



GRAND COUNTY COMMUNITY REINVESTMENT AGENCY SPECIAL MEETING

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

AGENDA Tuesday, December 4, 2018

4:00 p.m.

- Call to Order**
- Presentations** (none)
- Discussion Items** (none)
- Action Items – Discussion and Consideration of :**
 - A. Adopting proposed Community Reinvestment Agency Bylaws (Zacharia Levine, Community and Economic Development Director)

- Public Hearing** (none)
- Closed Session(s)** (if necessary)
- Adjourn**

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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.

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AGENDA SUMMARY
GRAND COUNTY COMMUNITY REINVESTMENT AGENCY MEETING
December 4, 2018
 Agenda Item: A

TITLE:	Adopting proposed Community Reinvestment Agency Bylaws
FISCAL IMPACT:	N/A
PRESENTER(S):	Zacharia Levine, Community and Economic Development Director

Prepared By:
ZACHARIA LEVINE
GRAND COUNTY
COMMUNITY &
ECONOMIC
DEVELOPMENT
DIRECTOR

FOR OFFICE USE ONLY:

Attorney Review:

N/A

STATED MOTION :

Move to adopt the proposed Community Reinvestment Agency Bylaws and authorize the Chair to sign all associated documents.

PLANNING COMMISSION RECOMMENDATION:

N/A

STAFF RECOMMENDATION:

Approve the Agency Bylaws following review and discussion.

BACKGROUND:

The Grand County Council established itself as the Community Reinvestment Agency in Grand County. As a separate legal entity (a Limited Purpose Local Government Entity), the Agency should also needs establish its own bylaws. Attached is a set of bylaws the Community & Economic Development Director drafted in conjunction with Adam Long of Smith Hartvigsen.

ATTACHMENT(S):

1. Draft Agency Bylaws

BYLAWS
OF THE
GRAND COUNTY COMMUNITY
REINVESTMENT AGENCY

Dated _____, 2018

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 _____ adopted on _____.

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,” 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, the Secretary, the Treasurer, and the Executive Director. 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 County Clerk-Auditor is the Agency Secretary, Agency Purchasing Agent, and Agency Finance Director; the County Treasurer is the Agency Treasurer. 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.

Commented [A1]: Check for legality given multiple roles held by one individual.

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. There may also be an assistant Secretary appointed by the Executive Director, in the Executive Director’s discretion, to serve as directed by the Agency.

E. The Treasurer.

The Treasurer of the Agency has the care and custody of all Agency funds and, unless directed by a conflicting resolution, policy or procedure adopted at any time by the Board, shall generally follow the same accounting practices, cash management, financial controls and protocols to properly protect the Agency funds as currently adopted and followed by the County or as they or may be changed by the from time to time, except as otherwise provided by the Agency Policies and Procedures. All receipts, invoices, checks, debt transfers and other documents of a financial nature relating to the Agency shall be delivered to the Treasurer.

F. 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**").

G. The Purchasing Agent.

The Purchasing Agents shall facilitate and process all purchase orders and other contracts entered into by the Agency. The Purchasing Agent shall report to the Executive Director.

H. Finance Director.

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.

I. 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.

Commented [A2]: Delegation is acceptable, I'm guessing.

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.

Commented [A3]: Does this violate GC Council by-laws?

B. The Fiscal Year.

The fiscal year of the Agency ends on June 30 of each year.

Commented [A4]: This may be best for State reporting requirements for CRAs, although I wonder if it makes more sense locally to align with the County's fiscal year (i.e. calendar 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 City, 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 City.

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 must be by roll call, and 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 _____, 2018, by resolution of the Board.

Chair

Attest:

Agency Secretary

ACCEPTED AND COUNTERSIGNED as of this ____ day of _____, 2017.

Executive Director

Attest:

Agency Secretary

APPROVED AS TO FORM AND SUBSTANCE FOR LEGAL COMPLIANCE as of this ____ day of _____, 2017.

Legal Counsel to the Agency