

LOVELAND DOWNTOWN DEVELOPMENT AUTHORITY
ORGANIZATIONAL MEETING

6:00 p.m., May 11, 2015
City Manager's Conference Room
City of Loveland Municipal Building
500 E. Third Street, Loveland

AGENDA

- I. Pre-meeting
 - A. Introductions
 - B. Discuss Regular Meeting Dates and Times
 - Recommend twice monthly through December 2015
 - C. Background Information (Betsey Hale)
- II. Organizational Meeting
 - A. Call Meeting to Order
 - Since there is no chairperson yet, any board member can propose a motion that the meeting be called to order, which should be seconded and then voted upon.
 - B. Appointment of Temporary Chairperson and Temporary Secretary
 - .A member will need to propose a motion to nominate persons to these positions. This motion or motions will need to be seconded and voted upon. There is nothing wrong with one motion for both positions, but if split into two, the temporary chairperson should be first. These persons need not be the "permanent" officers in these positions which will be nominated and appointed later in the meeting.
 - C. Approval, Ratification and Adoption of City Council Resolution
 - The temporary chairperson should be "running" the meeting and the temporary secretary should be taking minutes. The temporary secretary should present the DDA Board with the City Council Resolution appointing the Board members. A member should propose a motion to approve, ratify and adopt the City Council's resolution.

D. Approval of Bylaws

- A member should propose a motion to approve the bylaws or approve with any amendments desired by the Board. The bylaws, upon approval by the Board, are to be filed with the Loveland City Clerk. (See Article 8.0 of Bylaws.)

E. Determine Certain Issues Relating to Certain Offices

- Should the position of secretary and treasurer be held by one board member or two? (Bylaws authorize Board to appoint one person to both).
- The Board is authorized by the Bylaws to create the offices of assistant secretary and assistant treasurer. This allows for a staff person to perform the actual duties of the secretary and treasurer, subject to supervision of those office holders. (see Article 3.5 of Bylaws.)

F. Election of Officers

The officers that must be nominated under the bylaws are:

- a. Chairperson
- b. Vice-Chairperson
- c. Secretary
- d. Treasurer

Optional:

- a. Assistant Secretary
- b. Assistant Treasurer

As with other actions, these positions must be filled by a motion to nominate, followed by a second and a vote.

G. Determine Regular Meeting Dates and Times

H. Review DDA/LDP/City Timeline through December 2015 (the timeline will be distributed at the meeting and reviewed by Lucia Liley, LDP Counsel)

- DDA Plan of Development
- Property and sales tax increment
- November election
- Future City/LDP/DDA agreement establishing respective relationships and Responsibilities

I. DDA Legal Counsel

J. Other Business

K. Adjourn Meeting

RESOLUTION #R-28-2015

A RESOLUTION APPOINTING MEMBERS OF THE LOVELAND DOWNTOWN DEVELOPMENT AUTHORITY BOARD

WHEREAS, by Ordinance No. 5906, approved on second reading by the City Council of the City of Loveland, Colorado ("City Council") on December 2, 2014, City Council determined to establish a downtown development authority, pursuant to Title 31, Article 25, Part 8, Colorado Revised Statutes, as amended, (the "DDA Act") and to submit the question to a vote of the qualified electors within the central business district and downtown; and

WHEREAS, pursuant to the DDA Act at C.R.S. §31-25-804, as amended, and Ordinance 5906, the question of establishing a downtown development authority was submitted to and approved by a majority of the qualified electors at a special election held on Tuesday, February 10, 2015; and,

WHEREAS, pursuant to Ordinance No. 5927, approved on second reading by the City Council on April 7, 2015, the Loveland Downtown Development Authority (the "DDA") was established in accordance with the DDA Act and the boundaries of the DDA (the "District") were established; and

WHEREAS, pursuant to the DDA Act at CRS §31-25-805 and by adoption of Resolution #R-26-2015, City Council established a board to supervise and control the DDA ("DDA Board") consisting of seven (7) members to be appointed by City Council, including one (1) City Council member and six (6) members meeting the qualifications set forth in the DDA Act at CRS §31-25-806; and

WHEREAS, by adoption of Resolution #R-26-2015 City Council also appointed City Council member John Fogle to serve at the pleasure of the Council as a member of the DDA Board and determined that so long as Larimer County owns real property within the boundaries of the District as set forth in Ordinance 5906, one of the remaining six (6) members of the DDA Board shall be a Larimer County Commissioner selected by the Larimer County Commissioners and recommended to the City Council to serve in such capacity; and

WHEREAS, Council desires to appoint the remaining six (6) members of the DDA Board with members meeting the qualifications set forth in CRS §31-25-806.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF LOVELAND, COLORADO:

Section 1. That the City Council hereby appoints the following residents, business lessees or owners of real property within the District as members of the DDA Board for the terms set forth below:

<u>Name</u>	<u>Expiration of Term</u>
Sharon Cook	June 30, 2016
Joe Goacher	June 30, 2016
Clay Caldwell	June 30, 2017
Dionne Liggett	June 30, 2017
Tom Donnelly, Larimer County Commissioner	June 30, 2018
Doug Rutledge	June 30, 2018

Section 2. That City staff shall call an initial organizational meeting of the DDA Board and the City Clerk shall post notice of such meeting in the same manner as other City meetings.

Section 3. That this Resolution shall be effective as of the date and time of its adoption.

ADOPTED this 5th day of May, 2015.



Cecil A. Gutierrez

 Cecil A. Gutierrez, Mayor

ATTEST:

Jessie D. Andrews

 City Clerk

APPROVED AS TO FORM:

J. Yost Schmitt

 Deputy City Attorney

**BYLAWS OF
THE LOVELAND DOWNTOWN DEVELOPMENT AUTHORITY,**

(date of approval by the Board)

**ARTICLE 1
GENERAL**

Section 1.1 Establishment. On December 2, 2014, the City Council of the City of Loveland, Colorado ("City Council"), passed on second reading Ordinance No. 5906 which determined to establish a downtown development authority pursuant to Title 31, Article 25, Part 8, Colorado Revised Statutes ("CRS"), and to submit the question of such establishment to a vote of the qualified electors within the central business district and downtown Loveland. In accordance with CRS §31-25-804 and Ordinance No. 5906, the question of establishing a downtown development authority was submitted to and approved by a majority of qualified electors within said areas at a special election held on February 10, 2015. On April 7, 2015, City Council passed on second reading Ordinance No. 5927 establishing the "Loveland Downtown Development Authority" ("Authority").

Section 1.2 Purpose. The purpose of the Authority is to aid in the development and redevelopment of property within the boundaries of the Authority to the extent permitted by law.

Section 1.3 Powers. The Authority shall have all powers enumerated in as amended, and all additional and supplemental powers necessary or convenient to carry out and effectuate the purposes and provisions of CRS §31-25-805

**ARTICLE 2
MEMBERSHIP**

Section 2.1 General. The Authority shall consist of a Board of Directors (the "Board"), the members of which shall be appointed by the City Council in accordance with CRS §31-25-805, as amended, and each Board member so appointed shall be qualified as required by such statute. At no time shall there be more than eleven or less than five Board members. In the event any Board member fails to meet the statutory qualifications for Board members during the term of his/her appointment, his/her position on the Board shall be deemed vacated and the City Council shall appoint a new Board member for the remainder of such Board member's term.

Section 2.2 Board Members. The number and terms of members of the Board shall be determined by resolution of the City Council in accordance with CRS §31-25-805 and §31-25-806, as amended.

Section 2.3 Terms. The initial Board members were appointed for staggered terms as follows (in addition to the statutorily-required City Council member):

:

Two Board members for terms expiring June 30, 2016:

- Sharon Cook
- Joe Goacher

Two Board members for terms expiring June 30, 2017:

- Clay Caldwell
- Dionne Liggett

Two Board members for terms expiring June 30, 2018:

- Tom Donnelly, Larimer County Commissioner
- Doug Rutledge

All appointments to the Board thereafter shall be for a term of four years, with the exception of the Board member representing the City Council, which Board member shall serve at the pleasure of the City Council.

Section 2.4 Compensation. All Board members, including the Chairperson, shall serve without compensation but may be reimbursed for actual and necessary expenses incurred on behalf of the Authority.

Section 2.5 Vacancies In the event of one or more vacancies on the Board or the expiration of any one or more Board members' terms, the Board may at a regular or special meeting of the Board, nominate replacement Board members for consideration by the City Council. In the event a Board member's term has expired, the Board may nominate such Board member for an additional term or may nominate a replacement. The City Council is not obligated to appoint Board members as nominated by the Board and may appoint Board members of their own selection. However, should the City Council fail to extend the term of or replace any existing Board member, such Board member shall continue to serve as a Board member until a qualified successor has been appointed.

ARTICLE 3 OFFICERS AND COMMITTEES

Section 3.1 Election. Officers of the Board, including a Chairperson, Vice Chairperson, Treasurer and Secretary, shall be elected by the Board from its current members in May of every other year for two-year terms commencing in the following month of June. A Chairperson may not serve two consecutive terms.

Section 3.2 Chairperson. The Chairperson shall preside at all meetings of the Board except as otherwise authorized by the Board. Except as provided in Section 5.1, the Chairperson shall sign all contracts, deeds and other instruments made by the Authority. At each meeting the Chairperson shall submit such recommendations and information, as he/she may consider proper concerning the business affairs and policies of the Authority. The Chairperson shall have full power to vote on any issue except as otherwise provided herein.

Section 3.3 Vice Chairperson. The Vice Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson. In case of the resignation or death of the Chairperson, the Vice Chairperson shall perform such duties as are imposed on the Chairperson until such time as the Board elects a new Chairperson. The Vice Chairperson shall be elected from the Board members in the same manner and at the same time as the Chairperson.

Section 3.4 Treasurer. The Treasurer shall keep, or cause to be kept, the financial records of the Authority and shall approve all vouchers for the authorized expenditure of funds of the Authority, provided that the Board, by majority vote of its members voting thereon, may delegate such responsibility to the Executive Director of the Authority. The Board may require a bond from the Treasurer or waive such requirement.

Section 3.5 Secretary. The Secretary shall maintain, or cause to be maintained, custody of the official Seal of the Authority and of all records, documents or other papers of the Authority not required to be maintained by the Treasurer. The Secretary shall attend all meetings of the Board and keep a record of all its proceedings, file minutes of all regular or special meetings with the Clerk of the City of Loveland and shall perform such other duties as may be delegated by the Board. The Secretary shall have the power to affix the Authority's Seal to and attest all contracts and instruments to be executed on behalf of the Authority.

Section 3.6 Election of the Treasurer and Secretary; Assistants. The Treasurer and Secretary shall be elected from the Board members in the same manner and at the same time as the Chairperson. One Board member may serve as both Secretary and Treasurer. The Board shall have the authority to authorize additional offices for Assistant Treasurer and Assistant Secretary, which officers shall perform such functions as authorized by the Board. Salaries for such positions shall be set by the Board.

Section 3.7 Executive Director. The Board may hire an Executive Director as an employee of the Authority pursuant to CRS §31-25-815(1)(a), as amended, or may contract for such services as the Board deems necessary to effectively operate the Authority. Under either circumstance, such person or company shall serve at the pleasure of the Board and perform those functions as the Board directs.

Section 3.8 Additional Duties. All officers of the Authority shall perform additional duties as directed by the Board.

Section 3.9 Committees. The Board may establish committees to investigate and report to the Board or to perform such other duties as the Board may direct. Any such committees shall consist of a committee chairperson and any other Board members appointed by a majority of the Board.

ARTICLE 4
MEETINGS

Section 4.1 Regular Meetings. Regular business meeting dates shall be determined by the Board by motion. Regular meetings may be recessed and continued to any other date.

Section 4.2 Absence. In the event of an unexcused absence of a Board member for three consecutive regular meetings, a letter may be written by the Executive Director, at the direction of the Board, to the City Council requesting removal of that Board member pursuant to these Bylaws.

Section 4.3 Special Meetings. Special meetings of the Board may be called by the Chairperson or by three Board members at a convenient time and place in Loveland, provided that not less than a quorum of all Board members are in attendance and that written notice stating the time and location of such meeting was given to each Board member at least two days in advance of such meeting. Consent to such special meeting or attendance at such meeting by a Board member shall be deemed a waiver of this notice requirement for such Board member.

Section 4.4 Open Meetings. All meetings and records of the Board or any committee thereof shall be open to the public except for those matters dealing with land acquisition or sales, personnel matters or legal matters.

Section 4.5 Quorum. The quorum necessary to conduct all regular business of the Authority shall be a majority of all current Board members.

Section 4.6 Voting. All regular business matters shall be decided by majority of the Board members present and voting unless otherwise provided for in these Bylaws.

Section 4.7 Rules of Order. All meetings of the Board shall be conducted in accordance with the most recent edition of "Roberts' Rules of Order", revised, except as otherwise provided by these Bylaws and CRS §31-25-801, et seq., as amended.

ARTICLE 5
CONTRACTS: FINANCE

Section 5.1 Contracts. The Board may authorize by resolution the Chairperson or Executive Director to enter into any contract or execute any instrument in the name of and on behalf of the Authority, and such authority may be general or confined to specific instances.

Section 5.2 Annual Budget. Each year the Board shall consider and approve a budget based upon recommendations submitted by the Executive Director.

Section 5.3 Finance. All funds of the Authority will be deposited and disbursed in accordance with the applicable statutes of the State of Colorado and in accordance with actions of the Board.

Section 5.4 Property. The Authority may hold property in its name as directed by resolution of the Board and as permitted by CRS §31-25-801 et seq., as amended.

ARTICLE 6 AMENDMENTS

Section 6.1 Amendments. The Bylaws of the Authority may be amended by a two-thirds vote of the Board members present at any regular or special meeting of the Board for which at least two days' advance written notice thereof has been given to all Board members. All amendments to these Bylaws shall be filed in the office of the City Clerk of the City of Loveland.

ARTICLE 7 INDEMNIFICATION

Section 7.1 Indemnification. Any of the Authority's officers, Board members and employees may be indemnified or reimbursed by the Authority for reasonable expenses (including but not limited to attorneys' fees, judgments and payments of settlement) actually incurred in connection with any action, suit or proceeding, civil or criminal, actual or threatened, to which he or they may be made a party by reason of being or having been, or by reason of any actual or alleged acts performed or omitted to be performed in connection with being or having been a Board member, officer or employee of the Authority; provided, however, that no person shall be so indemnified or reimbursed in relation to any matter in such action, suit or proceeding as to which he/she shall finally be adjudged to have been guilty of or liable for gross negligence or willful misconduct or criminal acts in the performance of his duties to the Authority; provided further that no person shall be so indemnified or reimbursed in relation to any matters in such action, suit or proceeding which has been made the subject of a compromise settlement except with the approval of a court of competent jurisdiction or the Board of the Authority acting by vote of the Board members not parties to the same or substantially the same action, suit or proceeding constituting a majority of the whole number of the Board members. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which such person, his heirs, executors or administrators may be entitled as a matter of law.

Section 7.2 Insurance. The Authority may, upon the affirmative vote of the majority of its Board members, purchase insurance for the purpose of indemnifying its Board members, officers and employees to the extent that such indemnification is allowed in Section 7.1.

ARTICLE 8
APPROVAL OF BYLAWS

Section 8.1 Approval. These Bylaws, upon approval by the Board, shall be filed in the office of the City Clerk of the City of Loveland.