

TOWN OF ADDISON, TEXAS

RESOLUTION NO. R09-014

A RESOLUTION OF THE CITY COUNCIL OF THE TOWN OF ADDISON, TEXAS EXPRESSING THE EXPECTATION OF THE TOWN COUNCIL THAT STEPS WILL BE TAKEN BY THE ADDISON ARBOR FOUNDATION TO REMOVE THE CITY COUNCIL FROM OVERSIGHT OR AUTHORITY REGARDING THE FOUNDATION; AUTHORIZING THE CITY MANAGER TO EXECUTE AN AGREEMENT WITH THE ARBOR FOUNDATION REFLECTING THE REMOVAL OF THE TOWN FROM SUCH OVERSIGHT; PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Addison Arbor Foundation (the "Arbor Foundation" or "Foundation"), a non-profit corporation under the laws of the State of Texas, was previously established and created primarily for the purpose of promoting the landscaping, public parks, and parks and recreation programs of the Town of Addison, Texas (the "City"); and

WHEREAS, since its inception, (i) members of the City staff have served as members of the Arbor Foundation's board of directors, (ii) the City Council has, pursuant to the Foundation's bylaws, had certain rights with respect to the Arbor Foundation, including the right to nominate and elect persons to serve on, and to remove persons from, the Foundation's board of directors, and (iii) the City has held and separately accounted for funds of and paid directly to the Arbor Foundation, which funds were independently obtained and collected by the Foundation to facilitate the accomplishment of its objectives and goals; and

WHEREAS, in order to assist and encourage the further development of the Foundation and the accomplishment of its public purposes, the City Council desires that the Foundation continue in an independent capacity separate and apart from the oversight and authority of the City (except as such oversight and authority may be established in a future agreement between the City and the Foundation regarding City funds which may hereafter be paid to the Foundation to accomplish its public purposes).

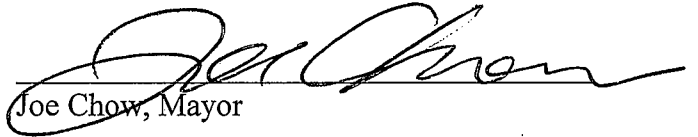
NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE TOWN OF ADDISON, TEXAS:

Section 1. In accordance with the above and foregoing recitals, the City Council anticipates that the Foundation will take the steps necessary to remove the City Council from any oversight of or authority regarding the Foundation, including amending the bylaws of the Arbor Foundation to, among other things, remove the role of the Council and City staff from the administrative activities of the Foundation. In connection therewith and upon such steps being taken and finalized, the City Manager is directed to cause the payment to the Arbor Foundation of funds pertaining to the Arbor Foundation which have been held and separately accounted for by the City and which have been independently obtained by the Foundation.

Section 2. The City Manager is authorized to execute an agreement between the City and the Arbor Foundation reflecting the matters set forth herein, a true and correct copy of which agreement is attached hereto as Attachment 1.

Section 3. This Resolution shall take effect upon its passage and approval.

PASSED AND APPROVED by the City Council of the Town of Addison, Texas this the 23rd day of June, 2009.


Joe Chow, Mayor

ATTEST:

By: 
Lea Dunn, City Secretary

APPROVED AS TO FORM:

By: 
John Hill, City Attorney

ATTACHMENT 1

June 23, 2009

MEMORANDUM OF UNDERSTANDING BETWEEN THE TOWN OF ADDISON, TEXAS AND THE ADDISON ARBOR FOUNDATION

Background

For the past number of months, the Town has been working with the members of the Addison Arbor Foundation (AAF) in an effort to amend its by-laws and allow the organization to function more independently. The goal is to encourage the AAF to control its own destiny. Specifically, AAF will pursue an articulated annual program of work, administer its financial responsibilities, recruit and expand its membership, conduct regular fund-raising activities through the promotion and marketing of the AAF, and pursue other operational duties it sees fit to successfully grow the AAF.

General Duties and Procedures of the AAF

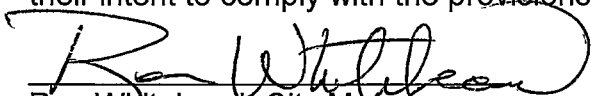
Among other responsibilities identified in its Articles of Incorporation, By-laws, and other legal requirements, AAF shall:

- Maintain not less than 7 or more than 11 directors for a term of 2 years each (subject to the AAF's authority to approve modifications to the number and terms of directors)
- Selects a president, vice president, secretary, and treasurer
- Submit and present an annual program of work to the Addison City Council for consideration of approval
- In connection with the receipt of any funds from the Town in connection with AAF's provision of public projects benefiting the Town, enter into an agreement with the Town regarding the expenditure and use of such funds, and in connection therewith provide an annual statement of revenues and expenditures for the preceding year and an annual budget for the forthcoming fiscal year (October 1 – September 30) to the Addison City Council for approval
- Establishes and presents annual fund-raising goals to the Addison City Council

AAF Funding

Initially, the Town will convey the current balance of monies in the Addison Arbor Foundation line item of the Town's budget to the reconstituted AAF organization (which are monies paid directly to the AAF and which the Town has held solely for the benefit of AAF). This balance is presently \$190,000. Going forward, AAF may annually receive a portion of the Town's collected recycling proceeds as approved by the Addison City Council based on, among other things, its submitted annual program of work and the reported accomplishments of AAF.

This document represents the general articulated operational arrangement between AAF and the Town of Addison. The signatures of the undersigned parties represent their intent to comply with the provisions set forth herein.


Ron Whitehead, City Manager

Neil Hewitt, AAF President