

## **AMENDED AGENDA**

Regular Meeting of the Bedford City Council  
Tuesday, July 12, 2022  
Bedford City Hall Building A  
2000 Forest Ridge Drive  
Bedford, Texas 76021

Council Chamber Regular Session 6:00 p.m.

**COMPLETE COUNCIL AGENDAS AND BACKGROUND INFORMATION ARE AVAILABLE FOR REVIEW  
ONLINE AT <http://www.bedfordtx.gov>**

### **REGULAR SESSION**

#### **CALL TO ORDER/GENERAL COMMENTS**

#### **INVOCATION**

#### **PLEDGE OF ALLEGIANCE**

#### **COUNCIL RECOGNITION**

- Recognition of Loquita Traylor for 50 years of dedicated service and commitment to the City of Bedford.

**OPEN FORUM** (*The public is invited to address the Council on any topic that is posted on this agenda. Citizens desiring to speak on Public Hearing(s) must do so at the time the Public Hearing(s) are opened. In order to speak during Open Forum, a person must first sign in with the City Secretary prior to the Regular Session being called to order. Speakers will be called upon in the order in which they sign in. Any person not signing in prior to the commencement of the Regular Session shall not be allowed to speak under Open Forum. Further, Open Forum is limited to a maximum of 30 minutes. Should speakers not use the entire 30 minutes Council will proceed with the agenda. At the majority vote of the Council the Mayor may extend the time allotted for Open Forum.*)

**CONSIDER APPROVAL OF ITEMS BY CONSENT** (*Consent items are deemed to need little Council deliberation and will be acted upon as on business item. Any member of the City Council may request that an item be withdrawn from the Consent Agenda and placed before the City Council for full discussion. Approval of the Consent Agenda authorizes the City Manager, or a designee, to implement each item in accordance with staff recommendation.*)

1. **Consider approval of the following City Council minutes:**  
a) June 28, 2022 regular meeting
2. **Consider an ordinance amending Chapter 2 – Administration, Article III – Officers and Employees, Division 3. – Ethics, Section 2-114. – Ethics Commission of the Code of Ordinances, City of Bedford, Texas; providing this ordinance shall be cumulative of all ordinances; providing a severability clause; and providing an effective date.**
3. **Consider a resolution of the City of Bedford, Texas approving the American Rescue Plan Act Appropriation Plan; and recognizing and appropriating expenditures within the Fiscal Year 2022 Coronavirus Local Fiscal Recovery Fund Budget.**
4. **Consider a resolution approving the Construction Manager-at-Risk service delivery method for the design and construction of a Performing Arts Center, located at 2400 School Lane.**

## **OLD BUSINESS**

- 5. Discussion and action regarding the appointment of the Mayor Pro Tem and Board and Commission Liaisons. (Tabled at the June 28, 2022 Council meeting)**

## **NEW BUSINESS**

- 6. Public hearing and consider a resolution of the City of Bedford designating the City Manager as being responsible for, acting for, and on behalf of the City in dealing with the Texas Parks & Wildlife Department for the purpose of participating in the Local Park Grant Program; certifying that the City is eligible to receive program assistance; certifying that the City's matching share is readily available; and dedicating the proposed site for permanent (or for the term of the lease for leased property) public park and recreational uses. (Amended Item)**
- 7. Consider a resolution of the City of Bedford, Texas, approving an economic development program agreement, pursuant to Chapter 380 of the Texas Local Government Code and the City's Economic Development Policy and Program, with Rock Island Auction Company and Moose Texas Holdings, LLC, for relocation of the company's headquarters to 3600 Harwood Road.**

### **8. Mayor/Council Member Reports**

### **9. City Manager/Staff Reports**

## **EXECUTIVE SESSION**

To convene in closed session, if time permits, in compliance with Section 551.001 et. Seq. Texas Government Code, to discuss the following:

- a) Pursuant to Section 551.071. Consultation with City Attorney regarding:**
  - A contract with A&M Construction and Utilities-Harwood Road Hurst City Limits to Bedfordshire Water System Improvements.
  - Texas Ethics Commission Complaint (Amended Item)

### **10. Take any action necessary as a result of the Executive Session.**

*(Pursuant to Section 551.071 of the Texas Government Code, the City Council reserves the right to consult in a closed meeting with its attorney and to receive legal advice regarding any item listed on this agenda.)*

## **ADJOURNMENT**

### **CERTIFICATION**

I, the undersigned authority, do hereby certify that this Notice of Meeting was posted on the outside window in a display cabinet at the City Hall of the City of Bedford, Texas, a place convenient and readily accessible to the general public at all times, and said Notice was posted by the following date and time: Friday, July 8, 2022 at 9:00 p.m., and remained so posted at least 72 hours before said meeting convened.

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**Michael Wells, City Secretary**

**Date Notice Removed**

(Auxiliary aids and services are available to a person when necessary to afford an equal opportunity to participate in City functions and activities. Auxiliary aids and services or accommodations must be requested in writing to the City Secretary's Office a minimum of seventy-two hours (72) hours prior to the scheduled starting time of the posted meeting. Requests can be delivered in person or mailed to the City Secretary's Office at 2000 Forest Ridge Drive, Bedford, TX 76021, or emailed to [citysecretary@bedfordtx.gov](mailto:citysecretary@bedfordtx.gov). Some requests may take longer due to the nature, extent and/or availability of such auxiliary aids, services or accommodations.)



# Council Agenda Background

PRESENTER: Michael Wells, City Secretary

DATE: 07/12/22

Minutes

ITEM:

Consider approval of the following City Council minutes:

- a) June 28, 2022 regular meeting

DISCUSSION:

N/A

ATTACHMENTS:

[June 28, 2022 regular meeting](#)

## Council Minutes June 28, 2022

**STATE OF TEXAS**

**COUNTY OF TARRANT**

## **CITY OF BEDFORD**

**The City Council of the City of Bedford, Texas, met in Regular Session at 6:00 p.m. in the Council Chambers of City Hall, 2000 Forest Ridge Drive, on the 28th day of June, 2022 with the following members present:**

Amy Sabol  
Dan Cogan  
Steve Farco  
Rich Steyes

## Mayor Pro Tem Councilmembers

constituting a quorum.

Mayor Boyter and Councilmember Gagliardi were absent from the meeting.

Staff present included:

Jimmy Stathatos	City Manager
Andrea Roy	Assistant City Manager
Bryn Meredith	City Attorney
Michael Wells	City Secretary
Molly Fox	Communications Director
Maria Joyner	Finance Director
Bobby LaPenna	Deputy Police Chief
Caryn Riggs	Chief Financial Officer
Cheryl Taylor	Public Works Director
Bill Walker	Fire Chief
Blake Williams	Purchasing Manager

## **REGULAR SESSION**

The Regular Session began at 6:00 p.m.

## **CALL TO ORDER/GENERAL COMMENTS**

Mayor Pro Tem Sabol called the meeting to order.

## **INVOCATION**

Reverend Balaji Boyalla with Saint Michael Catholic Church gave the invocation.

## **PLEDGE OF ALLEGIANCE**

The Pledges of Allegiance to the flags of the United States and Texas were given.

## **COUNCIL RECOGNITION**

- **Employee Service Recognition**

## **Council Minutes June 28, 2022**

The following employees received recognition for dedicated service and commitment to the City of Bedford:

Zach Meager, Fire Department – 5 years of service  
Joseph Dorman, Police Department – 5 years of service  
Jeff Pruett, Police Department – 15 years of service  
Amy James, Police Department – 35 years of service

- **Proclamation recognizing the month of July 2022 as National Parks and Recreation Month in the City of Bedford.**

Mayor Pro Tem Sabol read a proclamation recognizing the month of July 2022 as National Parks and Recreation Month in the City of Bedford. Parks Superintendent Don Henderson, Special Events Manager Wendy Hartnett, Special Events Assistant Cortney Beach, and Parks Crew Leaders Daniel Leslie and Jeff Scott accepted the proclamation.

- **Proclamation recognizing the month of July 2022 as National Monarch Butterfly Month in the City of Bedford.**

Mayor Pro Tem Sabol read a proclamation recognizing the month of July 2022 as National Monarch Butterfly Month in the City of Bedford. Beautification Advisory Board Chairperson Marty Geer accepted the proclamation.

### **PRESENTATIONS**

- **Presentation on the results of the National Community Survey, conducted by the National Research Center at Polco.**

Communications Director Molly Fox presented the results of the National Community Survey. She stated the City Council approved a community survey the previous year. The last survey was conducted in 2014. She stated staff needed a company with great statistically valid results to be able to be compared with other cities around the nation. Ms. Fox presented an overview of the survey process, which was conducted between January 27 and March 17. She stated the responses were weighed to reflect the City's demographics and there is a 95 percent level of confidence in the results. She stated the purpose of the survey is to gauge Bedford's livability based on economy; mobility; community design; utilities; safety; natural environment; parks and recreation; health and wellness; education, arts, and culture; and inclusivity and engagement.

Ms. Fox presented an overview of the results, with most results being similar to the national benchmarks, with the following exceptions: ranking higher with the job the government is doing at welcoming resident involvement; ranking higher with ease of travel by car, ease of public parking, and traffic flow on major streets; ranking lower on the overall quality of the transportation system; ranking higher on animal control; ranking much lower on water resources, which includes lakes, rivers, oceans; ranking higher on availability of affordable quality healthcare and health services, and the overall quality of health services; and ranking higher on the quality of public library services. She further presented an overview of separate public arts questions as well a comparison of results to similarly sized cities in the region of Texas, Arizona, Utah, and Oklahoma. She stated immediate priority areas based on the survey include the overall economic health in Bedford and a focus on the overall quality of the City's transportation system, meaning the quality of the streets.

In response to questions from Council, Ms. Fox stated there is a balance between performance and importance. Regarding timing, she stated such surveys should be done every two to three

## **Council Minutes June 28, 2022**

years. There was a total of 320 participants in the survey, all of which were weighted and non-biased. She felt the overall goal of the survey was to get higher benchmarks than national average. There was discussion on the statistical validity of the survey; deficiencies found in the survey, including volunteering being low; acting on the surveys; and future improvements, including work being done on the City's streets, improvements to the economy with Bedford Commons and with parks and recreation with Generations Park; and shaping the public arts program.

- **Presentation on the Quarterly Investment Report for the Fiscal 2nd Quarter ending March 31, 2022.**

Finance Director Maria Joyner stated the City's total portfolio as of March 31, 2022 was \$113,022,150 compared to \$142,343,985 at the same time the previous fiscal year, representing a decrease of 20.6 percent. The decrease was mainly due to expenditures for the Phase Next project and a property purchase for economic development purposes. The City has spent \$47,804,827 on the Phase Next Project and \$54,298 on the Bedford Performing Arts Center. Further, the City has earned \$3,550,637 in accumulated interest earnings for the Phase Next project over the life of the project.

Tim Pinion with Valley View Consulting, the City's investment advisors, stated the average yield on the City's funds increased from 0.26 percent to 0.40 percent over the previous quarter, with the average yield of State Water Implementation Fund for Texas (SWIFT) funds increasing from 0.11 percent to 1.11 percent. He discussed recent changes in the interest rate environment, interest earnings over the quarter and year-to-date, the City's portfolio comparing favorably to benchmark yields, the Treasury yield curves, and current interest rates in certificates of deposit and treasuries/agencies. He presented an overview of recent market highlights, including the Federal Reserve raising interest rates more than previously anticipated, employment moderating, a mismatch between job openings and job seekers, the increase of the median price of housing over the previous ten years, the recent increase in mortgage rates, and the decline in new home sales. He discussed the City's investment strategy, including the laddering of SWIFT funds.

### **OPEN FORUM**

Nobody signed up to speak under Open Forum.

### **CONSIDER APPROVAL OF ITEMS BY CONSENT**

City Manager Jimmy Stathatos presented an overview of the items on the consent agenda.

Motioned by Councilmember Cogan, seconded by Councilmember Farco, to approve the following items by consent: 1, 2 and 3.

Motion approved 4-0-0. Mayor Pro Tem Sabol declared the motion carried.

1. **Consider approval of the following City Council minutes:**  
a) **June 14, 2022 regular meeting**

This item was approved by consent.

2. **Consider a resolution authorizing the City Manager to amend the Professional Services Agreement with Halff Associates, Inc. in a reduced amount of \$111,733.14 for the survey, engineering, and landscape services for the preparation of construction**

## Council Minutes June 28, 2022

**documents of a community performing arts theater on the site of the Old Bedford School.**

This item was approved by consent.

3. Consider a resolution recommending award of the construction contract for the 47th Year Community Development Block Grant (CDBG) to McClendon Construction Company, Inc. for the Walter Street Paving Improvements (Bedford Court East to Cheryl Avenue) in the amount of \$461,255.

This item was approved by consent.

### **NEW BUSINESS**

4. Consider an ordinance approving a project and financing plan for Tax Increment Reinvestment Zone Number One, City of Bedford, Texas; making various findings related to such plan.

Assistant City Manager Andrea Roy presented information regarding this item. **See tape** She stated the plan gives a road map to move forward with the Bedford Commons Development. She presented an overview of the final Project and Financing Plan and stated there were no major changes to the preliminary plan besides some adjustments to the numbers. She presented an overview of the Tax Increment Reinvestment Zone (TIRZ), including the 10 Area Development Zones (ADZ); the concept plan; the anticipated development in the ADZs with an estimated \$110,000,000 in additional tax value; the estimated \$23,000,000 in project costs to make the project move forward; and the TIRZ revenue, with a base year of 2020 and the participation rate of the City, Tarrant County, and the Tarrant County College District.

Motioned by Councilmember Cogan, seconded by Councilmember Steves, to approve an ordinance approving a project and financing plan for Tax Increment Reinvestment Zone Number One, City of Bedford, Texas; making various findings related to such plan.

Motion approved 4-0-0. Mayor Pro Tem Sabol declared the motion carried.

5. Consider a resolution adopting the City of Bedford 2022 Parks and Trails Master Plan.

Dennis Sims with Dunkin Sims Stoffels, Inc. presented information regarding this item. He stated the original Master Plan was originally prepared in 2016 and submitted to the Texas Parks and Wildlife Department (TPWD), which uses it to score grant applications. The Plan is good for ten years, though TPWD requires an update after five years. He stated they like to see public input, and the City held three public meetings as part of the process, gauging what citizens wanted to see and what they currently use in their park system. Further, the **boards** used in the public meetings were also set up in Library lobby for several days and an online voting tool was used as well. Mr. Sims stated he took information from the public input and discussed it with staff as well as analyzed each individual park for needs. From that, his company assigned values for construction. He stated the plan lays out both the long and short term needs of the City's park system for the next four years.

There was discussion on how long it would take to hear back from TPWD regarding the Master Plan. City Manager Jimmy Stathatos stated staff would bring to Council components to be considered for the grant from TPWD but cautioned that it would have to be used at a single park. There was discussion on how smoothly the process for developing the update went.

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Motioned by Councilmember Farco, seconded by Councilmember Steves, to approve a resolution adopting the City of Bedford 2022 Parks and Trails Master Plan.

Motion approved 4-0-0. Mayor Pro Tem Sabol declared the motion carried.

### **6. Consider a resolution approving the City of Bedford's Purchasing Policy.**

Purchasing Manager Blake Williams presented information regarding this item. He stated that the Purchasing Policy was streamlined to make it easier to read and understand. The first significant change was the centralization of the purchasing process through the Finance Department, and specifically himself. His role is to provide Departments guidance, feedback, and help them through the procurement process, and to make it more consistent, fair, and equitable. The second significant change was to implement internal controls for procurement cards, including multiple levels of review on purchases, punitive measures for misuse of the cards, and establishing a program administrator. He felt the changes made the document more responsive versus reactive.

Motioned by Councilmember Steves, seconded by Councilmember Cogan, to approve a resolution approving the City of Bedford's Purchasing Policy.

Motion approved 4-0-0. Mayor Pro Tem Sabol declared the motion carried.

### **7. Consider a resolution authorizing the City Manager to enter into an interlocal agreement between the City of Bedford and the City of Euless for the design of intersection improvements at SH 121 and Cheek Sparger Road between Rio Grande Boulevard and FM 157 (Industrial Boulevard) in an amount not to exceed \$205,000.**

Public Works Director Cheryl Taylor presented information regarding this item. She stated the proposed improvements include a sidewalk along.... The City of Euless is taking the lead on the design of the improvements, and they approved this item at their meeting on June 14, 2022. The design should be completed over the summer, with construction slated to commence in the spring of 2023. Bedford's portion of \$205,000 would be paid from the Series 2021 General Obligation Bonds. In response to a question from Council, Ms. Taylor stated the main problem with the area is that there are no sidewalks along the access road for pedestrians to safely walk.

Motioned by Councilmember Steves, seconded by Councilmember Farco, to approve a resolution authorizing the City Manager to enter into an interlocal agreement between the City of Bedford and the City of Euless for the design of intersection improvements at SH 121 and Cheek Sparger Road between Rio Grande Boulevard and FM 157 (Industrial Boulevard) in an amount not to exceed \$205,000.

Motion approved 4-0-0. Mayor Pro Tem Sabol declared the motion carried.

### **8. Consider a resolution of the City of Bedford, Texas approving the American Rescue Plan Act Appropriation Plan; and recognizing and appropriating expenditures within the Fiscal Year 2022 Coronavirus Local Fiscal Recovery Fund Budget.**

City Manager Jimmy Stathatos presented information regarding this item, which is to bury the utility lines at the southwest corner of Harwood Road and Forest Ridge Drive in the amount of \$520,350 to beautify the area around Generations Park. He stated staff is recommending against this as there are other projects on which American Rescue Plan Act (ARPA) funds could be used.

There was discussion on where the main monument sign would be placed; signage around Generations Park; other uses for the ARPA funds, including matching grant money for parks and

## **Council Minutes June 28, 2022**

to help funding for the construction of the Performing Arts Center; and the timeframe to bury the lines.

Motioned by Councilmember Cogan, seconded by Councilmember Farco, to deny a resolution of the City of Bedford, Texas approving the American Rescue Plan Act Appropriation Plan; and recognizing and appropriating expenditures within the Fiscal Year 2022 Coronavirus Local Fiscal Recovery Fund Budget.

Motion approved 4-0-0. Mayor Pro Tem Sabol declared the motion carried.

### **9. Discussion and action regarding the appointment of the Mayor Pro Tem and Board and Commission Liaisons.**

There was discussion regarding tabling the item as there were two Councilmembers absent from the meeting.

Motioned by Councilmember Farco, seconded by Councilmember Cogan, to table the appointment of the Mayor Pro Tem and Board and Commission Liaisons.

Motion approved 4-0-0. Mayor Pro Tem Sabol declared the motion carried.

### **10. Mayor/Council Member Reports**

No reports were given.

### **11. City Manager/Staff Reports**

City Manager Jimmy Stathatos invited everybody to attend the Fourth of July fireworks.

### **EXECUTIVE SESSION**

- a) Pursuant to Section 551.071. Consultation with City Attorney regarding a contract with A&M Construction and Utilities-Harwood Road Hurst City Limits to Bedfordshire Water System Improvements**

Executive Session was not held.

### **12. Take any action necessary as a result of the Executive Session.**

Executive Session was not held.

### **ADJOURNMENT**

Mayor Pro Tem Sabol adjourned the meeting at 7:37 p.m.

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Michael Boyter, Mayor

**Council Minutes June 28, 2022**

ATTEST:

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Michael Wells, City Secretary



# Council Agenda Background

**PRESENTER:** Michael Wells, City Secretary

**DATE:** 07/12/22

**Council Mission Area:** Encourage citizen involvement.

**ITEM:**

Consider an ordinance amending Chapter 2 – Administration, Article III – Officers and Employees, Division 3. – Ethics, Section 2-114. – Ethics Commission of the Code of Ordinances, City of Bedford, Texas; providing this ordinance shall be cumulative of all ordinances; providing a severability clause; and providing an effective date.

**City Attorney Review:** Yes

**SUMMARY:**

This item is to amend the membership of the Ethics Commission to replace the chairperson of the now dissolved Community Affairs Commission and replace it with the chairperson of the Zoning Board of Adjustment.

**BACKGROUND:**

The City of Bedford Ethics Commission is comprised of the chairpersons of the Beautification Advisory Board, the Community Affairs Commission, the Cultural Arts Advisory Board, the Library Advisory Board, the Parks and Recreation Advisory Board, the Planning and Zoning Commission, and one resident at-large. At their meeting on June 14, 2022, the City Council passed an ordinance removing language in the Code of Ordinances regarding the Community Affairs Commission, thereby dissolving it. This ordinance would replace that position on the Ethics Commission with the chairperson of the Zoning Board of Adjustment. It also amends the language to reflect the actual names of the boards and commissions.

**RECOMMENDATION:**

Staff recommends the following motion:

Approval an ordinance amending Chapter 2 – Administration, Article III – Officers and Employees, Division 3. – Ethics, Section 2-114. – Ethics Commission of the Code of Ordinances, City of Bedford, Texas; providing this ordinance shall be cumulative of all ordinances; providing a severability clause; and providing an effective date.

**FISCAL IMPACT:**

N/A

**ATTACHMENTS:**

[Ordinance](#)  
[Redline Changes](#)

ORDINANCE NO. 2022-

AN ORDINANCE AMENDING CHAPTER 2 – ADMINISTRATION, ARTICLE III – OFFICERS AND EMPLOYEES, DIVISION 3. – ETHICS, SECTION 2-114. – ETHICS COMMISSION OF THE CODE OF ORDINANCES, CITY OF BEDFORD, TEXAS; PROVIDING THIS ORDINANCE SHALL BE CUMULATIVE OF ALL ORDINANCES; PROVIDING A SEVERABILITY CLAUSE; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the City of Bedford is a home rule city acting under its charter adopted by the electorate pursuant to Article XI, Section 5 of the Texas Constitution and Chapter 9 of the Local Government Code; and,

WHEREAS, the City Council of Bedford, Texas appointed a subcommittee of Council members to review the City's Boards and Commissions to review the purpose and goals, and modernize the City's Boards and Commissions as far as their activities within the City; and,

WHEREAS, the City Council of Bedford, Texas deems it necessary to amend the Code of Ordinances governing the City's Boards, Commissions, and Committees based on the recommendations of the subcommittee.

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF BEDFORD, TEXAS:

**SECTION 1.** That the findings above are found to be true and correct, and are incorporated herein.

**SECTION 2.** That Chapter 2 – Administration, Article III. – Officers and Employees, Division 3. – Ethics, Section 2-114. Ethics Commission, of the Code of Ordinances, City of Bedford, Texas, is hereby amended in its entirety to read as follows:

“Sec. 2-114. - Ethics commission.

- (a) *Creation.* There is hereby created an ethics commission which shall have the duties and powers, unless otherwise provided, to hear complaints and recommend the appropriate disposition of complaints heard under this division.
- (b) *Appointment of members.* The commission shall consist of seven members to include the chairpersons of the following city boards and commissions: beautification advisory board, cultural arts advisory board, library advisory board, parks and recreation advisory board, planning and zoning commission, and zoning board of adjustment; and one resident of the City of Bedford appointed by the city council. Each member, upon assuming a position as commissioner, shall take an oath of office comparable to that taken by councilmembers. One commissioner shall be designated by the board as chairperson. The employee in charge of finance shall serve as an ex officio member of the commission. All members must be residents of the city and must have resided within this city for 12 consecutive months preceding the appointment. No commission member may be an elected official, an employee of the city, or a family member of such officials or employees. No commission member may contract with or do business with the city. Any action taken or recommended by the commission must be by the affirmative vote of a majority of the total membership of the commission.
- (c) *Terms.* The resident member of the commission shall serve for a two-year term.
- (d) *Compensation.* No commissioner shall receive a salary but may be reimbursed for expenses in accordance with city policy.
- (e) *Meetings.* The commission shall establish regular meeting times, with no less than one meeting per year. Special meetings may be called as needed

ORDINANCE NO. 2022-

by the chairperson or by any two members. Absences from meetings shall be regulated pursuant to [section 2-170](#) of the Code of Ordinances.

(f) **Duties.** The commission's duties shall include:

- (1) Hearing complaints on violations of this division by officials or employees.
- (2) Giving nonbinding advice to the city council or other officials or employees on ethical questions. This includes rendering advisory opinions as described in section 2-116
- (3) Giving nonbinding recommendations to the city council on new and existing city policies on ethics.
- (4) Reviewing city councilmembers' expense reports, travel vouchers and requests for reimbursement for the purpose of rendering advisory opinions as described in section 2-116.

(g) **Chairperson.** The commission member appointed to serve as chairperson shall preside over all commission meetings and may call special commission meetings as needed, but otherwise shall have power equal to that of other commission members.

(h) **Rules.** The commission shall adopt rules in accordance with this division. The rules may establish procedures for use in commission meetings and procedures for use in meetings at which hearings are conducted.

(i) **Quorum.** All commission meetings must be heard by at least four members. At commission meetings, four shall constitute a quorum for the transaction of business, unless otherwise provided herein. Any action taken or recommended by the commission must be by the affirmative vote of a majority of the total membership of the commission.

(j) **Meetings to be open.** All meetings of the commission, except actual hearings of complaints, shall be open to the public. Hearings on complaints shall be closed to the public unless the party charged with a violation of this division requests that the hearing be open. The chairperson or an acting chairperson may administer oaths to witnesses at commission hearings.

**SECTION 3.** That this Ordinance shall be cumulative of all provisions of ordinances and of the Code of Ordinances of the City of Bedford, as amended, including but not limited to all Ordinances of the City of Bedford affecting zoning and land use, and shall not repeal any of the provisions of such ordinances except in those instances where provisions of such ordinances are in direct conflict with the provisions of this ordinance.

**SECTION 4.** That it is hereby declared to be the intention of the City Council that the phrases clauses sentences paragraphs and sections of this ordinance are severable and if any phrase clause sentence paragraph or section of this ordinance shall be declared unconstitutional by the valid judgment or decree of any court of competent jurisdiction such unconstitutionality shall not affect any of the remaining phrases clauses sentences paragraphs and sections of this ordinance since the same would have been enacted by the City Council without the incorporation in this ordinance of any such unconstitutional phrase clause sentence paragraph or section.

**SECTION 5.** That this ordinance shall be in full force and effect from and after its passage and it is so ordained.

PRESENTED AND PASSED this 12th day of July 2022, by a vote of \_\_ ayes, \_\_ nays and \_\_ abstention, at a regular meeting of the City Council of the City of Bedford, Texas.

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Michael Boyter, Mayor

**ORDINANCE NO. 2022-**

**ATTEST:**

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**Michael Wells, City Secretary**

**APPROVED AS TO FORM:**

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**Bryn Meredith, City Attorney**

ORDINANCE NO. 2022-

AN ORDINANCE AMENDING CHAPTER 2 – ADMINISTRATION, ARTICLE III – OFFICERS AND EMPLOYEES, DIVISION 3. – ETHICS, SECTION 2-114. – ETHICS COMMISSION OF THE CODE OF ORDINANCES, CITY OF BEDFORD, TEXAS; PROVIDING THIS ORDINANCE SHALL BE CUMULATIVE OF ALL ORDINANCES; PROVIDING A SEVERABILITY CLAUSE; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the City of Bedford is a home rule city acting under its charter adopted by the electorate pursuant to Article XI, Section 5 of the Texas Constitution and Chapter 9 of the Local Government Code; and,

WHEREAS, the City Council of Bedford, Texas appointed a subcommittee of Council members to review the City's Boards and Commissions to review the purpose and goals, and modernize the City's Boards and Commissions as far as their activities within the City; and,

WHEREAS, the City Council of Bedford, Texas deems it necessary to amend the Code of Ordinances governing the City's Boards, Commissions, and Committees based on the recommendations of the subcommittee.

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF BEDFORD, TEXAS:

SECTION 1. That the findings above are found to be true and correct, and are incorporated herein.

SECTION 2. That Chapter 2 – Administration, Article III. – Officers and Employees, Division 3. – Ethics, Section 2-114. Ethics Commission, of the Code of Ordinances, City of Bedford, Texas, is hereby amended in its entirety to read as follows:

“Sec. 2-114. - Ethics commission.

- (a) *Creation.* There is hereby created an ethics commission which shall have the duties and powers, unless otherwise provided, to hear complaints and recommend the appropriate disposition of complaints heard under this division.
- (b) *Appointment of members.* The commission shall consist of seven members to include the chairpersons of the following city boards and commissions: beautification advisory board, cultural arts advisory board, library advisory board, parks and recreation advisory board, planning and zoning commission, and zoning board of adjustment; and one resident of the City of Bedford appointed by the city council. Each member, upon assuming a position as commissioner, shall take an oath of office comparable to that taken by councilmembers. One commissioner shall be designated by the board as chairperson. The employee in charge of finance shall serve as an ex officio member of the commission. All members must be residents of the city and must have resided within this city for 12 consecutive months preceding the appointment. No commission member may be an elected official, an employee of the city, or a family member of such officials or employees. No commission member may contract with or do business with the city. Any action taken or recommended by the commission must be by the affirmative vote of a majority of the total membership of the commission.
- (c) *Terms.* The resident member of the commission shall serve for a two-year term.
- (d) *Compensation.* No commissioner shall receive a salary but may be reimbursed for expenses in accordance with city policy.
- (e) *Meetings.* The commission shall establish regular meeting times, with no less than one meeting per year. Special meetings may be called as needed

Deleted: community affairs

Deleted: and

ORDINANCE NO. 2022-

by the chairperson or by any two members. Absences from meetings shall be regulated pursuant to [section 2-170](#) of the Code of Ordinances.

(f) *Duties.* The commission's duties shall include:

- (1) Hearing complaints on violations of this division by officials or employees.
- (2) Giving nonbinding advice to the city council or other officials or employees on ethical questions. This includes rendering advisory opinions as described in section 2-116
- (3) Giving nonbinding recommendations to the city council on new and existing city policies on ethics.
- (4) Reviewing city councilmembers' expense reports, travel vouchers and requests for reimbursement for the purpose of rendering advisory opinions as described in section 2-116.

(g) *Chairperson.* The commission member appointed to serve as chairperson shall preside over all commission meetings and may call special commission meetings as needed, but otherwise shall have power equal to that of other commission members.

(h) *Rules.* The commission shall adopt rules in accordance with this division. The rules may establish procedures for use in commission meetings and procedures for use in meetings at which hearings are conducted.

(i) *Quorum.* All commission meetings must be heard by at least four members. At commission meetings, four shall constitute a quorum for the transaction of business, unless otherwise provided herein. Any action taken or recommended by the commission must be by the affirmative vote of a majority of the total membership of the commission.

(j) *Meetings to be open.* All meetings of the commission, except actual hearings of complaints, shall be open to the public. Hearings on complaints shall be closed to the public unless the party charged with a violation of this division requests that the hearing be open. The chairperson or an acting chairperson may administer oaths to witnesses at commission hearings.

**SECTION 3.** That this Ordinance shall be cumulative of all provisions of ordinances and of the Code of Ordinances of the City of Bedford, as amended, including but not limited to all Ordinances of the City of Bedford affecting zoning and land use, and shall not repeal any of the provisions of such ordinances except in those instances where provisions of such ordinances are in direct conflict with the provisions of this ordinance.

**SECTION 4.** That it is hereby declared to be the intention of the City Council that the phrases clauses sentences paragraphs and sections of this ordinance are severable and if any phrase clause sentence paragraph or section of this ordinance shall be declared unconstitutional by the valid judgment or decree of any court of competent jurisdiction such unconstitutionality shall not affect any of the remaining phrases clauses sentences paragraphs and sections of this ordinance since the same would have been enacted by the City Council without the incorporation in this ordinance of any such unconstitutional phrase clause sentence paragraph or section.

**SECTION 5.** That this ordinance shall be in full force and effect from and after its passage and it is so ordained.

PRESENTED AND PASSED this 12th day of July 2022, by a vote of \_\_ ayes, \_\_ nays and \_\_ abstention, at a regular meeting of the City Council of the City of Bedford, Texas.

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Michael Boyter, Mayor

ORDINANCE NO. 2022-

ATTEST:

Michael Wells, City Secretary

APPROVED AS TO FORM:

Bryn Meredith, City Attorney



# Council Agenda Background

PRESENTER: Jimmy Stathatos, City Manager

DATE: 07/12/22

**Council Mission Area:** Support and develop arts and culture in Bedford.

**ITEM:**

Consider a resolution of the City of Bedford, Texas approving the American Rescue Plan Act Appropriation Plan; and recognizing and appropriating expenditures within the Fiscal Year 2022 Coronavirus Local Fiscal Recovery Fund Budget.

**City Attorney Review:** N/A

**SUMMARY:**

On May 10, 2021, the U.S. Department of the Treasury announced the launch of the Coronavirus State and Local Fiscal Recovery Funds, established by the American Rescue Plan Act of 2021 (ARPA), to provide emergency funding for eligible state, local, territorial, and Tribal governments, to support the immediate pandemic response, bring back jobs, and lay the groundwork for a strong and equitable recovery. Staff is proposing projects that support the ARPA plan, with the desire that the plan will provide a framework for a strong and equitable recovery for all residents.

**BACKGROUND:**

The proposed project is based on the allowable uses as authorized by the U.S. Department of the Treasury and the City's current needs. The City received preliminary estimates on the project below; therefore, the proposed project is ready for implementation. The total cost of the proposed project is \$20,590

The Library is requesting to install permanent acrylic shields at the Information Desk and the Youth Services Desk. During June of 2020, temporary shields were built using closet brackets, acrylic sheets, and gorilla tape. The shields allowed the Library to safely open in order to provide patrons access to public computers and materials. Installing permanent acrylic shields will continue to help prevent the spread of viruses through airborne contaminants, such as sneezing, droplets, and other particulates. Counter shields will help protect both employees and customers from infectious illnesses such as COVID-19, provide a physical barrier between patrons and staff, and provide a professional and aesthetically pleasing look for library service points.

APPROVED ARPA	10/12/21		\$	1,531,948.00
APPROVED ARPA	11/23/21		\$	2,193,000.00
APPROVED ARPA	1/25/22		\$	164,200.00
APPROVED ARPA	3/8/22	FIRE	\$	74,201.13
APPROVED ARPA	3/8/22	FIRE	\$	31,251.13
APPROVED ARPA	3/22/22		\$	941,000.00
APPROVED ARPA	4/26/22		\$	373,648.00
PROPOSED	6/28/22		\$	<b>20,590.00</b>
<hr/>		TOTAL	\$	<b>5,329,838.26</b>

## **ADDITIONAL BACKGROUND:**

On May 10, 2021, the U.S. Department of the Treasury announced the launch of the Coronavirus State and Local Fiscal Recovery Funds, established by the American Rescue Plan Act of 2021 (ARPA), to provide emergency funding for eligible state, local, territorial, and Tribal governments, to support the immediate pandemic response, bring back jobs, and lay the groundwork for a strong and equitable recovery. In Texas, both large cities – entitlement cities (populations over 50,000) and small cities and towns – non-entitlement units of local government (populations under 50,000, which includes the City of Bedford) have received ARPA funding allocations. In total, small cities, including Bedford in Texas have been allocated approximately \$1.38 billion.

Fiscal Recovery Funds are intended to provide support to state, local, and tribal governments in responding to the impact of COVID-19 and in their efforts to contain the negative impacts of the COVID-19 Pandemic on their communities, residents, and businesses. The Fiscal Recovery Funds build on and expand the support provided to governments over the last year, including the Coronavirus Relief Fund (CRF).

The permitted uses of the funds, are prescribed and limited as follows:

- a) To respond to the public health emergency or its negative economic impacts, including assistance to households, small businesses, and nonprofits, or aid to impacted industries such as tourism, travel, and hospitality;
- b) To respond to workers performing essential work during the COVID-19 public health emergency by providing premium pay to eligible workers;
- c) For the provision of government services to the extent of the reduction in revenue due to the COVID-19 public health emergency relative to revenues collected in the most recent full fiscal year prior to the emergency; and
- d) To make necessary investments in water, sewer, or broadband infrastructure.

The City of Bedford received a funding allocation of \$12,153,653.02 in Fiscal Recovery Funds based on the report issued by the U.S. Department of the Treasury. The first payment, equal to one half of the City's allocation in the amount of \$6,076,826.51, was received by the City on August 23, 2021. ARPA requires that payments from the Fiscal Recovery Funds be used only to cover costs and expenditures incurred by a local government by December 31, 2024. ARPA recipients must return any funds not obligated by December 31, 2024, and any funds not expended to cover these obligations by December 31, 2026.

The federal funds do not require a match and would be expended on programs that largely do not represent ongoing obligations once the federal funds are fully expended. In that these federal funds are intended to stimulate the economy, and the City's investment of these funds would be aimed at making the recipients and beneficiaries more self-sufficient, there should be a positive fiscal, economic, and tax generation impact on the City over the long term.

## **RECOMMENDATION:**

Staff recommends the following motion:

Approval of a resolution of the City of Bedford, Texas approving the American Rescue Plan Act Funding Appropriation Plan; and recognizing and appropriating expenditures within the Fiscal Year 2022 Coronavirus Local Fiscal Recovery Fund Budget.

<b><u>FISCAL IMPACT:</u></b>	<b><u>ATTACHMENTS:</u></b>
FY2021-2022 Budget ARPA Grant Expenditures:	<a href="#">Resolution</a> \$20,590

**RESOLUTION NO. 2022-**

**A RESOLUTION OF THE CITY OF BEDFORD, TEXAS APPROVING THE AMERICAN RESCUE PLAN ACT APPROPRIATION PLAN; AND RECOGNIZING AND APPROPRIATING EXPENDITURES WITHIN THE FISCAL YEAR 2022 CORONAVIRUS LOCAL FISCAL RECOVERY FUND BUDGET.**

**WHEREAS, on May 10, 2021, the U.S. Department of the Treasury announced the launch of the Coronavirus State and Local Fiscal Recovery Funds, established by the American Rescue Plan Act of 2021 (ARPA), to provide emergency funding for eligible state, local, territorial, and Tribal governments, to support the immediate pandemic response, bring back jobs, and lay the groundwork for a strong and equitable recovery; and,**

**WHEREAS, as a result of the Pandemic, cities have been called on to respond to the needs of their communities; and,**

**WHEREAS, ARPA funds are intended to provide support to state, local, and tribal governments in responding to the impact of COVID-19; and,**

**WHEREAS, on August 23, 2021, Bedford, Texas received the first appropriation of ARPA funding in the amount of \$6,076,826.51.**

**NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF BEDFORD, TEXAS:**

**SECTION 1. That the findings above are found to be true and correct, and are incorporated herein.**

**SECTION 2. That the City Council does hereby authorize the City Manager to use ARPA funds in a manner consistent with the Department of Treasury's guidance.**

**SECTION 3. That the City Council does hereby approve the following project as part of the ARPA Appropriation Plan:**

**Installation of permanent acrylic shields at the Library Information Desk and the Youth Services Desk in the amount of \$20,590.**

**PRESENTED AND PASSED this 12th day of July 2022, by a vote of \_\_ ayes \_\_ nays and \_\_ abstentions, at a regular meeting of the City Council of the City of Bedford, Texas.**

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**Michael Boyter, Mayor**

**ATTEST:**

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**Michael Wells, City Secretary**



# Council Agenda Background

**PRESENTER:** Blake Williams, Purchasing Manager

**DATE:** 07/12/22

**Council Mission Area:** Provide a safe and friendly community environment.

**ITEM:**

Consider a resolution approving the Construction Manager-at-Risk service delivery method for the design and construction of a Performing Arts Center, located at 2400 School Lane.

**City Attorney Review:** Yes

**SUMMARY:**

This item is for City Council to approve the use of the Construction Manager-at-Risk procurement method for the design and construction of the new Performing Arts Facility.

**BACKGROUND:**

The City of Bedford, pursuant to the provisions of Texas Local Government Code 2269, is looking to hire a firm to act as the Construction Manager-at-Risk for the design and construction of a Performing Arts Facility on land located at 2400 School Lane. The facility will be approximately 15,000 square feet and include rooms and associated spaces where performances will be held.

The City of Bedford Procurement Policy and Texas Local Government Code 2269 allows municipalities to use alternative project delivery methods, including Construction Manager-at-Risk, when entering into a contract for the construction of a facility. Section 2269.056 requires that a governing body approve the alternative delivery method, which must provide the best value for the municipality. The Construction Manager-at-Risk method provides value engineering and constructability reviews throughout the design process, which reduces the likelihood of design errors and costly change orders during construction.

**RECOMMENDATION:**

Staff recommends the following motion:

Approval of a resolution approving the Construction Manager-at-Risk service delivery method for the design and construction of a Performing Arts Center, located at 2400 School Lane.

**FISCAL IMPACT:**

N/A

**ATTACHMENTS:**

[Resolution](#)

RESOLUTION NO. 2022-

**A RESOLUTION AUTHORIZING THE CONSTRUCTION MANAGER-AT-RISK SERVICE DELIVERY METHOD FOR THE DESIGN AND CONSTRUCTION OF A PERFORMING ARTS CENTER, LOCATED AT 2400 SCHOOL LANE.**

WHEREAS, the City of Bedford, a Texas home-rule municipal corporation, intends to construct a multi-million dollar Performing Arts Center for the community to be located at 2400 School Lane approximately 20,000 square feet in size; and,

WHEREAS, Chapter 2269 of the Texas Government Code authorizes municipalities to use certain alternative project delivery methods, including Construction Manager-at-Risk, when entering into a contract for the construction of a facility; and,

WHEREAS, Section 2269.056 of the Texas Government Code requires that a governing body that is considering a construction contract using a method specified under Chapter 2269 other than competitive bidding to determine, prior to advertising the project, which method provides the best value for the municipality; and,

WHEREAS, the Construction Manager-at-Risk ("CMAR") delivery method is authorized under Section 2269.251 of the Texas Government Code for the construction of facilities and improvements to real property; and

WHEREAS, the use of CMAR, and the selection of a Construction Manager prior to completion of the final design documents, allows for value engineering and constructability reviews throughout the design process, thus reducing the likelihood of design errors and costly change orders during construction; and,

WHEREAS, CMAR does not eliminate the requirement for competitive bidding, but allows for bidding by each type of work rather than a single bid for the entire project; and,

WHEREAS, CMAR has proven to result in lower overall project cost and timelier project completion; and,

WHEREAS, after discussion with City staff, the Council finds that CMAR will provide Bedford with the best value for the construction of its Performing Arts Center.

**NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF BEDFORD, TEXAS:**

**SECTION 1.** That the findings above are found to be true and correct, and are incorporated herein.

**SECTION 2.** That the Construction Manager-at-Risk delivery method is approved and adopted by the City Council for the construction of the Performing Arts Center; and, from the effective date of this resolution, all City purchases of supplies, materials, services, which include professional, and construction-related services, by City staff related to the construction of the Performing Arts Center shall be conducted in accordance with the City of Bedford Purchasing Policy and applicable state law.

**SECTION 3.** That any prior resolutions inconsistent with this resolution are hereby repealed.

**SECTION 4.** That this resolution shall take effect from and after the date of its passage.

**RESOLUTION NO. 2022-**

**PRESENTED AND PASSED** this 12th day of July 2022, by a vote of \_\_ ayes, \_\_ nays and \_\_ abstentions, at a regular meeting of the City Council of the City of Bedford, Texas.

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**Michael Boyter, Mayor**

**ATTEST:**

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**Michael Wells, City Secretary**



# Council Agenda Background

PRESENTER: Mayor and Council  
Michael Wells, City Secretary

DATE: 06/28/22

**Council Mission Area:** Be responsive to the needs of the community.

**ITEM:**

Discussion and action regarding the appointment of the Mayor Pro Tem and Board and Commission Liaisons.

**City Attorney Review:** N/A

**SUMMARY:**

This item is for Council to appoint a new Mayor Pro Tem and the Council liaisons to the Citizen Boards and Commissions.

**BACKGROUND:**

Attached is the current listing of all existing Boards and Commissions in which Council Members serve as liaisons. New appointments need to be made for the 2022-2023 Council term.

**RECOMMENDATION:**

N/A

**FISCAL IMPACT:**

N/A

**ATTACHMENTS:**

[Council Appointments to Boards and Commissions](#)

**CITY OF BEDFORD**  
**MAYOR AND CITY COUNCIL APPOINTMENTS TO**  
**BOARDS, COMMISSIONS, AND COMMITTEES 2022-23**

<b>Mayor Pro-Tem</b>	Amy Sabol	<b>NEW MAYOR PRO-TEM</b>
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<b>BEDFORD BOARD, COMMISSION, AND COMMITTEE LIAISON</b>	<b>CURRENT COUNCIL MEMBER LIAISON</b>	<b>STAFF LIAISON</b>	<b>MEETING DATE</b>	<b>NEW COUNCIL MEMBER LIAISON</b>
Animal Shelter Advisory Board	VACANT	Bobby LaPenna	3x per year	
Beautification Advisory Board	Michael Boyter	Don Henderson	3 <sup>rd</sup> Mondays @ 6:30pm	
Cultural Arts Advisory Board	Rob Gagliardi	Krissi Oden	2 <sup>nd</sup> Monday (@6:30 pm)	
Library Advisory Board	Dan Cogan	Maria Redburn	3 <sup>rd</sup> Wednesday (@ 7:00pm)	
Parks & Recreation Advisory Board	VACANT	Don Henderson	1 <sup>st</sup> Thursday @ 6:30 pm	

<b>COMMITTEE, FOUNDATION, AND CORPORATION MEMBERS</b>	<b>CURRENT COUNCIL MEMBER(S)</b>	<b>MEETING DATE</b>	<b>NEW COUNCIL MEMBER(S)</b>
Audit Committee (Mayor and 2 Members required)	Michael Boyter, VACANT, Amy Sabol	Varies	
Street Improvement Economic Development Corporation	Michael Boyter, VACANT, Rob Gagliardi, Amy Sabol	3rd Tuesday of January & July	
Investment Committee Member	Michael Boyter	Varies	
Trinity River Authority	VACANT	As necessary	
Economic Development Foundation	Michael Boyter	As necessary	
Industrial Development Authority	VACANT, Dan Cogan, Amy Sabol	As necessary	
Health Facilities Development Corporation	Dan Cogan, Amy Sabol, Rob Gagliardi	As necessary	



# Council Agenda Background

<u>PRESENTER:</u> Jimmy Stathatos, City Manager Dennis Sims, PLA	<u>DATE:</u> 07/12/22
<p><b>Council Mission Area:</b> Be responsive to the needs of the community.</p>	
<p><b>ITEM:</b></p> <p>Public hearing and consider a resolution of the City of Bedford designating the City Manager as being responsible for, acting for, and on behalf of the City in dealing with the Texas Parks &amp; Wildlife Department for the purpose of participating in the Local Park Grant Program; certifying that the City is eligible to receive program assistance; certifying that the City's matching share is readily available; and dedicating the proposed site for permanent (or for the term of the lease for leased property) public park and recreational uses.</p>	
<p><b>City Attorney Review:</b> N/A</p>	
<p><b>SUMMARY:</b></p> <p>This resolution is to authorize the City Manager to apply for funding through the Texas Parks and Wildlife Local Parks Grant Program. This is a \$1.5M grant with a 50% matching requirement.</p>	
<p><b>BACKGROUND:</b></p> <p>The Local Park Grant Program consists of five individual programs that assist local units of government with the acquisition and/or development of public recreation areas and facilities throughout the State of Texas. The Program provides 50% matching grants on a reimbursement basis to eligible applicants. Once funded, all grant assisted sites must be dedicated as parkland in perpetuity, properly maintained and open to the public. If awarded, the grant will fund the following amenities at Generations Park:</p> <ul style="list-style-type: none"><li>• Hike and Bike Trail Extension</li><li>• Tennis Courts</li><li>• Playground Shade Structure</li><li>• Disc Golf Course Extension</li><li>• Picnic Tables and Benches</li></ul>	
<p><b>RECOMMENDATION:</b></p> <p>Staff recommends the following motion:</p> <p>Approval of a resolution of the City of Bedford designating the City Manager as being responsible for, acting for, and on behalf of the City in dealing with the Texas Parks &amp; Wildlife Department for the purpose of participating in the Local Park Grant Program; certifying that the City is eligible to receive program assistance; certifying that the City's matching share is readily available; and dedicating the proposed site for permanent (or for the term of the lease for leased property) public park and recreational uses.</p>	
<u>FISCAL IMPACT:</u> 50% Match Required – \$750,000 to be sourced from Generations Park savings and ARPA funds.	<u>ATTACHMENTS:</u> <a href="#">Resolution</a> <a href="#">Generations Park Request Map</a>

RESOLUTION NO. 2022-

A RESOLUTION OF THE CITY OF BEDFORD AS HEREINAFTER REFERRED TO AS "APPLICANT," DESIGNATING THE CITY MANAGER AS BEING RESPONSIBLE FOR, ACTING FOR, AND ON BEHALF OF THE APPLICANT IN DEALING WITH THE TEXAS PARKS & WILDLIFE DEPARTMENT, HEREINAFTER REFERRED TO AS "DEPARTMENT," FOR THE PURPOSE OF PARTICIPATING IN THE LOCAL PARK GRANT PROGRAM, HEREINAFTER REFERRED TO AS THE "PROGRAM"; CERTIFYING THAT THE APPLICANT IS ELIGIBLE TO RECEIVE PROGRAM ASSISTANCE; CERTIFYING THAT THE APPLICANT MATCHING SHARE IS READILY AVAILABLE; AND DEDICATING THE PROPOSED SITE FOR PERMANENT (OR FOR THE TERM OF THE LEASE FOR LEASED PROPERTY) PUBLIC PARK AND RECREATIONAL USES.

WHEREAS, the Applicant is fully eligible to receive assistance under the Program; and

WHEREAS, the Applicant is desirous of authorizing an official to represent and act for the Applicant in dealing with the Department concerning the Program;

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF BEDFORD, TEXAS:

- SECTION 1.** That the findings above are found to be true and correct, and are incorporated herein.
- SECTION 2.** That the Applicant hereby certifies that they are eligible to receive assistance under the Program, and that notice of the application has been posted according to local public hearing requirements.
- SECTION 3.** That the Applicant hereby certifies that the matching share for this application is readily available at this time.
- SECTION 4.** That the Applicant hereby authorizes and directs the City Manager to act for the Applicant in dealing with the Department for the purposes of the Program, and that Jimmy Stathatos, or his designee, is hereby officially designated as the representative in this regard.
- SECTION 5.** That Applicant hereby specifically authorizes the official to make application to the Department concerning the site to be known as Generations Park in the City of Bedford or use as a park site and is hereby dedicated (or will be dedicated upon completion of the proposed acquisition) for public park and recreation purposes in perpetuity (or for the lease term, if legal control is through a lease). Projects with federal monies may have differing requirements.

PRESENTED AND PASSED this 12th day of July 2022, by a vote of    ayes,    nays and    abstentions, at a regular meeting of the City Council of the City of Bedford, Texas.

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Michael Boyter, Mayor

ATTEST:

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Michael Wells, City Secretary



TPWD Local Parks Grant Request: Tennis Courts • Trail Extension • Playground Shade Structure • Disc Golf Extension • Picnic Tables and Benches



# Council Agenda Background

**PRESENTER:** Andrea Roy, Development Director

**DATE:** 07/12/22

**Council Mission Area:** Foster economic growth.

**ITEM:**

Consider a resolution of the City of Bedford, Texas, approving an economic development program agreement, pursuant to Chapter 380 of the Texas Local Government Code and the City's Economic Development Policy and Program, with Rock Island Auction Company and Moose Texas Holdings, LLC, for relocation of the company's headquarters to 3600 Harwood Road.

**City Attorney Review:** Yes

**SUMMARY:**

The subject request relates to the proposed Chapter 380 Agreement between the City of Bedford and Rock Island Auction Company/ Moose Texas Holdings, LP (company/property owner), for Rock Island Auction to relocate their corporate headquarters from Rock Island, Illinois to Bedford. Rock Island Auction, the world's largest, fine and historic, firearms, and militaria auction house, has purchased the retail center at 3508 Harwood and the anchor space at 3600 Harwood, and will make various improvements to the site. In exchange for these much-needed improvements, the City will provide various incentives to the company over a ten-year period.

**BACKGROUND:**

The City has been in negotiations with Rock Island Auction since last year, as the company sought Specific Use Permit approval (November 2021) for the office/showroom use. The company considered several other Texas locations but cited Bedford's central geographic location, population density, thriving and robust economy, and proximity to nearby airports, as reasons for ultimately choosing Bedford.

Rock Island Auction conducts six live sales and 15 "online" sales annually and currently employs 155 full-time employees. The company caters to all levels of collectors, but specializes in the most elite, historic, rare, and consequently, the most expensive collectibles. Clients come from all over the world, contributing to the company holding over 80 world records for individual objects in their field, including eight seven-figure individual sales, which contributed to the company surpassing \$100,000,000 in sales for the first time this year. The company will bring to the community tens of thousands of clients, who will sleep, eat, and shop in Bedford. Not only will the City benefit from the company's corporate presence and its visitors, but approximately 10% of the company's overall taxable sales are anticipated to be sourced in Bedford, significantly contributing to the local economy.

Rock Island Auction will occupy the 85,899 sq. ft. big box retail anchor space (formerly Wal-Mart and Beryl), making at least a \$5,000,000 capital investment in the overall site, which includes façade improvements, installation of various security measures, replacement/repair of generators, various structural, mechanical, electrical and plumbing repairs, and significant interior modifications to construct a new lobby, auction hall, preview hall, board room, general office space, and general storage/open space. Some of these improvements have already begun and will be completed no later than December 31, 2023.

The company will relocate from Rock Island, Illinois to Bedford, and will ramp up staffing prior to conducting auctions. The incentive agreement requires a minimum of 20 full-time employees within two years of the Certificate of Occupancy being issued, and another 20 by the sixth year, for a minimum total of 40 employees, which must be maintained throughout the life of the agreement. However, it is anticipated that employment numbers will exceed these minimums.

In exchange for the company's noted commitments, the proposed Chapter 380 Agreement provides for a 10-year, 75% real and business personal property tax rebate, \$100,000 façade improvement grant, permit fee

waiver, and a five-year, 10% sales tax rebate (applicable to the 1% General Fund only) on the project's local taxable sales. A 10-year cost-benefit analysis conservatively indicates a total cost to the City of \$190,878, providing a minimum net benefit of over \$2,157,779. The payback period of the provided cash incentive is at 0.5 years. A summary of the cost-benefit analysis is attached.

Regarding the real and business personal property incentive, the rebate will apply to the added taxable value above and beyond the current year's tax value (for 2022). The City will maintain 100% of the current level of property taxes from the property and benefit from 25% of the increased values.

The agreement contains full recapture language if the company were to breach the terms of the agreement, which will allow the City to seek a refund of the provided incentives to date.

**RECOMMENDATION:**

Staff recommends the following motion:

Approval of a resolution of the City of Bedford, Texas, approving an economic development program agreement, pursuant to Chapter 380 of the Texas Local Government Code and the City's Economic Development Policy and Program, with Rock Island Auction Company and Moose Texas Holdings, LLC, for relocation of the company's headquarters to 3600 Harwood Road.

**FISCAL IMPACT:**

Funds for the Façade Improvement Grant (\$100,000) are available in the Economic Development Fund (126.35.02).

**ATTACHMENTS:**

[Resolution](#)  
[Chapter 380 Incentive Agreement](#)  
[Economic Impact Summary Report](#)

RESOLUTION NO. 2022-

**A RESOLUTION APPROVING A CHAPTER 380 ECONOMIC DEVELOPMENT AGREEMENT BETWEEN THE CITY OF BEDFORD, TEXAS AND MOOSE TEXAS HOLDINGS, LLC, AND ROCK ISLAND AUCTION COMPANY; AND PROVIDING AN EFFECTIVE DATE.**

WHEREAS, the City of Bedford, Texas is a Home Rule municipality acting under its Code of Ordinances adopted by the electorate pursuant to Article XI, of the Texas Constitution and Chapter 9 of the Local Government Code; and,

WHEREAS, Chapter 380 of the Texas Local Government Code authorizes municipalities to establish and provide for the administration of programs that promote economic development and stimulate business and commercial activity in the City; and,

WHEREAS, the City Council of Bedford, Texas desires to enter into a Chapter 380 Economic Development Agreement with Moose Texas Holdings, LLC and Rock Island Auction Company; and,

WHEREAS, upon full review and consideration of the agreement and all matters attendant and related thereto, the City Council is of the opinion that the agreement will assist in implementing a program whereby economic development will be promoted and business and commercial activity will be stimulated in the City.

**NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF BEDFORD, TEXAS:**

**SECTION 1.** That the findings above are found to be true and correct, and are incorporated herein in their entirety.

**SECTION 2.** That the Chapter 380 Economic Development Agreement with Moose Texas Holdings, LLC and Rock Island Auction Company, attached hereto as Exhibit "A," is approved.

**SECTION 3.** That this resolution shall be in full force and effect from and after its date of passage and it is so resolved.

**PRESENTED AND PASSED** this 12th day of July 2022, by a vote of    ayes,    nays, and    abstentions, at a regular meeting of the City Council of the City of Bedford, Texas.

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Michael Boyter, Mayor

ATTEST:

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Michael Wells, City Secretary

EXHIBIT "A"

**RESOLUTION NO. 2022-**

**The Agreement**

**CHAPTER 380 ECONOMIC DEVELOPMENT AGREEMENT**  
**BY AND BETWEEN**  
**THE CITY OF BEDFORD, TEXAS,**  
**MOOSE TEXAS HOLDINGS, LP &**  
**ROCK ISLAND AUCTION COMPANY**

This Chapter 380 Economic Development Agreement (“Agreement”) is made by and between the City of Bedford, Texas (“City”), Moose Texas Holdings, LP, a Texas limited partnership (“MTH”), and Rock Island Auction Company, an Illinois Corporation (“RIAC” and together with MTH the “Company”). City and Company are sometimes hereafter referred to individually as a “party” and collectively as the “parties.”

**RECITALS**

**WHEREAS**, the Company intends to relocate its corporate headquarters to, and purchase, an approximately 90,000 square foot office showroom located at 3600 Harwood Road and an approximately 41,000 square foot retail center located at 3508 Harwood Road, City of Bedford, Texas; and

**WHEREAS**, the Company intends to make significant improvements to Property and locate and maintain Tangible Personal Property (hereinafter defined) at the Facility; and

**WHEREAS**, the City is authorized by Article 52-a of the Texas Constitution and Chapter 380 of the Texas Local Government Code to establish programs to promote local economic development and to stimulate business and commercial activity in the City; and

**WHEREAS**, the City has determined that establishing a program to bring the Company to the City in accordance with this Agreement will further the objectives of the City, benefit the City and the City’s inhabitants, and promote economic development and stimulate business and commercial activity in the City.

**NOW THEREFORE**, in consideration of the foregoing, and on the terms and conditions set forth below, and other valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

**ARTICLE 1**  
**DEFINITIONS**

For purposes of this Agreement, each of the following terms shall have the meaning set forth herein unless the context clearly indicates otherwise:

“Agreement,” “City,” and “Company” have the meanings as described above.

“Base Year Taxes” means City ad valorem taxes assessed against the Property and collected by City for Tax Year 2022.

“Bankruptcy or Insolvency” shall mean the dissolution or termination of a party’s existence as a going business, insolvency, appointment of receiver for any part of such party’s property and such appointment is not terminated within ninety (90) days after such appointment is initially made, any general assignment for the benefit of creditors, or the commencement of any proceeding under any bankruptcy or insolvency laws by or against such party and such proceeding is not dismissed within ninety (90) days after the filing thereof.

“CO Date” shall mean the date a certificate of occupancy is issued by the City for the occupancy of the Facility by Company.

“Company Records” shall have the meaning as defined in Section 3.7 of this Agreement.

“Effective Date” shall mean the last date this Agreement is executed by the parties.

“Expiration Date” shall mean the date of payment of the last of the Grants, unless sooner terminated as provided herein.

“Façade Improvements” means the exterior enhancements and repairs (parking lot repairs, landscaping, painting, cleaning, or re-siding the building, awning, canopy or window repair/replacement, irrigation, curbing, and signage) to be made by Company to the Property and the buildings located on the Property.

“Façade Improvement Grant” means a one-time payment to be made by City to Company as a reimbursement for a portion of the cost of the Façade Improvements made by Company, such payment to be an amount equal to the lesser of (i) 100% of the actual costs incurred by Company in making the Façade Improvements, or (ii) One Hundred Thousand and No Dollars (\$100,000.00).

“Facility” means the building located at 3600 Harwood Road, Bedford, Texas, 76021.

“Force Majeure” shall mean any contingency or cause beyond the reasonable control of a party including, without limitation, acts of God or the public enemy, war, terrorist act, or threat thereof, riot, civil commotion, insurrection, government action or inaction (unless caused by the intentionally wrongful acts or omissions of the party), fires, earthquake, tornado, hurricane, explosions, floods, strikes, slowdowns or work stoppages.

“FTE” shall mean any employee working for Company or its affiliate UP Management, LLC at the Facility on a forty (40) hour or more per week schedule, a combination of two (2) or more employees on part time schedules that equal forty (40) hours, or any full time job created by the Company.

“Grants” shall collectively mean the Real Property Grants, TPP Grants, Sales Tax Grants, and Facade Improvement Grant.

“Grant Year Taxes” means the ad valorem taxes assessed by City against the Property and collected by City for the applicable Tax Year.

“**Impositions**” shall mean all taxes, assessments, use and occupancy taxes, charges, excises, license and permit fees, and other charges by public or governmental authority, general and special, ordinary and extraordinary, foreseen and unforeseen, which are or may be assessed, charged, levied, or imposed by any public or governmental authority on Company or any property or any business owned by Company within City.

“**Property**” shall mean Lots 1 and 2, Block 1, WHISPERWOOD CENTER ADDITION to the City of Bedford, Tarrant County, Texas, according to plat recorded in Volume 388-210, Page 4, Real Property Records, Tarrant County, Texas, commonly known as: 3508 and 3600 Harwood Road, Bedford, Texas.

“**Payment Request**” means a written request from Company to City for payment of the Real Property Grants, TPP Grants, Façade Improvement Grant, and Sales Tax Grants, as the case may be, which request shall be accompanied by evidence reasonably satisfactory to City to establish that Company is in compliance with this Agreement. The Payment Request must be submitted in accordance with the notice provisions of this Agreement.

“**Real Property Grants**” shall mean ten (10) consecutive annual economic development grants to be provided by City to Company, each in an amount equal to seventy-five percent (75%) of the Grant Year Taxes for the applicable Grant Year in excess of the Base Year Taxes calculated as follows: (Grant Year Taxes - Base Year Taxes) x (75%), to be paid as set forth herein. Each individual annual payment shall be referred to as a “Real Property Grant.”

“**Related Agreement**” shall mean any agreement (other than this Agreement) by and between City and Company.

“**Required Use**” shall mean the continuous operation of Company’s headquarters conducting retail and direct auction sales, corporate support functions, and customer service operations.

“**Sales Tax Grants**” means the grants as described in Section 4.5.

“**Sales Tax Report**” has the meaning as set forth in Section 3.6.

“**Sales and Use Tax**” means the City’s municipal sales and use tax, currently at the rate of one percent (1.0%) pursuant to Chapter 321 of the Texas Tax Code, as amended; provided, however, should the electors of the City reallocate the Sales and Use Tax or should the Texas Legislature amend the applicable tax code provision to increase or decrease the amount of allowed municipal sales and use tax, then in the event of a decrease, Sales and Use Tax shall mean the actual amount of sales and use tax received by the City, and in the event of an increase, the Sales and Use Tax shall mean one percent (1.0%). Sales and Use Tax does not include any dedicated sales and use tax collected by the City.

“**Tangible Personal Property**” shall have the same meaning assigned by Texas Tax Code, Section 1.04, and shall mean Tangible Personal Property owned by Company and located at the

Facility. Tangible Personal Property does not include inventory, supplies, Freeport Goods or Goods in Transit.

“Tax Year” shall have the meaning assigned to such term in Section 1.04 of the Texas Tax Code (i.e., the calendar year).

“Term” shall have the meaning as defined in Article 2 of this Agreement.

“TPP Grants” shall mean ten (10) consecutive annual economic development grants to be provided by City to Company, each in an amount equal to seventy-five percent (75%) of the TPP Tax. Each annual individual grant shall be referred to hereafter as a “TPP Grant.”

“TPP Tax” shall mean the ad valorem taxes assessed by City against the Tangible Personal Property located at the Property and collected by City for the applicable Tax Year.

## **ARTICLE 2 PROGRAM AND TERM**

2.1 Program. A program authorized under Chapter 380 of the Texas Local Government Code is hereby established to bring the Company to the City. The terms of this Agreement shall implement the program.

2.2 Term. The term of this Agreement (“Term”) will commence on the Effective Date and will continue until the Expiration Date, unless sooner terminated as provided herein.

## **ARTICLE 3 COMPANY OBLIGATIONS**

The obligation of City to provide the Permit Fee Waivers and pay the Grants shall be conditioned upon the compliance and satisfaction by Company of the terms and conditions of this Agreement and each of the conditions set forth in this Article 3.

3.1 Good Standing. Company shall not have an uncured breach or default of this Agreement or a Related Agreement.

3.2 Site Improvements. No later than December 31, 2022, Company shall commence construction of building and site enhancements at the Property, including but not limited to the Façade Improvements, installation of various security measures, replacement or repair of generators, various structural, mechanical, electrical and plumbing repairs, and significant interior modifications to construct a new lobby, auction hall, preview hall, board room, general office space, and general storage/open space. Such improvements shall be completed by no later than December 31, 2023.

3.3 Capital Investment. As a result of the Site Improvements outlined in Section 3.2, Company shall provide evidence to the City no later than December 31, 2023, in the form of receipts of paid

invoices for completed work, indicating that the Company spent, or caused to be spent, at least five million dollars (\$5,000,000) on such improvements.

3.4 Required Use. During the Term following the CO Date and continuing thereafter until the Expiration Date, the Facility shall not be used for any purpose other than the Required Use, and the operation and occupancy of the Facility in conformance with the Required Use shall not cease for more than thirty (30) days, except in connection with and to the extent of an event of Force Majeure.

3.5 Continuous Occupancy. During the Term following the CO Date and continuing thereafter until the Expiration Date, Company shall continuously occupy the Facility.

3.6 FTEs. The Company shall, within two (2) years of the CO Date and continuing through the fifth year following the CO Date, maintain at least twenty (20) FTEs at the Facility. The Company shall, commencing on the sixth (6<sup>th</sup>) year following the CO Date and continuing until the Expiration Date, maintain at least forty (40) FTEs at the Facility. The Company shall, within two (2) years after the CO Date and annually thereafter, supply the City with copies of employment records and such other information as may be reasonably requested by the City to document the compliance of the Company with the FTE requirements of this section.

3.7 Sales Tax Reports. Company will provide City, on a quarterly basis, a copy of the financial report it submits to the State Comptroller relating to the remission of Sales and Use Taxes collected in the City as a result of the operation of the Development (“Sales Tax Report”). Additionally, Company hereby grants consent for the State Comptroller’s office to release the monthly reported figures along with any State audit adjustments to the City. The parties designate this Agreement as a revenue sharing agreement entitling the City to request sales tax information from the Comptroller, pursuant to section 321.3022, Texas Tax Code, as amended. Company further agrees to provide City any other reasonable documentation in a form acceptable to City that establishes and proves amounts necessary for City to make the Sales Tax Grants as provided in this Agreement.

3.8 Audit. Company shall grant access to City, or such other persons or entities designated by City for the purposes of inspecting, at Company’s office, during Company’s normal business hours, paper and electronic records, books, documents, tangible accounting procedures, tangible practices or any other items related to Company’s performance of this Agreement (“Company Records”), provided that City has provided five (5) business days prior notice, and City or its representatives shall not unduly disrupt Company’s operations. The foregoing notwithstanding, all records, books, documents, accounting procedures, practices or any other items relevant to the performance of this Agreement shall be subject to examination or audit by City, or such other persons or entities designated by City in accordance with state and federal laws, regulations or directives applicable to Company’s performance of this Agreement. City agrees, to the extent allowed by law, to maintain the confidentiality of the Company Records.

## ARTICLE 4

### CITY OBLIGATIONS

Subject to Company's continued satisfaction of its obligations as required by this Agreement, and subject to the provisions of this section, the City will be obligated to do the following:

4.1 Real Property Grants. For a term of ten (10) consecutive years commencing on January 1 following the CO Date, the City will provide an annual Real Property Grant to Company. Each annual Real Property Grant is due and payable by the City within thirty (30) days of the City receiving the latter of: (i) payment of the Grant Year Taxes; and (ii) a Payment Request.

4.2 TPP Grants. For a term of ten (10) consecutive years commencing on January 1 following the CO Date, the City will provide an annual TPP Grant to Company. Each annual TPP Grant is due and payable by the City within thirty (30) days of the City receiving the latter of: (i) payment of the TPP Tax; and (ii) a Payment Request.

4.3 Façade Improvement Grant. The City agrees to make the Façade Improvement Grant within thirty (30) days of the City receiving (i) Payment Request; and (ii) submission of invoices from applicable contractors demonstrating proof of work completed.

4.4 Permit Fee Waiver. The City agrees to waive the following permit and related fees attributable to the Façade Improvements and site improvements described in Section 3.2 which are made to the Property by the Company: building permit fees, demolition permit fees, electrical permit fees, mechanical permit fees, plumbing permit fees, irrigation fees, and plan review fees. Any fees not referenced herein as being waived are specifically deemed not to be waived by the City. If a payment for which the Waiver applies has previously been made prior to the Effective Date without the Waiver having been credited, the City shall refund such payment to the Company within thirty days after written demand for such refund.

4.5 Sales Tax Grants.

(a) Sales. For a term of five (5) consecutive years commencing January 1 following the CO Date, the City agrees to pay Company an amount equal to ten percent (10%) of the Sales and Use Tax received by City and attributed solely to the sale of taxable items sourced at the Facility.

(b) Timing of Payments. The Sales Tax Grants will be paid on a quarterly basis. The City covenants and agrees to make quarterly payments to Company within forty-five (45) days following its receipt of the latter of: (i) the Sales Tax Reports each month of the applicable calendar quarter; (ii) the reports or other information establishing the amounts of received Sales and Use Tax from the Comptroller's office for each month in the applicable calendar quarter; (iii) the City's receipt of the Sales and Use Tax from the Comptroller's office for each month of the applicable calendar quarter; and (iv) a Payment Request.

(c) Erroneously Paid Sales Tax. In the event the Comptroller determines, for any reason, that any Sales and Use Taxes were erroneously paid to City from the sales provided for herein and City is required to rebate or repay any portion of such taxes, the amount of such rebate or repayment shall be deducted from the calculation of the Sales and Use Taxes received by City under this Agreement, and in the event the calculation of Sales and Use Taxes paid for a Sales Tax Grant shall reflect an overpayment by City to Company, Company agrees to reimburse City the amount of such overpayment. Notification of any such required adjustment will be provided to Company at the earliest practical date. This section will survive termination of this Agreement.

## ARTICLE 5

### TERMINATION; REPAYMENT; OFFSET

5.1 Termination. This Agreement terminates on the Expiration Date, and may, prior to the Expiration Date, be terminated upon any one or more of the following:

- (a) by mutual written agreement of the parties;
- (b) upon written notice by either party, if the other party defaults or breaches any of the terms or conditions of this Agreement and such default or breach is not cured within thirty (30) days after written notice thereof;
- (c) upon written notice by City, if any Impositions owed to City or the State of Texas by Company shall have become delinquent (provided, however, Company retains the right to timely and properly protest and contest any such taxes or Impositions and such termination will not take effect until the Company has exhausted all available remedies);
- (d) upon written notice by City, if Company suffers an event of Bankruptcy or Insolvency; or
- (e) upon written notice by either party if any subsequent Federal or State legislation or any decision of a court of competent jurisdiction declares or renders this Agreement invalid, illegal or unenforceable.

5.2 Repayment. In the event this Agreement is terminated by City pursuant to Section 5.1(b), (c), or (d), and the expiration of any applicable cure period, Company shall immediately refund to City an amount equal to the amount of all of the Permit Fee Waivers and Grants that have been provided by City to Company prior to the date of such termination, plus interest at the rate of interest periodically announced by the Wall Street Journal as the prime or base commercial lending rate, or if the Wall Street Journal shall ever cease to exist or cease to announce a prime or base lending rate, then at the annual rate of interest from time to time announced by Citibank, N.A. (or by any other New York money center bank selected by City) as its prime or base commercial lending rate, accruing from the Effective Date until paid. The repayment obligation of Company set forth in this Section 5.2 shall survive termination of this Agreement.

5.3 Offsets. City may at its option, offset any amounts due and payable under this Agreement against any debt (including taxes) lawfully due to City from Company, regardless of whether the amount due arises pursuant to the terms of this Agreement, a Related Agreement or otherwise, and regardless of whether or not the debt due City has been reduced to judgment by a court.

## ARTICLE 6 MISCELLANEOUS

6.1 Binding Agreement. The terms and conditions of this Agreement are binding upon the successors and permitted assigns of the parties hereto.

6.2 Limitation on Liability. It is understood and agreed between the parties that Company and City, in satisfying the conditions of this Agreement, have acted independently, and City assumes no responsibilities or liabilities to third parties in connection with these actions.

6.3 No Joint Venture. It is acknowledged and agreed by the parties that the terms hereof are not intended to and shall not be deemed to create a partnership or joint venture among the parties.

6.4 Authorization. Each party represents that it has full capacity and authority to grant all rights and assume all obligations that are granted and assumed under this Agreement. The undersigned officers and/or agents of the parties are the properly authorized officials and have the necessary authority to execute this Agreement on behalf of the parties.

6.5 Notice. Any notice required or permitted to be delivered hereunder shall be deemed received three (3) days thereafter sent by United States Mail, postage prepaid, certified mail, return receipt requested, addressed to the party at the address set forth below (or such other address as such party may subsequently designate in writing) or on the day actually received if sent by courier or otherwise hand delivered.

If intended for City, to:

City of Bedford, Texas  
Attn: Development Director  
1805 L. Don Dodson Drive  
Bedford, TX 76021

If intended for Company, to:

Rock Island Auction Company, Inc.  
Attn: Kevin Hogan, President  
7819 42<sup>nd</sup> Street W  
Rock Island, Illinois 61201

6.6 Entire Agreement. This Agreement is the entire agreement between the parties with respect to the subject matter covered in this Agreement. There is no other collateral, oral, or written Agreement between the parties that in any manner relates to the subject matter of this Agreement.

6.7 Governing Law. The Agreement shall be governed by the laws of the State of Texas, without giving effect to any conflicts of law rule or principle that might result in the application of the laws of another jurisdiction; and exclusive venue for any action concerning this Agreement shall be in Tarrant County, Texas.

6.8 Amendment. This Agreement may only be amended by the mutual written agreement of the parties.

6.9 Legal Construction. In the event any one or more of the provisions contained in this Agreement shall for any reason be held to be invalid, illegal, or unenforceable in any respect, such invalidity, illegality, or unenforceability shall not affect other provisions, and it is the intention of the parties to this Agreement that in lieu of each provision that is found to be illegal, invalid, or unenforceable, a provision shall be added to this Agreement which is legal, valid and enforceable and is as similar in terms as possible to the provision found to be illegal, invalid or unenforceable.

6.10 Exhibits. All exhibits to this Agreement are incorporated herein by reference for all purposes wherever reference is made to the same.

6.11 Successors and Assigns. This Agreement may not be assigned without the prior written consent of the City.

6.12 Recitals. The recitals to this Agreement are incorporated herein.

6.13 Counterparts. This Agreement may be executed in counterparts. Each of the counterparts shall be deemed an original instrument, but all of the counterparts shall constitute one and the same instrument.

6.14 Survival of Covenants. Any of the representations, warranties, covenants, and obligations of the parties, as well as any rights and benefits of the parties, pertaining to a period of time following the termination of this Agreement shall survive termination.

6.15 Employment of Undocumented Workers. During the term of this Agreement, Company agrees not to knowingly employ any undocumented workers, and if convicted of a violation under 8 U.S.C. Section 1324a (f) Company shall repay the Permit Fee Waivers and Grants herein and any other funds received by Company from City as of the date of such violation within one hundred twenty (120) days after the date Company is notified by City of such violation, plus interest at the rate of four percent (4%) compounded annually from the date of violation until paid.

6.16 Consequential Damages. The parties agree that the parties will never be liable under this Agreement for consequential damages (including lost profits) or exemplary damages.

6.17 Attorneys' Fees. In the event any person initiates or defends any legal action or proceeding to enforce or interpret any of the terms of this Agreement, the prevailing party in any such action or proceeding shall be entitled to recover its reasonable costs and attorney's fees (including its reasonable costs and attorney's fees on any appeal).

6.18 Governmental Function. The parties agree that this Agreement serves the public purpose of assisting in the development and diversification of the economy of the City and the State of Texas, eliminating unemployment or underemployment of the State, and developing and expanding commerce in the State, and is for all purposes a governmental function of City for the benefit of the citizens of City and the State of Texas. The parties further agree that this Agreement is entered into for the purpose of carrying out governmental functions which are enjoined on the City by law and given to it by the State of Texas as part of the State's sovereignty.

**CITY:**

## **CITY OF BEDFORD, TEXAS**

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Michael Boyter, Mayor

Date:

**ATTEST:**

---

Michael Wells, City Secretary

**STATE OF TEXAS**  
**COUNTY OF TARRANT**

This instrument was acknowledged before me on the \_\_\_\_ day of \_\_\_\_\_, 2022, Michael Boyter, Mayor of the City of Bedford, Texas, a Texas home rule municipality, on behalf of said City.

---

Notary Public, State of Texas

**MTH:**

**MOOSE TEXAS HOLDINGS, LP,**  
a Texas limited partnership

By: Moose Texas Management, LLC  
a Texas limited liability company  
its General Partner

By: \_\_\_\_\_  
Kevin Hogan, Authorized Representative

Date: \_\_\_\_\_

**STATE OF ILLINOIS**                    §  
    §  
**COUNTY OF ROCK ISLAND**            §

This instrument was acknowledged before me on the \_\_\_\_\_ day of \_\_\_\_\_, 2022, by Kevin Hogan, the Manager of Moose Texas Management, LLC, a Texas limited liability company, on behalf of said limited liability company.

\_\_\_\_\_  
Notary Public, State of Illinois

**RIAC:**

**ROCK ISLAND AUCTION COMPANY,**  
an Illinois Corporation

By: \_\_\_\_\_  
Kevin Hogan, President

Date: \_\_\_\_\_

**STATE OF ILLINOIS**                    §  
    §  
**COUNTY OF ROCK ISLAND**            §

This instrument was acknowledged before me on the \_\_\_\_\_ day of \_\_\_\_\_, 2022, by Kevin Hogan, the President of Rock Island Auction Company, an Illinois Corporation, on behalf of said Corporation.

\_\_\_\_\_  
Notary Public, State of Illinois

**IMPACT REPORT**  
**ROCK ISLAND AUCTION**  
 6-20-2022

 Recruitment
 Professional & Financial Services

### JOBS



**60.2 Total**  
 40.0 Direct  
 20.2 Spin-off

### SALARIES



**\$51,514 Avg**  
 \$61,463 Direct  
 \$31,839 Spin-off

### CAPITAL INVEST.



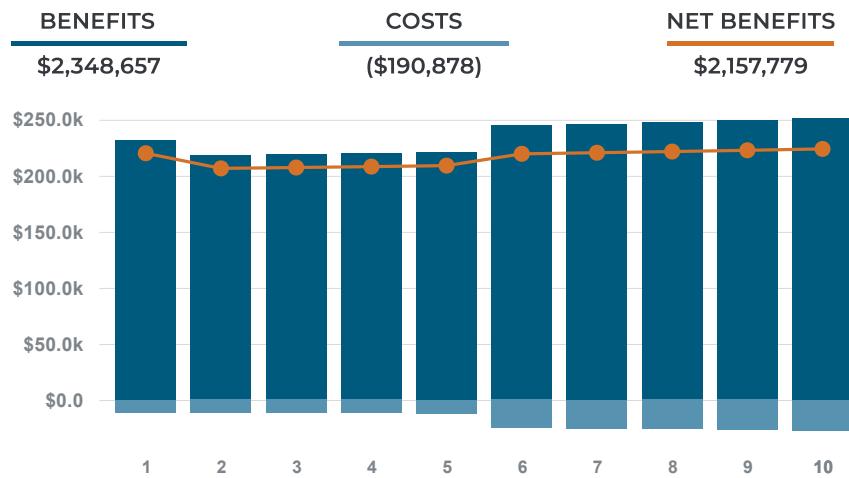
**\$5.3M**  
 Buildings + FF&E

### RESIDENTIAL DEV.



0.3 Homes  
 1.8 Relocations

### City of Bedford



### NET BENEFITS

Present Value **\$2,157,779**

Present Value

\$1,661,360

### BENEFITS

Sales Taxes*	\$1,989,693
Real Property Taxes*	\$75,553
FF&E Property Taxes*	\$1,932
Inventory Property Taxes	\$0
New Residential Property Taxes	\$2,714
Hotel Taxes	\$109,320
Building Permits and Fees	\$0
Utility Revenue	\$130,220
Utility Franchise Fees	\$14,804
Miscellaneous Taxes and User Fees	\$24,421
<b>Benefits Subtotal</b>	<b>\$2,348,657</b>

### COSTS

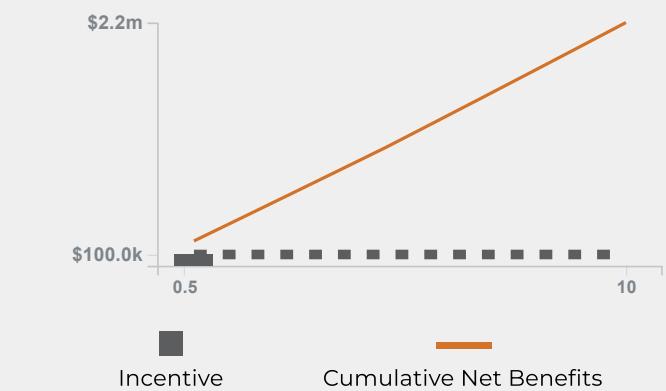
Cost of Government Services	(\$61,401)
Cost of Utility Services	(\$129,477)
<b>Costs Subtotal</b>	<b>(\$190,878)</b>

\*Above values exclude

Sales Tax Rebate - Taxable Sales	\$50,000
Property Tax Rebate	\$232,455

### INCENTIVE ANALYSIS

<b>\$100,000</b>	<b>\$2,500</b>
Total Incentive	Per Job
<b>215.8%</b>	<b>0.5 Yrs</b>
Rate of Return	Payback Period



### NET BENEFITS OVER 10 YEARS

