

Exhibit A

Grand County Economic Development Advisory BOARD (“EDAB”) BYLAWS

ARTICLE I. NAME OF ORGANIZATION

The Grand County Economic Development Advisory Board (the “EDAB”).

ARTICLE II. BOARD PURPOSE

Section 1. County Economic Development (CED) Advisory Board Purpose

This board has organized to further the economic development, workforce opportunities, and business services across Grand County. The EDAB will liaise with the newly formed Rural County Grant Program (“RCGP”), created by Utah SB 0095 (Economic Development Amendments, 2020), which mandates that for each rural county to apply they must have a CED Board in place. This board will also advise on the strategic direction of the Economic Development Department.

Section 2. Specific Purpose

The EDAB shall assist and advise the county legislative body on:

- Applying for a grant under the RCGP
- What projects should be funded by grant money provided to a rural county under RCGP
- Preparing reporting requirements for grant money received by a rural county under RCGP
- Reviewing ordinances to identify barriers to economic diversification and recommending policies and law that enhance opportunities for economic diversification in Grand County
- Serving as a resource for the Grand County Economic Development Director, the Grand County Planning and Zoning Director, and as an advisory council to the Grand County Commission on issues pertaining to economic diversification

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

The County’s legislative body shall appoint members of the EDAB in line with Section 17-54-104 of Utah SB 0095, which states that each EDAB shall be composed of at least the following members:

- A county representative
- A representative from a municipality in the county
- A workforce development representative

- A private sector representative
- A member of the public who lives in the county

Note, additional members can be added at the County's discretion, but are not mandatory. Members are appointed at the behest of the County's legislative body, but applications shall be open to any current resident, property owner, business operator, or employee of the county. In appointing members of the EDAB, the County may consider gender and socioeconomic diversity.

Section 2. Membership

- A. The board shall consist of six (6) non-voting members and no more than seven (7) voting members:
 - i. Ex-Officio
 - i. One (1) voting member nominated by the Moab Area Chamber of Commerce
 - ii. One (1) voting member nominated by the Utah Department of Workforce Services
 - iii. One (1) non-voting staff member from the Grand County Planning & Zoning Department
 - iv. One (1) non-voting member nominated by Utah State University
 - v. One (1) non-voting member of the Grand County Commission
 - vi. One (1) non-voting City of Moab elected official or staff representative
 - vii. One (1) non-voting municipality elected official or staff representative
 - viii. One (1) non-voting Grand County Economic Development Director
 - ix. One (1) non-voting member of the Planning Commission
 - ii. Appointed
 - i. Three (3) voting private sector representatives, selected at large
 - ii. Two (2) voting members of the public who live in the county, selected at large
- B. Ex-Officio members will serve until otherwise unable or replaced. Appointed members will serve a term of two years.
- C. A member whose term has expired may continue to hold office until a successor is appointed and qualified.
- D. A vacancy occurring in the board shall be filled for the unexpired term in the same manner as was the original appointment.

Section 3. Rights of Members

Each member shall be eligible to appoint one voting representative to cast the member's vote in association elections.

Section 4. Resignation and Termination

Any member may resign by filing a written resignation with the board. A member can have their membership terminated by the County's legislative body.

Section 5. Non-voting Membership

The board shall have the authority to establish and define non-voting categories of membership to the extent it sees that necessary.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Regular Meetings

Regular meetings of the members shall be held monthly, at a time and place designated by the board chair.

Section 2. Annual Meetings

An annual meeting of the members shall take place in the month of September, the specific date, time and location of which will be designated by the chair. At the annual meeting the members shall elect officers, receive reports on the activities of the association, and determine economic priorities for consideration in the coming year.

Section 3. Special Meetings

Special meetings may be called by the chair or a simple majority of the board.

Section 4 Notice of Meetings

Electronic notice of each meeting shall be given to each voting member not less than two days prior to the meeting. The board will also follow The Open and Public Meetings Act (Utah Code Title 52, Chapter 4), which mandates that notice and the agendas of public meetings be available to the public.

Section 5. Quorum

A quorum for a meeting of the members shall consist of a majority of the total body membership. The presence, in person or via phone, of a majority of current members of the board shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice.

Section 6. Voting

All issues to be voted on shall be decided by a simple majority of voting members.

ARTICLE V. MEMBER RESPONSIBILITIES & TERM

Section 1. Member Responsibilities

All applications for the RCGP shall be received, reviewed, and voted on by the members of the EDAB. Applications that are approved will be submitted to the Office of Rural Development in collaboration

with the rural partnership board in accordance with SB 0095 and Title 63G, Chapter 3, Utah Administrative Rulemaking Act.

The board will ensure that approved grants meet eligibility and reporting criteria for a rural county to receive grant money under SB 0095 Subsection (4)(b), including relevant submission forms, reporting requirements, and deadlines.

The board will not recommend more than \$800,000 of aggregate RCGP grant awards annually and will work with County leaders to prioritize applicants that include any of the following:

- Align with the existing priorities defined in Grand County's existing General Plan and related economic development plans
- Demonstrate clear economic need
- Utilize local or in-kind resources in combination with the grant
- Have evidence that jobs will be created
- Have evidence that there will be a positive return on investment

Section 2. Reporting Responsibilities

On or before September 1st of each year, if the county has received a grant under the RCGP in the previous 12 months, the Board shall provide a written report to the rural partnership board that describes:

- The amount of grant money the county has received;
- How grant money has been distributed by the county, including what companies or entities have utilized grant money, how much grant money each company or entity has received, and how each company or entity has used the money;
- An evaluation of the effectiveness of awarded grants in improving economic development in the county, including the number of jobs created, infrastructure that has been created, and capital improvements in the county;
- How much matching money has been utilized by the county and what entities have provided the matching money;
- Any other reporting, auditing, or post-performance requirements established by the Office of Rural Development in collaboration with the rural partnership board under Subsection (6) in SB 0095.

Note, County staff may be appointed to assist with the creation of reporting documents.

Section 3. Tenure, Requirements, and Qualifications

Newly appointed members of the CED Board who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term, the County's legislative body may decide to retain the members for additional terms or appoint new members.

Section 4. Forfeiture

Any member of the EDAB who fails to fulfill any of his or her requirements as set forth in this Article by shall automatically forfeit his or her seat on the Board. Members that fail to attend three or more consecutive meetings shall be considered for removal from the board.

Section 5. Vacancies

Whenever any vacancy occurs in the EDAB it shall be filled without undue delay by the County's legislative body.

ARTICLE VI. OFFICERS

The officers of this Board shall be the Chair, Vice-Chair, and Secretary. All officers must have the status of active members of the Board.

Section 1. Chair

The Chair shall preside at all meetings of the membership. The Chair shall have the following duties:

- He/She shall preside at all meetings of the Board.
- He/She shall ensure any ongoing reporting requirements are met with the Office of Rural Development and rural partnership board in collaboration with County officials.

Section 2. Vice-Chair

The Vice-Chair shall be vested with all the powers and shall perform all the duties of the Chair during the absence of the latter.

Section 3. Secretary

The Secretary shall attend all meetings of the Board, and all meetings of members, and assisted by a county staff member, will act as a clerk thereof. The Secretary's duties shall consist of:

- Assisted by a county staff member, He/She shall record all votes and minutes of all proceedings.
- Assisted by a county staff member, he/she shall send notices of all meetings to the public.

Section 4. Election of Officers

Officers will be sought on a volunteer basis and may be appointed by majority vote of the Board.

Section 5. Removal of Officer

The Advisory Board with the concurrence of 3/4 of the members voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

Section 6. Vacancies

The Board shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VII. – Conflict of Interest

Section 1: Purpose

The purpose of the conflict of interest policy is to protect this EDAB and its members from approving grants that might benefit the private interest of a Board member. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to governmental organizations.

Section 2: Definitions

a) Interested Person

Any Board member who has a direct or indirect financial interest, as defined below, is an interested person.

b) Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the EDAB is considering an application, transaction, or arrangement,
2. A compensation arrangement with the EDAB or with any entity or individual with which the EDAB has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the EDAB is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

- a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board considering the proposed transaction or arrangement.

b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

c) Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

2. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

3. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the EDAB's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d) Violations of the Conflicts of Interest Policy

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ADOPTION OF BYLAWS

We, the undersigned, consent to, and hereby do, adopt the foregoing amended Bylaws.

ADOPTED AND APPROVED by the Grand County Commission on this 17 day of May, 2022.

County Commission Chair

County Clerk/Auditor