

CONCURRENT RESOLUTION

ADDISON RESOLUTION NO. 91-034

FARMERS BRANCH RESOLUTION NO. 91-052

A RESOLUTION ADOPTED CONCURRENTLY BY THE TOWN COUNCIL OF THE TOWN OF ADDISON AND BY THE CITY COUNCIL OF THE CITY OF FARMERS BRANCH AUTHORIZING THE CREATION OF THE NORTH DALLAS COUNTY WATER SUPPLY CORPORATION FOR LIMITED PURPOSES; AND CONTAINING OTHER PROVISIONS RELATING TO THE SUBJECT.

- WHEREAS, Article 1434a, Texas Revised Civil Statutes Annotated, as amended (the "Act"), authorizes the creation of water supply corporations for the purpose of financing and furnishing sewer services to towns and cities; and
- WHEREAS, the Town of Addison ("Addison") and the City of Farmers Branch ("Farmers Branch") each have a serious need to provide sewer interceptor services to serve their respective sewer systems and have jointly concluded and agreed that the most efficient and least costly method of financing and providing such services is through an instrumentality (the "Corporation") created under the Act to provide the same on a joint basis; and
- WHEREAS, The Corporation will be incorporated, organized, and operated as a nonprofit corporation pursuant to the provisions of the Act with powers strictly limited to the providing of such services and the financing thereof; and
- WHEREAS, after incorporation, the Corporation, Addison, and Farmers Branch intend to negotiate and enter into acceptable contracts for sewer interceptor services pursuant to the authority granted to cities and towns under Section 402.014, Local Government Code, and the Act, with payments thereunder to be pledged to the payment of Bonds issued by the Corporation for such purposes upon terms approved by Addison and Farmers Branch;

NOW, THEREFORE, BE IT RESOLVED BY THE TOWN COUNCIL OF THE TOWN OF ADDISON, TEXAS:

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

Section 1. That the incorporation of the Corporation is hereby authorized and approved as a water supply corporation under the provisions of the Act.

Section 2. That the Articles of Incorporation of the Corporation, in the form attached hereto, are hereby approved and the incorporators are authorized to file the same with the Secretary of State as provided by the Act.

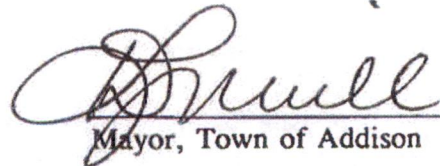
Section 3. That the Bylaws of the Corporation, in the form attached hereto, are hereby approved, and the same shall be adopted by the board of directors of the Corporation prior to the commencement of its business.

Section 4. That Addison hereby appoints the persons named in Article Eight of the Articles of Incorporation in Place 1, Place 2, and Place 3, as initial members of the board of directors of the Corporation.

Section 5. That Farmers Branch hereby appoints the persons named in Article Eight of the Articles of Incorporation in Place 4, Place 5, and Place 6, as initial members of the board of directors of the Corporation.

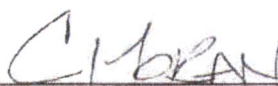
Section 6. That, upon dissolution of the Corporation, Addison and Farmers Branch hereby agree to and shall accept title to any and all real, person, or interests as shall be specified in a separate interlocal agreement to be prepared and submitted to and approved and accepted by Addison and Farmers Branch.

PASSED AND APPROVED by the Town Council of Addison, Texas on this 26th day of March, 1991.




Mayor, Town of Addison

ATTEST:



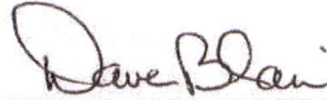
City Secretary

APPROVED AS TO FORM:



Town Attorney

PASSED AND APPROVED by the City Council of the City of Farmers Branch, Texas, on this 18th day of March, 1991.



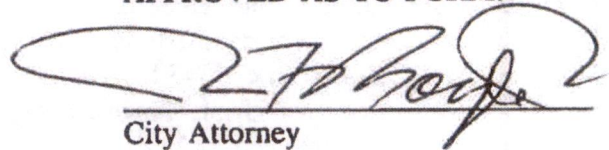
Mayor, City of Farmers Branch

ATTEST:



City Secretary

APPROVED AS TO FORM:



City Attorney

ARTICLES OF INCORPORATION
OF
NORTH DALLAS COUNTY WATER SUPPLY CORPORATION

WE, THE UNDERSIGNED natural persons, not less than three in number, each of whom is at least 18 years of age, and each of whom is a citizen of the State of Texas, acting as incorporators of a public instrumentality and non-profit water supply corporation (the "Corporation") under Article 1434a, Texas Revised Civil Statutes Annotated, as amended (the "Act"), with the approval of the Town Council of the Town of Addison, Texas, and of the City Council of the City of Farmers Branch, Texas (collectively, the "Cities"), do hereby adopt the following Articles of Incorporation for the Corporation:

ARTICLE ONE

The name of the corporation is "North Dallas County Water Supply Corporation."

ARTICLE TWO

The Corporation is a non-profit water supply corporation under the Act.

ARTICLE THREE

The period of duration of the Corporation is perpetual.

ARTICLE FOUR

- (a) The purpose of the Corporation is to furnish and provide sewer services to the Cities, and to such other towns and cities as may be expressly approved by concurrent resolution adopted by the governing bodies of the Cities.
- (b) In the fulfillment of its corporate purpose, the Corporation shall have the power to provide financing to pay the costs of projects, through the issuance of bonds, notes, and other forms of debt instruments, and to acquire, maintain, and lease or sell property, and interests therein, all to be done and accomplished on behalf

of the Cities and for their benefit and to accomplish their public purposes as their duly constituted authority and public instrumentality pursuant to the Act and under, and within the meaning of, the applicable regulations of the United States Treasury Department and the rulings of the Internal Revenue Service of the United States prescribed and promulgated under and pursuant to the Internal Revenue Code of 1986, as amended.

- (c) In the fulfillment of its corporate purpose, the Corporation shall have and may exercise the powers described in paragraph (b) of this Article, together with all of the other powers granted to corporations that are incorporated under the Act, and, to the extent not in conflict with the Act, the Corporation shall additionally have and may exercise all of the rights, powers, privileges, authorities, and functions granted to non-profit corporations under the Texas Non-Profit Corporation Act, Article 1396-101, et seq., Texas Revised Civil Statutes Annotated, as amended.
- (d) The Corporation is not a political subdivision or a political corporation, and the Corporation has not been delegated, does not have, and shall not exercise any of the powers of sovereignty of the Cities.
- (e) No agreements, bonds, notes, or other debt instruments or other obligations, contract, or agreements of the Corporation are or shall ever be deemed to be or constitute the agreements, bonds, notes, or other debt instruments or other obligations, or the lending of credit, or a grant of the public money or things of value, of, belonging to, or by the Cities or any other political corporation, subdivision or agency of the State of Texas, or a pledge of the faith and credit of any of them, except only to the extent that the same may be payable from revenues pledged by the Cities to pay the same under separate contracts and agreements executed by the Cities and the Corporation. Any and all of such agreements, bonds, notes, and other debt instruments and other obligations, contracts and agreements of the Corporation shall be payable solely and exclusively from the revenues and funds received by the Corporation from contracts and agreements with the Cities and from such other sources as may be otherwise lawfully available and belonging to the Corporation from time to time.

ARTICLE FIVE

The Texas Non-Profit Corporation Act, cited in Article Four of these Articles, shall apply to the Corporation to the extent not in conflict with the Act. As permitted thereby the Corporation has no members and is a non-stock corporation. Accordingly, Sections 5 and 9A of the Act shall not apply to the Corporation.

ARTICLE SIX

These Articles of Incorporation may be amended in either one of the methods prescribed in this Article.

- (a) The governing bodies of the Cities may, by concurrent resolution, order the board of directors to amend these Articles of Incorporation. If so directed, the board of directors shall file amendments conforming to such directions with the Secretary of State.
- (b) The board of directors of the Corporation may file a written application with each of the governing bodies of the Cities requesting approval of proposed amendments to these Articles of Incorporation, specifying in such application the proposed amendments. If the governing bodies of the Cities, by concurrent resolution, find and determine that it is advisable that the proposed amendments be made, authorize the same to be made, and approve the form of the proposed amendments, the board of directors of the Corporation may proceed to amend these Articles of Incorporation.
- (c) The board of directors of the Corporation shall not have any power to amend these Articles of Incorporation except in accordance with the procedures established in this Article.

ARTICLE SEVEN

The street address of the initial registered office of the Corporation is City Hall Plaza, Farmers Branch, Texas 75234, and the name of its initial registered agent at such address is Richard L. Escalante.

ARTICLE EIGHT

The affairs of the Corporation shall be managed by a board of directors consisting of six persons, each of whom will occupy a Place on the board of directors. Three of such persons shall be appointed by the governing body of the Town of Addison and shall occupy, respectively, Place 1, Place 2, and Place 3. Three of such persons shall be appointed by the governing body of the City of Farmers Branch and shall occupy, respectively, Place 4, Place 5, and Place 6. The number of directors and the terms of office of the directors may be changed by amendments to the bylaws of the Corporation in the manner herein provided. The names and street addresses of the persons who are to serve as the initial directors and the dates of expiration of their initial terms as directors, are as follows:

<u>PLACE</u>	<u>NAMES</u>	<u>ADDRESSES</u>	<u>DATE OF EXPIRATION OF TERM</u>
1	Ron Whitehead	Town Hall, Addison, Texas	January 1, 1994
2	Randy Moravec	Town Hall, Addison, Texas	January 1, 1994
3	John Baumgartner	Town Hall, Addison, Texas	January 1, 1994
4	Richard Escalante	City Hall, Farmers Branch, Texas	January 1, 1994
5	Doug Vanderslice	City Hall, Farmers Branch, Texas	January 1, 1994
6	John Burke	City Hall, Farmers Branch, Texas	January 1, 1994

Each director shall hold office for the term for which the director is appointed and until a successor shall have been appointed and qualified unless sooner removed or resigned. Each director, including the initial directors, shall be eligible for reappointment. Directors are removable by the governing body of the Town or City appointing them at will and must be appointed for a term not in excess of six years. The directors shall serve as such without compensation except that they shall be reimbursed for their actual expenses incurred in the performance of their duties as directors. Any vacancy occurring on the board of directors through death, resignation, or otherwise shall be filled by appointment for the unexpired term and to the vacant Place by the governing body of the Town or City making the original appointment. Section 3(b) of the Act shall not be applicable to the Corporation.

ARTICLE NINE

The name and street address of each incorporator are:

<u>Name</u>	<u>Address</u>
Ron Whitehead	Town Hall, Addison, Texas 75001
Richard Escalante	City Hall, Farmers Branch, Texas 75234
Doug Vanderslice	City Hall, Farmers Branch, Texas 75234

ARTICLE TEN

- (a) The initial bylaws of the Corporation shall be in the form and substance approved by the governing bodies of the Cities in their resolution approving these Articles of Incorporation. Such bylaws shall be adopted by the Corporation's board of directors and shall, together with these Articles of Incorporation, govern the internal affairs of the Corporation until and unless amended in accordance with this Article.
- (b) Neither the initial bylaws nor any subsequently effective bylaws of the Corporation may be amended without the consent and approval of the governing body of each of the Cities. The board of directors of the Corporation shall make application to the governing bodies of the Cities for the approval of any proposed amendments, but the same shall not become effective until or unless the same shall be approved by concurrent resolution adopted by the governing body of each of the Cities.

ARTICLE ELEVEN

The Cities may, in their sole discretion, and at any time, by concurrent resolution, alter or change the structure, organization, programs or activities of the Corporation, and they may, by concurrent resolution, direct the board of directors to terminate or dissolve the Corporation, subject to the limitation that no such action shall be taken in any manner or at any time that would impair any contract or right theretofore executed or granted by the Corporation. If such directions are received, the board of directors shall dissolve the Corporation in the manner permitted by law.

ARTICLE TWELVE

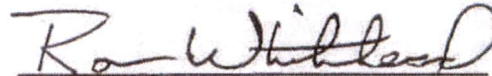
- (a) No dividends shall ever be paid by the Corporation and no part of its net earnings remaining after payment of its expenses and other obligations shall be distributed to or inure to the benefit of its directors or officers, or any individual, private firm, or private corporation or association, except in reasonable amounts for services rendered. If the board of directors shall determine that sufficient provision has been made for the full payment of the expenses, bonds, notes, and other obligations of the Corporation, any net earnings thereafter accruing shall be paid to the Cities in the proportions stated in the interlocal agreement described in the Resolution referred to in Article Thirteen of these Articles.
- (b) If the Corporation ever should be dissolved when it has, or is entitled to, any interest in any funds or property of any kind, real, personal or mixed, such funds

or property rights thereto shall not be transferred to private ownership, but shall be transferred and delivered to the Cities, after satisfaction or provision for satisfaction of all debts and claims, in the proportions stated in the interlocal agreement described in the Resolution referred to in Article Thirteen of these Articles.

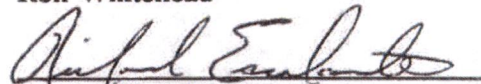
- (c) No part of the Corporation's activities shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in any political campaign of or in opposition to any candidate for public office.

ARTICLE THIRTEEN

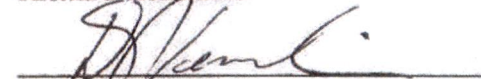
The Cities have specifically authorized the Corporation by concurrent resolution to act on their behalf to further the public purposes stated in said Resolution and in these Articles of Incorporation, and the Cities have by said Resolution approved these Articles of Incorporation. A copy of said Resolution is on file among the permanent public records of each of the Cities and the Corporation.



Ron Whitehead



Richard Escalante



Doug Vanderslice

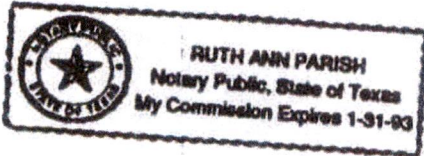
INCORPORATORS

THE STATE OF TEXAS

COUNTY OF DALLAS

I, the undersigned, a Notary Public of the State of Texas, do hereby certify that on this 22 day of April, 1991, personally appeared before me Ron Whitehead, Richard Escalante, and Doug Vanderslice, who, each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the date and year above written.



Ruth Ann Parish
Notary Public in and for the
State of Texas

My Commission Expires: 1-31-93

[S E A L]

BYLAWS OF
NORTH DALLAS COUNTY WATER SUPPLY CORPORATION

ARTICLE I

PURPOSE AND POWERS

Section 1. Purpose. The Corporation is incorporated for the purposes set forth in Article Four of its Articles of Incorporation, the same to be accomplished on behalf of the Town of Addison, Texas ("Addison"), and the City of Farmers Branch, Texas ("Farmers Branch"), (collectively, the "Cities") as their duly constituted authority and instrumentality in accordance with Article 1434a, Texas Revised Civil Statutes Annotated, as amended, (the "Act"), and other applicable laws.

Section 2. Powers.

- (a) In the fulfillment of its corporate purpose, the Corporation shall have all of the powers set forth and conferred in its Articles of Incorporation, in the Act, in the Texas Non-Profit Corporations Act, Article 1396-101, et seq, Texas Revised Civil Statutes Annotated, as amended, to the extent not in conflict with the Act, and in other applicable law, subject to the limitations prescribed therein and herein and to the provisions thereof and hereof.
- (b) The exercise by the Corporation of the powers of eminent domain as against a specific piece or item of property, pursuant to Section 4 of the Act, shall be subject to the approval of the Cities.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Powers, Number and Term of Office.

- (a) The property and affairs of the Corporation shall be managed and controlled by a Board of Directors (the "Board") and, subject to the restrictions imposed by law, by the Articles of Incorporation, and by these Bylaws, the Board shall exercise all of the powers of the Corporation.

- (b) The Board shall consist of six (6) directors, each of whom shall occupy a Place on the Board of Directors. Three of such directors shall be appointed by the Town Council of the Town of Addison and shall occupy, respectively, Place 1, Place 2, and Place 3. Three of such directors shall be appointed by the City Council of the City of Farmers Branch and shall occupy, respectively, Place 4, Place 5, and Place 6.
- (c) The directors constituting the first Board shall be those directors named in the Articles of Incorporation. Each member of the first Board shall serve for a term expiring on the date set forth in the Articles of Incorporation. Thereafter, each successor member of the Board shall be appointed and shall serve for three (3) years or until his or her successor is appointed as hereinafter provided.
- (d) Any director may be removed from office by the appointing authority at will.

Section 2. Meetings of Directors. The directors may hold their meetings at such place or places in Addison or Farmers Branch as the Board may from time to time determine; provided, however, in the absence of any such determination by the Board, the meetings shall be held at the principal office of the Corporation as specified in Article V of these Bylaws.

Section 3. Internal Notification of Board Meetings.

- (a) Regular meetings of the Board shall be held without the necessity of notice at such times and places as shall be designated from time to time by the Board. Special Meetings of the Board shall be held whenever called by the president, by the secretary, by a majority of the directors, by the Mayor of Addison, by the Mayor of Farmers Branch, or by a majority of the governing body of either of the Cities.
- (b) The secretary shall give notice to each director of each Special Meeting in person or by mail, telephone or telegraph, at least two (2) hours before the meeting. Unless otherwise indicated in the notice thereof, any and all matters pertaining to the purposes of the Corporation may be considered and acted upon at a Special Meeting. At any meeting at which every director shall be present, even though without any notice, any matter pertaining to the purpose of the Corporation may be considered and acted upon consistent with applicable law.
- (c) Whenever any notice is required to be given to the Board, said notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid wrapper addressed to the person entitled thereto at his or her post office address as it appears on the books of the Corporation, and such notice shall be deemed to have been given on the day of such mailing. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the

transaction of any business on the grounds that the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any Regular or Special Meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless required by the Board. A waiver of notice in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 4. Open Meetings Act. All meetings and deliberations of the Board shall be called, convened, held, and conducted, and notice shall be given to the public, in accordance with the Texas Open Meetings Act, Article 6252-17, Texas Revised Civil Statutes Annotated, as amended.

Section 5. Quorum. Four directors shall constitute a quorum for the conduct of the official business of the Corporation. The act of a majority vote of the entire Board at a meeting at which a quorum is in attendance shall constitute the act of the Board and of the Corporation, unless the act of a greater number is required by law.

Section 6. Conduct of Business.

- (a) At the meetings of the Board, matters pertaining to the business of the corporation shall be considered in accordance with rules of procedure as from time to time prescribed by the Board.
- (b) At all meetings of the Board, the president shall preside, and in the absence of the president, the vice president shall exercise the powers of the president.
- (c) The secretary of the Corporation shall act as secretary of all meetings of the Board, but in the absence of the secretary, the presiding officer may appoint any person to act as secretary of the meeting.

Section 7. Committees of the Board. The Board may designate two or more directors to constitute an official committee of the Board to exercise such authority of the Board as may be specified in the resolution. It is provided, however, that all final, official actions of the Corporation may be exercised only by the Board. Each committee so designated shall keep regular minutes of the transactions of its meetings and shall cause such minutes to be recorded in books kept for that purpose in the principal office of the Corporation.

Section 8. Compensation of Directors. Directors shall not receive any salary or compensation for their services as directors. However, they shall be reimbursed for their actual expenses incurred in the performance of their official duties hereunder; provided that all actual expenses are approved by the Board.

ARTICLE III

OFFICERS

Section 1. Titles and Term of Office.

- (a) The officers of the Corporation shall be a president, a vice president, a secretary and a treasurer, and such other officers as the Board may from time to time elect or appoint. One person may hold more than one office, except that the president shall not hold the office of secretary. Terms of office shall be one (1) year with the right of an officer to be reelected.
- (b) The President shall be a representative from the City of Farmers Branch until the completion and the commencement of operation of the Eastside Sewer System; after which, the provisions of Subsection (a) of this section will be in effect.
- (c) All officers shall be subject to removal from office at any time by a vote of a majority of the entire Board.
- (d) A vacancy in the office of any officer shall be filled by a vote of a majority of the remaining directors.

Section 2. Powers and Duties of the President. The president shall be the chief executive officer of the Corporation, and, subject to the paramount authority of the Board, the president shall be in general charge of the properties and affairs of the Corporation, shall preside at all meetings of the Board, and may sign and execute all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments in the name of the Corporation.

Section 3. Vice President. The vice president shall have such powers and duties as may be prescribed by the Board and shall exercise the powers of the president during that officer's absence or inability to act. Any action taken by the vice president in the performance of the duties of the president shall be conclusive evidence of the absence or inability to act of the president at the time such action was taken.

Section 4. Treasurer. The treasurer shall have the responsibility to see to the handling, custody, and security of all funds and securities of the Corporation in accordance with these bylaws. When necessary or proper, the treasurer may endorse and sign, on behalf of the Corporation, for collection or issuance, checks, notes and other obligations in or drawn upon such bank or banks or depositories as shall be designated by the Board consistent with these Bylaws. The treasurer shall see to the entry in the books of the Corporation full and accurate accounts of all moneys received and paid out on account of the Corporation. The treasurer shall, at the expense of the Corporation,

give such bond for the faithful discharge of his duties in such form and amount as the Board or the Commission may require.

Section 5. Secretary. The secretary shall keep the minutes of all meetings of the Board in books provided for that purpose, shall give and serve all notices, may sign with the president in the name of the Corporation, and/or attest the signature thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the Corporation, shall have charge of the corporate books, records, documents and instruments, except the books of account and financial records and securities, and such other books and papers as the Board may direct, all of which shall at all reasonable times be open to public inspection upon application at the office of the Corporation during business hours, and shall in general perform all duties incident to the office of secretary subject to the control of the Board.

Section 6. The president, each vice president, and the secretary shall be named from among the members of the Board. The treasurer and any assistant secretaries may, at the option of the Board, be persons other than members of the Board, but they may be employees of the City.

Section 7. Compensation. Officers who are members of the Board shall not receive any salary or compensation for their services, except that they shall be reimbursed for their actual expenses incurred in the performance of their official duties hereunder, provided that all expenses are approved by the Board. Other officers may be compensated as directed and approved by the Board.

ARTICLE IV

AUDITS, EXPENDITURES, DEBTS

Section 1. Annual Corporate Budget. At least 60 days prior to the commencement of each fiscal year of the Corporation, the Board shall adopt a proposed budget of expected revenues and proposed expenditures for the next ensuing fiscal year. The budget shall contain such classifications and shall be in such form as may be prescribed from time to time by the Board. The budget shall not be effective until the same has been approved by the Cities.

Section 2. Books, Records, Audits.

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

- (b) At the direction of the Cities, the books, records, accounts, and financial statements of the Corporation may be maintained for the Corporation by the accountants, staff and personnel of one of the Cities. In such event, the Corporation shall pay reasonable compensation for such services.
- (c) The Corporation, or the City performing such services if the option described in subsection (b) is selected, shall cause its books, records, accounts, and financial statements to be audited at least once each fiscal year by an outside, independent, auditing and accounting firm selected by the Corporation and approved by the Cities. Such audit shall be at the expense of the Corporation.

Section 3. Deposit and Investment of Corporate Funds.

- (a) All proceeds from the issuance of bonds, notes, or other debt instruments ("Obligations") issued by the Corporation shall be deposited and invested as provided in the resolution, order, indenture, or other documents authorizing or relating to their issuance.
- (b) All other monies of the Corporation shall be deposited, secured, and/or invested in the manner provided for the deposit, security, and/or investment of the public funds of the Cities. The Board shall designate the accounts and depositories to be created and designated for such purposes, and the methods of withdrawal of funds therefrom for use by and for the purposes of the Corporation upon the signature of its treasurer and such other persons as the Board shall designate.

Section 4. Expenditures of Corporate Money.

- (a) The monies of the Corporation may be expended by the Corporation for any of its corporate purposes, subject to the following limitations:
 - (i) Expenditures from the proceeds of Obligations shall be identified and described in the orders, resolutions, indentures, or other agreements submitted to and approved by the governing bodies of each of the Cities prior to the sale and delivery of the Obligations to the purchasers thereof;
 - (ii) Expenditures that may be made from a fund created with the proceeds of Obligations may be used for the purposes of financing or otherwise providing the facilities with reference to which the Obligations were issued;

- (iii) Expenditures of funds paid to the Corporation by the Cities under service or other contracts between the Corporation and the Cities shall be used as directed in such contracts;
- (iv) All other proposed expenditures, if any, shall be made in accordance with and shall be set forth in the annual budget required by Section 2 of this Article.

Section 5. Issuance of Obligations. No obligations, including refunding Obligations, shall be sold and delivered by the Corporation unless the Cities shall approve such Obligations by action taken no more than 60 days prior to the date of sale of the Obligations.

ARTICLE V

MISCELLANEOUS PROVISIONS

Section 1. Principal Office.

- (a) The principal office and the registered office of the Corporation shall be the registered office of the Corporation specified in the Articles of Incorporation.
- (b) The Corporation shall have and shall continually designate a registered agent at its registered office, as required by the Act.

Section 2. Fiscal Year. The Fiscal year of the Corporation shall begin on the first day of October and shall end on the last day of September.

Section 3. Seal. The seal of the Corporation shall be as determined by the Board.

Section 4. Resignations. Any director or officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the president or secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 5. Approval or Advice and Consent of the Cities. To the extent that these bylaws refer to any approval by the Cities or refer to advice and consent by the Cities, such

approval, advice and consent shall be evidenced by a certified copy of a resolution, order, or motion concurrently and duly adopted by the governing body of each of the Cities.

Section 6. Services of Staff and Officers of Cities. Subject to the paramount authority of the Manager under the Charter of each of the Cities, the Corporation shall have the right to utilize the services of the City Attorney, the City Secretary, and the staff and employees of the Finance Department of each of the Cities, provided (i) that the Corporation shall pay reasonable compensation to the supplying City for such services, and (ii) the performance of such services does not materially interfere with the other duties of such personnel of such City.

ARTICLE VI

EFFECTIVE DATE, AMENDMENTS

Section 1. Effective Date. These Bylaws shall become effective upon the occurrence of the following events:

- (1) the approval of these Bylaws by the Cities; and
- (2) the adoption of these Bylaws by the Board.

Section 2. Amendments to Articles of Incorporation and Bylaws. The Articles of Incorporation of the Corporation and these Bylaws may be amended only in the manner provided in the Articles of Incorporation.