interpretation of Bylaws. These Bylaws shall be liberally construed to effectuate the purposes set forth herein. If any word, phrase, clause, sentence, paragraph, section or other part of these Bylaws, or the application thereof to any person or circumstances, shall ever be held to be invalid or unconstitutional by any court of competent jurisdiction, the remainder of these Bylaws and the application of such word, phrase, clause, sentence, paragraph, section or other part of these Bylaws to any other person or circumstance shall not be affected thereby.

Section 6.4 Dissolution. Upon the dissolution of the Corporation after payment of all obligations of the Corporation in accordance with the Act and the Certificate of Formation, all remaining assets of the Corporation shall be transferred to the City.

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