

NOTICE OF PUBLIC MEETING



FEBRUARY 23, 2021 AT 12:00 P.M.

**11 CHAPEL LANE, SUITE B
NEW BOSTON, TX 75570**

Persons wishing to attend the TexAmericas Center Board of Directors Meeting by telephone can call 1-866-778-5424 and enter the Participant Code of 5090805. Board meeting agenda and materials can be found at the www.texamericascenter.com website.

The Board of Directors of TexAmericas Center will meet to conduct business at the above time and location via conference call.

AGENDA

1. Reflection.
2. Call to Order.
3. Roll Call of Directors.
4. Public Comment Period for Non-Agenda Items. Comments are limited to five minutes.
5. Public Comment Period for Agenda Items. Comments are limited to five minutes.
6. Hear and discuss reports from the standing Committees of TexAmericas Center. Committees that met since the last board meeting are:
 - a. Environmental
 - b. Infrastructure/Real Estate, Marketing & Business Development
 - c. Investment/Finance
 - d. Executive
7. Consent Agenda:
 - a. Approve Minutes of Board Meeting from January 26, 2021
 - b. Approve Check Book Register and Deposit Summary from January 21, 2021 – February 18 2021.
 - c. Consider and take action upon **Resolution #20210223-01** approving the **Fiscal Year 2021 1st Quarter Scrap and Timber Sales Report.**

- d. Consider and take action upon **Resolution #20210223-02** approving the **Fiscal Year 2021 1st Quarter Investment Report**.
8. Report regarding regional water.
9. Consider and take action upon **Resolution #20210223-03** approving the **Fiscal Year 2021 1st Quarter Financials**.
10. Consider and take action upon **Resolution #20210223-04** approving a **First Amendment to a Payment in Lieu of Taxes (PILOT) Policy for Tenants Leasing Property from TexAmericas Center**.
11. Consider and take action upon **Resolution #20210223-05** approving an **amendment to a Payment in Lieu of Taxes (PILOT) Agreement for Tenants Leasing Property from TexAmericas Center**.
12. Staff Reports:
 - a. Executive Director/CEO Report
 - b. Executive Vice President/CEDO Report
 - c. Executive Vice President/COO Report
 - d. Vice President of Logistics Report
 - e. Vice President of Finance Report
13. Adjourn to Executive Session pursuant to the following Sections:
 - a. Section 551.071 of the Texas Government Code; Consultation with attorney regarding legal issues relating to pending or contemplated litigation.
 - b. Section 551.072 of the Texas Government Code; Deliberation of the purchase, exchange, lease, or value of real property.
 - c. Section 551.074 of the Texas Government Code; Personnel Matters.
 - d. Section 551.087 of the Texas Government Code; Deliberation regarding Economic Development Negotiations.
14. Reconvene in Open Session.
15. Adjournment.



Environmental Committee Meeting

Oversees Regulatory Compliance, Risk, Hunting and Forestry Management

MINUTES

107 Chapel Lane, New Boston, TX
Wednesday, February 3, 2021
12:30 p.m.

The Environmental Committee of TexAmericas Center Board of Directors met to conduct business on the date and time listed above via conference call.

Committee Members, Staff and Others in Attendance by roll call were:

Justin Powell	Jim Roberts	Jimmy Howell	Scott Norton
Jeff Whitten	Marla Byrd	Carl Herberg Kingwood Forestry	

1. Justin Powell called the meeting to order at 12:32 p.m.
2. Considered and approved the minutes from November 4, 2020 meeting. A motion was made by Jim Roberts and seconded by Jimmy Howell. The motion was carried unanimously by voice vote.
3. Scott Norton led a discussion regarding ESCA and other TAC-East remediation efforts, specifically TCEQ approving RCRA permit and we were just made aware of a new landfill on the property containing "construction debris" just south of Cypress Street.
4. Carl Herberg with Kingwood Forestry gave an update on the Forestry program, specifically reforestation, timber sales for the March board meeting, site preparation and culvert repair. Regarding the Hunting Program, suggested increasing hunting lease fees for the upcoming year. The consensus was to bring a .50 increase for the lease change recommendation to the next Committee meeting in April for recommendation to board.
5. With no other business to discuss, a motion was made by Jim Roberts and seconded by Jimmy Howell to adjourn the meeting at 1:02 p.m. The motion carried unanimously by voice vote.



Infrastructure, Real Estate, Marketing and Business Development

Oversight, review and recommendations relating to all infrastructure needs of the properties of the organization and shall also oversee all real estate marketing activities, facilities master planning and personal property disposal.

MINUTES

107 Chapel Lane, New Boston, TX 75570

February 9, 2021

12:00 P.M.

The Infrastructure, Real Estate, Marketing and Business Development Committee of TexAmericas Center Board of Directors met to conduct business on the date and time listed above via conference call.

Committee Members, Staff and Others in Attendance by roll call were:

Ron Collins	Fred Norton	Jimmy Howell	Scott Norton
Eric Voyles	Jeff Whitten	John Sesler	Marla Byrd
David Williams			

MTG Engineers

Committee Members Absent by roll call were:

Steve Mayo Marc Reiter

1. Ron Collins called the meeting to order at 12:07 p.m.
2. Considered and took action to approve the Minutes from November 3, 2020 Infrastructure/Real Estate, Marketing and Business Development Committee meeting. A motion was made by Fred Norton and seconded by Jimmy Howell. The motion carried unanimously by voice vote.
3. Eric Voyles provided an update regarding Building Occupancy Rates as follows:
 - a. TAC-East 461,409sf of 973,243sf ~47.41%
 - b. TAC-Central 501,855sf of 601Ksf ~ 83.41%
 - c. TAC-West 14,598sf of 260Ksf ~5.63%
4. Eric Voyles provided an update regarding Available Move-In Ready Buildings as follows:
 - a. TAC-East
 - i. Area U Buildings – Storage Only; No Utilities; 14 buildings, 11,500sf each
 - ii. Area V Bunkers - 22 bunkers remaining, mix of ~1,100sf and ~1,600sf
 - b. TAC-Central
 - i. 135 Miller Street – 15,754sf - Industrial
 - ii. 150 Service – 12,490sf – Industrial

- iii. 154 Service – 19,228sf – Industrial
- iv. 245 Ammo – 15,850sf – Industrial –
- v. 228 Texas, Suite B & C – 5,637sf - Office
- vi. 11B Chapel Lane, Suite B – 1,390sf – Office
- vii. 116 Technology Circle –~24,000sf – Office
- viii. 342 Texas – 4,800sf – Office
- c. TAC-West – Total Square feet available
 - i. Area A Bunkers – Total Square feet available - 144,358sf
 - ii. Area C Bunkers– Total Square feet available – 100,564sf

5. Jeff Whitten gave an update on the Existing Product Improvement Plan as follows:

- a. New Projects
 - i. Area U Infrastructure Planning – No Update
 - ii. Telecommunication Infrastructure
 - 1. Connectivity Study
 - a. TAC property well positioned for hyper scale, corporate, or similar data center applications
 - b. TAC property less suited for retail and wholesale data center applications
 - c. Second phase of study will focus on regional investments needed to improve attractiveness for both types of applications
 - 2. Wireless Back-up System - No Update
 - iii. Planning Utility Corridors
 - 1. Crockett Site on South Ellis - No Update
 - 2. South Lamar to Area U - No Update
- b. Existing Project Status Update:
 - i. Utility Corridor Oak Street – TAC East
 - 1. Natural Gas to Area A – JDW evaluated route. Matrix will do Ground Penetrating Radar along route as required by Navitas.
 - ii. Rehabilitation of 555 Elm Circle (Area D) & C-1 – Have bids for doors and finish-out and holding at this time.
 - iii. Retrofit of Area D Buildings
 - 1. Current Construction Projects
 - a. Safe Harbor Punch List Items - Complete
 - b. 556 Building finish out – Loc Performance – On hold
 - iv. 175 Arkansas – Rowe Casa Organics
 - 1. Landscape work complete
 - 2. Evaluating window replacement
 - v. 245 Ammunition Drive
 - 1. TAC just completed stripping the drywall, ceiling grid, insulation and other items in the north three offices.
 - 2. Evaluating rebuild of and replacement of HVAC in bathrooms.

6. Jeff Whitten and Scott Norton provided an update regarding the Spec Building as follows:

- a. Review Building and Site Plans – Building pad complete, interior footings poured, water main adjustments ongoing, portion of slab may be poured by meeting date, detention pond almost complete. *Jeff reminded committee members about the camera link to view the progress.
- b. Financing - *Still in progress

- c. Referrals Welcome * Eric reminded Committee members referrals were welcome for the Spec building.
7. Jeff Whitten provided the Property Maintenance Report as follows:
 - a. General Mowing & Cleaning – seasonal decline in mowing activities, cleaning continues
 - b. Building Inventory Assessment - Complete
 8. Jeff Whitten gave an update on Planning Activity as follows siting maps provided:
 - a. Status update: Wetlands – JDW will provide a map and discuss impacts
 - b. Texas A&M Planning Partnership – No Update
 - c. EDA CARES Grants - Submitted
 - i. Advanced Manufacturing Technology Center – TC @ TAC Expansion – Not awarded
 - ii. Rail Infrastructure – Not awarded as a CARES grant; resubmitted as an Infrastructure Grant for a lower amount
 9. Scott Norton and Eric Voyles provided an update regarding Organizational Development Activity as follows:
 - a. Access to Capital – Future Capital Projects Funding – Scott Norton
 - b. Incentives
 - i. PILOT Modifications to TAC Existing Leases
 - ii. Freeport Tax Exemption - All Jurisdictions
 - iii. Add Leary to All Incentives as Needed
 - c. Marketing Activities
 - i. Website – www.TexAmericasCenter.com
 - ii. Research On Investment – Lead Generation
 - iii. Social Media
 - iv. Chartwell Agency (All local media coverage is excluded)
 1. Spec Building Press Conference
 2. REDNews – Texas Road to Recovery Summit – Panelist
 3. Supply Chain Best Practices Article
 4. CEO Interview with KRLD Radio DFW
 5. Inbound Logistics Article
 6. Industry Today Article
 7. Manufacturing.net Article
 8. IMPO Article
 9. Industrial Distribution Article
 10. Industrial Equipment News Article
 11. DC Velocity Article
 12. SDC Executive Article
 13. Food Logistics Article
 14. Expansion Solutions Magazine Article
 15. Trade & Industry Development Article
 16. BXJ Magazine Article
 17. RE Business Online Article
 18. Manufacturing Talk Radio Interview
 19. Global Trade Magazine Article
 20. Commercial Real Estate Pro Network Podcast Interview
 - d. Regional Economic Development – No report
 - e. Training & Conferences – In office webinars on various topics
 - f. Strategic Doing – No report

10. Jeff Whitten discussed there were no new Proposed TAC Ordinances at this time.
 - a. None currently
11. There was no Executive Session; therefore, the meeting remained in Open Session.
12. In other business, Mr. Ron Collins mentioned that TexAmericas Center was getting good publicity and good representation. Scott Norton advised Committee TCEQ had approved the RCRA permit and the 25 day comment period should end 2/10/21.
13. With no other business to discuss, a motion was made by Jimmy Howell and seconded by Fred Norton to adjourn the meeting at 12:47 p.m. The motion carried unanimously by voice vote.



Investment & Finance Committee Minutes

Thursday, February 11, 2021

9:00 a.m.

The Investment & Finance Committee of TexAmericas Center Board of Directors met to conduct business at 107 Chapel Lane, New Boston, TX 75570 on the date and time listed above via conference call.

Committee Members, Staff and Others in Attendance by roll call were:

Denis Washington	Gabe Tarr	Ben King	Kevin Avery
Fred Meisenheimer	Scott Norton	Holly Sleek	John Moran
Marla Byrd	Troy Lemons	Dick Long	Ben Day
	Holliday, Lemons & Cox, P.C.	Valley View Consulting, LLC	Valley View Consulting, LLC

Committee Members Absent by roll call were:

Tim Ketchum

1. Denis Washington called the meeting to order at 9:12 a.m.
2. Considered and took action to approve the Minutes from November 19, 2020 Committee Meeting. A motion was made by Kevin Avery and seconded by Ben King. The motion carried unanimously by voice vote.
3. Troy Lemons with Holliday, Lemons and Cox, P.C., presented the Collateral Report. Mr. Lemons made a note the date was incorrect on the report and was adjusted slightly; however, the coverages were accurate. The report has been corrected.
4. Troy Lemons with Holliday, Lemons and Cox, P.C., presented the Fiscal Year 1st Quarter Financials. Considered and took action to recommend accepting the Fiscal Year 2021 1st Quarter Financials. A motion was made by Fred Meisenheimer and seconded by Kevin Avery. The motion carried unanimously by voice vote.
5. Dick Long with Valley View Consulting, LLC presented the Fiscal year 2021 1st Quarter Investment Report. Considered and took action to recommend approval of the Fiscal Year 2021 1st Quarter Investment Report to the Board of Directors. A motion was made by Ben King and seconded by Gabe Tarr. The motion carried unanimously by voice vote.

6. Scott Norton presented the Fiscal Year 1st Quarter Scrap and Timber Sales Report. Considered and took action to recommend approval of the Fiscal Year 2021 1st Quarter Scrap and Timber Sales Report to the Board of Directors. A motion was made by Ben King and seconded by Fred Meisenheimer. The motion carried unanimously by voice vote.
7. Scott Norton led a discussion on financing for the SPEC building.
8. In other business Scott Norton informed the Committee of the upcoming Depository process as follows:

Request for applications go out:	March 3, 2021
Applications due back:	April 7, 2021
Review/Bring to June Board Meeting:	June 22, 2021

Current Depository goes through September of 2021.
9. With no other business to discuss, a motion was made by Ben King and seconded by Kevin Avery to adjourn the meeting at 9:47 a.m. The motion carried unanimously by voice vote.



EXECUTIVE COMMITTEE MEETING MINUTES

**11 CHAPEL LANE, SUITE B
NEW BOSTON, TX 75570**

**FEBRUARY 16, 2021
12:00 P.M.**

The Executive Committee of TexAmericas Center Board of Directors met to conduct business on the date and time listed above via conference call.

1. Ben King called the meeting to order at 12:06 p.m.

2. **Directors and Staff in Attendance were:**

Ben King Denis Washington Gabe Tarr Scott Norton
Wes Jordan Marla Byrd

Directors Absent were:

Jim Roberts

3. Considered and took action to approve Minutes from November 17, 2020 Committee Meeting. A motion was made by Gabe Tarr and seconded by Denis Washington. The motion carried unanimously by voice vote.
4. Scott Norton led a discussion on insurance policy and upcoming renewal options.
5. Scott Norton led a discussion on status of the SPEC Building.
6. Scott Norton led a discussion of Legislative Request for the 87th Texas Legislative Session. Specifically SB 479 and HB 1414 have been filed.
7. Scott Norton led a discussion to consider recommending an amendment to the PILOT Policy and PILOT Agreement to the Board of Directors. A motion was made by Denis Washington and seconded by Gabe Tarr to recommend the amendment to the PILOT Policy and PILOT Agreement to the Board of Directors. The motion carried unanimously by voice vote.
8. Scott Norton led a discussion to consider recommending Personnel Policy Manual changes to the Board of Directors regarding positions related to the Logistics division. No action to be taken at this time.
9. There was no Executive Session; therefore, the meeting remained in Open Session.

10. In other business, Scott Norton briefed the Committee on the following points:

- *RCRA Permit

- *ADC

- *Finance Department

- *Visitors on site

- *Audit

- *BRAC Office

- *LSRCS

11. With no other business to discuss, a motion was made by Gabe Tarr and seconded by Denis Washington to adjourn the meeting at 12:47 p.m. The motion carried unanimously by voice vote.



MINUTES

The Board of Directors of TexAmericas Center met to conduct business at 11 Chapel Lane, Suite B, New Boston, TX 75570 via conference call on January 26, 2021.

1. Jim Roberts, Chairman of the Board, called for a roll call of Directors to ensure a quorum before calling the meeting to order. A quorum was present by roll call.
2. The Reflection was led by Scott Norton.
3. Jim Roberts, Chairman of the Board, called the meeting to order at 12:04 p.m., certifying that the meeting was properly posted, being held in accordance with the Texas Open Meetings Act and that a quorum was present as previously confirmed.

4. **Directors in Attendance by roll call were:**

Jim Roberts	Craig McDuffie	Ron Collins	Marc Reiter
Tim Ketchum	Gabe Tarr	Ben King	Denis Washington
Fred Norton	Fred Meisenheimer		

Directors Absent by roll call were:

Jimmy Howell	Steve Mayo	Kevin Avery	Steven Seals
Justin Powell			

Staff and Others in attendance by roll call were:

Scott Norton	Marla Byrd	Jeff Whitten	Eric Voyles
John Sesler	John Moran	Wes Jordan	Judge Bobby Howell
		Jordan Law Firm	Bowie County Judge
Greg Bischof			
Texarkana Gazette			

5. Jim Roberts called for Public Comments for Non-Agenda Items. Comments are limited to five minutes. None noted.
6. Jim Roberts called Public Comments for Agenda Items. Comments are limited to five minutes. None noted.
7. Jim Roberts called for reports from the standing Committees of TexAmericas Center. No Committees had met since the last board meeting. No reports.

8. A motion was made by Ben King and seconded by Denis Washington to approve the items listed under the Consent Agenda. Jim Roberts call for votes by roll call by the directors in attendance. Each director voted yes. The motion carried unanimously by voice vote. Those items were:
 - a. Approved Minutes of Board Meeting from December 8, 2020
 - b. Approved Check Book Register and Deposit Summary from November 19, 2020 – January 20, 2021.
9. Scott Norton gave a brief report regarding regional water.
10. Considered and took action upon **Resolution #20210126-01** authorizing the Executive Director/CEO to execute a resolution for participation in the Texas Comptroller of Public Accounts Cooperative Purchasing Program. A motion was made Marc Reiter and seconded by Denis Washington. Jim Roberts called for votes by roll call by the directors in attendance. Each director voted yes. The motion carried unanimously by voice vote.
11. Considered and took action upon **Resolution #20210126-02 approving addendum Number Six to Lease Agreement by and between TexAmericas Center and Texarkana College.** A motion was made by Ben King and seconded by Fred Meisenheimer. Jim Roberts called for votes by roll call by the directors in attendance. Each director voted yes. The motion carried unanimously by voice vote.
12. Considered and took action upon **Resolution #20210126-03** authorizing the Executive Director/CEO to execute a lease for the Parking Lot at 203 Bowie Parkway on TexAmericas Center-East to Texarkana College. A motion was made by Marc Reiter and seconded by Ben King. Jim Roberts called for votes by roll call by the directors in attendance. Each director voted yes. The motion carried unanimously by voice vote.
13. Considered and took action upon **Resolution #20210126-04 ratifying the execution of a Standstill Agreement with the United States of America at 333 Panther Creek Drive, New Boston, TX 75570.** A motion was made by Fred Meisenheimer and seconded by Ben King. Jim Roberts called for votes by roll call by each director in attendance. Each director voted yes. The motion carried unanimously by voice vote.
14. Considered and took action upon **Resolution #20210126-05** authorizing the Executive Director/CEO to execute a lease with First Street Contractors for trailer lot space at 180 Arkansas Avenue, Lots A & B, New Boston, TX 75570 upon TexAmericas Center-Central Campus. A motion was made by Denis Washington and seconded by Ben King. Jim Roberts called for votes by roll call by each director in attendance. Each director voted yes. The motion carried unanimously by voice vote.
15. Staff Reports:
 - a. Scott Norton provided the Executive Director/CEO Report, specifically updating the Board on Change Orders 1, 2 & 3 for the SPEC Building.
 - b. Eric Voyles provided the Executive Vice President/CEDO Report.
 - c. Jeff Whitten provided the Executive Vice President/COO Report.
 - d. John Sesler provided the Vice President of Logistics Report
 - e. John Moran provided an introductory Vice President of Finance Report.
16. There was no Executive Session; therefore, the meeting remained in Open Session.

With no other business to discuss, a motion was made by Ben King and seconded by Denis Washington to adjourn the meeting at 12:36 p.m. Jim Roberts called for votes by roll call by each director in attendance. Each director voted yes. The motion carried unanimously by voice vote.

The above and foregoing minutes of the TexAmericas Center Board of Directors meeting, January 26, 2021 were read and approved on February 23, 2021.

Denis Washington, Secretary

TexAmericas Center
Check Register
 January 21 - February 18, 2021

Type	Date	Num	Name	Memo	Deposits	Payments
Check	01/21/2021	EFT	Regions	Credit Card Payment		705.00
Liability Check	01/25/2021	eft	InWest Retirement Solutions	Retirement		1,350.00
Liability Check	01/27/2021	E-pay	United States Treasury	Payroll Liability		12,115.08
Liability Check	01/28/2021		QuickBooks Payroll Service	Payroll		29,069.66
Paycheck	02/01/2021	18415	Moran, John M	Reimbursement		2,445.01
Paycheck	02/03/2021	DD3754	Moran, John M	Reimbursement		600.00
Check	02/04/2021	18416	Koworth Capital, LLC	Deposit Refund		850.00
Liability Check	02/04/2021	E-pay	United States Treasury	Payroll Liability		0.04
Bill Pmt -Check	02/09/2021	18417	Moran, John	Reimbursement		357.08
Bill Pmt -Check	02/09/2021	18418	Sesler, John	Per Diem-Raleigh, NC -Project Cobra Site Visit		201.00
Bill Pmt -Check	02/09/2021	18419	Voyles, Eric	Per Diem-Raleigh, NC -Project Cobra Site Visit		145.00
Bill Pmt -Check	02/09/2021	18420	Whitten, Jeff	Per Diem-Raleigh, NC -Project Cobra Site Visit		145.00
Deposit	02/09/2021			Deposit	19,026.54	
Deposit	02/09/2021			Deposit	1,300.00	
Deposit	02/09/2021			Deposit	450.00	
Bill Pmt -Check	02/10/2021	18421	AEP SWEPKO	Utilities		2,014.31
Check	02/10/2021	EFT	Wright Express	Fuel		288.01
Liability Check	02/11/2021		QuickBooks Payroll Service	Payroll		28,941.72
Paycheck	02/11/2021	18422	Jackson, Ruth E	Payroll		72.72
Bill Pmt -Check	02/11/2021	18423	Airgas USA, LLC	Utilities		41.62
Bill Pmt -Check	02/11/2021	18424	American Fire Protection Group	Area D 556		2,195.34
Bill Pmt -Check	02/11/2021	18425	American United Life Insurance Company	Insurance		981.54
Bill Pmt -Check	02/11/2021	18426	Ameritas	Insurance		702.56
Bill Pmt -Check	02/11/2021	18427	Ark-La-Tex Restoration Services	Bldg 320		6,200.00
Bill Pmt -Check	02/11/2021	18428	Bowie County	Insurance		27,220.76
Bill Pmt -Check	02/11/2021	18429	Chartwell Agency	Marketing		5,500.00
Bill Pmt -Check	02/11/2021	18430	Cintas Corp #197	Uniforms		140.00
Bill Pmt -Check	02/11/2021	18433	Cooper Cleaning Service, LLC	Janitorial		1,200.00
Bill Pmt -Check	02/11/2021	18434	Datacast, Inc.	Computer		2,366.34
Bill Pmt -Check	02/11/2021	18435	Defense Finance and Accounting Services	Utilities		240.28
Bill Pmt -Check	02/11/2021	18436	Eagle Cutting & Supply, LLC	Repairs		1,355.91
Bill Pmt -Check	02/11/2021	18437	Federal Express	Shipping		79.07
Bill Pmt -Check	02/11/2021	18439	Julie's Deli	Board Meeting/Committee Meetings		1,202.25
Bill Pmt -Check	02/11/2021	18440	Ledwell Office Solutions	Office Supplies		2,467.86
Bill Pmt -Check	02/11/2021	18441	McWilliams & Associates	Consulting		3,333.33
Bill Pmt -Check	02/11/2021	18442	Mountain Valley of Texarkana, Inc	Office Supplies		113.75
Bill Pmt -Check	02/11/2021	18443	MTG Engineers & Surveyors	Engineering		3,264.95
Bill Pmt -Check	02/11/2021	18444	New Boston Chamber of Commerce	Memberships		300.00
Bill Pmt -Check	02/11/2021	18445	Plunk Heating & Air LLC	Repairs		1,891.13
Bill Pmt -Check	02/11/2021	18446	Riverbend Water Resources District	Utilities		120.00
Bill Pmt -Check	02/11/2021	18447	Tatum Excavating Company, Inc.	Area D 556		7,398.00
Bill Pmt -Check	02/11/2021	18448	Texarkana Gazette	Advertising		33.00
Bill Pmt -Check	02/11/2021	18449	Texas Comptroller of Public Accounts	Dues/Memberships		100.00
Bill Pmt -Check	02/11/2021	18450	Transamerica Employee Benefits	Insurance		468.84
Bill Pmt -Check	02/11/2021	18451	Valley View Consulting, LLC	Consulting		1,250.00
Bill Pmt -Check	02/11/2021	18452	Verizon	Telephone		356.94
Bill Pmt -Check	02/11/2021	18453	Vinson & Elkins, LLP	Legal		9,527.50
Bill Pmt -Check	02/11/2021	18454	Waste Management	Waste Management		848.02
Bill Pmt -Check	02/11/2021	18455	Xerox Corp	Office Supplies		450.63
Bill Pmt -Check	02/11/2021	18456	Colonial Life	Insurance		414.36
Bill Pmt -Check	02/11/2021	18457	Conner & Duffer Insurance Agency	Insurance		200.00
Check	02/11/2021	EFT	Regions	Credit Card Payment		3,675.27
Bill Pmt -Check	02/11/2021	18458	Moran, John	Reimbursement		766.35
Bill Pmt -Check	02/12/2021	18459	Hooks Tire Service	Repairs		40.00
Bill Pmt -Check	02/12/2021	18460	Conterra Networks	Telephone & Internet		1,511.08
Bill Pmt -Check	02/12/2021	18461	Moran, John	Reimbursement		446.35



RESOLUTION NO. 20210223-01

APPROVAL OF 1ST QUARTER 2021 REPORT ON SCRAP AND TIMBER SALES

WHEREAS, TexAmericas Center is a political subdivision of the State of Texas with the powers and authorities specified in Chapter 3503 of the Special District Local Laws Code of the State of Texas; and

WHEREAS, TexAmericas Center Board of Directors adopted a Personal Property and Scrap Disposal Policy with an effective date of November 27, 2012 (Resolution #20121127-05) and Forest Management Plan effective May 26, 2020 (Resolution #20200526-05); and

WHEREAS, Paragraph 3.1.5 of the Personal Property and Scrap Disposal Policy requires the Executive Director to provide quarterly reports and an annual report to the Board summarizing salvage sale activity identified in the Policy; and

WHEREAS, the 1st Quarter 2021 Salvage Sales Report has been prepared as directed and is attached.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of TexAmericas Center that the 1st Quarter 2021 Salvage Sales Report is hereby accepted.

PASSED AND APPROVED THIS 23rd day February 23, 2021.

Jim Roberts, Chairman of the Board

ATTEST:

Denis Washington, Secretary

Attached: 1st Qtr. FY21 Scrap and Timber Sales Report

TexAmericas Center
Scrap Timber Sales
October through December 2020

	<u>Type</u>	<u>Date</u>	<u>Num</u>	<u>Memo</u>	<u>Sales</u>
Scrap Sales					
	Deposit	10/13/2020	501125	Tri State Iron & Metal Company	133.98
Total 44010 · Personal Property Sales					<u>133.98</u>
TOTAL					<u><u>133.98</u></u>

No Timber Sales



RESOLUTION NO. 20210223-02

APPROVAL OF 1ST QUARTER INVESTMENT REPORT FOR FISCAL YEAR 2021

WHEREAS, TexAmericas Center is a political subdivision of the State of Texas with the powers and authorities specified in Chapter 3503 of the Special District Local Laws Code of the State of Texas; and

WHEREAS, TexAmericas Center has adopted an Investment Policy as required by applicable law to manage the funds of TexAmericas Center; and

WHEREAS, the Investment Policy Paragraph III.D.2 requires the Executive Director/CEO or his designee to provide quarterly reports on the Investment Program and Investment Activity at the conclusion of each quarter to both the Investment Committee and the Board of Directors; and

WHEREAS, the Investment Committee has reviewed the report provided by the Executive Director/CEO and recommends acceptance by the Board of Directors;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of TexAmericas Center accepts and approves the attached 1st Quarter FY2021 Report on the Investment Program and Investment Activity of TexAmericas Center.

PASSED AND APPROVED THIS 23rd day of February, 2021.

Jim Roberts, Chairman of the Board

ATTEST:

Denis Washington, Secretary

Attached: FY21 1st Quarter Investment Report



INVESTMENT PORTFOLIO SUMMARY

For the Quarter Ended

December 31, 2020

Prepared by

Valley View Consulting, L.L.C.

The investment portfolio of the TexAmericas Center is in compliance with the Public Funds Investment Act and the Investment Policy.

Executive Director/CEO

Controller

Disclaimer: This report was compiled using information provided by the TexAmericas Center. No procedures were performed to test the accuracy or completeness of this information. The market values included in these reports were obtained by Valley View Consulting, L.L.C. from sources believed to be accurate and represent proprietary valuation. Due to market fluctuations these levels are not necessarily reflective of current liquidation values. Yield calculations are not determined using standard performance formulas, are not representative of total return yields, and do not account for investment adviser fees.

Summary

Quarter End Results by Investment Category:

Asset Type	September 30, 2020		December 31, 2020		
	Book Value	Market Value	Book Value	Market Value	Ave. Yield
DDA/MMA/NOW	\$ 8,439,995	\$ 8,439,995	\$ 10,487,056	\$ 10,487,056	0.51%
CD/Security	4,024,832	4,024,832	2,010,873	2,010,873	0.93%
Totals	\$ 12,464,826	\$ 12,464,826	\$ 12,497,929	\$ 12,497,929	0.58%

Current Quarter Portfolio Performance (1)

Average Quarterly Yield	0.58%
Rolling Three Month Treasury	0.09%
Rolling Six Month Treasury	0.12%
TexPool	0.09%

Fiscal Year-to-Date Portfolio Performance (2)

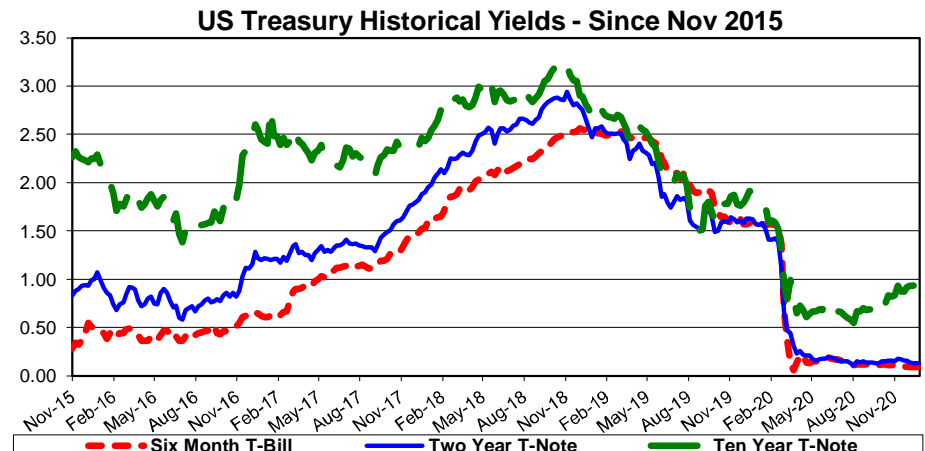
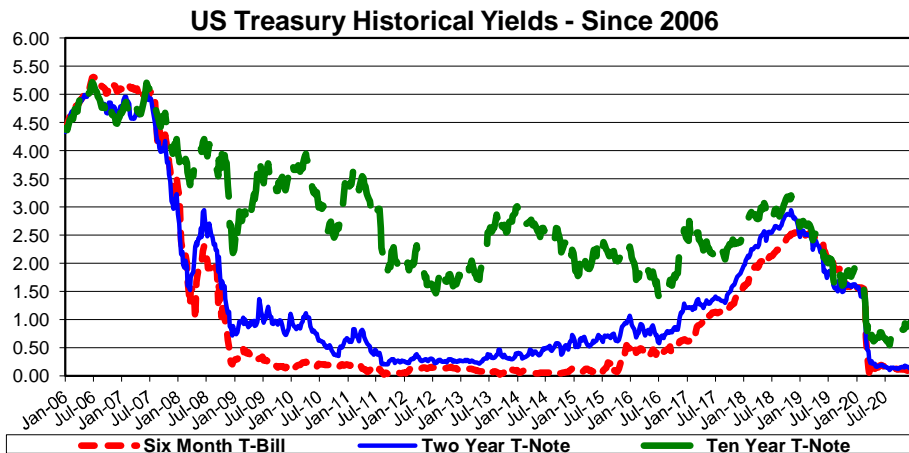
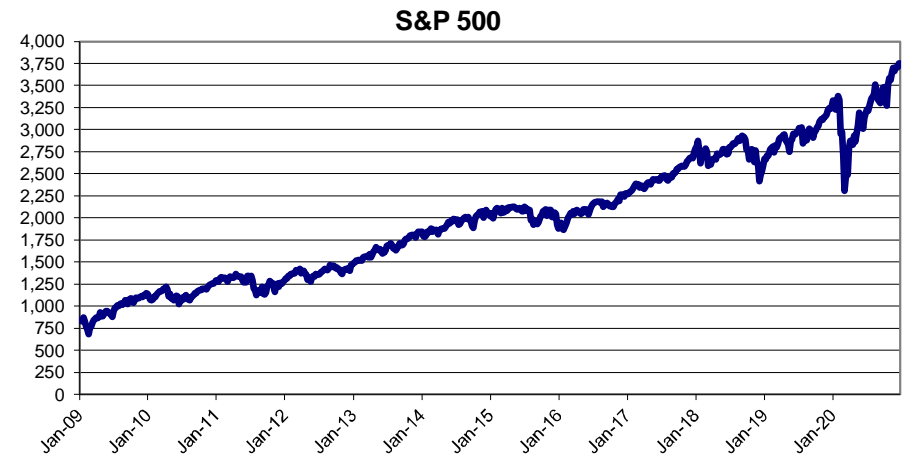
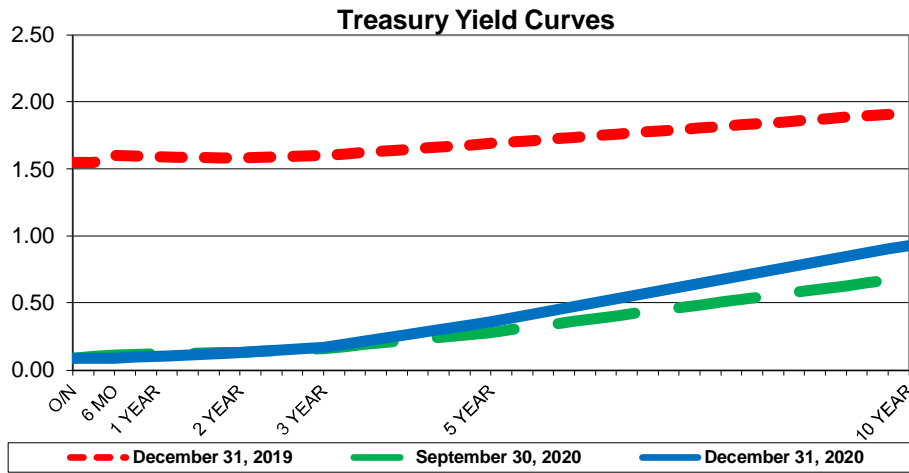
Average Quarter End Yield	0.58%
Rolling Three Month Treasury	0.09%
Rolling Six Month Treasury	0.12%
TexPool	0.09%

Quarterly Interest Earnings (Reported Separately)

(1) **Current Quarter Weighted Average Yield** - calculated using quarter end report yields and adjusted book values; does not reflect a total return analysis. Realized and unrealized gains/losses and investment advisory fees are not considered. The yield for the reporting month is used for bank, pool, and money market balances.

(2) **Fiscal Year-to-Date Weighted Average Yields** - calculated using quarter end report yields and adjusted book values; does not reflect a total return analysis or account for advisory fees.

The Federal Open Market Committee (FOMC) maintained the Fed Funds target range at 0.00% to 0.25% (Effective Fed Funds are trading +/-0.10%), and projected that reduced rates could remain into 2024. Second estimate of Third Quarter GDP was finalized at +33.4%, but still remains 3.5% below pre-pandemic levels. Crude oil traded above \$50 per barrel. Employment/ Unemployment continues modest improvement. The Stock Markets reached new highs. Housing continues adding positive economic activity. Additional fiscal stimulus passed and was signed by the President. The Yield Curve steepened slightly from last quarter end.



Investment Holdings

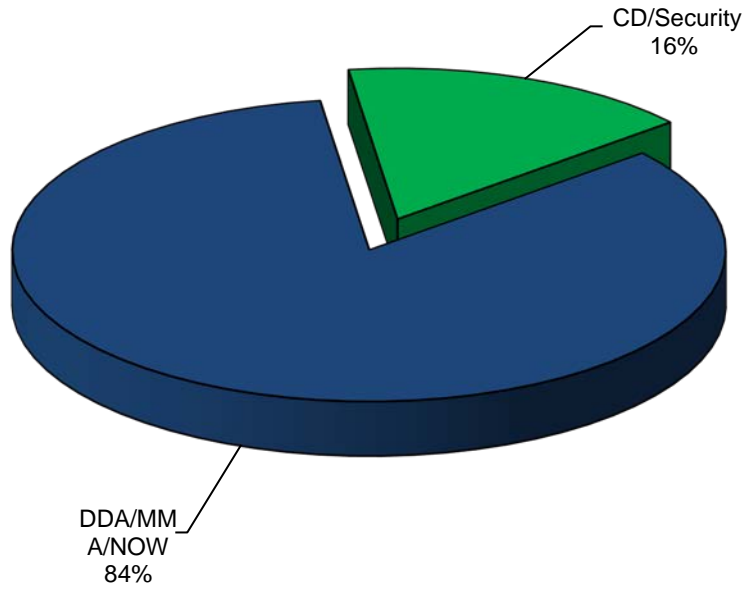
December 31, 2020

Description	Coupon/ Discount	Maturity Date	Settlement Date	Original Face\ Par Value	Book Value	Market Price	Market Value	Life (Days)	Yield
Guaranty B&T Checking	0.00%	01/01/21	12/31/20	\$ 27,454	\$ 27,454	1.00	\$ 27,454	1	0.00%
Guaranty B&T MMA	0.51%	01/01/21	12/31/20	10,459,602	10,459,602	1.00	10,459,602	1	0.51%
Farmers B&T CD	0.75%	05/19/21	05/19/20	1,004,406	1,004,406	100.00	1,004,406	139	0.75%
Farmers B&T CD	1.10%	05/19/22	05/19/20	1,006,467	1,006,467	100.00	1,006,467	504	1.11%
				\$ 12,497,929	\$ 12,497,929		\$ 12,497,929	53	0.58%
								(1)	(2)

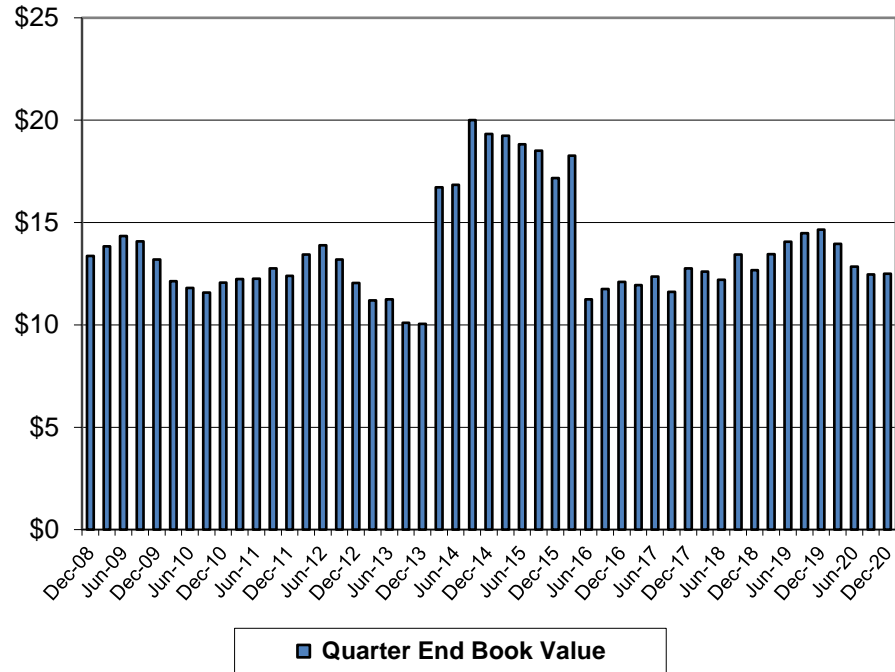
(1) **Weighted average life** - Pools, Money Market Funds, and Bank Deposits are assumed to have a one day maturity.

(2) **Weighted average yield to maturity** - The weighted average yield to maturity is based on Book Value, adviser fees and realized and unrealized gains/losses are not considered. The Bank Deposit, Pool, and Money Market Fund yields are the average for the last month of the quarter.

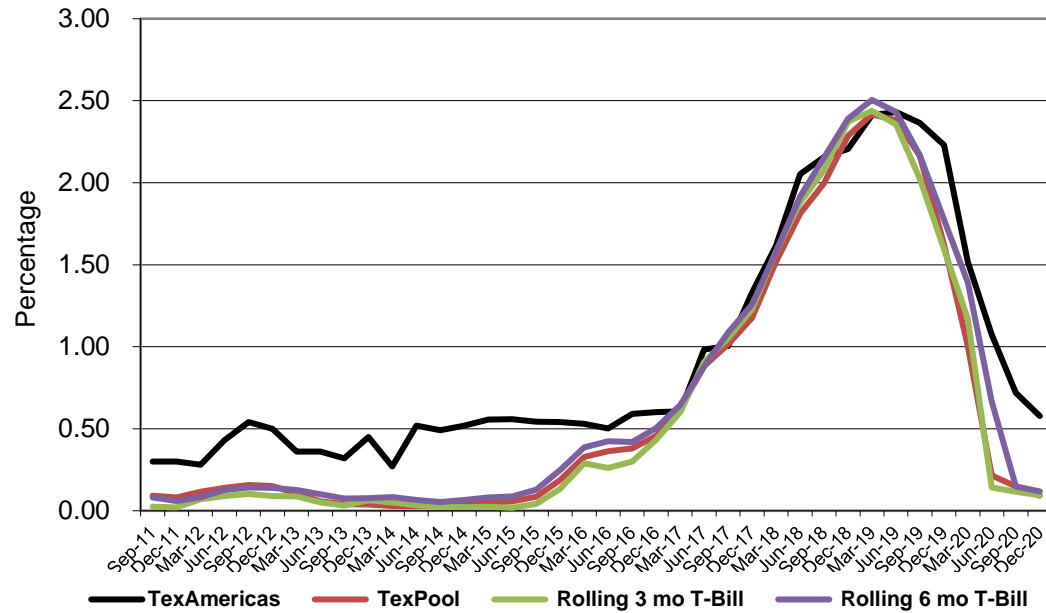
Portfolio Composition



Total Portfolio (Millions)



Total Portfolio Performance



Book & Market Value Comparison

Issuer/Description	Yield	Maturity Date	Book Value 09/30/20	Increases	Decreases	Book Value 12/31/20	Market Value 09/30/20	Change in Market Value	Market Value 12/31/20
Guaranty B&T Checking	0.00%	01/01/21	\$ 88,639	\$ -	\$ (61,185)	\$ 27,454	\$ 88,639	\$ (61,185)	\$ 27,454
Guaranty B&T MMA	0.51%	01/01/21	8,351,356	2,108,246	-	10,459,602	8,351,356	2,108,246	10,459,602
Guaranty B&T CD	1.84%	11/15/20	1,013,801	-	(1,013,801)	-	1,013,801	(1,013,801)	-
Guaranty B&T CD	0.97%	12/11/20	1,004,789	-	(1,004,789)	-	1,004,789	(1,004,789)	-
Farmers B&T CD	0.75%	05/19/21	1,002,530	1,876	-	1,004,406	1,002,530	1,876	1,004,406
Farmers B&T CD	1.11%	05/19/22	1,003,712	2,755	-	1,006,467	1,003,712	2,755	1,006,467
TOTAL / AVERAGE	0.58%		\$ 12,464,826	\$ 2,112,877	\$ (2,079,775)	\$ 12,497,929	\$ 12,464,826	\$ 33,102	\$ 12,497,929

Investment Policy Compliance
December 31, 2020

Authorized Investments	Maximum %	Actual Market Value	% of Portfolio	Status
Financial Institution Deposits	100%	\$ 12,497,929	100.00%	Pass
Repurchase Agreements	50%	–	0.0%	N/A
U.S. Treasury Notes/Bonds/Bills	0%	–	0.0%	N/A
U.S. Agencies	80%	–	0.0%	N/A
Money Market Mutual Funds	100%	–	0.0%	N/A
Local Gov't Investment Pools	100%	–	0.0%	N/A
State or Municipal Obligations	0%	–	0.0%	N/A
Total		\$ 12,497,929	100.0%	



RESOLUTION NO. 20210223-03

APPROVAL OF 1ST QUARTER FINANCIAL STATEMENTS FOR FISCAL YEAR 2021

WHEREAS, TexAmericas Center is a political subdivision of the State of Texas with the powers and authorities specified in Chapter 3503 of the Special District Local Laws Code of the State of Texas; and

WHEREAS, TexAmericas Center Board of Directors accepts and approves quarterly financial statements, which provide for the fiduciary guidance of TexAmericas Center funds;

NOW, THEREFORE, be it resolved by the Board of Directors of the TexAmericas Center that the 1st Quarter Financial Statements for Fiscal Year 2021 are accepted and approved for TexAmericas Center.

PASSED AND APPROVED THIS 23rd day of February, 2021.

Jim Roberts, Chairman of the Board

ATTEST:

Denis Washington, Secretary

Attached: FY21 1st Qtr. Financial Statements



HOLLIDAY, LEMONS & COX, P.C.

CERTIFIED PUBLIC ACCOUNTANTS

The Board of Directors
TexAmericas Center
New Boston, TX

Management is responsible for the accompanying financial statements of the general fund of TexAmericas Center, which comprise the balance sheet as of December 31, 2020 and 2019 and the related statement of revenue, expenditures, and changes in fund balance and the related budgetary information for the quarter then ended in accordance with accounting principles generally accepted in the United States of America. We have performed a compilation engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. We did not audit or review the financial statements nor were we required to perform any procedures to verify the accuracy or completeness of the information provided by management. Accordingly, we do not express an opinion, a conclusion, nor provide any form of assurance on these financial statements.

Management has elected to omit the Statement of Net Position and the Statement of Activities for the governmental activities, as well as substantially all of the disclosures required by accounting principles generally accepted in the United States of America. If the financial statements mentioned above and the omitted disclosures were included in the financial statements, they might influence the user's conclusions about TexAmericas Center's financial position and results of operations. Accordingly, these financial statements are not designed for those who are not informed about such matters.

Management has omitted the management's discussion and analysis that accounting principles generally accepted in the United States of America require to be presented to supplement the basic financial statements. Such missing information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context.

The supplementary information contained in the schedules on pages 3 through 10 is presented for purposes of additional analysis and is not a required part of the basic financial statements. This information is the representation of management. The information was subject to our compilation engagement; however, we have not audited, or reviewed the supplementary information and, accordingly, do not express an opinion, a conclusion, nor provide any form of assurance on such supplementary information.

We are not independent with respect to TexAmericas Center.

February 10, 2021

Holliday, Lemons & Cox, P.C.

2001 MOORES LANE • TEXARKANA, TEXAS 75503 • (903) 823-2727 • FAX (903) 823-2734

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AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

AICPA'S PRIVATE COMPANIES PRACTICE SECTION

TEXAS SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS

ARKANSAS SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS

TEXAMERICAS CENTER
BALANCE SHEET
Governmental Fund Type - General Fund
As of December 31, 2020 and 2019

	<u>December 31,</u> <u>2020</u>	<u>December 31,</u> <u>2019</u>
Assets		
Cash and Cash Equivalents	\$ 10,477,161	\$ 4,028,185
Investments - Certificates of Deposit	2,010,873	10,598,788
Accounts Receivable	148,078	40,182
Due from TAC East Holdings Co.	98,367	243,937
Due from U.S. Army - ESCA Grant	415,497	601,190
Due from EDA Grant		754,714
Due from TCF Grant		193,084
Prepaid Expenses	84,378	86,080
Total Assets	<u>\$ 13,234,354</u>	<u>\$ 16,546,160</u>
Liabilities		
Accounts Payable	\$ 1,447,406	\$ 2,048,190
Accrued Liabilities	34,252	182,745
Unearned Revenue	59,080	617,690
Tenant Lease Deposits	204,593	239,921
Total Liabilities	<u>1,745,331</u>	<u>3,088,546</u>
Fund Balance		
Committed	30,000	1,218,588
Assigned	270,470	212,099
Unassigned	11,188,553	12,026,927
Total Fund Balance	<u>11,489,023</u>	<u>13,457,614</u>
Total Liabilities and Fund Balance	<u>\$ 13,234,354</u>	<u>\$ 16,546,160</u>

TEXAMERICAS CENTER
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE
Governmental Fund Type - General Fund
Actual and Current Annual Budget
For the Quarter Ended December 31, 2020 and 2019

	<u>Oct 20 - Dec 20</u>	<u>Oct 19 - Dec 19</u>	<u>Annual Budget</u>
Revenues			
Leases	\$ 626,357	\$ 538,847	\$ 1,965,000
Franchise Fees	39,578	31,021	147,000
Tenant Reimbursement	2,200	-	-
Timber & Hunting	-	16,628	364,800
TAC East Management Fees	-	-	5,000
Bowie County Chapter 381	-	-	3,000
Grants	-	220,567	-
ESCA	678,075	1,033,557	2,039,610
Personal Property Sales	134	196	5,000
PILOT	107,151	-	100,000
Interest	23,256	75,241	100,000
Contract Revenue	-	-	259,370
Leased Employees	97,696	73,101	249,479
Miscellaneous	726	200	5,000
Total Revenue	<u>1,575,173</u>	<u>1,989,358</u>	<u>5,243,259</u>
Expenditures			
Current:			
Facility Operations & Infrastructure	149,004	322,175	1,200,581
Real Estate, Marketing & Sales	259,021	189,501	1,332,091
General Government	271,856	231,187	1,006,981
Hunting & Timber	41,585	42,467	102,559
Logistics	37,314	-	838,387
ESCA	1,003,899	1,045,504	2,179,740
Debt Service:			
Facility Operations & Infrastructure			
Principal	-	-	306,000
Interest	-	-	300,000
Capital Outlay:			
Facility Operations & Infrastructure	931,241	220,567	70,000
Total Expenditures	<u>2,693,920</u>	<u>2,051,401</u>	<u>7,336,339</u>
Change in Fund Balance	(1,118,747)	(62,043)	(2,093,080)
Fund Balance - Beginning	<u>12,607,770</u>	<u>13,519,657</u>	<u>12,607,770</u>
Fund Balance - Ending	<u>\$ 11,489,023</u>	<u>\$ 13,457,614</u>	<u>\$ 10,514,690</u>

TEXAMERICAS CENTER
SUPPLEMENTARY INFORMATION
Schedule of Detailed Revenues & Expenditures
Governmental Fund Type - General Fund
Actual and Current Annual Budget
For the Quarter Ended December 31, 2020 and 2019

	<u>Oct 20 - Dec 20</u>	<u>Oct 19 - Dec 19</u>	<u>Annual Budget</u>
Revenues			
Leases	\$ 626,357	\$ 538,847	\$ 1,965,000
Franchise Fees	39,578	31,021	147,000
Tenant Reimbursement	2,200	-	-
Timber & Hunting	-	16,628	364,800
TAC East Management Fees	-	-	5,000
Bowie County Chapter 381	-	-	3,000
Grants	-	220,567	-
ESCA	678,075	1,033,557	2,039,610
Personal Property Sales	134	196	5,000
PILOT	107,151	-	100,000
Interest	23,256	75,241	100,000
Contract Revenue	-	-	259,370
Leased Employees	97,696	73,101	249,479
Miscellaneous	726	200	5,000
Total Revenue	<u>1,575,173</u>	<u>1,989,358</u>	<u>5,243,259</u>
Expenditures			
Salaries & Wages	275,424	201,249	1,366,952
Health Insurance	35,922	33,352	516,561
Pension	19,886	17,330	172,276
Payroll Taxes	13,589	14,712	122,357
Cell Phone	1,441	1,351	8,673
Workers Compensation	1,227	685	18,253
Training & Education	643	20	13,288
Uniforms	2,032	513	13,077
Other Employment Costs	-	244	5,910
Temporary Labor	-	1,773	80,000
Dues & Memberships	3,180	7,750	26,495
Conferences & Travel	764	2,865	120,785
Board Mtgs Spec Evts Comm	3,206	7,931	17,500
Small Tools & Equipment	588	226	5,000
Materials & Supplies	2,899	939	8,500
Equipment Maintenance	6,235	1,585	24,000
Equipment Rental	-	-	32,250
Vehicle Repairs & Maintenance	214	248	6,700
Fuel	2,885	2,012	17,000
Cost of Sales & Leases	1,508	3,764	15,000
Insurance	113,143	67,250	364,447
PILOT Expense	-	-	73,000
Building & Infrastructure Repairs	24,778	230,252	372,000
Lawn & Property Maintenance	22,439	11,913	85,000
Propane	-	-	23,820

TEXAMERICAS CENTER
SUPPLEMENTARY INFORMATION
Schedule of Detailed Revenues & Expenditures
Governmental Fund Type - General Fund
Actual and Current Annual Budget
For the Quarter Ended December 31, 2020 and 2019

	<u>Oct 20 - Dec 20</u>	<u>Oct 19 - Dec 19</u>	<u>Annual Budget</u>
Auditing	-	-	37,500
Accounting	7,597	-	52,000
Consulting	43,762	17,910	196,970
Grants	-	-	35,000
Marketing	70,706	36,409	160,000
Legal	59,709	47,508	260,000
Custodial	2,100	2,100	8,400
Janitorial	241	217	4,000
Computer, Reproduct & Maintenance	23,426	9,436	56,600
Office Supplies	2,127	2,234	15,500
Postage	574	551	2,500
Telephone & Internet	4,661	4,109	25,320
Utilities	3,640	4,680	28,500
Waste Management	2,292	2,873	15,000
Advertising	461	-	500
Miscellaneous	383	729	6,000
Bad Debt	-	6,143	-
Debt Service Principal Payments	-	-	306,000
Debt Service Interest Payments	-	-	300,000
TCEQ Regulatory Support	-	1,468	62,865
Management - ESCA	233,212	88,634	172,683
Technical Programs	734,200	955,402	1,905,192
Start Up Fees	-	-	1,375
Capital Outlay	931,241	220,567	100,000
Total Expenditures	<u>2,693,920</u>	<u>2,051,401</u>	<u>7,336,339</u>
Change in Fund Balance	<u>\$ (1,118,747)</u>	<u>\$ (62,043)</u>	<u>\$ (2,093,080)</u>

TEXAMERICAS CENTER
SUPPLEMENTARY INFORMATION
Schedule of Revenues & Expenditures
General Fund - Facility Operations & Infrastructure
Actual and Current Annual Budget
For the Quarter Ended December 31, 2020 and 2019

	<u>Oct 20 - Dec 20</u>	<u>Oct 19 - Dec 19</u>	<u>Annual Budget</u>
Revenues			
Franchise Fees	\$ 39,578	\$ 31,021	\$ 147,000
Grants	-	220,567	-
Tenant Reimbursement	2,200	-	-
Personal Property Sales	134	196	5,000
Total Revenue	<u>41,912</u>	<u>251,784</u>	<u>152,000</u>
Expenditures			
Salaries & Wages	49,950	47,186	396,920
Health Insurance	11,408	11,574	118,689
Pension	4,542	3,527	49,707
Payroll Taxes	2,656	3,661	35,379
Cell Phone	441	328	1,977
Workers Compensation	1,034	583	6,649
Training & Education	-	-	2,844
Uniforms	644	513	4,086
Other Employment Costs	-	244	2,130
Temporary Labor	-	-	25,000
Dues & Memberships	-	-	300
Conferences & Travel	-	-	1,000
Small Tools & Equipment	588	226	5,000
Materials & Supplies	2,899	939	7,000
Equipment Maintenance	6,235	1,585	20,000
Vehicle Repairs & Maintenance	214	248	6,000
Fuel	2,833	1,949	14,000
Building & Infrastructure Repairs	24,778	230,252	372,000
Lawn & Property Maintenance	22,439	11,913	85,000
Consulting	11,398	-	20,000
Marketing	46	-	-
Custodial	2,100	2,100	8,400
Computer, Reproduction, Maintenance	2,825	2,825	4,000
Utilities	511	455	6,000
Waste Management	1,412	2,019	6,000
Miscellaneous	51	48	2,500
Debt Principal	-	-	306,000
Debt Interest	-	-	300,000
Capital Outlay	931,241	220,567	70,000
Total Expenditures	<u>1,080,245</u>	<u>542,742</u>	<u>1,876,581</u>
Change in Fund Balance	<u>\$ (1,038,333)</u>	<u>\$ (290,958)</u>	<u>\$ (1,724,581)</u>

TEXAMERICAS CENTER
SUPPLEMENTARY INFORMATION
Schedule of Revenues & Expenditures
General Fund - Real Estate, Marketing, & Sales
Actual and Current Annual Budget
For the Quarter Ended December 31, 2020 and 2019

	<u>Oct 20 - Dec 20</u>	<u>Oct 19 - Dec 19</u>	<u>Annual Budget</u>
Revenues			
Leases	\$ 626,357	\$ 538,847	\$ 1,965,000
Total Revenue	<u>626,357</u>	<u>538,847</u>	<u>1,965,000</u>
Expenditures			
Salaries & Wages	43,724	33,124	283,736
Health Insurance	4,852	3,512	57,753
Pension	4,164	3,201	35,518
Payroll Taxes	1,996	1,354	25,048
Cell Phone	377	203	1,401
Workers Compensation	127	69	775
Training & Education	643	20	5,007
Uniforms	359	-	1,246
Other Employment Costs	-	-	180
Temporary Labor	-	1,773	30,000
Dues & Memberships	3,180	7,750	25,195
Conferences & Travel	-	2,865	108,285
Vehicle Repairs & Maintenance	-	-	700
Fuel	52	63	3,000
Cost of Sales & Leases	1,500	3,764	15,000
Insurance	76,656	67,250	325,247
Consulting	21,114	6,660	100,000
Grant	-	-	35,000
Marketing	70,593	36,409	160,000
Legal	21,393	20,556	100,000
Computer, Reproduct & Maintenance	7,740	-	15,000
Office Supplies	46	-	-
Telephone & Internet	481	-	-
Utilities	24	843	3,000
Miscellaneous	-	85	1,000
Total Expenditures	<u>259,021</u>	<u>189,501</u>	<u>1,332,091</u>
Change in Fund Balance	<u>\$ 367,336</u>	<u>\$ 349,346</u>	<u>\$ 632,909</u>

TEXAMERICAS CENTER
SUPPLEMENTARY INFORMATION
Schedule of Revenues & Expenditures
General Fund - General Government
Actual and Current Annual Budget
For the Quarter Ended December 31, 2020 and 2019

	<u>Oct 20 - Dec 20</u>	<u>Oct 19 - Dec 19</u>	<u>Annual Budget</u>
Revenues			
TAC East Management Fees	\$ -	\$ -	\$ 5,000
Bowie County Chapter 381	-	-	3,000
Interest	23,256	75,241	100,000
PILOT	107,151	-	100,000
Leased Employees	97,696	73,101	249,479
Miscellaneous	725	200	5,000
Total Revenue	<u>228,828</u>	<u>148,542</u>	<u>462,479</u>
Expenditures			
Salaries & Wages	150,014	120,939	381,166
Health Insurance	17,491	18,266	79,181
Pension	11,180	10,602	47,783
Payroll Taxes	6,418	9,697	33,733
Cell Phone	543	820	2,294
Workers Compensation	66	33	1,842
Training & Education	-	-	3,437
Uniforms	810	-	2,245
Other Employment Costs	-	-	600
Dues & Memberships	-	-	1,000
Conferences & Travel	336	-	1,500
Board Mtgs Spec Evts Comm	3,206	7,931	17,500
Cost of Sales & Leases	8	-	-
Insurance	-	-	200
PILOT Expense	-	-	73,000
Auditing	-	-	27,500
Accounting	7,597	-	40,000
Consulting	11,250	11,250	50,000
Marketing	67	-	-
Legal	38,316	26,952	150,000
Janitorial	241	217	3,000
Computer, Reproduct & Maintenance	12,861	6,611	35,000
Office Supplies	1,920	2,234	14,000
Postage	574	551	2,500
Telephone & Internet	4,180	4,109	18,000
Utilities	3,105	3,382	14,500
Waste Management	880	854	4,000
Advertising	461	-	500
Miscellaneous	332	596	2,500
Bad Debt	-	6,143	-
Total Expenditures	<u>271,856</u>	<u>231,187</u>	<u>1,006,981</u>
Change in Fund Balance	<u>\$ (43,028)</u>	<u>\$ (82,645)</u>	<u>\$ (544,502)</u>

TEXAMERICAS CENTER
SUPPLEMENTARY INFORMATION
Schedule of Revenues & Expenditures
General Fund - Hunting & Timber
Actual and Current Annual Budget

For the Quarter Ended December 31, 2020 and 2019

	<u>Oct 20 - Dec 20</u>	<u>Oct 19 - Dec 19</u>	<u>Annual Budget</u>
Revenues			
Timber	\$ -	\$ 16,628	\$ 317,000
Hunting	-	-	47,800
Total Revenue	<u>-</u>	<u>16,628</u>	<u>364,800</u>
Expenditures			
Forestry	41,585	42,467	75,589
Consulting	-	-	26,970
Total Expenditures	<u>41,585</u>	<u>42,467</u>	<u>102,559</u>
Change in Fund Balance	<u>\$ (41,585)</u>	<u>\$ (25,839)</u>	<u>\$ 262,241</u>

TEXAMERICAS CENTER
SUPPLEMENTARY INFORMATION
Schedule of Revenues & Expenditures
General Fund - Logistics
Actual and Current Annual Budget
For the Quarter Ended December 31, 2020 and 2019

	<u>Oct 20 - Dec 20</u>	<u>Oct 19 - Dec 19</u>	<u>Annual Budget</u>
Revenues			
Contract Revenue	\$ -	\$ -	\$ 259,370
Total Revenue	<u>-</u>	<u>-</u>	<u>259,370</u>
Expenditures			
Salaries & Wages	31,737	-	305,131
Health Insurance	2,172	-	260,938
Pension	-	-	39,269
Payroll Taxes	2,518	-	28,196
Cell Phone	-	-	3,000
Employee Cell Phone	81	-	-
Workers Compensation	-	-	8,988
Training & Education	-	-	2,000
Uniforms	218	-	5,500
Other Employment Costs	-	-	3,000
Temporary Labor	-	-	25,000
Conferences & Travel	428	-	10,000
Equipment rental	-	-	32,250
Materials & Supplies	-	-	1,500
Equipment Maintenance	-	-	4,000
Propane	-	-	23,820
Auditing	-	-	10,000
Accounting	-	-	12,000
Legal	-	-	10,000
Janitorial	-	-	1,000
Computer, Reproduct & Maintenance	-	-	2,600
Office Supplies	160	-	1,500
Telephone & Internet	-	-	7,320
Utilities	-	-	5,000
Waste Management	-	-	5,000
Start Up Fees	-	-	1,375
Capital Outlay	-	-	30,000
Total Expenditures	<u>37,314</u>	<u>-</u>	<u>838,387</u>
Change in Fund Balance	<u>\$ (37,314)</u>	<u>\$ -</u>	<u>\$ (579,017)</u>

TEXAMERICAS CENTER
SUPPLEMENTARY INFORMATION
Schedule of Revenues & Expenditures
General Fund - ESCA
Actual and Current Annual Budget
For the Quarter Ended December 31, 2020 and 2019

	<u>Oct 20 - Dec 20</u>	<u>Oct 19 - Dec 19</u>	<u>Annual Budget</u>
Revenues			
ESCA	\$ 678,075	\$ 1,033,557	\$ 2,039,610
Total Revenue	<u>678,075</u>	<u>1,033,557</u>	<u>2,039,610</u>
Expenditures			
Insurance	36,487		39,000
TCEQ Regulatory Support	-	1,468	62,865
Management - ESCA	233,212	88,634	172,683
Technical Programs	734,200	955,402	1,905,192
Total Expenditures	<u>1,003,899</u>	<u>1,045,504</u>	<u>2,179,740</u>
Change in Fund Balance	<u>\$ (325,824)</u>	<u>\$ (11,947)</u>	<u>\$ (140,130)</u>



RESOLUTION NO. 20210223-04

**A RESOLUTION APPROVING A FIRST AMENDMENT TO A PAYMENT IN LIEU OF TAXES
(PILOT) POLICY FOR TENANTS LEASING PROPERTY FROM TEXAMERICAS CENTER**

WHEREAS, TexAmericas Center is a political subdivision of the State of Texas with the powers and authorities specified in Chapter 3503 of the Special District Local Laws Code of the State of Texas; and

WHEREAS, the Texas Legislature has exempted property owned by TexAmericas Center from real property ad valorem taxes customarily assessed by the taxing entities in Bowie County, Texas in which property of TexAmericas Center is located; and

WHEREAS, the special Legislation as approved by the Texas Legislature was passed upon the representation by TexAmericas Center that it would institute a Payment in Lieu of Tax (PILOT) Program to protect the taxing jurisdictions, especially the School Districts, which would ordinarily levy and collect taxes upon the properties leased by TexAmericas Center to third parties; and

WHEREAS, the Legislation exempting TexAmericas' Properties was effective as of January 1, 2020 and TexAmericas Center worked with the local taxing jurisdictions regarding the institution of a Payment in Lieu of Tax (PILOT) Program and adopted a PILOT program and policy by Resolution No. 20200225-10 on February 25, 2020; and

WHEREAS, TexAmericas Center now finds it necessary to reserve the right not to require a PILOT payment upon short-term leases (leases less than one year or temporary leases where TAC is constructing a new building for the temporary Lessee) which will have a minimum term and will require a PILOT payment. Whether or not a PILOT payment is required in a short term lease shall be at the sole discretion of TAC based upon factors including but not limited to length of term, number of jobs created, rental rate and required improvements to the leased premises by TAC.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of TexAmericas Center that the First Amendment to the Payment in Lieu of Tax (PILOT) Program and Policy this date submitted to the Board of Directors, a copy of which is attached to this Resolution, shall be and it is hereby approved; and

BE IT FURTHER RESOLVED, that, the Policy shall be reviewed periodically and a report submitted to the Board of Directors as to the operation of the Policy and any recommendations regarding revision of the Policy to more readily advance the objectives of the Policy and the efforts of TexAmericas Center to build the economic development upon its properties.

PASSED and APPROVED this 23rd day of February, 2021.

Jim Roberts, Chairman of the Board

ATTEST:

Denis Washington, Secretary

Attachment: First Amended PILOT Policy Document

TEXAMERICAS CENTER
FIRST AMENDED
PAYMENT-IN-LIEU-OF-TAX (PILOT) PROGRAM AND POLICY

SECTION 1. General Purpose and Objectives

TexAmericas Center (hereinafter referred to as “TAC”) is committed to the promotion of economic development upon its property in Bowie County, Texas, and to the ongoing improvement in the quality of life and the creation of jobs for citizens of Bowie County, Texas, and the surrounding area. Insofar as these objectives are generally served by the enhancement and expansion of the local economy, TAC has sought and received special legislation from the Texas Legislature to exempt its property (land and buildings) from real property ad valorem taxes customarily assessed by the taxing entities in Bowie County, Texas upon the leasehold interest of TAC’s Tenants. The special legislation was approved by the Texas Legislature based upon the representation by TAC that it would institute a payment in lieu of tax (PILOT) program to protect the taxing jurisdictions, especially the school districts, which would ordinarily levy and collect taxes upon the properties leased by TexAmericas Center to third parties.

SECTION 2. Maximum and Minimum PILOT Payments

The maximum amount of the PILOT payment required of each tenant of TAC is an amount equal to 90% of the ad valorem real estate taxes which would otherwise be due each year if the leasehold interest held by the Tenant were not exempt from ad valorem real estate taxation. The minimum PILOT payment each year shall be an amount equal to 50% of the ad valorem real estate taxes which would otherwise be due if the leasehold interest were not exempt from ad valorem real estate taxation; provided, however, TAC reserves the right to not require a PILOT payment upon short-term leases (leases of less than one year or temporary leases of any term where TAC is constructing a new building for the temporary Lessee which will have a minimum term of not less than _____ years and will require a PILOT payment). Whether or not a PILOT payment is required in a short term lease shall be at the sole discretion of TAC based upon factors including but not limited to length of term, number of jobs created, rental rate and required improvements to the leased premises by TAC.

SECTION 3. PILOT Payment for Tenants having Leases in place prior to January 1, 2019

The PILOT payment due and payable by the Tenant to TAC by a Tenant having a lease in place prior to January 1, 2019, shall be an amount equal to 90% of the ad valorem real estate taxes which would otherwise be due for each year if the leasehold interest were not exempt from ad valorem real estate taxation.

The payment in lieu of taxes percentage of 90% shall remain in full force and effect throughout the term of the lease.

SECTION 4. PILOT incentives for Tenants having Leases commencing on or after January 1, 2019

Subject to the provisions of Section 2,

A. Unless discounted by agreement entered into and signed by TAC and the Tenant, the payment amount shall be 90% of the ad valorem real estate taxes which would otherwise be due for the year if the leasehold interest were not exempt from ad valorem real estate taxation.

B. The payment in lieu of taxes may be discounted and reduced to an amount not less than 50% of the ad valorem real estate taxes which would otherwise be due each year if the leasehold interest were not exempt from ad valorem real estate taxation.

C. The criteria for determining the discount of the PILOT payment will be based upon the following performance standards:

- 1A. Number of jobs created.
- 2B. Wages paid; and
- 3C. Capital investment by the Tenant

D. The minimum required job creation by a Primary User for a discount is 10 full time equivalent jobs. The payment in lieu of taxes may be discounted by one percentage point for each one full time equivalent job created in excess of the minimum job creation requirement. The number of full-time equivalent jobs shall be determined by an annual employee census of the Tenant (the "Annual Census") as of July 1 of each year during the lease term.

E. The maximum duration of the discount shall be the shorter of the lease term or five years; however, new job creation of ten (10) or more qualified full-time equivalent jobs will reset the commencement of discount thereby extending the term of the discount. A significant capital investment shall reset the term of the discount and minimum capital investment amount required for that reset will be specified in the PILOT Agreement between TAC and the Tenant.

F. Notwithstanding the provisions of the first paragraph of this Section 4, TAC reserves the right to grant additional discounts in situations where a Tenant creates more than 100 full time equivalent jobs and/or has a capital investment in excess of Ten Million Dollars. The terms and length of those discounts shall be negotiated by and between TAC and the Tenant.

SECTION 5. Revocation or Loss of Incentive Discounts

If, based on the Annual Census, a Tenant fails to maintain the number of full-time equivalent jobs upon which the discount is based, the incentive discount shall be reduced to a level equal to which the actual number of jobs on the Annual Census date meets the requirements for a discount. If the Annual Census indicates that the full-time equivalent jobs of the Tenant is less than 10, the maximum PILOT payment of 90% shall apply without any discount.

SECTION 6. Miscellaneous Provisions

To qualify for a discount of the PILOT payment, a Tenant must agree to participate in the Annual Census which occurs as of July 1 of each year, by providing the information as follows:

- A. Maximum number of full-time equivalent jobs;
- B. Minimum number of full-time equivalent jobs;
- C. Number of full-time equivalent jobs on the first day of July;
- D. Total payroll for jobs on the premises;
- E. An employee census by position (no names);
- F. Number of employees making an amount equal to or above the average wage for the Texarkana Metropolitan Statistical Area as determined by the Texas Workforce Commission;
- G. Average wage for all employees (the Ramp Up Period may be excluded in this calculation);
- H. Such other information as Landlord may reasonably request to support its redevelopment efforts, including but not limited to information required by authorities issuing grants for which Landlord may apply.

The incentive discount for job creation is limited to and based only upon jobs that are located upon property owned by TAC and leased directly to Tenant.

TAC and Tenant shall enter into a written Payment in Lieu of Taxes Agreement (PILOT Agreement) to put into effect the PILOT terms applicable to the Tenant.

SECTION 7. Payment of PILOT by Tenants.

The amount of the PILOT for each Tenant shall be determined by TAC on or about October 1 of each year but not later than November 15 of each year. TAC shall submit a statement of the amount due not later than December 1 of each year. Tenant shall pay the PILOT due to TAC at TAC's business office not later than January 31 (the due date) thereafter. If payment is not paid by January 31, a ten percent (10%) penalty shall be added to the PILOT amount due. If a PILOT is not paid within 60 days after the due date, TAC may at its option cancel any discounts available to the Tenant and/or pursue its legal remedies including but not limited to cancellation of the Tenant's lease.

A Tenant occupying the leased premises on January 1 of the year shall be responsible for paying the PILOT for that year regardless of whether or not the Tenant occupies the same premises for the full year unless the premises are leased to another Tenant prior to the end of the year. A Tenant who first occupies a leased property after January 1 shall be responsible for a proportionate part of the PILOT for the year based upon the initial date of occupancy through the end of the year.

SECTION 8. TAC Remission of Payment in Lieu of Tax Payments to Taxing Jurisdictions; Use of Retained funds by TAC

For leases in effect prior to January 1, 2019, TAC shall remit the full 90% of payments in lieu of taxes collected to the taxing jurisdictions in which the leased premises are located.

With regard to PILOTS collected based upon leases commencing on or after January 1, 2019, TAC shall remit 10% of the collected PILOTS to the taxing jurisdictions in which the leased premises are located. TAC shall retain 90% of the collected PILOTS for its use in developing its property including but not limited to the construction, enhancement, and expansion of the infrastructure of TAC property, such as but not limited to roads, bridges, water and sewer utility lines, fiber optic lines, electric lines, natural gas lines, telecommunication services and lines, demolition of unusable facilities, other construction necessary to successfully develop said property, professional fees for architectural, engineering, planning and legal services, and to provide other incentives for private redevelopment of TAC property and job creation thereon.

The distributions to the taxing entities shall be an amount in proportion to each taxing entity's assessed tax rate as compared to the total combined tax rates of all taxing jurisdictions in which the leased premises are located.

SECTION 9. Definitions

“Annual Average Wage” for the Texarkana Metropolitan Statistical Area (TMSA) is the annual average wage for all businesses and industries operating in said area as calculated and reported by the Texas Workforce Commission in the Quarterly Census of Employment and Wages-Annual Average. The Annual Average Wage as reported by the Commission includes regular wages, overtime, paid holidays, and paid vacation.

The PILOT evaluation will compare the Tenant's annual average wage to the TMSA Annual Average Wage, so the Tenant annual average wage is likewise to include regular wages, overtime, paid vacation, and paid holidays.

“Contract Employee” means a person employed by a party other than the primary user of a facility who will directly benefit from the PILOT incentive, but who is assigned to work for the primary user of the facility as a full-time equivalent and is considered a necessary member of the workforce responsible for duties and assignments required to meet production levels of the primary user. All contract employees are subject to the PILOT criteria for determining net new jobs, including but not limited to wages and benefits.

“Full-Time Equivalent Jobs” means full time jobs located upon TAC owned property which provide full time employment of 32 hours per week, and permanent part time jobs, which when combined, total 32 hours of employment per week. For example, if an employer had one full-time employee working 38 hours per week and two part-time employees working 20 hours per week each, that employer would be providing employment of two full-time equivalent jobs.

“Lease Agreement” means the formal contract between the Tenant and TAC containing all the conditions with which all parties of said contract must be in compliance.

“Net New Jobs” means the number of new full-time equivalent jobs created by the Tenant's initial operations and Expansion of Tenant's facilities, and located at the site that is the subject of the PILOT lease Agreement. Net New Jobs shall not include any jobs moved or replaced

from any other site(s) in Bowie County, Texas. Net new jobs shall include Contract Employees as defined in this document.

“Primary User” means corporation or other business entity, or a group of individual entities that jointly operate a facility located upon TAC owned property under a lease, and who in total contribute to the total number of jobs and the capital investment of project.

“Ramp-Up Period” means the initial time period in which the Tenant is provided in order to meet its job, wage, and/or capital investment, and comply with special circumstance commitments in applicable cases. The Ramp-Up Period shall be specified in the PILOT Agreement between TAC and the Tenant.

SECTION 10. Reservation of Right to Amend or Terminate PILOT Program

TAC reserves the right to review, revise or discontinue this Policy at any time; provided, however, incentive discounts granted prior to the amendment or termination of the Policy will continue for a period of at least five (5) years after the original commencement date of the Tenant’s lease, or until expiration of the Tenant’s lease, whichever first occurs.

END OF POLICY



RESOLUTION NO. 20210223-05

A RESOLUTION AMENDING A PAYMENT IN LIEU OF TAXES (PILOT) AGREEMENT FOR TENANTS LEASING PROPERTY FROM TEXAMERICAS CENTER

WHEREAS, TexAmericas Center is a political subdivision of the State of Texas with the powers and authorities specified in Chapter 3503 of the Special District Local Laws Code of the State of Texas; and

WHEREAS, the Texas Legislature has exempted property owned by TexAmericas Center from real property ad valorem taxes customarily assessed by the taxing entities in Bowie County, Texas in which property of TexAmericas Center is located; and

WHEREAS, the special Legislation as approved by the Texas Legislature was passed upon the representation by TexAmericas Center that it would institute a Payment in Lieu of Tax (PILOT) Program to protect the taxing jurisdictions, especially the School Districts, which would ordinarily levy and collect taxes upon the properties leased by TexAmericas Center to third parties; and

WHEREAS, the Legislation exempting TexAmericas Center's Properties was effective as of January 1, 2020; and

WHEREAS, TexAmericas Center has worked with the local taxing jurisdictions regarding the institution of a Payment in Lieu of Tax (PILOT) Program; and

WHEREAS, on February 25, 2020 by Resolution No. 20200225-10 the Board of Directors of TexAmericas Center approved and adopted a Payment in Lieu of Tax (PILOT) Policy which requires a PILOT Agreement between TexAmericas Center and its lease tenants and the Policy was First Amended on February 23, 2021 by Resolution No. 20210223-04.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of TexAmericas Center that the Amended Payment in Lieu of Tax (PILOT) Agreement this date submitted to the Board of Directors, a copy of which is attached to this Resolution, shall be and it is hereby APPROVED and ADOPTED as the Payment in Lieu of Tax (PILOT) Agreement of TexAmericas Center; and

BE IT FURTHER RESOLVED, by the Board of Directors of TexAmericas Center that the Executive Director/CEO shall be and is hereby authorized to execute the attached PILOT Agreement with lease tenants of TexAmericas Center in accordance with the Board approved and adopted PILOT Policy.

PASSED and APPROVED this 23rd day of February, 2021.

Jim Roberts, Chairman of the Board

ATTEST:

Denis Washington, Secretary

Attachment: Amended PILOT Agreement

PAYMENT IN LIEU OF TAXES AGREEMENT

This Agreement is made between TexAmericas Center, a political subdivision of the State of Texas, hereinafter referred to as “TexAmericas” and _____, a _____, hereinafter referred to as “Lessee”.

RECITALS

WHEREAS, TexAmericas and Lessee have entered into a written Lease Agreement whereby Lessee has leased from TexAmericas certain real property located at _____, in _____, Bowie County, Texas (the Leased Premises); and

WHEREAS, in negotiating the terms of the Lease Agreement, TexAmericas Center has granted certain inducements to Lessee to facilitate the development and/or redevelopment by Lessee of its business operations upon the leased properties; and

WHEREAS, the leased property and the leasehold interest created by the Lease Agreement are exempt from ad valorem real property taxes pursuant to Senate Bill 579 of the 86th Regular Session of the Texas Legislature effective as of January 1, 2020; and,

WHEREAS, TexAmericas Center has a need for, and source of, funding for the repair, maintenance, upkeep, construction, and reconstruction of facilities of the TexAmericas Center Industrial Parks, including but not limited to repair, maintenance, upkeep, construction and reconstruction of roads, bridges and railroad crossings; and

WHEREAS, Lessee acknowledges that pursuant to the provisions of applicable Texas Statutes, its leasehold interest in the TexAmericas Center property is and shall remain exempt from real property taxes unless and until the Texas Legislature amends the Texas Tax Code to provide otherwise; and

WHEREAS, TexAmericas and Lessee acknowledge the mutual benefit to each party to be received from a payment by Lessee to TexAmericas in lieu of real property ad valorem taxes; and

WHEREAS, TexAmericas Center Board of Directors has approved and adopted its Payment-In-Lieu-of-Tax Program and Policy; ~~dated February 25, 2020;~~

NOW, THEREFORE, for and in consideration of the above Recitals and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by the parties hereto, the parties hereby agree as follows:

1. Incorporation of Recitals. The forgoing Recitals are incorporated herein by this reference as though fully set forth herein and constitute express terms of this agreement.
2. Payment in Lieu of Taxes.

(a) Annual PILOT. In lieu of the general ad valorem real property taxes which would otherwise be due for the then applicable taxable year if the real property leasehold interest were not exempt from ad valorem real property taxation, Lessee shall pay by separate check to TexAmericas a Payment In Lieu of Taxes (PILOT) in an amount equal to _____% of the ad valorem real estate taxes which would otherwise be due for said year if the leasehold interest were not exempt from ad valorem real estate taxation; or

(b) This PILOT Agreement is based upon Lessee creating a minimum of _____ full time equivalent jobs and a capital investment of not less than \$_____ within _____ days after the date of this Agreement.

(c) Payment of PILOT by Tenants. The amount of the PILOT for each Tenant shall be determined by TAC on or about October 1 of each year but not later than November 15 of each year. TAC shall submit a statement of the amount due not later than December 1 of each year. Tenant shall pay the PILOT due to TAC at TAC's business office not later than January 31 (the due date) thereafter. If payment is not paid by January 31, a ten percent (10%) penalty shall be added to the PILOT amount due. If a PILOT is not paid within 60 days after the due date, TAC may at its option cancel any discounts available to the Tenant and/or pursue its legal remedies including but not limited to cancellation of the Tenant's lease.

A Tenant occupying the leased premises on January 1 of the year shall be responsible for paying the PILOT for that year regardless of whether or not the Tenant occupies the same premises for the full year unless the premises are leased to another Tenant prior to the end of the year. A Tenant who first occupies a leased property after January 1 shall be responsible for a proportionate part of the PILOT for the year based upon the initial date of occupancy through the end of the year.

(d) Additional Penalties. Delinquent PILOT payments and accrued interest not paid by June 1 of the year in which they are due shall incur an additional penalty to defray costs of collection. The amount of the additional penalty shall be fifteen percent (15%) of the delinquent PILOT and accrued unpaid interest as of the date of imposition of the additional penalty.

(e) PILOT Security Deposit. Upon execution of this Agreement, Lessee shall deposit the sum of \$_____ with TexAmericas as a PILOT Security Deposit. Said Deposit shall not accrue interest. TexAmericas may use the deposit to pay PILOT payments, interest and Additional Penalties due under this Agreement. If TexAmericas uses the deposit as provided herein, Lessee shall within fifteen (15) days after request by TexAmericas make an additional payment to replenish the PILOT Security Deposit in an amount specified by TexAmericas.

(f) Security Interest. Lessee hereby grants TexAmericas a security interest in Lessee's personal property, including but not limited to inventory and all equipment now or subsequently placed in or upon the Leased Premises; provided, however, TexAmericas may perfect said security interest only if and when Lessee fails to pay a delinquent PILOT payment, accrued interest and Additional Penalties by June 1 of the year in which they are due.

TexAmericas may perfect the Security Interest by filing a UCC-1 Financing Statement in the Office of the Secretary of State of the State of Texas, or such other offices as provided by applicable law. Upon payment in full of such delinquent PILOT payments, interest and additional penalties and deposit of a new Security Deposit, if required, pursuant to Section 3(e) of this Agreement, TexAmericas shall terminate the filed UCC-1 Financing Statement.

3. Termination of Exemption/PILOT. In the event, that the Texas Legislature revokes or terminates the exemption from ad valorem real estate taxes applicable to the leasehold interest, and the leasehold interest is subject to ad valorem real estate taxation, this PILOT Agreement shall termination on December 31 following the termination of the exemption.

4. Ad Valorem Personal Property Taxes. Lessee understands and acknowledges that its personal property including but not limited to equipment, furniture, fixtures, and inventory are not exempt from ad valorem personal property taxes, and that this Agreement does not apply to or affect personal property taxes which Lessee shall be responsible for as required by law.

5. Terms of PILOT Program Incorporated. The terms of the TexAmericas Center Payment-In-Lieu-of-Tax (PILOT) Program and Policy ~~dated February 25, 2020,~~ as it may be amended from time to time are hereby incorporated herein as though fully set forth herein and constitute express terms where applicable.

Miscellaneous Provisions

1. Governing Law. This Agreement will be interpreted under the laws of the State of Texas.
2. Binding Effect. This Agreement shall extend to and be binding upon and inure to the benefit of the parties hereto, and their respective legal representatives, successors and assigns, including assignees of the leasehold interest held by Lessee.
3. Entire Agreement. This Agreement supersedes any prior understanding or agreements between the parties with respect to the subject matter hereof and constitutes the entire understanding and agreement between the parties with respect to the subject matter hereof, and there are no agreements, understandings, restrictions, representations, or warranties among the parties with respect to the subject matter hereof other than those set forth herein or provided for herein.
4. Modification of Agreement. This Agreement may be modified only by written consent of all parties.
5. Further Assurances. The parties covenant and agree that they will execute such other and further documents as are or may become necessary or convenient to effectuate and carry out the purpose of this Agreement.
6. Severability. To the extent permitted by law, a holding by any court that nay part or any provision in this Agreement is invalid, illegal, or unenforceable in any respect, shall not affect any other provision, and this Agreement shall be construed s if the invalid, illegal, or enforceable provisions had never been a part of the Agreement.

7. Termination of Agreement. This Agreement shall terminate upon the termination of the lease agreement originally entered into by and between the parties; provided, however TexAmericas may collect amounts owed as of the Termination Date together with its reasonable attorney's fees and costs of litigation incurred to collect said amounts.
8. Counterparts. This Agreement may be executed in multiple identical counterparts and when taken together shall constitute one and the same instrument. A facsimile or similar transmission of a counterpart signed by a party hereto or a copy of a counterpart signed by a party hereto will be regarded as an original signed by such party for purposes hereof.
9. Notices. Any notice permitted or required to be given must be in writing delivered in person or by certified U.S. Mail, return receipt requested, to the applicable party addressed as follows:

TexAmericas: Scott Norton
 Executive Director/CEO
 TEXAMERICAS CENTER
 107 Chapel Lane
 New Boston, Texas 75570
 Phone: (903) 223-9841

Lessee: _____

EXECUTED on the dates set forth below, but effective as of the last date executed by all the parties.

LESSEE:

TEXAMERICAS CENTER

By: _____

By: _____

Name: _____

Name: Scott Norton

Title: _____

Title: Executive Director/CEO