



# POLK COUNTY COMMISSIONERS COURT

August 27, 2004

1:30 P.M.

Polk County Courthouse, 3rd floor

Livingston, Texas

2004-081

**NOTICE** is hereby given that a Special meeting of the Polk County Commissioners Court will be held on the date stated above, at which time the following subjects will be discussed;

**CALL TO ORDER.**

**OLD BUSINESS** (Tabled from Commissioners Court meeting on August 24, 2004)

1. (#7 on Agenda of 8/24/04) CONSIDER ANY/ALL NECESSARY ACTION REGARDING BID #2004-15 "PURCHASE OF (1) EMERGENCY MANAGEMENT VEHICLE".
2. (#'s 13 & 14 on Agenda of 8/24/04)

OPEN MEETING: Proposed Polk County Detention Center; Discussion and action on the following matters concerning the proposed Detention Facility:

- a. Report from legal advisor and/or financial advisor relating to proposals for privately operated county detention facility in Polk County;
- b. Review and discuss negotiated terms of "Corplan Corrections Team" proposal;
- c. Approval and authorization for selection and final terms of vendor proposal for the operation, development, design, financing, and construction of proposed detention facility; authorization to enter into all necessary documents for the detention facility relating thereto;
- d. Discuss, review and authorization for the retention of professional firms and entities to represent the County's interest for the design, financing, construction and operation of the proposed detention facility;
- e. Approval/authorization for the formation of a Public Facilities Corporation; authorization for filing Articles of Incorporation; appointment of initial Board of Directors and Bylaws;
- f. Review and discuss time line for funding/construction.

EXECUTIVE SESSION: *Consultation with Attorney*, a closed meeting will be held pursuant to Section 551.072 of the Government Code regarding real property, and acquisition of site for proposed detention facility and Section 551.071 of the Government Code regarding consultation with attorney to seek advice on pending and contemplated litigation, settlements, and other matters, which are confidential under the Disciplinary Rules of the State Bar, on which the duty of the attorney of the County under the Texas Disciplinary Rules of Professional Conduct clearly conflicts with the Open Meetings Act, regarding negotiation of legal responsibilities and terms of instruments relating to the financing operation and/or construction of a proposed Polk County privately operated Detention Center.

**NEW BUSINESS**

3. DETERMINE AGENT OF RECORD FOR COLONIAL SUPPLEMENTAL BENEFITS AWARDED IN COORDINATION WITH COUNTY'S SECTION 125 PLAN ADMINISTRATION UNDER RFP #2004-19.

**ADJOURN**

Commissioners Court of Polk County, Texas

By: John P. Thompson, County Judge

Posted: August 24, 2004

I, the undersigned County Clerk, do hereby certify that the above Notice of Meeting of the Polk County Commissioners Court is a true and correct copy of said Notice and that I posted a true and correct copy of said Notice at the door of the Polk County Courthouse at a place readily accessible to the general public at all times on Tuesday, August 24, 2004 and that said Notice remained so posted continuously for at least 72 hours preceding the scheduled time of said Meeting.

BARBARA MIDDLETON, COUNTY CLERK

BY: Schelana Walker, Deputy

FILED FOR RECORD

2004 AUG 24 PM 1:29

BARBARA MIDDLETON  
POLK COUNTY CLERK



STATE OF TEXAS }

COUNTY OF POLK }

**COMMISSIONERS COURT**  
**AGENDA POSTING #2004-081**

BE IT REMEMBERED ON THIS THE 27th DAY OF SEPTEMBER, 2004  
THE HONORABLE COMMISSIONERS COURT MET IN "SPECIAL" CALLED  
MEETING WITH THE FOLLOWING OFFICERS AND MEMBERS PRESENT, TO WIT;

HONORABLE JUDGE JOHN P. THOMPSON, COUNTY JUDGE, PRESIDING.  
BOB WILLIS-COMMISSIONER PCT#1, JAMES J. "Buddy" PURVIS-COMMISSIONER PCT #3,  
C.T. "TOMMY" OVERSTREET- COMMISSIONER PCT #4, BARBARA MIDDLETON - COUNTY  
CLERK & B.L. "BOB" DOCKENS COUNTY AUDITOR, THE FOLLOWING AGENDA ITEMS,  
ORDERS & DECREES WERE DULY MADE, CONSIDERED & PASSED.

WELCOME & CALLED TO ORDER BY JUDGE JOHN P. THOMPSON AT 1:30 PM.

- 1. MOTIONED BY JAMES J. "Buddy" PURVIS, SECONDED BY BOB WILLIS, TO AWARD  
**BID #2004-15 "PURCHASE OF (1) EMERGENCY MANAGEMENT VEHICLE" TO  
BOUNDS CHEVROLET \$ 31,596.17 (FIRST CHOICE) EXERCISING THE OPTION  
TO PURCHASE FROM LOCAL BIDDER, IF PRICE IS WITHIN 3% OF THE LOW BID.  
ALL VOTING YES. (SEE ATTACHED)**

**JUDGE THOMPSON EXCUSED HIMSELF FROM COURTROOM CONCERNING  
ITEM#3 ON TODAY'S AGENDA, HAVING FILED THE PROPER AFFIDAVIT IN THE  
CLERK'S OFFICE AS REQUIRED BY SECTION 125, CHAPTER 171.004 OF THE LOCAL  
GOVERNMENT CODE.**

**COMMISSIONER PURVIS SET IN AS PRESIDING OFFICER:**

- 3. **DETERMINE AGENT OF RECORD FOR COLONIAL SUPPLEMENTAL BENEFITS  
AWARDED IN CONJUNCTION WITH RFP#2004-19 PLAN ADMINISTRATION.**
  - (A) MOTIONED BY BOB WILLIS TO NOMINATE MIKE DABNEY AS THE (LOCAL) AGENT  
FOR COLONIAL SUPPLEMENTAL BENEFITS.
  - (B) MOTIONED BY TOMMY OVERSTREET TO ACCEPT THE RECOMMENDATION OF  
THE COURT APPOINTED COMMITTEE AND NOMINATE GLORIA WHITE AS THE  
AGENT FOR COLONIAL SUPPLEMENTAL BENEFITS.

**COURT VOTED AS FOLLOWS:**

COMMISSIONER PURVIS SECONDED (A) THE NOMINATION OF MIKE DABNEY.  
COMMISSIONER OVERSTREET'S MOTION (DIED) FOR A LACK OF A SECOND.  
COMMISSIONER PURVIS.....YES  
COMMISSIONER WILLIS.....YES  
COMMISSIONER OVERSTREET.....NO  
**MOTION CARRIED.**

**JUDGE THOMPSON - RETURNED TO COURTROOM AT 1:41 PM.  
(PRESIDING)**

- 2. PROPOSED POLK COUNTY DETENTION CENTER;  
DISCUSSION AND ACTION ON MATTERS CONCERNING THE DETENTION FACILITY.**
- A. Report from Herb Bristow legal advisor.
  - B. Review and discussion of negotiated terms of Corplan Corrections Team.
  - C. Michael W. Harling with Municipal Capital Markets Group, Inc. discussion of financing. Motioned by Bob Willis, seconded by James J. "Buddy" Purvis, for approval of "Corplan Corrections Team" proposal with modifications discussed this date.  
All Voting Yes.
  - D. Motioned by Tommy Overstreet, seconded by Bob Willis, approval of Resolution/ Order for the creation of **IAH PUBLIC FACILITIES CORPORATION**.  
All Voting Yes.  
Motioned by Bob Willis, seconded by Tommy Overstreet, to approve the articles of Incorporation including bylaws and the appointment of Board of Directors; Judge Thompson, Commissioner Smith, Commissioner Willis, Sheriff Nelson, and Bob Dockens.  
All Voting Yes.
  - E. Discussion with advisor Herb Bristow.  
Motioned by Bob Willis, seconded by James J. "Buddy" Purvis, approval and authorization for the retention of professional firm to represent the county's interest for the design, financing, construction and operation of the proposed detention facility.  
All Voting Yes.
  - F. Review and discussion of time line for funding & construction.  
Funding to be in place 60 days, construction to begin in 90 days, completion in 13 months.  
Motioned by Bob Willis, seconded by James J."Buddy" Purvis, to authorize County Judge John Thompson to sign option agreements.  
All Voting Yes.

**MOTIONED BY TOMMY OVERSTREET, SECONDED BY JAMES J. "BUDDY" PURVIS, TO  
ADJOURN COURT, THIS 27<sup>TH</sup> DAY OF AUGUST 2004 AT 2:44 PM.  
ALL VOTING YES.**

  
\_\_\_\_\_  
JOHN P. THOMPSON, COUNTY JUDGE

ATTEST:  
  
\_\_\_\_\_  
BARBARA MIDDLETON, COUNTY CLERK

Item #1  
Bid # 2004-15

COUNTY OF POLK §  
STATE OF TEXAS §

**CONTRACT AWARD ORDER**

WHEREAS, Polk County has received a bid from a bidder whose principal place of business is in Polk County and whose bid is within three percent of the lowest bid received from a bidder who is not a resident of Polk County;

It is hereby determined and ordered by the Commissioners Court of Polk County, Texas that:

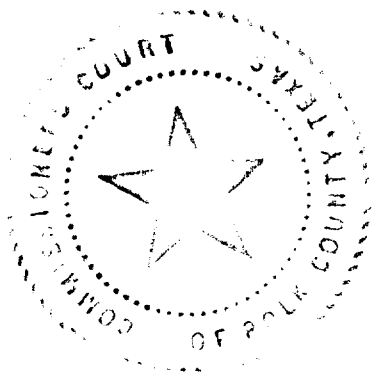
- 1) the local bidder offers Polk County the best combination of contract price and additional economic development opportunities for Polk County created by the contract award, including the employment of residents of Polk County and increased tax revenue to Polk County;
- 2) the purchase contract for (1) Emergency Management Vehicle in the amount of \$31,596.17 is awarded to Bounds Chevrolet.

Adopted this 27<sup>th</sup> day of August, 2004 by a vote of ALL ayes and NO nays.

*John P. Thompson*  
County Judge

Attest:

*Barbara Hildner*  
County Clerk





Item # 2(D)

**ORDER AUTHORIZING AND APPROVING THE CREATION OF A NONPROFIT PUBLIC FACILITIES CORPORATION TO ACT ON BEHALF OF POLK COUNTY, TEXAS TO FINANCE, REFINANCE OR PROVIDE THE COSTS OF PUBLIC FACILITIES OF THE COUNTY AND APPROVING ARTICLES OF INCORPORATION AND BYLAWS THEREOF**

STATE OF TEXAS §  
COUNTY OF POLK §

**WHEREAS**, Polk County, Texas (the "County") is a duly created county and political subdivision of the State of Texas created and established under the Constitution and laws of the State of Texas; and

**WHEREAS**, it is hereby officially found and determined that it is in the public interest and to the benefit of the County and its residents and the citizens of this state that a nonprofit public facilities corporation be authorized and created pursuant to the provisions of the *Texas Public Facility Corporation Act*, Chapter 303, Local Government Code, as amended, to act on behalf of the County to finance, refinance or provide the costs of public facilities of the County; and

**WHEREAS**, pursuant to this Order, the County shall authorize and approve the creation and utilization of a public facilities corporation with the broadest possible powers granted by Chapter 303, Local Government Code to act on behalf of the County to finance or provide for the acquisition, construction, rehabilitation, renovation, repair, equipping, furnishing, and placement in service of public facilities, (2) to issue bonds on behalf of the County for the purposes of Section 103 of the Internal Revenue Code of 1986 (26 U.S.C. §103), as amended, (3) to purchase obligations of the County, (3) to finance public facilities on behalf of the County, (4) to loan the proceeds of the County's obligations to other entities, or (5) to incur in favor of the County obligations issued or incurred in accordance with existing law, all on behalf of the County to accomplish the purposes of the County in providing for the acquisition, construction, rehabilitation, renovation, repair, equipping, furnishing, and placement in service of public facilities of the County; and

**WHEREAS**, it is hereby further officially found and determined that the meeting at which this Order was passed was open to the public, and public notice of the time, place and purpose of said meeting was given, all as required by Chapter 551, Texas Government Code, as amended.

**THEREFORE, BE IT ORDERED BY THE COMMISSIONERS COURT OF POLK COUNTY, TEXAS:**

**SECTION 1.** The Commissioners Court of the County having found and determined in the recitals contained hereinabove that it is in the public interest and to the benefit of the County and its residents and the citizens of this state that a nonprofit public facilities corporation be authorized, approved and created pursuant to the provisions of Chapter 303, Local Government Code to act on

behalf of the County to finance, refinance or provide the costs of public facilities of the County, does hereby authorize and approve the creation of such nonprofit public facilities corporation to act on behalf of the County and with all powers granted to such corporations in Chapter 303, Local Government Code and to be known as the "*IAH PUBLIC FACILITIES CORPORATION*" (the "Corporation").

**SECTION 2.** The Commissioners Court of the County hereby further approves the substantially final form of the Articles of Incorporation and the Bylaws proposed to be used in organizing and operating the nonprofit public facilities corporation (copies, in substantially final form, of which are attached to this Order and made a part hereof for all purposes) and hereby grants authority for the incorporation of such nonprofit corporation pursuant to Chapter 303, Subchapter B, Local Government Code. The initial directors named in said Articles of Incorporation shall be deemed to have been appointed, and are hereby appointed, as the initial directors by the governing body of the Corporation for the respective terms described therein.

**SECTION 3.** The County specifically authorizes the Corporation to act on its behalf to further the public purposes stated in this Order and in the Articles of Incorporation attached hereto. The County further authorizes the Board of Directors of the Corporation to appoint any officers it deems necessary to conduct its business and operations, in accordance with the provisions of the Bylaws attached hereto and approved hereby.

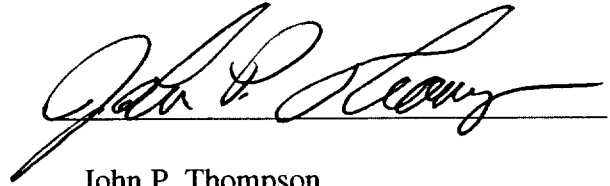
**SECTION 4.** The County finds that the statements set forth in the recitals of this Order are true and correct, and the County hereby incorporates such recitals as a part of this Order.

**SECTION 5.** This Order shall become effective immediately upon its adoption.

*[The remainder of this page intentionally left blank.]*



**PASSED AND APPROVED BY THE COMMISSIONERS COURT OF POLK COUNTY, TEXAS  
AT A SPECIAL MEETING HELD THIS 27th DAY OF AUGUST, 2004.**

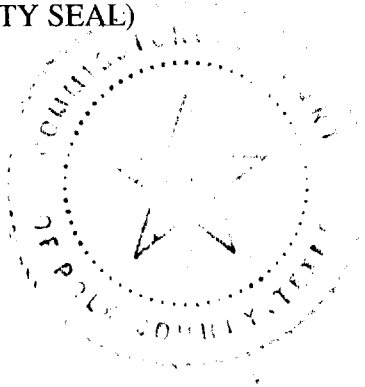


John P. Thompson  
County Judge, Polk County, Texas

**ATTEST:**

By:   
County Clerk, Polk County, Texas

(COUNTY SEAL)





ARTICLES OF INCORPORATION  
OF  
**IAH PUBLIC FACILITY CORPORATION**

The undersigned natural person, who is qualified as an incorporator of a corporation under the Public Facility Corporation Act, Chapter 303, Local Government Code (the "Act"), does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

The name of the Corporation is "IAH Public Facility Corporation" (the "Corporation").

ARTICLE II.

The Corporation is a nonprofit public corporation.

ARTICLE III.

The duration of the Corporation is perpetual.

ARTICLE IV.

The Corporation is organized for the purpose of financing for and on behalf of Polk County, Texas (the "County"), a duly organized County of the State of Texas, eligible jail, criminal detention, and correctional facility projects or other "public facility" (as defined in the Act) as may be approved by the County from time to time. The Corporation may exercise all powers granted under the Act, subject to the provisions of these Articles of Incorporation and to any limitations that may be imposed on it from time to time by duly adopted orders or resolutions of the Commissioners Court of the County.

ARTICLE V.

The Corporation shall have no members and is a nonstock corporation.

ARTICLE VI.

The street address of the initial registered office of the corporation is Courthouse, 101 Church Street, Livingston, Texas 77351, and the name of the initial registered agent at such address is John P. Thompson.

**ARTICLE VII.**

All powers of the Corporation shall be vested in a Board of Directors, each member of which, subsequent to the initial directors, shall be appointed by the Commissioners Court of the County. The number of Directors initially shall be five. The number and the terms of office shall be set forth in the bylaws of the Corporation consistent with the Act, and the number may be increased to the number specified therein. The Directors shall serve without compensation, except that they shall be reimbursed for their actual expenses incurred in the performance of their official duties.

All other matters pertaining to the internal affairs of the Corporation shall be governed by the bylaws of the Corporation so long as such bylaws are not inconsistent with these Articles of Incorporation, with the Act, or any ordinance or resolution of the Commissioners Court of the County pertaining to the Corporation. Such bylaws and any amendments thereto shall not be adopted without the consent of the Commissioners Court of the County.

**ARTICLE VIII.**

The number of directors constituting the initial Board of Directors is five. The names and addresses of the initial directors are:

NAME:	ADDRESS:
John P. Thompson	101 West Church Street, 3rd Floor, Livingston, Texas 77351
Robert C. (Bob) Willis	P. O. Box 740, Goodrich, Texas 77335-0740
Bobby G. Smith	P. O. Box 1388, Onalaska, Texas 77360-0181
Billy Ray Nelson, Sr.	1733 N. Washington Street, Livingston, Texas 77351
B. L. Dockens	101 West Church Street, 1st Floor, Livingston, Texas 77351

**ARTICLE IX.**

The name and street address of the incorporator, who is a citizen of the State of Texas and is at least 18 years old is:

NAME:	ADDRESS:
John P. Thompson	101 West Church Street, Livingston, Texas 77351

ARTICLE X.

The name and street address of the sponsor is:

NAME:

ADDRESS:

Polk County, Texas      101 West Church Street, Livingston, Texas 77351  
Attention: County Judge

ARTICLE XI.

The County has specifically authorized the Corporation to act on its behalf to further the public purpose set forth in these Articles of Incorporation and the Act, and has approved these Articles of Incorporation.

ARTICLE XII.

These Articles of Incorporation may at any time and from time to time be amended in the manner provided in the Act..

ARTICLE XIII.

No dividends shall ever be paid by the Corporation, and no part of its net earnings (beyond that necessary for retirement of the indebtedness of the Corporation or to implement its public purposes) shall be distributed to or inure to the benefit of its directors or officers or any private person, firm, corporation or association except in reasonable amounts for services rendered. In the event the Board of Directors of the Corporation shall determine that sufficient provision has been made for the full payment of the expenses, bonds and other obligations of the Corporation issued to finance its public purposes, then any net earnings of the Corporation thereafter accruing shall be paid to the County. No substantial part of the Corporation's activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE XIV.

If the Corporation ever should be dissolved when it has, or is entitled to, any interest in any funds or property of any kind, real, personal, or mixed, such funds or property or rights thereto shall not be transferred to private ownership but shall be transferred and delivered to, and shall vest in, the County after satisfaction or provision for satisfaction of debts and claims have been made.

IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of August, 2004.

  
\_\_\_\_\_  
JOHN P. THOMPSON

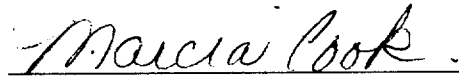
THE STATE OF TEXAS                   §

COUNTY OF POLK                   §

I, the undersigned, a Notary Public of the State of Texas, do hereby certify that on this 27th day of August, 2004, personally appeared before me JOHN P. THOMPSON, who, being by me first duly sworn, declared that he is the person who signed the foregoing document as the incorporator and that the statements therein contained are true.

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



  
\_\_\_\_\_  
Notary Public, State of Texas

My Commission Expires: 6/24/06

**BYLAWS  
OF  
IAH PUBLIC FACILITY CORPORATION**

**ARTICLE I**

**POWERS AND PURPOSES**

Section 1.1. Issuance of Obligations; Financing of Program. In order to implement the purposes for which the IAH Public Facility Corporation (the "Corporation") was formed, as set forth in its Articles of Incorporation, the Corporation may issue obligations to finance all or part of the cost of one or more public facilities on behalf of Polk County, Texas (the "County").

Section 1.2. Books and Records; Review of Financial Statements. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the Corporation may be inspected by any director or his or her agent or attorney for any proper purpose at any reasonable time; and at all times the Commissioners Court of the County will have access to the books, records and financial statements of the Corporation.

Section 1.3. Powers in General. The Corporation may exercise all powers granted under the Act consistent with its Articles of Incorporation and the Resolution of the Commissioners Court of the County that authorized the creation of the Corporation; provided that, the Corporation may not take any action that will adversely affect any rights of any other party that may contract with the Corporation.

**ARTICLE II**

**BOARD OF DIRECTORS**

Section 2.1. Appointment, Powers, Number and Term of Office. The Board of Directors shall exercise all of the powers of the Corporation, subject to the restrictions imposed by law, the Articles of Incorporation and these Bylaws.

The Board of Directors shall consist of five (5) directors, each of whom, subsequent to the initial directors, shall be appointed by the Commissioners Court. The term of each directorship (including the initial directors) is six years.

The directors constituting the initial Board of Directors shall be those directors named in the Articles of Incorporation, each of whom, as well as any subsequent directors, shall serve for the term to which he or she is appointed or until his or her successor is appointed by the Commissioners Court.

Any director may be removed from office at any time by the Commissioners Court, for cause or at will. Any vacancies occurring in the Board of Directors shall be filled by appointment by the Commissioners Court.

Section 2.2. Meetings of Directors in General. The Board of Directors may hold its meetings at any place authorized by the Act, as the Board of Directors may from time to time determine; provided that, in the absence of any such determination by the Board of Directors, the meetings shall be held at the principal office or the Corporation. The Board of Directors shall conduct its meetings in accordance with the requirements of the Act.

Section 2.3. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places as shall be designated, from time to time, by resolution of the Board of Directors. Notice of regular meetings need not be given to anyone else, such notice will be given in the manner prescribed by law.

Section 2.4. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the president, by the secretary or by a majority of the directors then in office or upon advice of or request by the Commissioners Court.

The secretary shall give notice to each director of each special meeting in person, or by mail, telephone or telegraph, at least two hours before the meeting. Notice required by law to be given to anyone else shall be given in the manner prescribed by law. Unless otherwise indicated in the notice thereof, any and all matters pertaining to the purposes of the Corporation may be considered and acted upon at a special meeting. At any meeting at which every director is present, even though without any notice, any matter pertaining to the purpose of the Corporation may be considered and acted upon.

Section 2.5. Quorum. A majority of the directors fixed by these Bylaws shall constitute a quorum for the consideration of matters pertaining to the purpose of the Corporation. The act of a majority of the directors present at a meeting at which a quorum is in attendance shall constitute the act of the Board of Directors, unless the act of a greater number is required by law.

Section 2.6. Conduct of Business. At the meetings of the Board of Directors, matters pertaining to the purposes of the Corporation shall be considered in such order as from time to time the Board of Directors may determine.

Section 2.7. Compensation of Directors. Directors shall not receive any compensation for their services as directors except that they shall be reimbursed for their actual expenses incurred in the performance of their official duties.



**ARTICLE III**

**OFFICERS**

Section 3.1. Titles and Term of Office. The officers of the Corporation shall be a president, a vice president, a secretary and a treasurer, and such other officers as the Board of Directors may from time to time elect or appoint. One person may hold more than one office, except that the same person shall not simultaneously hold the offices of president and secretary. Each officer shall be appointed by a majority vote of the directors then in office and shall hold office for a term of five years or until his or her successor is elected or appointed.

All officers shall be subject to removal from office with or without cause at any time by a majority vote of the directors then in office.

A vacancy in any office shall be filled by appointment by a majority vote of the directors then in office.

Section 3.2. President. The president shall be the chief executive officer of the Corporation, and, subject to the control of the Board of Directors, the president shall be in general charge of the properties and affairs of the Corporation; the president shall preside at all meetings of the Board of Directors; in furtherance of the purposes of this Corporation, the president may sign and execute all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments in the name of the Corporation.

Section 3.3. Vice President. The vice president shall have such powers and duties as may be assigned by the Board of Directors and shall exercise the powers of the president during the president's absence or inability to act. Any action taken by the vice president in the performance of the duties of the president shall be conclusive evidence of the absence or inability of the president to act at the time such action was taken.

Section 3.4. Treasurer. The treasurer shall have custody of all the funds and securities of the Corporation that come into his or her hands. When necessary or proper, the treasurer may sign or endorse, on behalf of the Corporation for collection or payment, checks, notes and other obligations and shall deposit any funds received to the credit of the Corporation in such bank or banks or depositories as shall be designated by the Board of Directors; whenever required by the Board of Directors, the treasurer shall render a statement of the treasurer's cash account; the treasurer shall enter or cause to be entered regularly in the books of the Corporation to be kept by the treasurer for that purpose full and accurate amounts of all monies received and paid out on account of the Corporation; the treasurer shall perform all acts incident to the positions of treasurer subject to the control of the Board of Directors; the treasurer, if required by the Board of Directors, shall give such bond for the faithful discharge of his or her duties in such form as the Board of Directors may require.

Section 3.5. Secretary. The secretary shall keep the minutes of all meetings of the Board of Directors in books provided for that purpose; the secretary shall attend to the giving and serving

of all notices; in furtherance of the purposes of this Corporation, the secretary may sign with the president in the name of the Corporation, or attest the signature thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the Corporation; the secretary shall have charge of the corporate books, records and securities of which the treasurer shall have custody and charge, and such other books and papers as the Board of Directors may direct, all of which shall at all reasonable times be open to inspection upon application at the office of the Corporation during business hours; and the secretary shall in general perform all duties incident to the office of secretary subject to the control of the Board of Directors.

In the absence of the secretary, the president may appoint any person other than the president, to act as secretary during such absence.

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

#### ARTICLE IV

##### PROVISIONS REGARDING BYLAWS

Section 4.1. Effective Date. These Bylaws shall become effective only upon the occurrence of the following events:

- (1) the approval of these Bylaws by the Commissioners Court of the County, which approval may be granted prior to the creation of the Corporation; and
- (2) the adoption of these Bylaws by the Board of Directors.

Section 4.2. Amendments to Bylaws. These Bylaws may be amended at any time and from time to time either by majority vote of the directors then in office with approval of the Commissioners Court of the County or by the County, itself, at the sole discretion of the Commissioners Court.

Section 4.3. Interpretation of Bylaws. These Bylaws shall be liberally construed to effectuate the purposes set forth herein. If any word, phrase, clause, sentence, paragraph, section or other part of these Bylaws, or the application thereof to any person or circumstance, shall ever be held to be invalid or unconstitutional by any court of competent jurisdiction, the remainder of these Bylaws and the application of such word, phrase, clause, sentence, paragraph, section or other part of these Bylaws to any other person or circumstance shall not be affected thereby.

**ARTICLE V**

**GENERAL PROVISIONS**

Section 5.1. Principal Office. The principal office of the Corporation shall be located at 101 W. Church Street, Livingston, Texas 77351, Attention: County Judge.

Section 5.2. Fiscal Year. The fiscal year of the Corporation shall be as determined by the Board of Directors.

Section 5.3. Seal. The seal of the Corporation shall be as determined by the Board of Directors.

Section 5.4. Notice and Waiver of Notice. Whenever any notice whatsoever is required to be given to the Board of Directors under the Act, the Articles of Incorporation or these Bylaws, such notice shall be deemed to be sufficient if given by depositing it in a post office box in a sealed postpaid wrapper addressed to the person entitled thereto at his or her post office address, as it appears on the books of the Corporation, and such notice shall be deemed to have been given on the day of such mailing.

Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened. A waiver of notice in writing, signed by the person or persons entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice of such meeting, unless required by the Board of Directors.

If any notice whatsoever is required to be given to the public by law, such notice shall be given in the manner prescribed by law.

Section 5.5. Resignations. Any director or officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the president or the secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 5.6. Approval of the Commissioners Court. To the extent these Bylaws refer to any approval or other action to be taken by the County, such approval or action shall be evidenced by a certified copy of a resolution, order or motion duly adopted by the Commissioners Court.

Section 5.7. Action Without a Meeting of Directors. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all of the directors then in office. Such consent shall

have the same force and effect as a unanimous vote and may be stated as such in any articles or document filed with the Secretary of State or any other person.

Section 5.8. Organizational Control. The County, at its sole discretion, and at any time, may alter or change the structure, organization or activities of the Corporation (including the termination of the Corporation), subject to any limitation on the impairment of contracts entered into by such Corporation.

Section 5.9. Dissolution of the Corporation. Upon dissolution of the Corporation, title to or other interests in any real or personal property owned by the Corporation at such time shall vest in the County.

# TEXAS COMMISSION ON JAIL STANDARDS

EXECUTIVE DIRECTOR

Terry Julian



P.O. Box 12985  
 Austin, Texas 78711  
 Voice: (512) 463-5505  
 Fax: (512) 463-3185  
 Agency Website: <http://www.tcjs.state.tx.us>  
 E-mail Address: [director@tcjs.state.tx.us](mailto:director@tcjs.state.tx.us)

August 23, 2004

The Honorable John P. Thompson  
 County Judge, Polk County  
 County Courthouse  
 Livingston, Texas 77351

and

Sheriff Billy R. Nelson  
 Sheriff, Polk County  
 1733 N. Washington  
 Livingston, Texas 77351

Dear Judge Thompson and Sheriff Nelson:

Reference the schematic design documents for the new Polk County Detention Center. Review of the schematic design documents indicates the proposal, with changes, will meet minimum Jail Standards.

You may proceed to the design development phase. You are reminded that the requirements of Chapter 263, Life Safety Rules, were not reviewed at this time. However, they will be a major review item during our design development and construction document reviews. Please contact us if you have any questions regarding those requirements.

Sincerely,

 A handwritten signature in black ink that reads "Terry Julian".
 

Terry Julian  
 Executive Director

TJ/jk

cc: Gary McKibben, Johnson/Mckibben Architects  
 Gary Adams, AF Architects  
 Kindall Phinney, Hale Mills Construction

Sheriff Terry G. Box, Chair  
 Commissioner Jim Jackson, Vice-Chair  
 Judge William C. Morrow-Midland

Marvalette C. Fentress, Houston  
 Gonzalo R. Gallegos, San Antonio  
 Charles J. Sebesta, Jr-Caldwell

Kelly McVay, Nacogdoches  
 Sheriff Ted Montgomery, Dumas  
 Dr. Michael M. Seale, M.D. -Houston



# Detention facility plans finalized

By EMILY BANKS  
News Editor

LIVINGSTON – Negotiations with Corplan Corrections for a 528-bed county detention facility that would be open in December 2005 were finalized by the Polk County Commissioners' Court during a special called meeting Friday.

The county was contacted earlier this year by a group interested in the county building a detention facility that would be county-owned but contracted out for private management and would primarily handle inmates for U.S. Immigration and Customs Enforcement, formerly known as U.S. Immigration and Naturalization Service. Qualified proposals were submitted by representatives of Corplan Corrections and Emerald Companies, with the Corplan proposal being ranked first.

The court has been repeatedly assured by all parties involved that the facility will be constructed and operated at absolutely no cost to Polk County or the taxpayers of Polk County.

In recent months Precinct 2 Commissioner Bobby Smith and Precinct 4 Commissioner Tommy Overstreet toured a detention facility in Willacy County completed by Corplan Corrections. Having met with Willacy County commissioners, the Polk County commissioners were told the facility had saved Willacy County, injecting ap-

proximately \$30,000 a month into the county coffers.

Based on the recommendation of Herb Bristow, the county's lead consultant on this effort, commissioners approved the Corplan proposal with several modifications recommended by Bristow.

Having previously optioned the land on which the facility will be located – approximately 68 acres on FM 1988 – commissioners also approved authorizing County Judge John P. Thompson to sign the options.

Corplan has agreed to design/build/operate a 528-bed detention facility at a cost of \$15.6 million in a guaranteed time frame of 12 months. It is also offering one-time infrastructure grants to Polk County and the City of Goodrich in the amounts of \$100,000 and \$50,000, respectively, according to James M. Parkey with Corplan.

Through the Corplan agreement, a firm called CiviGenics will actually operate the facility.

Bristow has previously assured the court that Polk County will not be responsible for any operational costs, as the deal is all-inclusive, with all transportation and all medical provided.

Although the detention facility will be financed through outside investors at no cost to Polk County, the county will receive a per diem per head based on occupancy.

See COMMISSIONERS pg. 2A

# Commissioners establish public facility corporation

from page 1

Corplan representatives have said the facility will be constructed in such manner that it could house federal, state or county inmates.

Representatives of CiviGenics have previously told commissioners that they think the project is an outstanding, state-of-the-art facility that would be attractive to a number of various jurisdictions, although they're targeting contracting with the U.S. Marshal Service.

Through the agreement with Corplan, the facility and staff will be jail-certified and in compliance with Texas minimum jail standards.

Due to overcrowding, the Polk County Jail has been on notice with the Texas Commission on Jail Standards since September 2003. It is expected that Polk County will be on the agenda for the November meeting of the commission, at which time county officials will have to present a plan for how it will address the overcrowding.

The agreement with Corplan guarantees Polk County 25 beds, which, once the facility is open, could alleviate some of the overcrowding at the county jail.

Gary Adams, with AF Architects, the firm hired by the county for

consulting services related to the oversight of design and construction of the facility, met with Terry Julian, executive director of the Texas Commission on Jail Standards recently.

"Terry Julian reviewed the drawings and made a couple of suggestions. He had a few questions and we answered them. They were real happy. All in all, it was a good meeting with the jail commission.

The builder of the facility, Kendall Phinney of Hale Mills Construction Ltd., said the time schedule is guaranteed and also assured the court that local contractors will be used whenever possible.

Phinney recently met with an environmental consultant and representatives of the City of Goodrich at the site.

"It appears to be an adequate site. I met with Kenneth Hambrick (the county's emergency management coordinator) and he was very helpful and provided us with FEMA maps. The representatives of the City of Goodrich gave us information regarding the availability of utilities," Phinney said.

"Any issues about the site that are red-flagged?" Thompson asked.

"No. I think it's a good site, a viable location," Phinney said.

Parkey informed the court that the group is going a step further by conducting an environmental assessment, which is not required.

He also emphasized that the facility is designed for additional expansion.

Representing the investors, Mike Harling with Municipal Capital Markets, assured the court that there is no pledge of taxes.

"The attorney general wouldn't let you pledge taxes if you wanted to," he said.

"The county should not come out of pocket for any expense," Harling said, adding "In 60-75 days from now, the funds should be in the bank and it will be 14 months from the time it is funded until the time it

opens up."

"What are the terms of the contract?" Thompson asked.

"The initial contract is a three-year contract with two one-year renewals," Bristow said.

Gary D. McKibben with Johnson/McKibben Architects Inc., the architect for the project, reviewed schematics and renderings of the facility.

In conjunction with the negotiations, commissioners also approved the formation of a public facility corporation, articles of incorporation and a board of directors which will be made up of Thompson, Smith, Overstreet, Precinct 1 Commissioner Bob Willis and County Auditor B.L. "Bob" Dockens.

#### Other business handled

Commissioners approved the bid submitted by Bounds Chevrolet for the purchase of an emergency management vehicle.

Regarding administration of the county's Section 125 plan, commissioners approved Ceredian for the associated benefit plan option and Colonial as the supplemental insurance provider during the Aug. 24 meeting. However, no agent of record was determined.

Slated to take action Friday.

Thompson recused himself from the meeting, having a vested interest in one of the companies making a proposal. Upon his recusal, Precinct 3 Commissioner James J. "Buddy" Purvis presided over the meeting.

Reporting on behalf of the committee that reviewed the proposals, County Treasurer Nola Reneau assured the court that no fees are involved and said the committee's recommendation was to continue with the current person, Gloria White.

Precinct 1 Commissioner Bob Willis nominated Mike Dabney, a local agent, and Precinct 4 Commissioner Tommy Overstreet moved the court follow the committee's recommendation. With Willis' nomination on the floor first, Purvis seconded the nomination, commenting that he, too, would prefer a local agent.

County Auditor B.L. "Bob" Dockens expressed concern, stating that the local agent had not been one of the proposers and that as such, the court may have to re-address the matter.

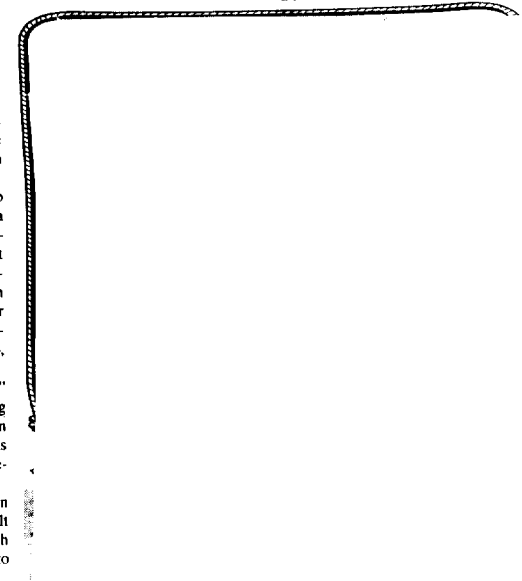
Willis stated that with a motion and a second on the floor, he felt like the court should proceed with the vote and if the matter needed to

be revisited, he felt like they would be notified prior to the next meeting.

The vote passed 2-1 with Overstreet casting the dissenting

vote. Precinct 2 Commissioner Bobby Smith was not in attendance at Friday's meeting.

Reneau expressed concern following the vote, stating that there is a time element involved.





#3

STATE OF TEXAS  
COUNTY OF POLK

I, John P. Thompson, as a member of the Polk County Commissioners Court, make this affidavit and hereby on oath state the following;

I have a substantial interest in a business entity or real property that may receive a special economic effect that is distinguishable from the effect on the public by a vote or decision of the Polk County Commissioners Court as those terms are defined in Chapter 171 of the Local Government Code. The business entity or real property is:

First National Bank of Livingston  
[name and address of business and/or description of property]

["I"] or name of relative and relationship

(have/has) a substantial interest in this business entity or real property for the following reasons (circle all which are applicable):

- (1) the interest is ownership of 10% or more of the voting stock or shares of the business entity;
- X(2) the interest is 10% or \$5,000 or more of the fair market value of the business entity;
- X(3) funds received from the business entity exceed 10% of my (my/his/her) income for the previous year;
- (4) real property is involved and \_\_\_\_\_ (i/he/she) (have/has) an equitable or legal ownership with a fair market value of at least \$2,500.

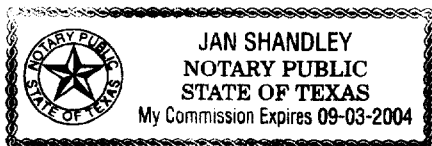
Upon the filing of this affidavit with the Clerk of the Polk County Commissioners Court, I affirm that I shall abstain from any discussion, vote, or decision involving this business entity or real property and from any further participation in this matter whatsoever.

Signed this 27th day of August, ~~19~~ 2004.

John P. Thompson  
Signature of Public Official

County Judge  
Polk County, Texas Title

BEFORE ME, the undersigned authority, this day personally appeared John P. Thompson (name of affiant) and by oath stated that the facts hereinabove stated are true and correct to the best of (his/her) knowledge or belief. Sworn to and subscribed before me on this 27th day of August, ~~19~~ 2004.



Jan Shandley  
Notary Public in and for the State of Texas  
My Commission expires :

5078

State of Texas }  
County of Polk }

I, BARBARA MIDDLETON hereby certify that this instrument was FILED in the file number sequence on the date and at the time stamped hereon by me and was duly RECORDED in the Official Public Records in Volume and Page of the named RECORDS of Polk County, Texas as stamped hereon by me.

FILED FOR RECORD

2004 AUG 27 AM 9: 35

AUG 27 2004

*B*  
*W*

*Barbara Middleton*

BARBARA MIDDLETON  
POLK COUNTY CLERK



*Barbara Middleton*

COUNTY CLERK  
POLK COUNTY, TEXAS