

AGENDA

BENBROOK ECONOMIC DEVELOPMENT CORPORATION

**BEDC REGULAR MONTHLY MEETING
MONDAY, APRIL 19, 2010**

**PRE-MEETING WILL BE CONDUCTED AT 6:30 P.M., FORMAL MEETING AT 7:00 P.M.
MUNICIPAL COMPLEX, 911 WINSOTT ROAD, BENBROOK, TEXAS**

ALL ITEMS ARE SUBJECT TO FINAL ACTION

I. CALL TO ORDER

II. MINUTES

- A. Consider March 15, 2010 Meeting Minutes

III. FINANCIALS

- A. Consider Financial Report Ending March 31, 2010
- B. Consider BEDC Audit of Fiscal Year 2008-09

IV. DIRECTOR'S REPORT

V. NEW BUSINESS

- A. Consider WebQA, Inc. Go To Meeting Presentation – Chris Musielak

VI. UNFINISHED BUSINESS

- A. Consider Marketing Firm Engagement Presentations
 - 1. Retail Connection – Joey Grisham
 - 2. The Buxton Group – Chas Stoker
 - 3. Marketing Alliance, Inc. – Mark Weilenman
- B. Consider Web Page Design Firm
 - 1. Ralph Bissey
 - 2. The Orasi Group
 - 3. ED Suites
- C. Consider Revised Bylaws

VII. BOARD OF DIRECTORS COMMENTS – Members of the BEDC Board of Directors may request future discussion items be placed on BEDC agendas.

VIII. INFORMAL CITIZEN COMMENTS - State Law prohibits any deliberation of or formal action regarding items presented in informal citizens comments. The BEDC Board of Directors may only make a statement of specific factual information given in response to the inquiry, recite an existing policy, or request staff place the item on an agenda for a subsequent meeting

IX. ADJOURNMENT

CERTIFICATE

I certify that the above agenda giving notice of meeting was posted on the bulletin board at the City Hall of the City of Benbrook, Texas, on the _____ day of _____, 2010 at _____ o'clock.

Executive Director
Benbrook Economic
Development Corporation.

THIS FACILITY IS WHEELCHAIR ACCESSIBLE. FOR ACCOMMODATIONS, OR TO INFORM US OF INACCESSIBILITY TO THIS MEETING, PLEASE CONTACT RON RAINEY, EXECUTIVE DIRECTOR OF ECONOMIC DEVELOPMENT, AT 817-249-6990. CALL 48 HOURS IN ADVANCE FOR SIGN INTERPRETATIVE SERVICES.

MINUTES
BENBROOK ECONOMIC DEVELOPMENT CORPORATION
Board of Directors
Regular Meeting
Benbrook City Hall
March 15, 2010

I. CALL TO ORDER

The regular meeting of the Benbrook Economic Development Corporation Board of Directors was called to order at 7:00 p.m. Monday, March 15, 2010, in the Council Chambers in City Hall at 911 Winscott Road. The presiding officer was President William Higgins. A quorum was present, including the following:

William Higgins, President
John Castro, Treasurer
Ron Sauma
Jim Wilson
Rickie Allison

Staff Present: Ron Rainey, Executive Director
Patricia L. Taber, Administrative Assistant

Absent: Dennis Wood, Secretary

Also Present: Tony Rutigliano, Citizen and new EDC Board member to take oath
Mark Washburn, City Councilman
Dan Tully, Citizen,
Janet Collard, Citizen
Matthew Collard, Citizen

II. MINUTES

a. Minutes of Regular Meeting February 22, 2010 –

Mr. Ron Sauma made a motion to approve the Minutes of the Regular Meeting of February 22, 2010, as presented. Mr. Jim Wilson seconded the motion. President William Higgins called the vote. All voted aye and the motion carried.

III. FINANCIALS

a. Financial Report for Period Ending February 28, 2010 –

Mr. Rickie Allison made a motion to approve the Financial Report for the period ending February 28, 2010, as presented. Mr. Ron Sauma seconded the motion. President William Higgins called the vote. All voted aye and the motion carried.

- b. Consider BEDC Audit of Fiscal Year 2008 – 2009** - Executive Director Ron Rainey reported the Audit for the Fiscal Year 2008-09 had not been received to date. No action necessary.
- c. Consider Certificate of Deposit Investment** – Mr. Rainey reported that staff had mailed out six (6) Requests for Proposals for interest rates and terms for Certificates of Deposit and received two responses.

Mr. Jim Wilson made a motion to authorize the Benbrook Economic Development Corporation to invest \$2,000,000.00 in a six (6) month Certificate of Deposit. Mr. Rickie Allison seconded the motion. President William Higgins called the vote. All voted aye and the motion carried.

Mr. Jim Wilson made a motion to authorize the Benbrook Economic Development Corporation to invest the money for the Certificate of Deposit with Pinnacle Bank of Benbrook, Texas. Mr. John Castro seconded the motion. President William Higgins called the vote. All voted aye and the motion carried.

IV. OATH OF OFFICE TO BEDC PLACE 4

- a.** Tony Rutigliano – President William Higgins introduced Mr. Tony Rutigliano as the newly appointed Board Member to the EDC for Place 4 and Ms. Pat Taber, Administrative Assistant, administered the Oath of Office to Mr. Rutigliano. No action was required and Mr. Rutigliano took his position on the BEDC Board of Directors

V. DIRECTOR’S REPORT – No action necessary

VI. UNFINISHED BUSINESS - None

VII. NEW BUSINESS

- a. TEDC Spring Conference in Arlington** - Executive Director Ron Rainey informed the Board of the upcoming TEDC Spring Conference to be held in Arlington, April 21 – 23, 2010. No action necessary.
- b. Economic Development Sales Tax Training** - Mr. Rainey advised the Board of the Economic Development Sales Tax Training Workshop to be held at the Sheraton Arlington Hotel on April 21, 2010, and reported two members of the Board had made reservations and invited the remainder of the members to attend if they were interested. No action necessary.

VIII. INFORMAL CITIZEN COMMENTS – Mr. Dan Tully briefly addressed the Board of Directors.

IX. ADJOURNMENT

There being no further business, the meeting adjourned at approximately 7:30 p.m.

Attesting Officer

Presiding Officer

Benbrook Economic Devt. Corp.
Reconciliation Detail
Pinnacle Bank, Period Ending 03/31/2010

Type	Date	Num	Name	Clr	Amount	Balance
Beginning Balance						2,968,444.23
Cleared Transactions						
Checks and Payments - 23 items						
Check	3/2/2010	1778	City of Benbrook	X	-16,367.11	-16,367.11
Check	3/2/2010	1780	Benbrook Area C...	X	-285.00	-16,652.11
Check	3/2/2010	1779	Shaun Carrouth	X	-179.40	-16,831.51
Check	3/3/2010	1783	American Express	X	-2,345.99	-19,177.50
Check	3/3/2010	1781	Heard & Wright	X	-1,187.50	-20,365.00
Check	3/3/2010	1782	Heard & Wright	X	-62.50	-20,427.50
Check	3/4/2010	1784	Compass Bank	X	-18,061.33	-38,488.83
Check	3/8/2010	1787	Citibusiness Card	X	-1,032.96	-39,521.79
Check	3/8/2010	1785	Verizon Wireless	X	-235.80	-39,757.59
Check	3/8/2010	1786	ralphcreative.com	X	-130.00	-39,887.59
Check	3/15/2010	1789	The Walton Grou...	X	-338.00	-40,225.59
Check	3/15/2010	1790	AT&T Mobility	X	-46.39	-40,271.98
Check	3/15/2010	1788	Thomas Rubber ...	X	-21.40	-40,293.38
Check	3/16/2010	Wire	Pinnacle Bank	X	-2,000,000.00	-2,040,293.38
Check	3/17/2010	1791	Valero Marketing...	X	-191.60	-2,040,484.98
Check	3/23/2010	1793	Heard & Wright	X	-3,437.50	-2,043,922.48
Check	3/23/2010	1797	Softtext Plus	X	-364.00	-2,044,286.48
Check	3/23/2010	1794	TXU Energy	X	-86.00	-2,044,372.48
Check	3/23/2010	1796	Gene Morrison L...	X	-75.00	-2,044,447.48
Check	3/23/2010	1795	Gene Morrison L...	X	-70.00	-2,044,517.48
Check	3/24/2010	1798	TXU Energy	X	-92.89	-2,044,610.37
Check	3/26/2010	1799	TXU Energy	X	-94.80	-2,044,705.17
Check	4/5/2010	1800	AT&T	X	-29.44	-2,044,734.61
Total Checks and Payments					-2,044,734.61	-2,044,734.61
Deposits and Credits - 4 items						
Deposit	3/11/2010			X	18,061.33	18,061.33
Check	3/23/2010	1792	Softtext Plus	X	0.00	18,061.33
Deposit	3/23/2010			X	63,009.75	81,071.08
Deposit	3/31/2010			X	452.04	81,523.12
Total Deposits and Credits					81,523.12	81,523.12
Total Cleared Transactions					-1,963,211.49	-1,963,211.49
Cleared Balance					-1,963,211.49	1,005,232.74
Uncleared Transactions						
Checks and Payments - 2 items						
Check	10/7/2009	1698	American Express		-73.76	-73.76
Check	3/2/2010	1776	AT&T		-29.44	-103.20
Total Checks and Payments					-103.20	-103.20
Total Uncleared Transactions					-103.20	-103.20
Register Balance as of 03/31/2010					-1,963,314.69	1,005,129.54
New Transactions						
Checks and Payments - 7 items						
Check	4/5/2010	1805	Compass Bank		-18,061.33	-18,061.33
Check	4/5/2010	1806	American Express		-736.07	-18,797.40
Check	4/5/2010	1803	Benbrook Lions ...		-336.00	-19,133.40
Check	4/5/2010	1804	Verizon Wireless		-217.96	-19,351.36
Check	4/5/2010	1807	Gene Morrison L...		-50.00	-19,401.36
Check	4/5/2010	1802	Sam's Club		-35.00	-19,436.36
Check	4/5/2010	1801	Thomas Rubber ...		-17.90	-19,454.26
Total Checks and Payments					-19,454.26	-19,454.26
Total New Transactions					-19,454.26	-19,454.26
Ending Balance					-1,982,768.95	985,675.28

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04/06/10
Cash Basis

Benbrook Economic Devt. Corp.
Balance Sheet
As of March 31, 2010

	<u>Mar 31, 10</u>
ASSETS	
Current Assets	
Checking/Savings	
Pinnacle Bank (Pinnacle Bank)	1005158.98
Pinnacle Bank CD	2000876.71
Total Checking/Savings	3006035.69
Accounts Receivable	
1003 - Advance To BRP GP LLC (Advance To BRP GP L...	728,436.63
Total Accounts Receivable	728,436.63
Total Current Assets	3734472.32
TOTAL ASSETS	<u>3734472.32</u>
LIABILITIES & EQUITY	
Equity	
2902 - Unallocated Reserves	-302,511.83
3000 - Opening Bal Equity	3770851.43
Net Income	266,132.72
Total Equity	3734472.32
TOTAL LIABILITIES & EQUITY	<u>3734472.32</u>

BENBROOK ECONOMIC DEVELOPMENT CORPORATION

Balance Sheet

March 31, 2010

ASSETS

CURRENT ASSETS

CASH

Pinnacle Bank	1,005,232.74	
Pinnacle Bank Certificate of Deposit	2,000,876.71	
TOTAL CASH		<u>3,006,109.45</u>

ACCOUNTS RECEIVABLE

Industrial Park Sign Lease	-	
BRP GP LP (Operating Expenses)	75,836.29	
BRP GP LP (Buckner Land)	<u>278,275.00</u>	
TOTAL ACCOUNTS RECEIVABLE		<u>354,111.29</u>

TOTAL CURRENT ASSETS 3,360,220.74

OTHER ASSETS

LAND

Ashland, Inc. (Valvoline Site)	337,727.29	
RCL Land and Building (TAD Value)	<u>3,897,925.00</u>	
TOTAL LAND		<u>4,235,652.29</u>

SIGNS AND IMPROVEMENTS

Industrial Park Monument Sign	20,000.00	
Dutch Branch Park - Lake Sign	<u>30,000.00</u>	
TOTAL SIGNS AND IMPROVEMENTS		<u>50,000.00</u>

MISCELLANEOUS

Automobile	<u>4,500.00</u>	
TOTAL MISCELLANEOUS		<u>4,500.00</u>

TOTAL OTHER ASSETS 4,290,152.29

TOTAL ASSETS 7,650,373.03

LIABILITIES & EQUITY

LIABILITIES

ACCOUNTS PAYABLE

City of Benbrook (Payroll) (February)	16,367.11	
TOTAL ACCOUNTS PAYABLE		<u>16,367.11</u>

TOTAL CURRENT LIABILITIES 16,367.11

LONG TERM LIABILITIES

NOTES PAYABLE

Compass Bank (RCL Bank Note)	<u>1,900,386.18</u>	
TOTAL NOTES PAYABLE		<u>1,900,386.18</u>

TOTAL LONG TERM LIABILITIES 1,900,386.18

TOTAL LIABILITIES 1,916,753.29

TOTAL EQUITY 5,733,619.74

TOTAL LIABILITIES & EQUITY 7,650,373.03

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Accrual Basis

Benbrook Economic Devt. Corp.

General Ledger

As of March 31, 2010

Type	Date	Num	Name	Memo	Amount	Balance	
Compass Bank						0.00	
Total Compass Bank						0.00	
First National Bank of Texas						0.00	
Total First National Bank of Texas						0.00	
Pinnacle Bank (Pinnacle Bank)						2,968,370.47	
Check	3/2/2010	1775	Benbrook Area Chamber of Comm...	VOID: 2010 Directory Ad	0.00	2,968,370.47	
Check	3/2/2010	1776	AT&T	Account #817 249 688...	-29.44	2,968,341.03	
Check	3/2/2010	1777	Shaun Carrouth	VOID: Maintenance of ...	0.00	2,968,341.03	
Check	3/2/2010	1778	City of Benbrook	February 28, 2010 Sal...	-16,367.11	2,951,973.92	
Check	3/2/2010	1779	Shaun Carrouth	Maintenance of Industr...	-179.40	2,951,794.52	
Check	3/2/2010	1780	Benbrook Area Chamber of Comm...	2010 Directory Ad	-285.00	2,951,509.52	
Check	3/3/2010	1781	Heard & Wright	Inv. 14642/14643	-1,187.50	2,950,322.02	
Check	3/3/2010	1782	Heard & Wright	Inv. 14644	-62.50	2,950,259.52	
Check	3/3/2010	1783	American Express	Acct #71000	-2,345.99	2,947,913.53	
Check	3/4/2010	1784	Compass Bank	Loan #021-7258690 - ...	-18,061.33	2,929,852.20	
Check	3/8/2010	1785	Verizon Wireless	Invoice #6390025727 ...	-235.80	2,929,616.40	
Check	3/8/2010	1786	ralphcreative.com	Invoice No. 030710-01...	-130.00	2,929,486.40	
Check	3/8/2010	1787	Citibusiness Card	Acct #1247	-1,032.96	2,928,453.44	
Deposit	3/11/2010			Deposit	18,061.33	2,946,514.77	
Check	3/15/2010	1788	Thomas Rubber Stamp Co., Inc.	Invoice #126438	-21.40	2,946,493.37	
Check	3/15/2010	1789	The Walton Group, LLC	February Financials Pr...	-338.00	2,946,155.37	
Check	3/15/2010	1790	AT&T Mobility	817 269-5651 328255...	-46.39	2,946,108.98	
Check	3/16/2010	Wire	Pinnacle Bank	Transfer to CD	-2,000,000.00	946,108.98	
Check	3/17/2010	1791	Valero Marketing and Supply	Acct #6 417 909 6	-191.60	945,917.38	
Check	3/23/2010	1792	Softext Plus	VOID: Invoice Nos. 58...	0.00	945,917.38	
Check	3/23/2010	1793	Heard & Wright	Inv. 14656, 14657, 146...	-3,437.50	942,479.88	
Check	3/23/2010	1794	TXU Energy	Acct No. 90000980954...	-86.00	942,393.88	
Check	3/23/2010	1795	Gene Morrison Lawn & Landscape	Mow Valvoline Tract 6A	-70.00	942,323.88	
Check	3/23/2010	1796	Gene Morrison Lawn & Landscape	Restaurant Site	-75.00	942,248.88	
Check	3/23/2010	1797	Softext Plus	Invoice Nos. 5858 & 5...	-364.00	941,884.88	
Deposit	3/23/2010			Deposit	63,009.75	1,004,894.63	
Check	3/24/2010	1798	TXU Energy	Acct. 900009638200 I...	-92.89	1,004,801.74	
Check	3/26/2010	1799	TXU Energy	Acct. 900041897404 I...	-94.80	1,004,706.94	
Deposit	3/31/2010			Interest	452.04	1,005,158.98	
Total Pinnacle Bank (Pinnacle Bank)						-1,963,211.49	1,005,158.98
Pinnacle Bank CD						0.00	
Check	3/16/2010	Wire	Pinnacle Bank	Transfer to CD	2,000,000.00	2,000,000.00	
Deposit	3/31/2010			Interest	876.71	2,000,876.71	
Total Pinnacle Bank CD						2,000,876.71	2,000,876.71
TexasBank (Checking Account)						0.00	
Total TexasBank (Checking Account)						0.00	
1014 - EDC Cash						0.00	
Total 1014 - EDC Cash						0.00	
1401 - Due From General Fund						0.00	
Total 1401 - Due From General Fund						0.00	
1003 - Advance To BRP GP LLC (Advance To BRP GP LLC)						728,204.33	
Check	3/3/2010	1782	BRP GP LLC	Restaurant Site - Pizz...	62.50	728,266.83	
Check	3/23/2010	1796	BRP GP LLC	Mow Restaurant Site	75.00	728,341.83	
Check	3/26/2010	1799	BRP GP LLC	Acct No. 90004189740...	94.80	728,436.63	
Total 1003 - Advance To BRP GP LLC (Advance To BRP GP LLC)						232.30	728,436.63
1004 - Accounts Receivable						-118,337.38	
Total 1004 - Accounts Receivable						-118,337.38	
1499 - Undeposited Funds						0.00	
Sales Receipt	3/11/2010	390	Railroad Controls Ltd.		18,061.33	18,061.33	
Deposit	3/11/2010	77255	Railroad Controls Ltd.	Deposit	-18,061.33	0.00	
Sales Receipt	3/23/2010	391	State Comptroller		63,009.75	63,009.75	
Deposit	3/23/2010	0406...	State Comptroller	Deposit	-63,009.75	0.00	
Total 1499 - Undeposited Funds						0.00	0.00

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Accrual Basis

Benbrook Economic Devt. Corp.

General Ledger

As of March 31, 2010

Type	Date	Num	Name	Memo	Amount	Balance
2902 - Unallocated Reserves						420,999.21
Total 2902 - Unallocated Reserves						420,999.21
3000 - Opening Bal Equity						-3,770,851.43
Total 3000 - Opening Bal Equity						-3,770,851.43
4101 - EDC Sales Tax						-349,075.25
Sales Receipt	3/23/2010	391	State Comptroller	Sales Tax Collections	-63,009.75	-412,085.00
Total 4101 - EDC Sales Tax					-63,009.75	-412,085.00
4121 - Interest Earned						-3,546.04
Deposit	3/31/2010			Interest	-452.04	-3,998.08
Total 4121 - Interest Earned					-452.04	-3,998.08
4122 - Pinnacle CD interest earned						0.00
Deposit	3/31/2010			Interest	-876.71	-876.71
Total 4122 - Pinnacle CD interest earned					-876.71	-876.71
4131 - Sign Rental Fees						-1,200.00
Total 4131 - Sign Rental Fees						-1,200.00
4191 - Lease/Note Payments						-90,306.65
Sales Receipt	3/11/2010	390	Railroad Controls Ltd.	Monthly Note Payment	-18,061.33	-108,367.98
Total 4191 - Lease/Note Payments					-18,061.33	-108,367.98
5000 - Personnel Expenses						96,515.25
5001 - Salaries						69,284.61
Check	3/2/2010	1778	City of Benbrook	Salaries - February, 20...	12,683.18	81,967.79
Total 5001 - Salaries					12,683.18	81,967.79
5003 - Stability Pay						4,681.73
Total 5003 - Stability Pay						4,681.73
5006 - FICA/Medicare						4,813.27
Check	3/2/2010	1778	City of Benbrook	FICA/Medicare - Febru...	913.58	5,726.85
Total 5006 - FICA/Medicare					913.58	5,726.85
5007 - Insurance						8,210.65
Check	3/2/2010	1778	City of Benbrook	Insurance - February	846.74	9,057.39
Total 5007 - Insurance					846.74	9,057.39
5008 - Retirement						9,515.80
Check	3/2/2010	1778	City of Benbrook	Retirement - February	1,923.61	11,439.41
Total 5008 - Retirement					1,923.61	11,439.41
5009 - Workmen's Compensation						9.19
Total 5009 - Workmen's Compensation						9.19
Total 5000 - Personnel Expenses					16,367.11	112,882.36
5100 - Supplies & Materials						1,253.14
5111 - Office Supplies						1,167.62
Check	3/8/2010	1787	Citibusiness Card	Staples	10.08	1,177.70
Check	3/8/2010	1787	Citibusiness Card	Staples - coupon disco...	-28.01	1,149.69
Check	3/8/2010	1787	Citibusiness Card	Staples refund	-1.99	1,147.70
Check	3/15/2010	1788	Thomas Rubber Stamp Co., Inc.	Board Member name p...	21.40	1,169.10
Total 5111 - Office Supplies					1.48	1,169.10
5112 - Postage						85.52
Check	3/3/2010	1783	American Express	Fed-ex discount	-1.05	84.47
Check	3/3/2010	1783	American Express	Fed-ex - Weatherford I...	21.02	105.49
Total 5112 - Postage					19.97	105.49
Total 5100 - Supplies & Materials					21.45	1,274.59

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04/06/10

Accrual Basis

Benbrook Economic Devt. Corp.

General Ledger

As of March 31, 2010

Type	Date	Num	Name	Memo	Amount	Balance
5200 - Contractual Services						15,432.21
5211 - Professional Services						210.00
Check	3/23/2010	1795	Gene Morrison Lawn & Landscape	Mow Valvoline Tract 6A	70.00	280.00
Total 5211 - Professional Services					70.00	280.00
5213 - Legal Services						5,247.00
Check	3/3/2010	1781	Heard & Wright	Benbrook Towne Cros...	250.00	5,497.00
Check	3/3/2010	1781	Heard & Wright	Edwards Infrastructure...	937.50	6,434.50
Check	3/23/2010	1793	Heard & Wright	Inv. 14656 Edwards La...	812.50	7,247.00
Check	3/23/2010	1793	Heard & Wright	Inv. 14657 Edwards La...	1,812.50	9,059.50
Check	3/23/2010	1793	Heard & Wright	Inv. 14658 Edwards La...	812.50	9,872.00
Total 5213 - Legal Services					4,625.00	9,872.00
5216 - Accounting Services (Accounting Services)						2,431.00
Check	3/15/2010	1789	The Walton Group, LLC	February Financials Pr...	338.00	2,769.00
Total 5216 - Accounting Services (Accounting Services)					338.00	2,769.00
5217 - Planning Services						2,677.21
Check	3/8/2010	1787	Citibusiness Card	Five AM Donuts	30.00	2,707.21
Total 5217 - Planning Services					30.00	2,707.21
5222 - Auto/Travel/Entertainment						145.08
5222B - Travel						0.00
Check	3/3/2010	1783	American Express	Tomtom.com - map	75.72	75.72
Total 5222B - Travel					75.72	75.72
5222C - Meals						111.99
Check	3/3/2010	1783	American Express	Cracker Barrel - Ron R...	37.84	149.83
Check	3/8/2010	1787	Citibusiness Card	BACC luncheon Ron &...	40.00	189.83
Total 5222C - Meals					77.84	189.83
5222 - Auto/Travel/Entertainment - Other						33.09
Total 5222 - Auto/Travel/Entertainment - Other						33.09
Total 5222 - Auto/Travel/Entertainment					153.56	298.64
5254 - Telephone						1,360.42
Check	3/2/2010	1776	AT&T	Fax (817/249-6881)	29.44	1,389.86
Check	3/8/2010	1785	Verizon Wireless	(817) 269-7770 Inv. #...	235.80	1,625.66
Check	3/15/2010	1790	AT&T Mobility	Acct. 328255567	46.39	1,672.05
Total 5254 - Telephone					311.63	1,672.05
5281 - Dues & Memberships						1,299.00
Check	3/3/2010	1783	American Express	Texas Economic Deve...	425.00	1,724.00
Total 5281 - Dues & Memberships					425.00	1,724.00
5283 - Training						0.00
Check	3/8/2010	1787	Citibusiness Card	TEDC - EDC Sales Ta...	300.00	300.00
Total 5283 - Training					300.00	300.00
5288 - City Contract (Office Lease)						2,062.50
Total 5288 - City Contract (Office Lease)						2,062.50
Total 5200 - Contractual Services					6,253.19	21,685.40
5300 - Repair & Maintenance						3,694.00
5311 - Auto Maintenance (2004 Expedition)						3,694.00
Check	3/3/2010	1783	American Express	Kwik-Kar - oil change	36.84	3,730.84
Check	3/8/2010	1787	Citibusiness Card	Quik-Trip	34.19	3,765.03
Check	3/17/2010	1791	Valero Marketing and Supply	Fuel - Expedition	191.60	3,956.63
Total 5311 - Auto Maintenance (2004 Expedition)					262.63	3,956.63
Total 5300 - Repair & Maintenance					262.63	3,956.63

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Benbrook Economic Devt. Corp.

04/06/10

General Ledger

Accrual Basis

As of March 31, 2010

Type	Date	Num	Name	Memo	Amount	Balance
5400 - Capital Outlay						92,660.58
5410 - Land Acquisition						90,306.65
Check	3/4/2010	1784	Compass Bank	Railroad Controls Marc...	18,061.33	108,367.98
Total 5410 - Land Acquisition					18,061.33	108,367.98
5434 - CO - Office Supplies						2,353.93
Check	3/3/2010	1783	American Express	Cellular Sales - Cell ph...	270.63	2,624.56
Check	3/3/2010	1783	American Express	TigerDirect - Computer...	179.99	2,804.55
Check	3/8/2010	1787	Citibusiness Card	Staples - scanner & fill...	599.98	3,404.53
Total 5434 - CO - Office Supplies					1,050.60	3,404.53
Total 5400 - Capital Outlay					19,111.93	111,772.51
5700 - Other Professional Services						6,187.56
5705 - Industrial Park Sign						0.00
Check	3/2/2010	1777	Shaun Carrouth	Maintenance of Industr...	0.00	0.00
Total 5705 - Industrial Park Sign					0.00	0.00
5709 - Marketing Tools						2,838.81
Check	3/2/2010	1779	Shaun Carrouth	Maintenance of Industr...	179.40	3,018.21
Check	3/2/2010	1780	Benbrook Area Chamber of Comm...	BACC 2010 Directory Ad	285.00	3,303.21
General Journal	3/2/2010	BED...		Moved to Marketing To...	3,348.75	6,651.96
Check	3/3/2010	1783	American Express	Sponsorship SCR - br...	1,000.00	7,651.96
Check	3/3/2010	1783	American Express	Sponsorship - SCR Ch...	300.00	7,951.96
Check	3/8/2010	1786	ralphcreative.com	BEDC Print Ad - Texas...	130.00	8,081.96
Check	3/8/2010	1787	Citibusiness Card	Benbrook Floral - Beck...	48.71	8,130.67
Check	3/23/2010	1792	Softext Plus	Invoice No. 5858 - Bus...	0.00	8,130.67
Check	3/23/2010	1792	Softext Plus	Invoice No. 5859 - Veh...	0.00	8,130.67
Check	3/23/2010	1794	TXU Energy	Acct No. 90000980954...	86.00	8,216.67
Check	3/23/2010	1797	Softext Plus	Invoice No. 5858 - Bus...	200.00	8,416.67
Check	3/23/2010	1797	Softext Plus	Invoice NO. 5859 - Ve...	164.00	8,580.67
Check	3/24/2010	1798	TXU Energy	Acct No. 90000963820...	92.89	8,673.56
Total 5709 - Marketing Tools					5,834.75	8,673.56
5714 - Marketing Venues						3,348.75
Check	3/2/2010	1775	Benbrook Area Chamber of Comm...	BACC 2010 Directory Ad	0.00	3,348.75
General Journal	3/2/2010	BED...		Moved to Marketing To...	-3,348.75	0.00
Total 5714 - Marketing Venues					-3,348.75	0.00
Total 5700 - Other Professional Services					2,486.00	8,673.56
TOTAL					0.00	0.00

Benbrook Economic Devt. Corp.
Profit & Loss
 October 2009 through March 2010

	<u>Oct '09 - Mar 10</u>
Ordinary Income/Expense	
Income	
4101 · EDC Sales Tax	412,085.00
4121 · Interest Earned	3,998.08
4122 · Pinnacle CD interest earned	876.71
4131 · Sign Rental Fees	1,050.00
4191 · Lease/Note Payments	108,367.98
Total Income	<u>526,377.77</u>
Expense	
5000 · Personnel Expenses	
5001 · Salaries	81,967.79
5003 · Stability Pay	4,681.73
5006 · FICA/Medicare	5,726.85
5007 · Insurance	9,057.39
5008 · Retirement	11,439.41
5009 · Workmen's Compensation	9.19
Total 5000 · Personnel Expenses	<u>112,882.36</u>
5100 · Supplies & Materials	
5111 · Office Supplies	1,169.10
5112 · Postage	105.49
Total 5100 · Supplies & Materials	<u>1,274.59</u>
5200 · Contractual Services	
5211 · Professional Services	280.00
5213 · Legal Services	9,872.00
5216 · Accounting Services (Accounting Servi...	2,769.00
5217 · Planning Services	2,707.21
5222 · Auto/Travel/Entertainment	
5222B · Travel	75.72
5222C · Meals	189.83
5222 · Auto/Travel/Entertainment - Other	33.09
Total 5222 · Auto/Travel/Entertainment	<u>298.64</u>
5254 · Telephone	1,672.05
5281 · Dues & Memberships	1,724.00
5283 · Training	300.00
5288 · City Contract (Office Lease)	2,062.50
Total 5200 · Contractual Services	<u>21,685.40</u>
5300 · Repair & Maintenance	
5311 · Auto Maintenance (2004 Expedition)	3,956.63
5300 · Repair & Maintenance - Other	0.00
Total 5300 · Repair & Maintenance	<u>3,956.63</u>
5400 · Capital Outlay	
5410 · Land Acquisition	108,367.98
5434 · CO - Office Supplies	3,404.53
Total 5400 · Capital Outlay	<u>111,772.51</u>
5700 · Other Professional Services	
5705 · Industrial Park Sign	0.00
5709 · Marketing Tools	8,673.56
5714 · Marketing Venues	0.00
Total 5700 · Other Professional Services	<u>8,673.56</u>
Total Expense	<u>260,245.05</u>
Net Ordinary Income	<u>266,132.72</u>
Net Income	<u><u>266,132.72</u></u>

10:20 AM

04/06/10

Benbrook Economic Devt. Corp.
Reconciliation Summary
Pinnacle Bank CD, Period Ending 03/31/2010

	<u>Mar 31, 10</u>
Beginning Balance	0.00
Cleared Transactions	
Deposits and Credits - 2 ite...	2,000,876.71
Total Cleared Transactions	<u>2,000,876.71</u>
Cleared Balance	2,000,876.71
Register Balance as of 03/31/2010	2,000,876.71
Ending Balance	2,000,876.71



Benbrook Economic Development Corporation
911 Winscott Road
P.O. Box 26569
Benbrook, TX 76126-0569

(817) 249-6990
FAX 249-6881

COMMUNICATION

To: Benbrook EDC Board of Directors

From: Ron Rainey, PCED

Date: April 19, 2010

Subject: WebQA, Inc. Presentation

The City of Benbrook currently subscribes to a service provided by GovQA located in Illinois. The firm is expanding its program to include economic development efforts supporting local businesses through web page marketing and advertising.

Members of the Benbrook Economic Development Corporation's Board of Directors will receive a Go To Meeting presentation from Chris Musielak describing the capabilities of the economic development platform. He will explain how the program will work for Benbrook and he has suggested the fee will be \$3,000 for set up and training. Monthly fees will begin at \$2.25 per business per month, but Benbrook is a current client and the fee will be \$195 per month for the first 200 businesses. The fee increases by another \$195 for businesses from 200 to 299, but is reduced to \$295 for 300 plus businesses.

We are hopeful we can set up the Council Chambers to accept a web connection via computer (with speakers) and use either a phone line or cell phone to communicate with Mr. Musielak.

This program, if agreeable to the BEDC Board of Directors, should assist local businesses by showing our willingness to work with them, promote smaller businesses via web page links and provide five bullet points about each business and lead to better retention efforts.

WEBQA SERVICES AGREEMENT

For GovQA Services

THIS SERVICE AGREEMENT (the "Agreement") between WEBQA, Inc. ("WEBQA") with its principal place of business at 900 S. Frontage Road, Suite 110 Woodridge, IL, 60517 and The City of Benbrook, a city with its principal place of business at 911 Winscott Road, Benbrook, TX 76126("Customer") is made effective as of April 19, 2010. ("Effective Date".)

1. WEBQA DELIVERY OF SERVICES:

WEBQA grants to Customer a non-exclusive, non-transferable, limited license to access and use the GovQA Service on the Authorized Website(s) identified in Schedule 1 in consideration of the fees and terms described in Schedule 1.

2. CUSTOMER RESPONSIBILITIES:

Customer acknowledges it is receiving only a limited license to use the Service and related documentation, if any, and shall obtain no title, ownership nor any other rights in or to the Service and related documentation, all of which title and rights shall remain with WebQA. In addition, Customer agrees that this license is limited to applications for its own use and may not lease or rent the Service nor offer its use for others. All Customer data is owned by the Customer.

Customer agrees to maintain the Authorized Website(s) identified in Schedule 1, provide WEBQA with all information reasonably necessary to setup or establish the Service on Customer's behalf, and allow a "Powered by GovQA" logo with a hyperlink to WebQA's website home page on the Authorized Website.

3. SERVICE LEVELS:

WEBQA will use commercially reasonable efforts to backup and keep the Service and Authorized Website(s) in operation consistent with applicable industry standards and will respond to customers' requests for support during normal business hours.

THE SERVICES ARE PROVIDED ON AN "AS IS" BASIS, AND CUSTOMER'S USE OF THE SERVICES IS AT ITS OWN RISK. WEBQA DOES NOT WARRANT THAT THE SERVICES WILL BE UNINTERRUPTED OR ERROR-FREE.

4. WARRANTY AND LIABILITY:

WEBQA MAKES NO REPRESENTATION OR WARRANTY AS TO MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OF THE SERVICE AND SHALL HAVE NO LIABILITY FOR ANY CONSEQUENTIAL DAMAGES OF ANY KIND INCLUDING, BUT NOT LIMITED TO, DATA LOSS AND BUSINESS INTERRUPTION, AND THE PARTIES AGREE THAT THE ONLY REMEDIES THAT SHALL BE AVAILABLE TO CUSTOMER UNDER THIS AGREEMENT SHALL BE THOSE EXPRESSLY SET FORTH IN THIS AGREEMENT. WEBQA'S LIABILITY UNDER ANY CIRCUMSTANCE INVOLVED HEREIN IS EXPRESSLY LIMITED TO THE AMOUNT RECEIVED UNDER THIS AGREEMENT.

5. TERMINATION:

Either party may terminate this agreement if the terminating party gives the other party sixty (60) day's written notice prior to termination. Should Customer terminate without cause after the first date of the term as defined in Schedule 1, Customer must pay the balance of the current contracted term and this payment obligation will immediately become due. WebQA may terminate services if payments are not received by WebQA as specified in Schedule 1.

Upon any termination, WebQA will discontinue Services under this agreement; WebQA will provide Customer with an electronic copy of all of Customer's data, if requested; and, provisions of this Agreement regarding Ownership, Liability, Confidentiality and Miscellaneous will continue to survive.

6. INDEMNIFICATION

Each Party agrees to fully indemnify and hold harmless the other for any and all costs, liabilities, losses, and expenses resulting from any claim, suit, action, or proceeding brought by any third party.

7. ACCEPTABLE USE:

Customer represents and warrants that the Services will only be used for lawful purposes, in a manner allowed by law, and in accordance with reasonable operating rules, policies, terms and procedures.

WEBQA may, upon misuse of the Services, request Customer to terminate access to any individual and Customer agrees to promptly comply with such request unless such misuse is corrected.

8. CONFIDENTIALITY:

Each party hereby agrees to maintain the confidentiality of the other party's proprietary materials and information, including but not limited to, all information, knowledge or data not generally available to the public which is acquired in connection with this Agreement, unless disclosure is required by law. Each party hereby agrees not to copy, duplicate, or transcribe any confidential documents of the other party except as required in connection with their performance under this Agreement. Customer acknowledges that the Services contain valuable trade secrets, which are the sole property of WebQA, and Customer agrees to use reasonable care to prevent other parties from learning of these trade secrets or have unauthorized access to the Services. WebQA will use reasonable efforts to insure that any WebQA contractors maintain the confidentiality of proprietary materials and information.

9. MISCELLANEOUS PROVISIONS:

This Agreement will be governed by and construed in accordance with the laws of the State of Texas.

WEBQA may not assign its rights and obligations under this Agreement, in whole or part, without prior written consent of Customer, which consent will not be unreasonably withheld.

10. ACCEPTANCE:

Authorized representatives of Customer and WEBQA have read the foregoing and all documents incorporated therein and agree and accept such terms effective as of the date first written above.

Customer: The City of Benbrook

Signature: _____

Print Name: _____

Title: _____ Date: _____

WebQA Inc.

Signature: _____

Print Name: John Dilenschneider

Title: CEO Date: _____

WEBQA SERVICES AGREEMENT

For GovQA Services

Schedule 1

A. Services: **Software:** ShopQA
Seats: Unlimited Seats
Data: All Customer Data is Owned By Customer

B. Fees: **Main Modules:** **At a Locked-In subscription cost per month for term of** **\$195**

<input checked="" type="checkbox"/> ShopQA	<input checked="" type="checkbox"/> Directory	<input checked="" type="checkbox"/> Submit Question Function
<input checked="" type="checkbox"/> Map Function	<input checked="" type="checkbox"/> Top 5	<input checked="" type="checkbox"/> Subscribe eNews Function

Implementation and Training: **At a Locked-In cost of** **\$3,000**

<input checked="" type="checkbox"/> One-time setup of business information into portal
--

Storage:

<input checked="" type="checkbox"/> 10 GB storage free with service. Additional 10GB is \$20/month
--

Pilot Term Starting April 19, 2010 Pilot Term Ending: May 31, 2010

Annual Billable Term Starting: June 1st 2010 - May 31, 2011. There will be a cost of \$195/mo for the first 200 businesses with a one time \$3,000 implementation fee. The monthly rate goes up \$100/mo for every 100 additional businesses that sign up. Upon the expiration of this initial term, the term will continue to auto-renew to subsequent annual Optional Terms unless Customer notifies WEBQA in writing of its intention not to extend the term at least sixty (60) days prior to expiration of the current term end date. Renewal terms will not increase by more than eight percent.

C. Billing: Fees are exclusive of all taxes. Fees are billed on an annual basis in advance and are due upon receipt of invoice. This secures site, servers and resources necessary to begin project.

Payments over 45 days from initial contract start date will accrue interest at a rate of one (1%) per month. Renewal payments made after contract renewal date will accrue interest at a rate of one (1%) per month

D. Remittance: All payments should be made directly to WebQA and will not be deemed received until actually received in WebQA offices. WebQA mailing address for all payments is:

Accounts Receivable Dept.,
WebQA Inc,
900 S. Frontage Road, Suite 110
Woodridge, IL 60517

E. Special: No special implementation or customization at this time.

F. Contacts:

Organization Name _____

Main Contact Name: _____ **Title:** _____

Address: _____ City _____ State: ____ Zip: _____

Work Phone: _____ Cell _____ Fax: _____

Billing Contact Name: _____

Title: _____

Address: _____ City _____ State: ____ Zip: _____

Work Phone: _____ Cell _____ Fax: _____

Purchase Order Number: _____ Duns Number: _____

BENBROOK ECONOMIC DEVELOPMENT CORPORATION

Bylaws

ARTICLE I: OFFICES

1.01 Location. The principal office of the Benbrook Economic Development Corporation (the "corporation") is located at 911 Winscott Road, Benbrook, Texas.

ARTICLE II. DIRECTORS

2.01 Number, Appointment, and Term of Office. The business and affairs of the corporation shall be managed by a Board of seven Directors (the "Board"). Directors shall be appointed by the City Council, and at least three Directors must not be employees, officers, or members of the City Council. Each member of the Board shall serve at the pleasure of the City Council for a term of two years. Each Director shall be a resident of the city and is entitled to one vote upon the business of the corporation. A Board member is deemed to have forfeited its place on the Board if such Board member fails to attend three consecutive regular meetings of the Board of Directors without review and approval of the Board.

2.02 Vacancies. In case of a vacancy on the Board, the City Council shall appoint a successor to serve the remainder of the unexpired term.

2.03 Regular Meeting; Place of Meetings. Regular meetings shall be held on the third Monday of each month and shall be held at the City Council chambers, 911 Winscott Road, Benbrook, Texas, 76126, unless otherwise determined by resolution of the Board. A meeting of the Board for the election of officers and the transaction of other business shall be held on the third Monday in November of each year, unless changed by resolution of the Board. All meetings shall be called and held in accordance with the Texas Open Meetings Act, Chapter 551, Texas Government, as amended.

2.04 Special Meetings. Special meetings of the Board may be called by the president on three days' notice to each Director, either personally, by mail, or electronic communication. Special meetings shall be called by the president or secretary in giving the same notices, on written request of two Directors.

2.05 Quorum. A majority of the membership of the Board, including vacancies, shall constitute a quorum for the transaction of business.

2.06 Order of Business. The order of business shall be determined by the Board.

2.07 Presiding Officer. At all meetings of the Board, the president, or in the president's absence, the vice-president, or in the absence of both of these officers, a member of the Board selected by the Directors present, shall preside. The secretary of the corporation shall sit as secretary at all meetings of the Board, and in case of the secretary's absence, the presiding officer shall designate any person to act as secretary.

2.08 Management. The property and business of the corporation shall be managed by the Board which may exercise all powers of the corporation.

2.09 Additional Powers. In addition to the powers conferred by these by-laws, the Board may exercise all powers of the corporation and do all lawful acts and things that are not prohibited by statute, or these by-laws including, but not limited to the following powers:

(1) To purchase, or otherwise acquire for the corporation, any property, rights, or privileges which the corporation is authorized to acquire, at such price or consideration and generally on such terms and conditions as they determine to be appropriate, and at their discretion to pay, therefore, either, wholly or partly, in money, notes, bonds, debentures, or other securities or contracts of the corporation as may be lawful.

(2) To create, make and issue notes, mortgages, bonds, deeds of trust, trust agreements and negotiable or transferable instruments and securities, secured by mortgage or deed of trust on any real property of the corporation or otherwise, and to do every other act or thing necessary to effect the same.

(3) To sell or lease the real or personal property of the corporation on such terms as the Board may see fit and to execute all deeds, leases and other conveyances or contracts that may be necessary for carrying out the purposes of this corporation.

ARTICLE III. OFFICERS

3.01 Compensation of Directors and Officers. Directors and officers shall not receive any salary for their services but by resolution of the Board, expense incurred in the corporation's business may be reimbursed.

3.02 Executive Officers. The executive officers of the corporation shall be a president, vice-president, secretary and treasurer. The Board shall elect these officers from its members at the first regular meeting following term appointments by City Council. The Board may appoint such other officers as they deem necessary, who shall have such authority, and shall perform such duties as, from time to time, may be

prescribed by the Board. The Board may retain an executive Director of the corporation who shall hire and supervise such staff as may be necessary to provide administrative support services for the corporation. The Executive Director shall be a non-voting ex-officio member of the Board.

3.03 Powers and Duties of the President. The president shall preside at all meetings of the Directors. He or she shall have power to sign and execute all contracts and instruments of conveyance in the name of the corporation, to sign checks, drafts, notes and orders for the payment of money, and to appoint and discharge agents and employees, subject to the approval of the Board. He or she shall have general and active management of the business of the corporation, and shall perform all the duties usually incident to the office of president.

3.04 Vice-President. The vice president shall have such powers and perform such duties as may be delegated to him or her by the Board. In the absence or disability of the president, the vice-president may perform the duties and exercise the powers of the president.

3.05 Power and Duties of the Secretary. The secretary may sign with the president, or a vice-president, in the name of the corporation, all contracts and instruments of conveyance authorized by the Board, and shall, in general, perform all the duties incident to the office of secretary, subject to the control of the Board. Records of the corporation shall be maintained and filed in the office of the Benbrook Economic Development Corporation.

3.06 Treasurer. The treasurer shall perform all acts incident to the position of treasurer, subject to the control of the Board. The treasurer shall serve as chairman of any finance committee selected by the Board of Directors. All written statements and accounts shall be maintained and filed in the office of the Benbrook Economic Development Corporation. The treasurer shall give a bond for the faithful discharge of his duties in such sum, if any, as the Board may require.

ARTICLE IV. CORPORATION SEAL

No corporate seal shall be required.

ARTICLE V. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of October and terminate on the 30th day of September in each year.

ARTICLE VI. MISCELLANEOUS

6.01 Notices and Waivers. Whenever, under the provisions of these bylaws, notice is required to be given to any Director or officer, unless otherwise provided, the notice may be given personally, by electronic communication, or it may be given in writing by depositing it in the post office or letter box in a post paid envelope or postal card addressed to the Director or officer, at the address as appears on the books of the corporation, and the notice shall be deemed to be given at the time when it is mailed. Whenever any notice to Directors or officers is required to be given by law, or by these bylaws, a waiver in writing signed by the person or persons entitled to the notice, whether before or after the time stated, shall be deemed the equivalent of notice. Any Director may request items be added to the meeting agendas; however, such request shall be in writing, either by letter or electronic communication. Such request shall be submitted by noon Monday preceding the Board's meeting by one week, but must be requested no later than noon Wednesday prior to the Monday meeting which would allow for the minimum 72 hour agenda posting requirement. This paragraph does not eliminate the requirement to comply with the Open Meetings Act.

6.02 Negotiable Instruments. All checks, drafts, notes or other obligations of the corporation shall be signed by such of the officers of the corporation or by such person or persons as may be authorized by the Board. All checks shall require the signature of two persons.

6.03 Resignations. Any Director or officer may at any time resign. Resignations shall be made in writing and shall take effect at the time specified in the resignation, 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.

6.04 Approval of the City Council. To the extent these bylaws refer to any approval or other action to be taken by the city, that approval or action shall be evidenced by a certified copy of a resolution, ordinance, or motion duly adopted by the City Council.

6.05 Organizational Control. The City Council 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. The foregoing notwithstanding, the city, at all times during which any indebtedness of the corporation, the interest on which is exempt from federal income taxation, remains outstanding, will maintain a beneficial interest in the corporation.

ARTICLE VII. PROVISIONS REGARDING BYLAWS

These bylaws shall become effective only upon the occurrence of the following events:

- (1) the approval of these bylaws by the City Council; and
- (2) the adoption of these bylaws by the Board of Directors.

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 city or by the city itself, at the sole discretion of the City Council.

These bylaws shall be liberally construed to effectuate their purposes. If any word, phrase, clause, sentence, paragraph, section or other part of these bylaws, or the application thereof to any person or circumstances, 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 VIII. DISSOLUTION OF CORPORATION

It shall not be the purpose of this corporation to engage in carrying on propaganda or otherwise attempting to influence legislation. Upon the dissolution of the corporation after payment of all obligations of the corporation, all remaining assets of the corporation shall be transferred to the City of Benbrook, Texas.

I hereby certify that the foregoing bylaws are the true and correct bylaws of the corporation as approved by the Benbrook City Council on _____, 2010, and amended by the Benbrook Economic Development Corporation on the ___day of _____, 2010.

Signed copy available at City Hall, 911 Winscott Rd. Benbrook, Texas.
Benbrook Economic Development Corporation
Secretary
