CITY OF SEABROOK
RESOLUTION NO. 2008-05
REVISION TO EDC BYLAWS
CHANGE NAME OF EDC ADMINISTRATOR TO EDC DIRECTOR

ADOPTION OF REVISIONS AND AMENDMENTS TO THE BYLAWS FOR THE SEABROOK ECONOMIC DEVELOPMENT CORPORATION APPROVED BY THE ECONOMIC DEVELOPMENT CORPORATION ON FEBRUARY 14, 2008 CHANGING THE NAME OF THE ECONOMIC DEVELOPMENT ADMINISTRATOR TO THE ECONOMIC DEVELOPMENT DIRECTOR.

WHEREAS, on January 18, 1992, the voters of the City of Seabrook authorized the City of Seabrook to adopt a one-half cent sales and use tax to pay the costs of "projects" authorized by Section 4B of Article 5190.6, V.T.C.S. as amended, and to pay for the principal and interest of bonds or other obligations issued to pay the costs of such "projects"; and

WHEREAS, the Seabrook Economic Development Corporation (EDC) was established to oversee the expenditures of these tax monies and bylaws were established for the operation of the EDC.

WHEREAS, the adopted bylaws provide for the amendment of such bylaws; and

WHEREAS, these bylaws have been amended in the past by Resolution; and

WHEREAS, the Board of Directors of the EDC has determined that it is in the best interest of the City of Seabrook to again amend these bylaws; and

WHEREAS, all required procedures have been followed to amend such bylaws including posting and conducting a public hearing before the EDC Board of Directors on February 14, 2008 and obtaining the affirmative vote of no fewer than five (5) members to approve such amendments; and

WHEREAS, all amendments to the EDC bylaws must be approved by the Seabrook City Council;

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

THAT, the Bylaws of the Seabrook Economic Development Corporation are hereby amended as shown in Exhibit "A" and as recommended by the Board of Directors of the Seabrook Economic Development Corporation. All amendments previously adopted by Resolution are also contained in these Bylaws.

PASSED, APPROVED, AND RESOLVED this 18TH day of MARCH, 2008.

CITY OF SEABROOK

Robin C. Riley
Mayor

ATTEST:

Michele L. Glaser, TRMC
City Secretary

BYLAWS
OF
SEABROOK ECONOMIC DEVELOPMENT CORPORATION

ARTICLE ONE
OFFICE AND AGENT

Principal Office

1.01 The principal office of the Seabrook Economic Development Corporation (hereinafter referred to as the "Corporation") in the State of Texas shall be located at 1700 First Street, Seabrook, Texas or such other location as may be determined by the Board of Directors, approved by City Council, and recorded with the Secretary of State.

Registered Office and Agent

1.02 The Corporation is incorporated under and shall comply with the requirements of the Texas Non-Profit Corporation Act and the Development Corporation Act of 1979 and shall have or designate a registered agent whose office is identical with the registered office. The registered office may be, but need not be, identical to the Corporation's principal office in Texas. The registered agent shall be a resident of the State of Texas. The Board of Directors may change the registered office and the registered agent, as provided by law

ARTICLE TWO
PURPOSE

2.01 The Corporation is a non-profit corporation specifically governed by Section 4B of the Texas Development Corporation Act of 1979, Texas Revised Civil Statutes, art. 5190.6(4) (B) (hereinafter referred to the "Act.").

2.02 The purpose of the Corporation is to use economic development resources as legally allowable to encourage and promote the general economic welfare of the City, its residents and businesses using ways and means authorized by the State Legislature in the Act as amended. The Corporation may expend resources and/or offer approved incentives for various business facilities, the enhancement of the community through the development and/or expansion of public improvements, such as, but not limited to, athletic parks, tourism, and entertainment facilities. The Corporation may also assist in certain public facilities, transportation and infrastructure improvements, or other business-related improvements relating to existing or anticipated business entities.

ARTICLE THREE
MEMBERS

The Corporation shall have no members and is a non-stock corporation. The word "member" may be used in these Bylaws in reference to those appointed to serve as Directors or on committees, but does not imply or confer any corporate membership or ownership status.

ARTICLE FOUR
BOARD OF DIRECTORS

Management of the Corporation

4.01 The affairs of the Corporation shall be managed and controlled by its Board of Directors and subject to the restrictions imposed by law, the Articles of Incorporation and the Bylaws; the Board shall exercise all of the powers of the Corporation.

Number, Qualifications, and Tenure of Directors

4.02 The number of directors shall be seven (7). Directors shall be appointed by the City council for one year terms of office. A director may be removed by the City Council at any time without cause. Each director shall be a resident of the City of Seabrook. The Mayor and Mayor Pro Tem shall be two of the directors. The remaining directors shall be persons who are not employees or officers of the City or members of the City Council of the City.

Vacancies

4.03 Any vacancy occurring on the Board of Directors shall be filled by appointment by the City Council of the City. All interviews by the City Council to fill vacancies for directors shall be conducted in open meetings. A director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.

Ex Officio Representatives of the Board

4.04 The City Manager and the Economic Development [~~Administrator~~] **Director ("EDC Director)** shall serve as ex officio representatives of the Board and may attend all meetings of the Board or its Committees including executive sessions, if allowed by law. They shall not have the power to vote. In addition, the Board of Directors may appoint representatives from area organizations to serve as Ex Officio, non-voting members of the Board.

General Duties of the Board

4.05 The Board is hereby required to perform the following duties:

a. The Board shall develop or cause to be developed, an overall economic development plan for the City, which shall include and set short term goals and long-term goals that the Board deems necessary to accomplish its purpose as stated in Section 2.01 hereof. Such plan shall require approval by the City Council of the City and may include the following elements:

1. An economic development strategy to bolster the business climate throughout the City.

2. Strategies to fully utilize the assets of the City which enhance economic development.

3. Identification of strategies to coordinate public, private, and academic resources to develop and enhance business opportunities.

4. Assurance of accountability of all tax monies expended by the Corporation for implementation of the overall economic development plan.

5. Identification and implementation of strategies for economic development.

6. An annual work plan outlining the anticipated activities, tasks, projects, and programs to be undertaken by the Board during the upcoming fiscal year. The annual work plan shall be submitted with the Corporation's annual budget, as outlined in Section 7.02 of these Bylaws.

b. The Board shall review the overall economic development plan at least once each year to ensure that said plan is up-to-date with the current economic climate.

c. The Board shall expend, in accordance with State law, any tax funds received by it on economic development. As used herein, "economic development" shall mean the expenditure of such tax funds for programs that create or aid in the creation of identifiable new jobs or retain identifiable existing jobs, including programs for job training and/or for planning advertising research activities necessary to promote said job creation and retention.

Tax proceeds may be used, in accordance with State law, to:

1. Pay the costs of projects found by the Board to be required or suitable for use for professional and amateur (including children's) sports, athletic, entertainment, tourist, convention, and public park purposes and events, including stadiums, ball parks, auditoriums, amphitheaters, concert halls,

learning centers, parks and park facilities, and related space improvements, museums, exhibition facilities, and related store, restaurant, concession, and automobile parking facilities, related area transportation facilities, and related roads, streets, and water and sewer facilities, and other related improvement that enhance any of those items; or

2. Pay the principal of, interest on, and other costs relating to bonds or other obligations issued by the Corporation to pay the costs of the projects or to refund bonds or other obligations issued to pay the costs of such projects.

d. The Board may contract with the City of Seabrook, or with another entity, for administrative services. The Board may plan and direct its work through a designated employee of the City of Seabrook, or other contractual entity, who will be charged with the responsibility of carrying out the Corporation's plan and program as adopted by the Board.

e. The Board shall make a detailed report to the City Council once each year no later than February 1. Such report shall include, but not be limited to, the following:

(a). A review of all expenditures made by the Board in connection with their activities involving direct economic development as defined in this Section together with a report of all other expenditures made by the Board.

(b). A review of the accomplishments of the Board in the area of direct economic development.

(c). The policies and strategy followed by the Board in relation to direct economic development, together with any new or proposed changes in said policies and strategy.

(d) The activities of the Board for the budget year addressed in said annual report, together with any proposed change in said activity or activities as they relate to direct economic development.

(e) A review of the activities of the Board in areas of endeavors other than direct economic development, together with any proposed changes in such activities.

(f) An annual report for consideration for review and acceptance by the City Council.

2. The Board shall be regularly accountable to the City Council for all activities undertaken by them or on their behalf, and shall report on all activities of the Board, whether discharged directly by the Board or by any person, firm, corporation, agency, association or other entity on behalf of the Board. A mid-year report, covering the period October 1 to March 31, shall be made by the Board to the City Council. These semi-annual reports shall be made no later than June 1. Such report shall include, but not be limited to the following:

(a). Accomplishments to date as compared with the overall plan or strategy for direct economic development.

(b). Anticipated short-term challenges during the next six-month reporting period, together with recommendations to meet short-term challenges.

(c). Long-term issues to be addressed over the succeeding twelve-month period or longer period of time, together with recommendations to meet such issues with emphasis to be placed on direct economic development.

(d). A recap of all budgeted expenditures for the first six (6) months of the fiscal year, together with a recap of unused budgeted funds and any commitment made on said unused funds.

Implied Duties

4.06 The Corporation is authorized to do that which the Board deems desirable to accomplish any of the purposes or duties set out in Sections 2.01 and 4.05 of these Bylaws and in accordance with State law.

Meetings

4.07 The Board shall hold an annual meeting within 60 days of appointment of the Board, and shall hold regular meetings as determined at that annual meeting. The President may call special meetings when, in his judgment, such meetings are necessary. All meetings of the Corporation shall be held at City Hall or another facility within the city. If there is no business to discuss, the President shall notify the Directors. All meetings of the Board shall provide notice and be conducted as provided for and in accordance with the requirements of the Texas Open Meetings Act, Texas Government Code Chapter 551, as amended.

No meetings of the Board of Directors shall be held outside the boundaries of the City.

Attendance

4.08 Regular attendance at the Board meetings is required of each Director. The following number of absences may constitute the need for replacement of a Director: three (3) consecutive absences or attendance reflecting unexcused absences constituting fifty percent (50%) of the regularly scheduled meetings over any twelve (12) month period. In the event replacement for unexcused absences is indicated, the Director will be counseled by the President and, subsequently, the President shall submit, in writing to the City Secretary, to be forwarded to the City Council, a request to consider replacing the Director in question.

Quorum

4.09 For the purposes of convening a meeting and transacting the business of the Corporation at any meeting, a majority of the Board shall constitute a quorum. If there is an insufficient number of Directors present to convene a meeting and transact business, the presiding officer shall adjourn such meeting.

Compensation

4.10 The duly appointed Directors shall serve without compensation, but shall be reimbursed, in accordance with State law, for actual or commensurate costs of travel, lodging, and/or incidental expenses incurred while performing official business of the Board.

Voting; Action of the Board of Directors

4.11 Directors must be present in order to vote at any meeting. Unless otherwise provided in these Bylaws, the Corporation's Articles of Incorporation, or as required by law, the act of a simple majority of the Directors present at any meeting is sufficient to constitute action of the Board and authorize the President of the Board or the [~~Administrator~~] EDC **Director**, to take further action. For any vote or item presented for action to the Board, for which a Director is aware of a conflict of interest or potential conflict of interest, with regard to any particular vote, the Director shall bring the same to the attention of the Board, file any affidavit required to be filed by state law, and shall abstain from discussion and voting. Any Director may bring any apparent conflict of interest to the attention of the Board before any vote shall be taken regarding that particular matter.

Board's Relationship with City Council

4.12 In accordance with State law, the City Council shall require the Corporation to be responsible for the proper discharge of the duties assigned in this Article. All policies for program administration shall be submitted for City Council approval, and the Board shall administer said programs accordingly. The Board shall determine its policies and direction within the limitations of the duties herein imposed, by applicable laws, the Corporation's Articles of Incorporation, these Bylaws, contracts entered into with the City, and budget and fiduciary responsibilities.

Administration of Economic Development Programs

4.13 The Corporation may, with approval of the City Council, contract with the City of Seabrook, or with another entity or individual, for such full or part-time employees as needed to carry out the programs of the Corporation. These employees shall perform those duties outlined with state law, include such employees within its retirement and insurance plans, provided the Corporation reimburses the City for such costs.

4.14 The Corporation and the City may agree in writing for the provision of required administrative services necessary for the operation of the Corporation, whether in addition to or in place of any Corporation employees. Such services shall be reimbursed to the City by the Corporation at actual cost. Any request for services made to the administrative departments of the City shall be made by the Board or its designee in writing to the City Manager. The City Manager may approve such request for assistance when he finds such requested services are available within the administrative departments of the City, and that the Board has agreed to reimburse the administrative department's budget for the costs of the services provided.

4.15 The Board is authorized to hire its own legal counsel.

4.16 The Corporation may, with approval of the City Council, contract with any qualified and appropriate person, association, Corporation, or governmental entity to perform and discharge designated tasks which will aid or assist the Board in the performance of its duties. However, no such contract shall ever be approved or entered into which seeks or attempts to divest the Board of Directors of its discretion and policy-making functions in discharging the duties hereinabove set forth.

ARTICLE FIVE
OFFICERS

Officers of the Corporation

5.01 The elected officers of the Corporation shall be President, Vice-President, Secretary, and Treasurer. The Board may resolve to elect one or more Assistant Secretaries or one or more Assistant Treasurers as it may consider desirable. Such officers shall have the authority and perform the duties of their office as the Board may from time to time prescribe or as the Secretary or Treasurer may from time to time delegate to his or her respective Assistant. No Director shall hold more than one office at any time.

Selection of Officers

5.02 The officers shall be elected by the Board and shall serve for a term of one (1) year. The term of office of each officer shall always be for a period of one (1) year; provided, however, each officer shall continue to serve until the election of his or her successor unless such Director has been replaced. Elections shall be held at the annual meeting of the Board.

Vacancies

5.03 A vacancy in any office, which occur by reason of death, resignation, disqualification, removal, or otherwise, may be filled by appointment by the Board of Directors for the unexpired portion of the term of that office, in the same manner as other officers are elected by the Board.

President

5.04 The President shall be the presiding officer of the Board. In general, the President shall perform all duties incident to the office, and such other duties as shall be prescribed from time to time by the Board of Directors. The President shall also have the following specific authority:

a. To preside over all meetings of the Board;

b. To vote on all matters coming before the Board;

c. To call a special meeting of the Board, upon notice to all Board members when, in his judgment, such meeting is necessary;

d. To cancel any regularly scheduled meeting of the Board when there is no business to discuss, provided s/he gives notice to the Board and to the public, of such cancellation, as provided in Section 4.07 hereof.

In addition to the above mentioned duties and authority, the President shall sign, with the Secretary of the Board, any resolutions, policies, deeds, mortgages, bonds, contracts, or other instruments, which the Board of Directors has approved and unless execution of said document has been expressly delegated to some other officer or agent of the Corporation by appropriate Board resolution, by a specific provision of these Bylaws. All instruments are subject to the approval of the City Council, which approval shall be noted thereon. In general, the President shall perform all duties incident to the office, and such other duties as shall be prescribed from time to time by the Board of Directors.

Vice President

5.05 In the absence of the President, or in the event of his or her inability to act, the Vice President shall perform the duties of the President. When so acting, the Vice President shall have all powers of and be subject to all the same restrictions as the President. The Vice President shall also perform other duties as from time to time may be assigned to him or her by the President.

Secretary

5.06 The Secretary shall keep, or cause to be kept, at the registered office, a record of the minutes of all meetings of the Board and of any committee of the Board. The Secretary shall also file a copy of said Minutes with the City Secretary. Minutes are to be kept in accordance with the provisions of these Bylaws, or as required by the Texas Open Meetings Act, the Texas Public Information Act, the Records Retention Act, or other applicable law. The Secretary shall be the custodian of the records and seal of the Corporation, and shall keep a register of the current mailing address and street address, if different, of each Director.

Treasurer

5.07 The Treasurer shall keep, or cause to be kept, at the Corporation's registered office, a record of all receipts and expenditures of the funds of the Corporation. The Treasurer shall provide a written monthly financial report of income and expenditures, which report shall be mailed or delivered to all Directors of the Board. The Treasurer shall, in general, perform all the duties incident to that office and such other duties as may be assigned to him/her from time to time by the President of the Board.

Assistant Secretaries and Assistant Treasurers

5.08 The Assistant Secretaries and Assistant Treasurers, if any, shall, in general, perform such duties as may be assigned to him/her by the President or the Board of Directors.

<u>ARTICLE SIX</u>
COMMITTEES

Standing Committees

6.01 The Board of Directors may appoint standing committees with such duties and powers as the Board deems appropriate.

Special Committees

6.02 The Board of Directors may determine from time to time that other committees are necessary or appropriate to assist the Board of Directors, and shall designate, subject to Board approval, the Directors of the respective committees.

Limitation on Committee Authority

6.03 No such committee shall have the independent authority to act for or in place of the Board of Directors or to expend any funds, but shall act only in an advisory capacity, and shall report back to the Board as directed.

The designation and appointment of any such committee, and delegation to that committee of any authority, shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or upon him or her by law.

Term of Office of Committee Members

6.04 Each member of a committee shall serve until the next annual appointment of the Board of Directors and until his or her successor is appointed, unless the committee is terminated sooner, or unless such member has ceased to serve on the Board of Directors, or is removed from such committee.

6.05 Any committee member may be removed from a committee by the Board whenever in its judgment the best interests of the Corporation would be served by such removal.

Vacancies on Committees

6.06 Vacancies in the membership of any committee may be filled in the same manner as provided with regard to the original appointments to such committee.

ARTICLE SEVEN

FINANCIAL ADMINISTRATION

The Corporation's financial administration shall be conducted as follows:

Fiscal Year

7.01 The fiscal year of the Corporation shall begin on October 1 and end on September 30 of the following year.

Budget

7.02 A budget for the forthcoming fiscal year shall be submitted to, and approved by, the Board of Directors and the City Council of the City of Seabrook. Once a budget is approved, such constitutes approval for the Corporation to expend Corporation funds in accordance with the budget. The budget may be amended from time to time, subject to the same approval requirements, to allow for changes in economic development priorities or to respond to an economic development opportunity.

Contracts

7.03 As provided in Article Five above, the President and Secretary shall execute any contracts or other instruments, which the Board has approved and authorized to be executed; provided, however, the Board may, by appropriate resolution, authorize any other officer or officers or any other agent or agents, to enter into contracts or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority may be confined to specific instances or defined in general terms. When appropriate, the Board may grant a specific or general power of attorney to carry out some action on behalf of the Board; provided, however, no such power of attorney may be granted unless an appropriate resolution of the Board authorizes the same to be performed, subject to approval by City Council.

Checks and Drafts

7.04 No check, draft, order for the payment of money or evidence of indebtedness shall be prepared or signed unless same is in accordance with the approved Corporation budget, or an approved budget amendment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be approved by the Board and signed by two offers of the Corporation or their designees.

Deposits

7.05 All funds of the Corporation shall be deposited, on a regular basis, to the credit of the Corporation in a local bank, which shall be federally insured and shall be selected following the procedures and requirements for selecting a depository as set forth in Chapter 105 of the Texas Local Government Code.

Gifts

7.06 The Corporation may accept any contribution, gift, bequest, or device for the general purpose or for any special purpose of the Corporation.

Purchasing

7.07 All purchases made and contracts executed by the Corporation shall be made in accordance with the requirements of the Texas Constitution and laws of the State of Texas.

Investments

7.08 Temporary and idle funds, which are not needed for immediate obligations of the Corporation, may be invested in any legal manner as provided in Chapter 2256 of the Texas Government Code, (the Public Funds Investment Act).

Bonds

7.09 The Corporation is authorized to issue bonds for appropriate projects provided that such are issued in accordance with all applicable state laws, and with the approval of the Seabrook City Council, after review and comment by the City's bond counsel and financial advisor.

Uncommitted Funds

7.10 Any funds of the Corporation that are uncommitted at the end of the fiscal year shall be considered a part of the Fund Balance of the Corporation.

The undesignated Fund Balance may be designated for any legal purpose, provided both the Corporation's Board of Directors and the City Council approve such commitment. This designation may include the establishment of a Permanent Reserve Fund, which shall be accumulated for the purpose of using the interest earnings of such Fund to finance operation of the Corporation.

Monthly Reports

7.11 The City financial office will provide to the Board of Directors a monthly report of all matters required, permitted, or done pursuant to this Article or any contract.

Annual Audit; Bonding Requirements for Third Party Audits

7.12 The City of Seabrook, or any other contractual entity providing financial services to the Corporation, shall provide to the Board of Directors an annual audited financial statement of all funds. This audit shall be prepared by a competent independent audit firm as soon as practical following the end of each fiscal year. The Corporation shall employ the City, at the City's actual cost, to perform the Corporation's financial and accounting requirements, including an annual audited financial statement of all funds. Provided, however, that the Corporation may contract with a third party to perform the Corporation's financial and accounting requirements, including the annual audited financial statement, with the approval and consent of the City Council.

If the Corporation independently contracts with an entity other than the City for financial accounting and auditing services, such entity shall be required to provide an official bond in the sum of not less than One hundred Thousand Dollars ($100,00.00). Such bond shall be procured from some regularly accredited surety company authorized to do business in the state. A copy of such bond shall be filed with the Corporation and with the City Secretary.

If the Corporation does not elect to contract for financial services, the President, Vice President, and Treasurer of the Board shall each give an official bond in the sum on not less than One Hundred Thousand Dollars ($100,00.00). The bonds referred to in this section shall be considered for the faithful accounting of all monies and things of value coming into the hands of such officers. The bonds shall be procured from some regularly accredited surety company authorized to do business in the state. The premiums therefore shall be paid by the Corporation. A copy of each officer's bond shall be filed with the City Secretary.

ARTICLE EIGHT

BOOKS AND RECORDS

8.01 The Corporation shall keep correct and complete books and records of all actions of the Corporation, including books and records of accounts and the minutes of meetings of the Board of Directors and of any committee having any authority of the Board and to the City Council. All books and records of the Corporation may be inspected by the City Council or the Directors of the Corporation; and any information that may be designated by law as public information shall be open to public inspection at any reasonable time. The Texas Public Information Act, Texas Government Code Chapter 552, shall apply to any disclosure of the Corporation's records.

ARTICLE NINE
SEAL

9.01 The Board of Directors shall obtain a corporate seal which shall bear the words "Corporate Seal of Seabrook Economic Development Corporation;" thereafter, the Board may use the corporate seal and may later alter said seal as necessary, without changing the corporate name; however, these Bylaws shall not be construed to require the use of the corporate seal.

ARTICLE TEN
AMENDMENTS TO BYLAWS

10.01 These Bylaws may be amended or repealed, and new Bylaws may be adopted by an affirmative vote of not less than five (5) of the authorized Directors serving on the Board; provided however, that at least ten (10) days prior to the meeting at which such action is taken, written notice setting forth the proposed action shall have been given to all Directors, and public notice regarding such action given according to the requirements of the Texas Open Meetings Act and Public Information Act.

10.02 Notwithstanding the foregoing, no amendment or new Bylaw shall become effective until approved by the City Council.

ARTICLE ELEVEN
DISSOLUTION

11.01 Dissolution of the Corporation may be effected as provided for in the Development Corporation Act of 1979.

ARTICLE TWELVE

INDEMNITY

12.01 The Corporation hereby agrees to indemnify and hold harmless each current or former Director or Officer of the Corporation from and against any costs, expenses (including attorney's fees), fines, settlements, judgments, liabilities, and other amounts, actually and reasonably incurred by such person in any action, suit, or proceeding to which he or she is made a party by reason of holding such position; provided, however, such Officer or Director shall not receive such indemnification if he/she is finally adjudicated to be liable for negligence or misconduct with respect to the matter for which indemnity is sought. The indemnification herein provided shall also extend to good faith expenditures incurred in anticipation or, or preparation for, threatened or proposed litigation. The Board of Directors may, in proper case, extend this indemnification to cover the good faith settlement of any such action, suit, or proceedings, whether formally instituted or not.

The Corporation is authorized to secure independent insurance or to participate in and be included in the coverage provided by the City of Seabrook through the Texas Municipal League Insurance Risk Pool, or other insurance program.

12.02 Furthermore, to the extent allowed by law, the Corporation agrees to indemnify and hold harmless and defend the City of Seabrook, its officers, agents, and its employees, from and against liability for any and all claims, liens, suits, demands, and/or actions for damages, injuries to persons (including death), property damage (including loss of use), and expenses, including court costs and attorneys' fees and other reasonable costs arising out of or resulting from the Corporation's activities, and from any liability arising out of or resulting from the intentional acts or negligence, including all such causes of action based upon common, constitutional, or statutory law, or based in whole or in part upon the negligent or intentional acts or omissions of the Corporation, including but not limited to its officers, agents, employees, licensees, invitees, and other persons.

12.03 It is further agreed that, with respect to the above indemnity, the City of Seabrook and the Corporation will provide each other with prompt and timely notice of any event covered that in any way, directly or indirectly, contingently or otherwise, affects or might affect the Corporation or the

City of Seabrook, and the City shall have the right to compromise and defend the same to the extent of its own interests. It is further agreed that this indemnity clause shall be an additional remedy to the City of Seabrook and not an exclusive remedy.

ARTICLE THIRTEEN

MISCELLANEOUS

Relation to Articles of Incorporation

13.01 These Bylaws are subject to, and governed by, the Corporation's Articles of Incorporation, and applicable State statutes under which the Corporation is organized

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the amended Bylaws of the Corporation and that such Bylaws were duly amended and adopted by the Board of Directors of the Corporation on the date set forth below.

Adopted as amended, by the Board of Directors on the 14th day of February, 2008.

ATTEST:

Ernie Davis, President

Robin C. Riley, Secretary

These Bylaws were approved by Resolution No. 2008-03, adopted by the City Council of the City of Seabrook on the 18th day of March, 2008.

ATTEST:

Robin C. Riley, Mayor

Michele L. Glaser, TRMC
City Secretary