



GRAND COUNTY COMMUNITY REINVESTMENT AGENCY SPECIAL MEETING

Grand County Council Chambers
125 East Center Street, Moab, Utah

AGENDA Tuesday, February 19, 2019

4:00 p.m. or later

- Call to Order**
- Approval of Minutes**
 - A. December 5, 2017 (Community Reinvestment Agency Meeting)
 - B. September 18, 2018 (Community Reinvestment Agency Meeting), postponed from December 18, 2018
 - C. October 2, 2018 (Community Reinvestment Agency Meeting)
 - D. December 4, 2018 (Community Reinvestment Agency Meeting), postponed from December 18, 2018
 - E. December 18, 2018 (Community Reinvestment Agency Meeting), postponed from January 2, 2019
 - F. January 2, 2019 (Community Reinvestment Agency Meeting)
- Presentations** (none)
- Discussion Items** (none)
- Action Items – Discussion and Consideration of:**
 - G. Ratifying the final language of the Agency's bylaws (Zacharia Levine, Grand County Community and Economic Development Director)
- Public Hearing** – (none)
- Closed Session(s)** (if necessary)
- Adjourn**

NOTICE OF SPECIAL ACCOMMODATION DURING PUBLIC MEETINGS. In compliance with the Americans with Disabilities Act, individuals with special needs requests wishing to attend County Council meetings are encouraged to contact the County two (2) business days in advance of these events. Specific accommodations necessary to allow participation of disabled persons will be provided to the maximum extent possible. T.D.D. (Telecommunication Device for the Deaf) calls can be answered at: (435) 259-1346. Individuals with speech and/or hearing impairments may also call the Relay Utah by dialing 711. Spanish Relay Utah: 1 (888) 346-3162

It is hereby the policy of Grand County that elected and appointed representatives, staff and members of Grand County Council may participate in meetings through electronic means. Any form of telecommunication may be used, as long as it allows for real time interaction in the way of discussions, questions and answers, and voting.

At the Grand County Council meetings/hearings any citizen, property owner, or public official may be heard on any agenda subject. The number of persons heard and the time allowed for each individual may be limited at the sole discretion of the Chair. On matters set for public hearings there is a three-minute time limit per person to allow maximum public participation. Upon being recognized by the Chair, please advance to the microphone, state your full name and address, whom you represent, and the subject matter. No person shall interrupt legislative proceedings.

Requests for inclusion on an agenda and supporting documentation must be received by 5:00 PM on the Wednesday prior to a regular Council Meeting and forty-eight (48) hours prior to any Special Council Meeting. Information relative to these meetings/hearings may be obtained at the Grand County Council's Office, 125 East Center Street, Moab, Utah; (435) 259-1346.

A Council agenda packet is available at the local Library, 257 East Center St., Moab, Utah, (435) 259-1111 at least 24 hours in advance of the meeting.



GRAND COUNTY COMMUNITY REINVESTMENT AGENCY SPECIAL MEETING

Grand County Council Chambers
125 East Center Street, Moab, Utah

Tuesday, December 5, 2017

The Grand County Community Reinvestment Agency met for a Special Meeting on the above date in the County Council Chambers located at 125 East Center Street, Moab, Utah. The meeting was called to order by Chair Jaylyn Hawks at 4:01 p.m.

In attendance were Board Members Jaylyn Hawks, Patrick Trim, Evan Clapper, Mary McGann, Curtis Wells, Rory Paxman, and Greg Halliday along with Clerk/Auditor Diana Carroll and Council Administrator Ruth Rillon.

Pledge of Allegiance

Judd Hill led the Pledge of Allegiance.

Presentations (None)

Discussion Items (None)

Action Items – Discussion and Consideration of:

- A. Approving proposed resolution designating a survey area and authorizing further study for one or more potential community reinvestment project areas (Zacharia Levine, Community Development Director)

Zacharia Levine, Community Development Director, explains this is the next step in the process outlined by Utah State Code to establish a Community Reinvestment Area Project.

MOTION: Motion by Board Member Evan Clapper to approve the proposed resolution designating a survey area and authorizing further study for one or more potential community reinvestment project areas and authorize the Chair to sign all associated documents. Motion seconded by Board Member Curtis Wells, carried 7-0.

Public Hearing (none)

Closed Session(s) (if necessary)

Adjourn

MOTION: Motion by Board Member Evan Clapper to adjourn. Motion seconded by Board Member Curtis Wells, carried 7-0.

ATTEST:

Diana Carroll
Grand County Clerk/Auditor

Jaylyn Hawks
Community Reinvestment Agency Chair



GRAND COUNTY COMMUNITY REINVESTMENT AGENCY SPECIAL MEETING

Grand County Council Chambers
125 East Center Street, Moab, Utah

Tuesday, September 18, 2018

The Grand County Community Reinvestment Agency met for a Special Meeting on the above date in the County Council Chambers located at 125 East Center Street, Moab, Utah. The meeting was called to order by Chair Mary McGann at 4:04p.m.

In attendance were Board Members Mary McGann, Greg Halliday, Jaylyn Hawks, Evan Clapper, and Rory Paxman along with County Clerk/Auditor Diana Carroll and County Council Administrator Ruth Rillon. Board Member Curtis Wells participated by phone.

Discussion Items (None)

Action Items – Discussion and Consideration of

- A. Adopting proposed resolution of the Grand County Community Reinvestment Agency Approving an Interlocal Agreement with Moab City Authorizing the Agency to Conduct Project Area Development Activities within the City (Zacharia Levine, Grand County Community and Economic Development Director and Adam Long, Smith Hartvigsen)

Zacharia Levine and Adam Long gave a presentation, providing an overview of Community Reinvestment Area (CRA) general concepts and a timeline for the proposed Moab South CRA. The resolution grants the Community Reinvestment Agency the ability to conduct activities within Moab City limits. During discussion, Board Member Jaylyn Hawks said she has a few minor comments she will send to Staff by email.

MOTION: Motion by Board Member Evan Clapper to adopt proposed resolution of the Grand County Community Reinvestment Agency approving an Interlocal Agreement with Moab City authorizing the Agency to conduct Project Area Development Activities within the City and authorize the Chair to sign all associated documents. Motion seconded by Board Member Jaylyn Hawks, carried 6-0.

Public Hearing

- B. Public hearing to solicit public comment on proposed ordinance to adopt the Moab South Community Reinvestment Project Area Plan and Budget (Zacharia Levine, Grand County Community and Economic Development Director and Adam Long, Smith Hartvigsen)

This ordinance will adopt the Community Reinvestment Area Project Area and Budget, which defines the boundaries of the Project Area, the Budget, and the priority items on which money can be spent. Board Member Jaylyn Hawks asked if any of the associated taxing entities have not agreed to participate; Zacharia Levine says they have all agreed to participate in the Project Area.

Board Member Mary McGann opened the public hearing at 4:26p.m. Jim Webster with the Grand County School District Board of Education says the Board has been working with Zacharia Levine and others on this process, they support it, and though the Grand County School District will forego some property tax revenue in the short-term, property tax values will increase at a quicker rate than if nothing were to happen in the proposed Project Area.

Written comments will be accepted until Wednesday, September 26 at 5:00p.m.

Closed Session(s) (if necessary)

Adjourn

MOTION: Motion to adjourn by Board Member Evan Clapper at 4:27p.m. Motion seconded by Board Member Jaylyn Hawks, carried 6-0.



ATTEST:

Diana Carroll
Grand County Clerk/Auditor

Mary McGann
Community Reinvestment Agency Chair

DRAFT



**GRAND COUNTY
COMMUNITY REINVESTMENT AGENCY
SPECIAL MEETING**

**Grand County Council Chambers
125 East Center Street, Moab, Utah**

Tuesday, October 2, 2018

The Grand County Community Reinvestment Agency met for a Special Meeting on the above date in the County Council Chambers located at 125 East Center Street, Moab, Utah. The meeting was called to order by Chair Mary McGann at 4:14p.m.

In attendance were Board Members Mary McGann, Curtis Wells, Greg Halliday, Jaylyn Hawks, Evan Clapper, and Rory Paxman along with County Clerk/Auditor Diana Carroll and County Council Administrator Ruth Rillon.

Approval of Minutes

- A. December 5, 2017 (Community Reinvestment Agency Special Meeting)
- B. September 18, 2018 (Community Reinvestment Agency Special Meeting)

MOTION: Motion by Board Member Evan Clapper to postpone the minutes of the December 5, 2017 and September 18, 2018 Community Reinvestment Agency Special Meeting minutes. Motion seconded by Board Member Jaylyn Hawks, carried 5-0-1 with Board Member Curtis Wells abstaining.

Discussion Items (None)

Action Items – Discussion and Consideration of

- A. Adopting proposed resolution approving the Moab South Community Reinvestment Project Area Plan and Budget (Zacharia Levine, Grand County Community and Economic Development Director)

MOTION: Motion by Board Member Jaylyn Hawks to adopt proposed resolution approving the Moab South Community Reinvestment Project Area Plan and Budget and authorize the Chair to sign all associated documents. Motion seconded by Board Member Evan Clapper, carried 5-0 with Board Member Curtis Wells absent for the vote.

Public Hearing (none)

Closed Session(s) (if necessary)

Adjourn

MOTION: Motion by Board Member Curtis Wells to adjourn at 4:20p.m. Motion seconded by Board Member Evan Clapper.

ATTEST:

Diana Carroll
Grand County Clerk/Auditor

Mary McGann
Community Reinvestment Agency Chair



GRAND COUNTY COMMUNITY REINVESTMENT AGENCY SPECIAL MEETING

Grand County Council Chambers
125 East Center Street, Moab, Utah

Tuesday, December 4, 2018

The Grand County Community Reinvestment Agency met for a Special Meeting on the above date in the County Council Chambers located at 125 East Center Street, Moab, Utah. The meeting was called to order by Chair Mary McGann at 4:12p.m.

In attendance were Board Members Mary McGann, Curtis Wells, Greg Halliday, Jaylyn Hawks, Evan Clapper, Rory Paxman, and Terry Morse along with Acting County Clerk/Auditor Chris Baird and County Council Administrator Ruth Rillon.

Discussion Items (None)

Action Items – Discussion and Consideration of

- A. Adopting proposed Community Reinvestment Agency Bylaws (Zacharia Levine, Grand County Community and Economic Development Director)

As the Community Reinvestment Agency is a limited purpose local government entity, it is required by Utah state law to have its own Bylaws.

MOTION: Motion by Board Member Curtis Wells to adopt proposed Community Reinvestment Agency Bylaws and authorize the Chair to sign all associated documents. Motion seconded by Board Member Rory Paxman.

During discussion, Board Member Evan Clapper asked if the Bylaws require additional legal review, which will be provided by Adam Long, an Attorney with Smith Hartvigsen. Board Member Terry Morse questions the role and powers of the Agency Executive Director outlined in *Section II*, requests desire to see Policies and Procedures before adopting the Bylaws, and requests clarity about *Section V.I. Appropriations*.

SUBSTITUTE MOTION: Motion by Board Member Terry Morse to postpone adoption of the proposed Community Reinvestment Agency Bylaws to the next meeting to take more time to ensure the Bylaws are in concert with State Law and to see draft Policies and Procedures. Motion seconded by Board Member Curtis Wells, carries 7-0.

Public Hearing (none)

Closed Session(s) (if necessary)

Adjourn

MOTION: Motion to adjourn by Board Member Curtis Wells at 4:24p.m. Motion seconded by Board Member Evan Clapper, carried 7-0.

ATTEST:

Diana Carroll
Grand County Clerk/Auditor

Mary McGann
Community Reinvestment Agency Chair



GRAND COUNTY COMMUNITY REINVESTMENT AGENCY SPECIAL MEETING

Grand County Council Chambers
125 East Center Street, Moab, Utah

Tuesday, December 18, 2018

The Grand County Community Reinvestment Agency met for a Special Meeting on the above date in the County Council Chambers located at 125 East Center Street, Moab, Utah. The meeting was called to order by Chair Mary McGann at 4:12p.m.

In attendance were Board Members Mary McGann, Curtis Wells, Greg Halliday, Jaylyn Hawks, and Terry Morse along with Acting County Clerk/Auditor Chris Baird and County Council Administrator Ruth Rillon. Board Member Evan Clapper participated by phone.

Approval of Minutes

- A. May 1, 2018 (Community Reinvestment Agency Meeting)
- B. September 18, 2018 (Community Reinvestment Agency Meeting)
- C. December 4, 2018 (Community Reinvestment Agency Meeting)

Minutes were not included in the packet for review.

MOTION: Motion by Board Member Curtis Wells to postpone the approval of minutes for May 1, 2018, September 18, 2018, and December 4, 2018. Motion seconded by Board Member Greg Halliday, carried 5-0.

Discussion Items (None)

Action Items – Discussion and Consideration of

- D. Reviewing and adopting proposed Community Reinvestment Agency Bylaws (Zacharia Levine, Grand County Community and Economic Development Director)

Adam Long, an Attorney with Smith Hartvigsen, participated by phone. He and Zacharia Levine, Community and Economic Development Director, explained the requirement and role of the Community Reinvestment Agency Bylaws and stated the Bylaws will likely need to change after Grand County's required change of government.

Board Member Mary McGann requests *Section VI.F. Manner of Voting* to be changed to state voting may be by roll call by discretion of the Agency Chair and will otherwise be performed by show of hands or verbal aye and nay.

Board Members and County Staff discussed who will fill the role of the Agency Officers, including Chair, Vice Chair, and Secretary as outlined in *Section II* of the Bylaws. Adam Long suggests the Agency Officers should be filled by the same person who fills that role for the County Council (i.e. the Council Chair and Council Vice Chair serve as the Agency Chair and Vice Chair, and the County Clerk/Auditor serve as the Agency Secretary). Acting Clerk/Auditor Chris Baird suggests all the Agency Officers should be Council Members who sit on the Community Reinvestment Agency Board. Zacharia Levine specifies the need to refine language in *Section II* to reflect that the Agency Officers are not voting members of the Board.

Acting Clerk/Auditor Chris Baird clarifies he was not asked to be the Agency Secretary. He suggests the County could sign an agreement with the Community Reinvestment Agency for him to do so in exchange for an administrative fee, and explains this is how three other Special Service District Agencies operate. Zacharia Levine suggests the Community and Economic Development Specialist could fill the Agency Secretary position.

Board Member Terry Morse recommends editing *Section V.C. The Boundaries and Territorial Jurisdiction of the Agency* to state "County," not "City."

MOTION: Motion by Board Member Curtis Wells to amend the Bylaws to reflect the aforementioned changes to *Section VI.F.*, *Section II*, and *Section V.C.*, adopt proposed Community Reinvestment Agency Bylaws, and authorize the Chair



to sign all associated documents. Motion seconded by Board Member Terry Morse, carried 4-1 with Board Member Greg Halliday opposed.

Public Hearing (none)

Closed Session(s) (if necessary)

Adjourn

MOTION: Motion to adjourn by Board Member Curtis Wells at 4:40p.m. Motion seconded by Board Member Terry Morse, carried 5-0.

ATTEST:

Diana Carroll
Grand County Clerk/Auditor

Mary McGann
Community Reinvestment Agency Chair

DRAFT



GRAND COUNTY COMMUNITY REINVESTMENT AGENCY SPECIAL MEETING

Grand County Council Chambers
125 East Center Street, Moab, Utah

Wednesday, January 2, 2019

The Grand County Community Reinvestment Agency met for a Special Meeting on the above date in the County Council Chambers located at 125 East Center Street, Moab, Utah. The meeting was called to order by Chair Evan Clapper at 7:45p.m.

In attendance were Board Members Evan Clapper, Terry Morse, Mary McGann, Curtis Wells, Greg Halliday, and Jaylyn Hawks along with County Clerk/Auditor Chris Baird and County Council Administrator Ruth Rillon.

Chair Evan Clapper reorders the agenda to discuss and Action Item E before Approval of Minutes.

Action Items – Discussion and Consideration of

- E. Electing or appointing Chair, Secretary, and Treasurer (Agency Chair)

At the last meeting, the Board discussed the Agency Chair and the Vice Chair to be the same as the Council Chair and Vice Chair and the Agency Secretary to be the Community and Economic Development Specialist or other Grand County Staff. Clerk/Auditor Chris Baird specifies the difference between Agency bookkeeping duties and the role of the Agency Treasurer and says the Clerk/Auditor's office will perform the Community Reinvestment Agency's bookkeeping duties.

MOTION: Motion by Board Member Jaylyn Hawks to approve the nomination of Board Member Evan Clapper as Agency Chair, Board Member Mary McGann as Agency Secretary, and Board Member Jaylyn Hawks as Agency Treasurer and authorize the Chair to sign all associated documents. Motion seconded by Board Member Greg Halliday, carried 6-0.

Approval of Minutes

- A. May 1, 2018 (Community Reinvestment Agency Meeting)
- B. September 18, 2018 (Community Reinvestment Agency Meeting)
- C. December 4, 2018 (Community Reinvestment Agency Meeting)
- D. December 18, 2018 (Community Reinvestment Agency Meeting)

Minutes were not included in the packet for review.

MOTION: Motion by Board Member Curtis Wells to postpone the approval of minutes for May 1, September 18, December 4, and December 18, 2018. Motion seconded by Board Member Greg Halliday, carried 6-0.

Presentations (None)

Discussion Items (None)

Public Hearing (none)

- F. Public hearing to hear public comment on 2019 Community Reinvestment Agency Budget (Chris Baird, Clerk/Auditor)

Clerk/Auditor Chris Baird explains the Agency is a couple of weeks late to pass the Budget, but the Agency has not received or spent any money; in order to spend or receive money, the Agency must first pass a Budget. The numbers reflected in the proposed Budget are somewhat speculative and are based on the potential tax increment revenue established in the adopted Community Reinvestment Project Area Plan and Budget. Board Member Jaylyn Hawks asks when the Community Reinvestment Agency will start to collect property tax revenue. Zacharia Levine, Community and Economic Development Director, answers the base tax year will be established in the Interlocal Agreements with the respective Taxing Entities, and there is no mandate for when that is established.



Board Member Evan Clapper opened the public hearing at 7:53p.m. There were no comments from the public.

MOTION: Motion by Board Member Curtis Wells to approve the 2019 Community Reinvestment Agency Budget and authorize the Chair to sign all associated documents. Motion seconded by Board Member Mary McGann.

During discussion, Board Member Terry Morse questions the "Other Contributions" line item in the 2019 Budget. Clerk/Auditor Baird explains it is a buffer in case the actual tax increment is higher than anticipated for the year.

Motion carried 6-0.

Closed Session(s) (if necessary)

Adjourn

Chair Evan Clapper adjourned the meeting at 7:58p.m.

ATTEST:

Mary McGann
Community Reinvestment Agency Secretary

Evan Clapper
Community Reinvestment Agency Chair

DRAFT

BYLAWS
OF THE
**GRAND COUNTY COMMUNITY
REINVESTMENT AGENCY**

Dated _____, 2019

Adopted by resolution of the Board of the Grand County Community Reinvestment Agency

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I. The Agency

A. *The Name of the Agency.*

The official, legal name of the Agency is the “GRAND COUNTY COMMUNITY REINVESTMENT AGENCY” (the “**Agency**”). The Agency is a Community Reinvestment Agency existing and operating under Title 17C of the Utah Code, as amended (the “**Act**”).

B. *Creation of the Agency & the Agency Governing Board.*

The County Council (the “**Council**”) of Grand County (the “**County**”) constitutes the legislative body of the community that created the Agency. Acting in that capacity, the County Council created the Agency by Ordinance 563 adopted on July 5, 2017.

C. *The Agency Seal.*

The Agency Secretary has obtained, or at the direction of the Executive Director may obtain, a seal which, if obtained, will state “Grand County Community Reinvestment Agency Agency,” and will be maintained by the Agency Secretary. The Agency seal, if obtained, must be affixed to all resolutions passed by the Agency.

D. *The Agency Offices.*

The principal offices of the Agency are the Grand County Offices—currently 125 East Center St., Moab, Utah 84532—unless the Board by resolution designates another location within the Agency’s boundaries as the principal offices of the Agency. The Board may also, from time to time, designate other offices or locations for the carrying out of Agency business or for the holding of Agency meetings.

II. Agency Officers

A. *Officers.*

The officers of the Agency are the Chair, the Vice-Chair, and the Secretary. The Chair of the County Council is the Chair of the Board and Executive Director, and the Vice-Chair of the County Council is the Vice-Chair of the Board. The Agency Secretary is appointed by vote each year. Each of the Officers may appoint a delegate to act in his or her place in the event such Officer shall be absent from duties for a prolonged period of time.

B. *The Chair.*

The Agency Chair presides at all Agency meetings.

C. *The Vice-Chair.*

The Vice-Chair shall serve as the acting Chair in the absence or incapacity of the Chair.

D. *The Secretary.*

The Secretary of the Agency acts as recorder of the meetings of the Agency and records all votes according to the requirements of the Utah Open and Public Meetings Act, Title 52, Chapter 4 of the Utah Code (the “**Open and Public Meetings Act**”). The Secretary must (1) keep a record of the proceedings of the Agency in a journal of proceedings to be kept for such purpose, (2) keep the official documents and records of the Agency, and (3) perform all duties incident to the office. The Secretary must keep in safe custody the Agency seal and records.

E. *The Executive Director.*

The County Council Executive is, pursuant to Utah Code Ann. §17C-1-203, the Executive Director of the Agency. The Executive Director shall have general supervisory authority over the administrative and business affairs of the Agency. Except as otherwise specifically provided by resolution of the Board or in the Agency Policies and Procedures, the Executive Director shall countersign all contracts, deeds, resolutions, orders, checks, and other instruments, including instruments of indebtedness, made by the Agency, after such documents have been properly prepared and signed by the Executive Director. The Executive Director shall implement the resolutions and other directives properly adopted or given by the Board. The Executive Director will regularly attend meetings of the Board, and shall, in the Executive Director’s sole discretion, make recommendations to the Board. The Executive Director may appoint Agency employees and staff, including but not necessarily limited to one or more Redevelopment Agency Project Managers. The Executive Director will, as necessary, create Policies and Procedures to govern the operations of the Agency (“**Policies and Procedures**”).

The Finance Director shall act under the supervision and direction of the Executive Director, and shall generally have oversight and supervisory control over the financial and fiscal management of the Agency, as specifically directed from time to time by the Executive Director.

F. *Additional Duties.*

The Agency officers must perform or delegate any additional duties and functions as may from time to time be required by Board resolution.

III. Agency Employees and Independent Contractors

A. Agency Employees.

The Executive Director may, by appointment from time to time, employ personnel, permanent and temporary, as the Executive Director deems necessary to exercise its powers, duties, and functions and determine personnel qualifications, duties and compensation.

B. Independent Contractors.

The Executive Director may enter into contracts with independent contractors for technical expertise and any other agents and persons, permanent and temporary, to exercise its powers, duties, and functions, and determine their qualifications, duties, and compensation. For legal services required by the Agency, the Agency may employ or retain under contract its own legal counsel.

IV. Board

A. Governance.

The Board shall govern the Agency and shall exercise all powers not otherwise enumerated to the Agency officers, including but not necessarily limited to the following:

1. Adopt resolutions as the Board deems appropriate and as the Agency Policies and Procedures may require;
2. Approve the Agency's annual budget, including any amendments;
3. Adopt and amend the Agency Bylaws;
4. Approve any indebtedness by the Agency;
5. Approve any agreement by the Agency other than agreements that the Executive Director is specifically authorized to enter into on behalf of the Agency;
6. Approve any acquisition or disposition of real property by the Agency, and
7. Perform all other actions that may be required by law, these Bylaws or the Policies and Procedures of the Agency.

V. Powers of the Agency

A. General Powers of the Agency.

The Agency is authorized to enter into contracts generally and has the power to transact the business and exercise all the powers provided for in the Act. All Agency contracts shall be approved in the manner set forth in the Agency Policies and Procedures. However, contracts approved by a two-third (2/3) majority vote of the Board will be valid even in the absence of the signature of the Executive Director. The Agency may accept financial or other assistance from any public or private source for the Agency's activities, powers, and duties, and expend any funds received for any of the purposes found in the Act. The Agency may borrow money or accept financial or other assistance from the state or the federal government for any project undertaken in accordance with the Act and may comply with any conditions of a loan or grant. Notwithstanding anything else contained in the Bylaws or in the Agency Policies and Procedures, the Board must first approve all loans and financial obligations of the Agency before the Agency can become obligated thereunder.

B. The Fiscal Year.

The fiscal year of the Agency ends on December 31 of each year.

C. The Boundaries and Territorial Jurisdiction of the Agency.

The boundaries and territorial jurisdiction of the Agency are coextensive with the incorporated area of the County, as such County boundaries may be amended from time to time. However, notwithstanding anything else to the contrary, the Agency may exercise extraterritorial jurisdiction pursuant to the Act.

D. Governmental and Public Functions of the Agency.

The Agency exercises and performs governmental and public functions, including any and all of the functions authorized, expressly or impliedly, by the Act.

E. Litigation.

The Agency may sue and be sued. The Board shall have full discretion and authority with respect to all decisions to engage in or settle litigation.

F. Miscellaneous Provisions.

The Agency may:

1. Utilize County offices, personnel, and facilities, in the manner authorized by the County and the Agency shall reimburse the County for such expenses, as may be required by the County;
2. Obtain, hire, purchase, or rent office space, equipment, supplies, insurance, or services; and

3. Authorize and pay the travel expense of the Agency officers, agents, legal counsel, employees, consultants, and contractors on Agency business.

G. Agency Separation.

The Agency is a separate body corporate and politic and political subdivision of the State of Utah, and is not a department of the County. Except as expressly set forth to the contrary by resolution of the Board, the Agency shall follow its own internal Policies and Procedures. To that end, the Board will, from time to time as the Board deems appropriate, adopt internal Policies and Procedures to govern the operation of the Agency and its officers, agents, legal counsel, employees, consultants, and contractors.

H. Agency Responsibilities.

The Agency may:

1. From time to time prepare and carry out plans for urban renewal in accordance with the Act, including specifically the improvement, rehabilitation, and redevelopment of blighted areas, in accordance with the Act;
2. From time to time prepare and carry out plans for economic development and community development in accordance with the Act; and
3. Disseminate information regarding community development, economic development and urban renewal activities and projects proposed and undertaken by the Agency in accordance with the Act.
4. In the Board's discretion, undertake all other actions authorized by Federal law, State law, including the Act, and by local ordinance.

I. Appropriations.

The Agency may accept from the County Council such appropriated money as the County Council deems necessary for administrative expenses, overhead, and any other normal expenses of the Agency in accordance with Section 17C-1-207 of the Act. The money appropriated may be accepted by the Agency as a grant or as a loan to defray expenses and overhead. Loans are to be repaid upon the terms and conditions as the County Council may provide by resolution at the time of making the loan, including interest on the indebtedness, as determined by the County Council. In addition to the common understanding and usual interpretation of terms, "administrative expenses" includes, but is not limited to, expenses of planning community development, economic development, and urban renewal activities and projects and the dissemination of information related thereto, and any other administrative expenses authorized by the Act. Unless otherwise explicitly declared in the applicable documents, all appropriations from the County to the Agency will be grants and not loans.

Similarly, the Agency may appropriate money in favor of the County as the Agency Board deems appropriate. The money appropriated may be offered as either a grant or a loan. In the

absence of clear evidence to the contrary, all appropriations in favor of the County shall be considered loans and not grants. Loans are to be repaid upon the terms and conditions as the Agency Board may provide by resolution at the time of making the loan, including interest on the indebtedness, as determined by the Agency Board.

VI. Board Meetings

A. Regular Meetings.

Regular Board meetings that are scheduled in advance over the course of a year will be held on the same day as regular County Council meetings in the Council Chambers. Regular Board meetings may be held prior to, following, or during a recess of a Council meeting. Agency meetings may be noticed on a separate Agency agenda or a joint agenda with the County Council.

Public notice of the regular Board meetings, specifying the date, time, and place of the meetings, must be given once each year pursuant to a resolution of the Agency adopted in the same meeting in which the Agency's annual budget is adopted, or at any other time as the Agency's Governing Board deems appropriate. Public notice must be given by posting the date, time and place of the meetings at the principal office of the Agency and on the Utah Public Notice Website and by providing notice of such information to a newspaper or newspapers of general circulation in the County.

B. Special Meetings.

When the Chair (or the Vice-Chair in the absence or incapacity of the Chair), or a majority of the Board deems it expedient, he, she or they may call a special meeting of the Board for the purpose of transacting any business designated in the call. At least 24 hours before each special meeting, the call for the meeting must be delivered personally or electronically to each member of the Board or left at his or her usual place of abode.

C. Public Notice of Individual Meetings.

All meetings of the Board shall be noticed in accordance with the Open and Public Meetings Act.

D. Quorum.

The Board Quorum and voting requirements are identical to the Quorum and voting requirements of the County Council.

E. Resolutions.

All resolutions must be in writing and designated by number, reference to which must be inscribed in the minutes and an approved copy filed in the official book of Agency Resolutions. Except as otherwise expressly set forth in these Bylaws or in the Policies and Procedures, meetings of the Board will proceed according to the rules of procedure adopted by the County Council.

F. Manner of Voting.

Voting on formal resolutions and such other matters as may be requested by a majority of the Board members shall be by show of hands or verbal aye or nay; voting may be by roll call at the discretion of the Agency Chair. The ayes and nays, as well as the names of members abstaining, must be entered upon the minutes of such meeting.

G. *Approval of Minutes*

Draft minutes of past Board meetings may be approved at the next Board meeting. Alternately, if no Board meeting is planned in the near future, the Agency Secretary shall distribute (via email or some other agreed-upon method) the draft minutes to all Board members for review, corrections, and approval. Minutes reviewed in such a manner shall be deemed approved upon the earlier of (a) all Board members expressing their approval of the minutes in writing (including via email), or (2) the passing of the fourteenth calendar day after the distribution of the draft minutes by the Agency Secretary.

VII. Adoption and approval of the Bylaws and Amendments

A. Approval by the Agency.

These Bylaws are effective immediately upon approval by Board resolution.

B. Posting of the Bylaws.

Within 30 days after these Bylaws, or any subsequent amendments to these Bylaws, become effective, the Agency Secretary will cause a copy of the adopted Bylaws/Amendment(s) to be made available for public inspection and review. The Agency Secretary's failure to follow this paragraph, however, will in no way effect the effectiveness, validity, or enforceability of the Bylaws/Amendment(s).

C. Amendments to the Bylaws.

These Bylaws may be amended only with the approval of the Board at a regular or a special meeting, but no amendment may be adopted unless at least seven days' written notice of the proposed amendment has been previously given to all members of the Board. That notice must identify the section or sections of the Bylaws proposed to be amended. Amendments of these Bylaws are not effective until they have been approved by a resolution of the Board.

[SIGNATURE PAGE TO BYLAWS]

ADOPTED as of the _____ day of _____, 2019, by resolution of the Board.

Chair

Attest:

Agency Secretary

ACCEPTED AND COUNTERSIGNED as of this ____ day of _____, 2019.

Executive Director

Attest:

Agency Secretary

APPROVED AS TO FORM AND SUBSTANCE FOR LEGAL COMPLIANCE as of this ____
day of _____, 2019.

Legal Counsel to the Agency

