



Roseville Economic Development Authority (REDA)

November 28, 2016

Meeting 6:00 p.m.

City Council Chambers

- 6:00 p.m. **1. Roll Call**
 Voting & Seating Order: Willmus, Etten, McGehee, Laliberte
 and Roe
- 2. Pledge of Allegiance**
- 3. Approve Agenda**
- 6:03 p.m. **4. Public Comment**
- 5. Board and Executive Director, Reports and
 Announcements**
- 6. Approve Consent Agenda**
- 7. Consider Items Removed from Consent Agenda**
- 6:08 p.m. **8. Public Hearing and Action Consideration**
- 6:09 p.m. **9. Business Items (Action Items)**
- a. Amend by-laws
- b. Adopt 2017 Meeting Calendar

Adjourn and convene as City Council

All meetings at Roseville City Hall, 2660 Civic Center Drive, Roseville, MN unless otherwise noted.



REQUEST FOR ECONOMIC DEVELOPMENT AUTHORITY ACTION

Date: 11/28/2016

Item No.: 9.a

Department Approval

Executive Director Approval

Item Description: Consider Proposed Amendments to the REDA By-laws and Adopt a Resolution Authorizing the Executive Director to Execute Certain Documents on Behalf of the Roseville Economic Development Authority

BACKGROUND

On January 4, 2016, the Roseville Economic Development Authority (REDA) adopted by-laws that guide REDA operations, activities, and meeting schedule. After a year of working with the by-laws, staff has concluded that a few provisions could be revised to better support work of the REDA.

Staff suggests revisions to the by-laws that affect signing authority, and the meeting schedule. Currently, when the REDA receives a Satisfaction of Mortgage or a contract authorized by the REDA, the current by-laws require both the REDA President and Executive Director to sign the document. With regard to the meeting schedule, only two meetings are articulated in the current by-laws making it difficult to locate dates and times that will work for special REDA meetings.

Staff has consulted with Martha Ingram, the REDA attorney, about how to best address the Articles of the by-laws that guides the signing of routine documents and the establishment of a meeting schedule. To address the signing of routine documents, Ms. Ingram recommended that authorized actions and routine documents be signed by the Executive Director. Exceptions to signing authority can be made via resolution per existing language.

Article III, Section 2. President, states:

Except as otherwise authorized by resolution of the Board of Commissioners, the President and the Executive Director (the Assistant Treasurer, in the Executive Director's absence or incapacity) shall sign all contracts, deeds, and other instruments made or executed by the Authority, except that all checks of the Authority shall be signed by the President and Assistant Treasurer.

Attachment A of this report is a resolution that authorizes the Executive Director to sign on behalf of the REDA for certain documents. With regard to a meeting schedule, Ms. Ingram recommended the REDA adopt a regular meeting calendar.

POLICY OBJECTIVE

Assure that by-laws support the daily operations of the REDA.

28 **BUDGET IMPLICATIONS**
29 There are no budget implications.

30 **STAFF RECOMMENDATION**
31 Adopt amended REDA by-laws;

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33 -and-

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35 Adopt a Resolution Authorizing Executive Director to Execute Certain Documents on Behalf of the
36 Roseville Economic Development Authority.

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38 **REQUESTED COUNCIL ACTION**
39 Adopt amended REDA by-laws;

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41 -and-

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43 Adopt a Resolution Authorizing Executive Director to Execute Certain Documents on Behalf of the
44 Roseville Economic Development Authority.

Prepared by: Jeanne Kelsey, Community Development Department, 651-792-7086
Attachments: A: Resolution
B: By-Laws with Amendments Reflected with Track Changes

**EXTRACT OF MINUTES OF MEETING
OF THE
BOARD OF COMMISSIONERS OF THE ROSEVILLE
ECONOMIC DEVELOPMENT AUTHORITY**

* * * * *

Pursuant to due call and notice thereof, a regular meeting of the Board of Commissioners of the Roseville Economic Development Authority was duly held on the 28th day of November, 2016, at 6:00 p.m.

The following members were present:

and the following were absent: .

Member introduced the following resolution and moved its adoption:

RESOLUTION No.5

A Resolution Authorizing Executive Director to Execute Certain Documents on Behalf of the Roseville Economic Development Authority

WHEREAS, the Roseville Economic Development Authority (the “Authority”) is a public body politic and corporate pursuant to Minnesota Statutes, Sections 469.090 to 469.1081; and

WHEREAS, pursuant to the Authority’s Bylaws, the President (or his or her designee) of the Authority and the Executive Director of the Authority execute all contracts, deeds, and other instruments on behalf of the Authority; and

WHEREAS, the Authority has determined to authorize the Executive Director to approve and execute documents or agreements on behalf of the Authority related to the routine business of the Authority or related to projects approved by the Board of the Authority and potential future projects, including but not limited to releases of mortgages, nondisclosure agreements, right of entry agreements, and consultant agreements, so long as such documents or agreements have been reviewed by the general counsel of the Authority and do not provide for the expenditure of funds in an aggregate amount of more than \$50,000, all without formal action by the Authority; and

WHEREAS, the Authority finds that the execution and approval of documents or agreements by the Executive Director as described herein will be beneficial to the affairs of the Authority and the City of Roseville.

NOW, THEREFORE, BE IT RESOLVED, that based upon the foregoing,

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1. The approval and execution of the documents and agreements on behalf of the Authority as described herein is hereby authorized and delegated to the Executive Director of the Authority.

2. The Executive Director’s ability to authorize expenditures on behalf of the Authority is limited as follows:

A. Approved expenditures must be for a purpose and up to the amount authorized by the Authority’s adopted budget and applicable work plan.

B. Expenditures cannot be approved for purposes described in the Authority’s adopted budget and applicable work plan unless there is a sufficient unexpended balance.

C. The Finance Director of the City shall approve such expenditure.

3. If the Executive Director approves an expenditure for any purpose not authorized in the Authority’s adopted budget or for any amount in excess of the amount authorized due to his or her gross negligence or willful misconduct, the Executive Director shall not be indemnified and any amount expended in excess of what is authorized shall be a personal obligation of the person incurring such expenditure.

4. All documents and agreements executed by the Executive Director of the Authority pursuant to the authority delegated by this resolution shall be reported to the Board of the Authority.

5. This resolution shall be in full force and effect as of the date hereof.

The motion for the adoption of the foregoing resolution was duly seconded by Member
, and upon a vote being taken thereon, the following voted in favor thereof:

and the following voted against the same:

WHEREUPON said resolution was declared duly passed and adopted.

BYLAWS OF THE
ECONOMIC DEVELOPMENT AUTHORITY

ARTICLE I - THE AUTHORITY

Section 1. Name of Authority. The name of the Authority shall be the “Roseville Economic Development Authority.”

Section 2. Office of Authority. The office of the Authority shall be at the City Hall in the City of Roseville, State of Minnesota, but the Authority may hold its meetings at such other place or places as it may designate by resolution.

Section 3. Seal of Authority. The seal of the Authority shall be in the form of a circle and shall bear the name of the Authority and the year of its organization.

Section 4. Establishment. The Roseville Economic Development Authority is established pursuant to Minnesota Statutes, Section 469.090 to 469.1081, as amended (the “Act”), as memorialized in the City of Roseville Resolution Enabling the Creation of the Roseville Economic Development Authority dated November 30, 2015 and as it may be amended (the “Enabling Resolution”). The provisions of these Bylaws are intended to be consistent with the terms of the Act and Enabling Resolution, and in the case of any actual or apparent conflict, the terms of the Act and Enabling Resolution shall control.

ARTICLE II - THE COMMISSIONERS

Section 1. Appointment, Terms, Vacancies, Pay, and Removal. Shall be in accordance with the Enabling Resolution.

ARTICLE III - THE OFFICERS

Section 1. Officers. The Authority shall elect a president, a vice president, a treasurer, a secretary, and an assistant treasurer at the annual meeting. A commissioner must not serve as president and vice president at the same time. The other offices may be held by the same commissioner. The offices of secretary and assistant treasurer need not be held by a commissioner.

Section 2. President. The President shall preside at all meetings of the Authority. Except as otherwise authorized by resolution of the Board of Commissioners, the President and the Executive Director (the Assistant Treasurer, in the Executive Director’s absence or incapacity) shall sign all contracts, deeds, and other instruments made or executed by the Authority, except that all checks of the Authority shall be signed by the President and Assistant Treasurer. At each meeting the President shall submit such recommendations and information as he or she may consider proper concerning the business, affairs, and policies of the Authority.

Section 3. Vice President. The Vice President shall perform the duties of the President in the absence or incapacity of the President, including signing all contracts, deeds, and other instruments executed by the Authority; and in the case of the resignation or death of the President, the Vice President shall perform such duties as are imposed on the President until such time as the Board shall select a new President.

Section 4. Secretary. The Secretary shall keep minutes of all meetings of the Board and shall maintain all records of the Authority. The office of Secretary ~~may~~shall be held by the Executive Director ~~or, who may delegate duties to~~ other City staff ~~upon approval thereof by the Authority~~as required.

Section 5. Treasurer's Duties. The Treasurer:

- (1) shall receive and is responsible for Authority money;
- (2) is responsible for the acts of the Assistant Treasurer;
- (3) shall disburse Authority money by any Authority-approved method, including without limitation check, wire transfer, or credit card;
- (4) shall keep an account of the source of all receipts and the nature, purpose, and authority of all disbursements;
- (5) shall file the Authority's detailed financial statement with its Secretary at least once a year at times set by the Authority; and
- (6) shall prepare and submit an annual report describing the Authority's activities and providing an accurate statement of its financial condition to the City of Roseville.

All duties of the Treasurer shall be performed in accordance with the Enabling Resolution and the provisions of Section 469.100 of the Act.

Section 6. Assistant Treasurer. The Assistant Treasurer has the powers and duties of the treasurer if the treasurer is absent or incapacitated. The City Finance Director shall be designated as Assistant Treasurer of the Authority.

Section 7. Public Money. Authority money is public money.

ARTICLE IV - EXECUTIVE DIRECTOR

As provided in the Enabling Resolution, the City ~~Administrator~~Manager shall be designated as Executive Director of the Authority.

Section 1. Duties. The Executive Director shall have general supervision over the administration of the Authority's business and affairs subject to the direction of the Authority.

The Executive Director in his or her own name and title shall keep the records of the Authority, shall act as recorder of the meetings of the Authority and record all votes, and shall keep record of the proceedings of the Authority in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to the office. The Executive Director shall, with the President, sign all contracts, deeds, and other instruments executed by the Authority, and shall keep in sole custody the seal of the Authority and shall have power to affix such seal to all contracts and instruments authorized to be executed by the Authority.

Any person appointed to fill the office of Executive Director, or any vacancy herein, shall have such terms as the Authority fixes, but no commissioner of the Authority shall be eligible to serve as the Executive Director.

ARTICLE V - MEETINGS

Section 1. Regular Meetings. Regular meetings shall be held ~~on~~pursuant to the date of the first regular City Council calendar of meetings set by the Authority at its final meeting of January and August of the year preceding each year such calendar.

Section 2. Annual Meeting. The annual meeting of the Authority shall be held ~~in conjunction with the regular January meeting~~ at the regular meeting place of the Authority. ~~The August regular meeting shall include final fund balances reviewed at the Annual Meeting.~~ on the date of the first regular meeting of the Authority, pursuant to the calendar established as described in Section 1.

Section 3. Special Meetings. Special meetings of the Authority may be called by the President, two members of the Authority, or the Executive Director for the purpose of transacting any business designated in the call. All commissioners of the Authority shall be notified.

Section 4. Quorum. At any meeting of the Authority, the presence of three commissioners shall constitute a quorum. If a quorum is not present at any meeting, those present shall have power to adjourn the meeting from time to time without notice other than announcement at such meeting until the requisite number of votes shall be present to constitute a quorum. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called. Any resolution, election, or other formal action of the Authority shall be adopted upon the affirmative vote of a majority of the Authority membership.

Section 5. Rules of Procedure. Unless otherwise specified in the Enabling Resolution or in these bylaws, all meetings of the Authority shall be conducted in accordance with Rosenberg's Rules of Order.

Section 6. Manner of Voting. The voting on all questions coming before the Authority shall be voice unless the President calls for a roll call vote. The yeas and nays shall be entered upon the minutes of such meetings.

ARTICLE VI - EMPLOYEES; SERVICES; SUPPLIES

Section 1. Employees. Subject to limits set by the appropriations or other funds made available, the Authority may employ such staff, technicians, and experts as may be deemed proper and may incur such other expenses as may be necessary and proper for the conduct of its affairs.

Section 2. Contract for Services. The Authority may contract for services of consultants, agents, public accountants, and other persons needed to perform its duties and exercise its powers.

Section 3. Legal Services. The Authority may use the services of the city attorney or hire a general counsel for its legal needs. The city attorney or general counsel, as determined by the Authority, is its chief legal advisor.

Section 4. Supplies. The Authority may purchase the supplies and materials it needs to carry out its function pursuant to Minnesota Statutes, Sections 469.090 to 469.1081.

Section 5. City Purchasing. The Authority may use the facilities of its city's purchasing department in connection with construction work and to purchase equipment, supplies, or materials.

Section 6. City Facilities, Services. The City may furnish offices, structures and space, and stenographic, clerical, engineering, or other assistance to the Authority.

Section 7. Delegation Power. The Authority may delegate to one or more of its agents or employees powers or duties as it may deem proper.

ARTICLE VII - POWERS

Section 1. Functions, Powers, and Duties. Shall be in accordance with the Enabling Resolution.

Section 2. Limitations of Power. Shall be in accordance with the Enabling Resolution.

ARTICLE VIII - AMENDMENTS

Section 1. Amendment to Bylaws. The bylaws of the Authority shall be amended by a majority vote of the Authority membership at a regular or special meeting. The amendments must be in written form.

Section 2. Conflicts. In any instance where these bylaws are in conflict with the Enabling Resolution, the Enabling Resolution shall control.

Section 3. Effective Date. These bylaws are effective upon their adoption by the Authority.

Dated: _____, 2016.

Signed:

(Seal)

President

Executive Director



REQUEST FOR ECONOMIC DEVELOPMENT AUTHORITY ACTION

Date: 11/28/2016

Item No.: 9.b

Department Approval

Executive Director Approval

Item Description: Adopt 2017 REDA Meeting Calendar

1 **BACKGROUND**

2 On May 25, 2016, the REDA provided staff with the priorities and initiatives for 2016 and 2017.
3 Based upon this direction, staff is recommending that the REDA schedule one meeting each quarter.
4 The schedule also communicates that additional meetings may be scheduled as needed.

5 **POLICY OBJECTIVE**

6 Assure that the REDA priorities and initiatives are accomplished.

7 **BUDGET IMPLICATIONS**

8 There are no budget implications.

9 **STAFF RECOMMENDATION**

10 Adopt 2017 REDA meeting calendar.

11 **REQUESTED COUNCIL ACTION**

12 Adopt 2017 REDA meeting calendar.

Prepared by: Jeanne Kelsey, Community Development Department, 651-792-7086

Attachments: A: 2017 meeting calendar



2017 Roseville EDA Meeting Schedule

The Roseville City EDA will meet at 6:00 p.m. in the City Council Chambers of Roseville City Hall, 2660 Civic Center Drive, on the following dates:

January

17 *Org Meeting*

April

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July

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October

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Other meeting dates will be scheduled as needed.

Patrick Trudgeon, Executive Director