

STARBASE ECONOMIC DEVELOPMENT CORPORATION

ORGANIZATIONAL MEETING OF THE BOARD OF DIRECTORS

MINUTES

Date: Saturday, May 16, 2026
Time: 10:00 a.m. – 10:14 a.m.
Location: 48491 State Highway 4, Starbase, Texas
Meeting Type: Open Meeting – Subject to Texas Open Meetings Act

1. CALL TO ORDER AND ROLL CALL

The organizational meeting of the Starbase Economic Development Corporation Board of Directors was called to order at 10:00 a.m. by the City Clerk, who conducted roll call. Also in attendance was Cayetana Polanco, City Administrator and Gretchen Norton, City Clerk of the City of Starbase. The following directors responded as present:

- Bobby Peden
- Camille Bagnall
- Parker Buntin
- Karthik Muthuswami
- Albert Traylor
- Mercedes Zhang

Absent: Jamin Gallman

Six (6) of seven (7) directors were present, constituting a quorum. The City Administrator confirmed that the meeting was properly posted and open to the public in accordance with the Texas Open Meetings Act.

2. ELECTION OF TEMPORARY CHAIR

The City Administrator opened nominations for a temporary chair to preside over the organizational meeting. Director Peden was nominated and seconded. No further nominations were offered. The board voted unanimously (6–0) to elect Bobby Peden as Temporary Chair. Director Peden accepted the position and assumed the chair for the organizational meeting.

3. PUBLIC COMMENT

Temporary Chair Peden opened the floor for public comment. He noted that any citizens wishing to speak were required to have submitted a speaker card to the City Clerk no later than five (5) minutes prior to the start of the meeting. The comment period is limited to three (3) minutes per individual, with the allowable time reduced to no less than one (1) minute per speaker if ten (10) or more speakers are signed up. He further noted that the board is limited in its responses during public comment to providing specific factual information, reciting existing policy, or proposing placement of an item on a future agenda. The City Clerk confirmed that no speakers had signed up. The public comment period was closed.

4. ACTION ITEMS

The board considered the following action items:

Item 3.1 – Ratification and Approval of Certificate of Formation

Staff presented background on this item. The Starbase City Commission had previously authorized creation of the Starbase Economic Development Corporation as a Type B Economic Development Corporation pursuant to the Texas Local Government Code. The Certificate of Formation was filed with the Office of the Texas Secretary of State on May 7, 2026, and was included as Exhibit A in the board's meeting packets. Staff explained that the Certificate of Formation is the founding instrument of the corporation, and that board ratification would confirm the corporation operates pursuant to the certificate as filed. Staff recommended that the board ratify and approve the Certificate of Formation.

Motion: A motion was made and seconded to adopt Resolution No. 2026-01, ratifying and approving the Certificate of Formation of the Starbase Economic Development Corporation.

Vote: 6–0. Motion passed unanimously.

Item 3.2 – Adoption of Bylaws

Staff presented this item. Texas Local Government Code requires that the bylaws of an economic development corporation be adopted by the board and approved by the governing body of the sponsoring municipality – in this case, the Starbase City Commission. Article 7 of the proposed bylaws conditions their effectiveness on both board adoption and City Commission approval. Staff summarized that the bylaws define the corporation's powers, governance structure, officer roles, and financial controls, and confirm that all programs and expenditures will be subject to City Commission approval. Upon board adoption, the bylaws would be transmitted to the City Commission for final approval. Staff recommended adoption.

Motion: A motion was made and seconded to adopt Resolution No. 2026-02, adopting the Bylaws of the Starbase Economic Development Corporation.

Vote: 6–0. Motion passed unanimously.

Item 3.3 – Election of Officers

Temporary Chair Peden opened the floor for nominations for the offices of President, Secretary, and Treasurer.

President: Bobby Peden was nominated and seconded. No further nominations were offered. The board voted unanimously (6–0) to elect Bobby Peden as President. Director Peden accepted the position and assumed the chair for the remainder of the meeting.

Secretary and Treasurer: Camille Bagnall was nominated for both the Secretary and Treasurer positions. The nomination was seconded. No further nominations were offered. The board voted unanimously (6–0) to elect Camille Bagnall as Secretary and Treasurer. Director Bagnall accepted both positions.

Resolutions: Resolution Nos. 2026-03 (President) and 2026-03A (Secretary/Treasurer) were deemed adopted by the foregoing votes.

Item 3.4 – Appointment of Executive Director

Staff presented this item. The proposed bylaws establish the position of Executive Director for the corporation. Staff noted that the City has employed Max Levin to perform these

functions, and that compensation and personnel matters would continue to be governed by his existing employment with the City. The board would retain policy oversight over the corporate functions performed by the Executive Director. The proposed resolution would appoint Max Levin effective immediately and authorize the President to execute a contract with him in substantially the form of the attached term sheet, with the provision that any material deviation from the term sheet would require further board approval. Staff recommended adoption.

Motion: A motion was made and seconded to adopt Resolution No. 2026-04, appointing Max Levin as Executive Director of the Starbase Economic Development Corporation and authorizing the President to execute a contract with the Executive Director.

Vote: 6–0. Motion passed unanimously.

Item 3.5 – Engagement of Legal Counsel

Staff presented this item. The corporation requires legal counsel for governance, compliance, and contract matters. Spencer Fane LLP submitted an engagement letter covering these services at discounted hourly rates. Staff noted that Spencer Fane currently serves as legal counsel to the City of Starbase, and that the engagement letter discloses this relationship and includes a conflict-of-interest waiver. In the event that the interests of the City and the corporation become adverse on a particular matter, Spencer Fane would represent the City and the corporation would engage separate counsel for that matter. The engagement would become effective upon execution of the letter and approval by the City Commission. Staff recommended that the board approve the engagement and authorize the President to execute the letter, subject to City Commission approval.

Motion: A motion was made and seconded to adopt Resolution No. 2026-05, approving the engagement of Spencer Fane LLP as legal counsel to the Starbase Economic Development Corporation.

Vote: 6–0. Motion passed unanimously.

Item 3.6 – Designation of Public Information Officer

Staff presented this item. As a governmental body, the corporation is subject to the Texas Public Information Act (PIA). The Texas Government Code permits a governmental body to designate its public information officer by resolution. Staff explained that the proposed bylaws provide that corporate records shall be maintained in the office of the City Secretary, and that designating the City Clerk as Public Information Officer would align records management responsibilities with PIA request response duties, while leveraging the City’s existing PIA infrastructure. Staff recommended the designation.

Motion: A motion was made and seconded to adopt Resolution No. 2026-06, designating the City Clerk of the City of Starbase, currently served by Gretchen Norton, as the Public Information Officer of the Starbase Economic Development Corporation.

Discussion: A board member noted that this was the most efficient utilization of available resources.

Vote: 6–0. Motion passed unanimously. City Clerk Gretchen Norton acknowledged acceptance of the designation.

5. ADDITIONAL BUSINESS (SECTION 4, ITEMS 4.1–4.6)

A motion was made and seconded to table all items under Section 4 (Additional Business), Items 4.1 through 4.6, to the next EDC Board meeting. Board members discussed briefly and confirmed that none of the tabled items were time-sensitive and that all could appropriately be addressed at a future meeting.

Vote: 6–0. Motion to table passed unanimously. Items 4.1–4.6 are deferred to the next EDC Board meeting.

6. SUMMARY OF RESOLUTIONS ADOPTED

Resolution No.	Description	Vote
2026-01	Ratification and Approval of Certificate of Formation	6–0 Unanimous
2026-02	Adoption of Bylaws	6–0 Unanimous
2026-03	Election of Officers (President, Secretary, Treasurer)	6–0 Unanimous
2026-04	Appointment of Executive Director	6–0 Unanimous
2026-05	Engagement of Spencer Fane LLP as Legal Counsel	6–0 Unanimous
2026-06	Designation of City Clerk as Public Information Officer	6–0 Unanimous

7. ADJOURNMENT

There being no further business, a motion was made and seconded to adjourn the meeting. The motion passed unanimously. The meeting was adjourned at 10:14 a.m.

Respectfully submitted,

Signed by:

Camille Bagnall

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Camille Bagnall, Secretary/Treasurer

Starbase Economic Development Corporation

Approved by the Board on: 5/29/2026