

BYLAWS FOR CEDAR HILL
PUBLIC IMPROVEMENT DISTRICT #1

ARTICLE I NAME

This organization shall be known as the Board of Directors, hereinafter referred to as the "Board", for Cedar Hill Public Improvement District #1 of the High Pointe Development, hereinafter referred to as the "District."

ARTICLE II PURPOSE

The purpose of the Board is to manage the property and affairs of the District, as approved by City Council, in accordance with the Public Improvement District Assessment Act, V.T.C.A., Local Government Code Section 372.001 et. Seq. (the "Act"). The purpose of the District is to fund improvement projects and special supplemental services (such improvements and services will hereinafter collectively be called the "Special Services") including, but not limited to, the maintenance and repair of existing landscaping, fencing, lighting and all subdivision entry monuments within the public rights-of-way and at common areas within the District, as detailed in the Petition Requesting Establishment of a Public Improvement District, hereinafter referred to as the "Petition."

ARTICLE III BOARD OF DIRECTORS

Section 1. Board

(A) Administration. The District will be administered and operated by a Board and, subject to the restrictions imposed by law, by these Bylaws. The Board shall exercise all of the powers of the District.

(B) District address. The official address of the District will be: Cedar Hill Public Improvement District #1, High Pointe, P.O. Box 2436, Cedar Hill, Texas 75106-2436.

(C) Board composition. The Board shall consist of five to seven (5-7) directors, each of whom shall be nominated and elected by the lot owners of the District and appointed by the City Council. Each member of the Board shall be a lot owner within the District, with the exception of the first two years when one (1) member of the City Council shall be appointed as a member of the Board. Each lot shall be limited to a maximum of one (1) director serving concurrently.

(D) Lot owner. An owner of undeveloped land shall be considered a lot owner. An owner of a developed retail area shall be considered a lot owner. An owner of an improved residential lot shall be considered a lot owner. If more than one undeveloped, retail or residential lot is owned by the same owner they will be considered as one lot.

E) Election of Board directors. The lot owners within the District shall hold an election each year to elect new directors to fill projected Board vacancies and shall

present the newly elected directors to the City Council for appointment. All lot owners shall be notified of the election in sufficient time to allow all lot owners to participate in the election process. The lot owners within the District will vote for the Board nominees with each lot owner casting one (1) vote for each open seat from a list of all nominations for the Board. The Board will represent the District and consist five to seven "At-Large" directors. As part of the rules for the election, the following will apply:

At-Large - Representation to the Board will include five to seven (5-7) directors from anywhere within the District. If more than seven nominees run in the at-large category, the seven nominees with the highest number of votes will be elected. If less than seven nominees run in the at-large category, all nominees running shall be considered elected:

(F)(a) Term of office. Each director shall serve a two (2) year term that runs from October 1 of the calendar year of election to September 30 of the second year following election except as modified by (F)(b).

(F)(b) Staggered Terms. The Board shall stagger terms whereby close to half the Board members are up for re-election in the same year. For a 5 member Board, 2 members shall end their term in one year, and 3 members shall end their term in the second year. Likewise, for a 7 member Board, 3 members end their term in one year and 4 members end their term in the second year. If the Board finds that it is not staggered as described; the Board may, at its own discretion, conduct a random, fair lottery at it's own choosing to extend the term of one of Board member by one (1) year to maintain the continuity of the Board. In the alternative, the Board may ask one member to shorten their term by one (1) year.

(G) Election process. The annual election shall take place in September of each year, with the exception of the initial year. Annually, beginning with the 1999 election year, each lot owner will be notified of the Board nomination process. There will be an open nomination period. After nominations are closed, ballots and election information will be published to each lot owner with instructions on the voting process. Each lot owner will vote for no more than the number of open seats on the board. For example, there are two (2) open seats and five (5) candidates. Each lot owner will vote for a minimum of one(1) and maximum of two (2) directors. Lot owners can vote in person on a designated election day or can vote absentee by mail. In order to be counted, an absentee vote must be submitted in a signed letter, with proper property identification, and must be received by the PID management company or designated election coordinator as stated in the official election notice. The PID management company or designated election coordinator shall administer the election process. The election coordinator shall be an impartial, non-PID Board member.

(H) Election discrepancies. Tie votes will be decided by the City Council. In the case of any other unresolved election discrepancies, the Board will make a recommendation and the City Council will make the final decision.

(I) Election and appointment. The names of newly elected Board directors will be forwarded to the City Council for appointment at the City Council's first regularly scheduled meeting following the election.

(J) Vacancies. A vacancy in any position of director shall be filled by nomination by the Board and appointment by the City Council for the unexpired portion of the term of that office. A vacancy in the office of President or Vice President shall be filled by election by the Board, from the remaining directors, for the unexpired portion of the term of that Board position.

(K) Write-In Candidates. Write-in candidates are allowed and must abide by the Board nomination process. Write-in candidates who fail to register for positions within the open nomination period will not be placed on the ballot. Votes for write-in candidates who have not followed the nomination process shall not be accepted.

(L) Unopposed Candidates. Whenever there are unopposed candidates at the end of the nomination period, such candidates shall be considered as elected without the necessity of an election.

Section 2. Attendance

Regular attendance at the Board meetings is required of all directors. Three (3) absences from regular meetings of the Board in a twelve (12) month period shall cause the Board to review the position and consider action.

Section 3. Compensation

The directors, including the President and Vice President, shall receive no salary or compensation for their services. However, directors may be reimbursed for actual expenses incurred in the performance of their duties hereunder, including but not limited to the cost of travel, lodging and incidental expenses reasonably related to the corporate duties of the Board. Travel expenses incurred by directors for both regular and special meetings will not be reimbursed.

Section 4. Committees of the Board

Committees of the Board shall be appointed by the Board as needed to address matters of specific interest and to make recommendations to the Board. A committee shall consist at least one (1) director and other citizens from the District. The Board reserves the right to exercise final action on committee recommendations.

ARTICLE IV OFFICERS

The officers of the Board shall be one (1) President, one (1) Vice President, one (1) Secretary and one (1) Treasurer. These officers shall be elected by the Board annually at the first meeting of the newly elected Board. The officers shall have the following responsibilities:

(A) President. The President shall preside at all meetings of the Board and shall sign and execute all contracts and instruments in the name of the District. The President shall call both regular and special meetings of the Board and establish the agenda for such; shall have the right to vote on all matters before the Board; shall perform all duties incident to the office and such other duties as shall be prescribed from time to time by the Board, subject to approval by the City Council; shall appear before the City Council on a periodic basis to give a report on the status of activities of the District; and shall appear before the City Council, or be represented by his designee, regarding any item being considered by the City Council concerning the District.

(B) Vice President. The Vice President shall assist the President, and shall exercise the powers of the President during that officer's absence or inability to act; and shall fill a vacancy in the office of the President. The Vice President shall also perform other duties as from time to time may be assigned by the President or the Board.

(C) Secretary. If a manager is not hired by the Board (see Article IV (E)), the Secretary shall keep the minutes from all meetings of the Board; shall give and serve all notices; shall sign with the President in the name of the District, and/or attest the signature thereto, on all contracts and other instruments of the District; shall have charge of the District books, records, documents and instruments except the books of account and financial records, and such other books and papers as the Board may direct, all of which shall at all reasonable times be open to public inspection upon application to the District; and shall in general perform all duties incident to the office of Secretary subject to the control of the Board.

(D) Treasurer. On a quarterly basis, the Treasurer shall review District account statements kept by the City of Cedar Hill and reconcile those account statements with invoices authorized by the President. The Treasurer shall keep any additional financial records and provide any financial reports deemed necessary by the Board.

(E) Manager. The Board may hire a manager for the purpose of managing the District. The Manager shall be the sole contact for the vendors selected by the Board to carry out the various purposes stated in the Petition; shall handle complaints or compliments from the lot owners to the said vendors; and shall assemble lists of vendors to be recommended to the Board for work to be done based on the purposes laid out in the Petition. If the Board does not hire a manager, the Board can delegate any of the above tasks to Board directors.

ARTICLE V ADMINISTRATION

Section 1. Meetings of Directors

For meetings of the Board, notice thereof shall be provided and set forth in accordance with the Texas Open Meetings Act, Chapter 551 of the Texas Local Government Code. Any member of the Board may have an item placed on the agenda by delivering the same in

writing to the Secretary of the Board no less than three (3) calendar days prior to the date of the Board meeting. Each agenda of a Board meeting shall contain an item titled "Citizens Forum" to allow public comment to be made by the general public concerning Board related matters. However, no official or formal action or vote may be taken on any comment made by citizens during Citizens Forum. The Board shall hold a minimum of four (4) quarterly regular meetings annually, and special meetings as needed, within the corporate limits of the City at such place or places as the Board may from time to time determine, and in conformance with the Texas Open Meetings Act.

Section 2. Quorum

A quorum shall be a majority of the Board and a quorum shall be present for the conduct of the official business of the District. The act of a majority of directors at a meeting at which a quorum is in attendance shall constitute the act of the Board and of the District, unless the act of a greater number is required by these Bylaws, policies/procedures of the Board, City Council resolution/ordinance, or State law. Absentee voting of a Board member may occur in the form of a printed electronic mail message from the Board member's electronic mail address or a signed vote on paper for the issue being considered.

The Board shall abide by the Texas Open Meetings Act and not conduct any voting by electronic mail.

Section 3. Conflict of Interest

In the event that a director is aware that he has a conflict of interest or potential conflict of interest with regard to any particular matter of vote coming before the Board, the director shall bring the same to the attention of the Board and shall abstain from discussion and voting thereof.

Any director shall bring to the attention of the Board any apparent conflict of interest or potential conflict of interest of any other director, in which case the Board shall determine whether a true conflict of interest exists before any further discussion or vote shall be conducted regarding that particular matter. The director about whom a conflict of interest question has been raised shall refrain from voting with regard to the determination as to whether a true conflict exists. Failure to conform to these requirements herein and policies as may be adopted by the Board is cause for dismissal from the Board by action of the City Council.

Section 4. Board Relationship with the Lot Owners of the District

(A) The Board shall adopt and make available to the lot owners of the District the current Bylaws of the Board. The Board is empowered to create, alter, delete or add to the Bylaws within the confines of the Petition, and approval of City Council.

(B) Each year the Board shall make available to the lot owners a current financial statement for the District.

(C) Each year, prior to presentation of the annual budget and five year (5) plan at the required Public Hearing conducted by the City Council, the Board shall hold a meeting for the lot owners to present the proposed annual budget and five (5) year plan and to request input from the lot owners of the District.

(D) In the event of a need for emergency repair, i.e. tornado, hail, or the like, a special Board meeting of the lot owners will be held to receive lot owners' input.

(E) The Board shall keep minutes and records of all meetings of the Board and all such minutes and records shall be available to all lot owners at reasonable times and places. The minimum retention of the PID records shall be governed by the Texas State Library and Archives Commission Local Schedule GR (3rd edition) effective November 1, 1995 as provided by the government code 441.158.

(F) In the absence of a specific provision to the contrary in the Petition, all meeting and activities of the District, whenever applicable, shall be governed the City of Cedar Hill's operating procedures.

Section 5. Board Relationship with the City

In accordance with State law, the Board shall be responsible for the proper discharge of its duties assigned herein. The Board shall determine its policies and directives within the limitations of the duties herein imposed by applicable laws, these Bylaws, contracts entered into with the City and other contractors, and budget and fiduciary responsibilities. Such policies and directives are subject to approval by the City Council. Any request for services made to the departments of the City shall be made by the Board or its designee in writing to the City Manager or his designee. The City Manager may approve such request for assistance from the Board when he finds that such requested services are available within the City and that the Board has agreed to reimburse the City for the cost of such services so provided, as provided in these Bylaws.

Section 6. Contracts for Service

(A) The District may, with approval of the City Council, contract with any qualified and appropriate person, association, corporation or governmental entity to perform and discharge designated tasks which will aid or assist the Board in the performance of its duties. However, no such contract shall ever be approved or entered into which seeks or attempts to divest the Board of its discretion and policy-making functions in discharging the duties herein set forth. An administrative service contract shall be executed between the Board and the City Council for the services provided by the City and its staff.

(B) The City shall serve as the Financial Manager for the District. The City shall have the responsibility of the handling, custody, and security of all funds and securities of the District. When necessary or proper, and at the direction of the President of the Board, the City shall endorse and sign, on behalf of the District, for collection or issuance, checks, notes and other obligations consistent with these Bylaws. The City shall see to the entry in the books of the District of full and accurate accounts of all moneys received and paid out on account

of the District. The City shall submit a monthly report to the Board, in sufficient detail, of all checks or drafts issued on behalf of the District for the previous month. A financial report shall be provided to the City Council upon their request concerning activities of the District in a format consistent with other financial reports of the City.

(C) The District shall have the right to use the services of the City staff and City department staff provided that the City Council approves of the use of such services and that the District shall pay, as agreed to by the Board and approved by the City Council, reasonable compensation to the City for such services.

Section 7. City Reimbursement for District Services

The City shall reimburse the District for any service that it provides that is normally the responsibility of the City to the District. The amount of reimbursement shall be determined annually and approved by the City Council.

ARTICLE VI GENERAL

Section 1. Annual Budget and Five (5) Year Plan

At least ninety (90) days prior to October 1, the Board shall prepare and adopt a proposed budget of expected revenues and proposed expenditures for the next ensuing fiscal year and a five (5) year plan. The fiscal year of the District shall commence on October 1 of each calendar year and end on September 30 of the following calendar year. The budget and five (5) year plan shall contain such classifications and shall be in such form as may be prescribed from time to time by the City Council. The budget and five (5) year plan proposed for adoption shall include budgetary information as required by the City Council for its approval and adoption. The budget shall be considered adopted upon formal approval by the City Council.

Section 2. Financial Books, Records, Audits

The City shall keep and properly maintain, in accordance with generally accepted accounting principles, complete financial books, records, accounts, and financial statements pertaining to its corporate funds, activities and affairs.

The City shall cause the District's financial books, records, accounts, and financial statements to be audited at least once each fiscal year in a manner consistent with other City funds.

Section 3. Indemnification of Directors, Officers and Employees

The District shall purchase and maintain insurance on behalf of any director, officer, employee or agent of the District, or on behalf of any person serving at the request of the District as a Board member, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against that person and incurred by that person in any such capacity or arising out of any such status with regard to the District, whether or not the District has the power to indemnify that person against liability for any of these acts.

Section 4. Gifts

The Board may accept on behalf of the District any contribution, gift, bequest or device for the general purpose, or for any special purposes, of the District.

Section 5. Code of Ethics

Each director, including the President and Vice President, its officers, employees and agents shall abide by and be subject to the City Code of Ethics. The Code of Ethics shall be applicable to independent contractors of the District when performing work on behalf of the District.

Section 6. Amendments to Bylaws

These Bylaws may be amended or repealed and new Bylaws may be adopted by an affirmative vote of a majority of the authorized directors serving on the Board, subject to approval by the City Council. The City Council may amend these Bylaws at any time. However, notice must be given to the Board prior to City Council action and input must be requested from the Board prior to adopting changes in these Bylaws. Such amendments by the City Council will be duly passed and adopted by motion, resolution or ordinance duly reflected in the minutes of the City Council and, thereafter, duly noted to the Board.

Section 7. Policies and Procedures.

All policies and procedures of the Board are subject to review and approval by City Council.

Signatures of Approval: PID Board of Directors, **June 12, 2008**

Michael Quildon, Director



Jan Lovell, Director



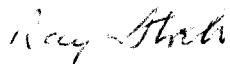
Rod Reed, Director



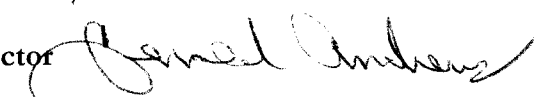
Jerry Gregory, Director



Mel Asuncion, Director



Ray Stroh, Director




Gerald Andrews, Director



NOTE: BYLAWS APPROVED BY THE CITY COUNCIL _____, 2008.


Attest: City Secretary


Rob Frenke, Mayor