

RESOLUTION NO. 2050

A JOINT RESOLUTION BETWEEN THE CITY COUNCIL OF THE CITY OF MISSION, TEXAS AND THE TEXAS CITRUS FIESTA, INC. REPEALING RESOLUTION NO. 1891 IN ITS ENTIRELY RELATED TO THE MANAGEMENT AND OPERATIONS OF THE ANNUAL TEXAS CITRUS FIESTA; AMENDING THE BYLAWS APPROVED FEBRUARY 26, 2024; PROVIDING FOR THE RETURN OF MANAGEMENT AND OPERATIONAL AUTHORITY TO TEXAS CITRUS FIESTA, INC.; PROVIDING FOR SEVERABILITY; AND ESTABLISHING AN EFFECTIVE DATE.

WHEREAS, Texas Citrus Fiesta, Inc. was incorporated in 1979 as a separate Texas non-profit corporation for the purpose of holding agricultural fairs and encouraging agricultural products, especially the Texas citrus industry; and

WHEREAS, Texas Citrus Fiesta, Inc. has continued its existence, expanding its purpose to include promoting an annual celebration, displays, exhibits, and other educational activities in connection with the growing and marketing of citrus fruits; and

WHEREAS, the Mission City Council recognizes the importance of educating the public and preserving the knowledge and history of the South Texas citrus industry, particularly as it relates to the City of Mission; and

WHEREAS, the governing bodies of the City of Mission and Texas Citrus Fiesta, Inc. have determined that it is in the best interest of both parties to amend and supersede certain provisions of Resolution No. 1891 and return management and operational responsibility for the Annual Texas Citrus Fiesta and all related activities to Texas Citrus Fiesta, Inc.; and

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

SECTION 1. Amendment and Superseding of Resolution No. 1891.

Resolution No. 1891 is hereby amended and superseded to the extent it is inconsistent with this Resolution. Effective upon approval of this Resolution, full management and operational authority for the Annual Texas Citrus Fiesta and all related activities is returned to Texas Citrus Fiesta, Inc.

SECTION 2. Responsibilities of Texas Citrus Fiesta, Inc.

Texas Citrus Fiesta, Inc. shall be responsible for organizing, administering, and conducting the Annual Texas Citrus Fiesta and all related events and activities, including the raising of private funds necessary for its operations.

SECTION 3. Oversight and Potential Funding.

Nothing in this Resolution shall prohibit the City of Mission from entering into future agreements with Texas Citrus Fiesta, Inc. regarding financial support, facility use, in-kind services, or limited oversight provisions as may be approved by the City Council.

SECTION 4. Bylaws.

The Amended By-Laws of Texas Citrus Fiesta, Inc. adopted on February 26, 2024, are to be hereby amended, superseded, and completely restated by the Second Amended and Restated Bylaws of Texas Citrus Fiesta Inc., which are attached hereto as **Exhibit “A”** (the “2nd Restated Bylaws”).

The Board of Directors of Texas Citrus Fiesta, Inc., may amend or repeal these 2nd Restated Bylaws, or adopt new Bylaws, unless the Articles of Incorporation or the Texas Business Organizations Code limits such powers. Any amendment of these 2nd Restated Bylaws shall require a two-thirds (2/3) majority vote of the Board of Directors of Texas Citrus Fiesta, Inc. Notwithstanding the foregoing, no amendment of these 2nd Restated Bylaws shall be permitted that would amend, modify, or remove any provisions in these 2nd Restated Bylaws required by the City or referencing the City without the express approval of the governing body of the City, including, but not limited to: (1) Article VIII establishing the recapture provision; and (2) Section 7.7 establishing reporting requirements to the City by Texas Citrus Fiesta, Inc.

SECTION 5. Severability.

If any provision of this Resolution is held to be invalid or unenforceable, such invalidity shall not affect the remaining provisions, which shall continue in full force and effect.

SECTION 6. Effective Date.

This Resolution shall take effect immediately upon its approval by the City Council of the City of Mission, Texas.

PASSED AND APPROVED on this 13th day of March, 2026.

Norie Gonzalez Garza, Mayor

ATTEST:

Anna Carrillo, City Secretary