

**HEBER CITY COMMUNITY REINVESTMENT AGENCY**

**RESOLUTION NO. 2021-04**

**A RESOLUTION ADOPTING BYLAWS, DESIGNATING A LOCATION FOR AGENCY MEETINGS, AND AUTHORIZING ELECTRONIC AGENCY MEETINGS.**

**WHEREAS** the Heber City Community Reinvestment Agency (the “**Agency**”) has been created to transact the business and exercise all of the powers provided for by the Utah Community Reinvestment Agency Act, as amended (the “**Act**,” Utah Code Annotated, Title 17C); and

**WHEREAS** the Agency finds it necessary and desirable to adopt bylaws to be followed in the transaction of business and exercise of the powers of the Agency, and to establish the location of the Agency office, and to designate such office as the site for all Agency meetings; and

**WHEREAS** the Agency finds it necessary and desirable to appoint Agency officers and directors to exercise the powers and to transact the business of the Agency in their official capacities as described and provided for in the Agency Bylaws, and shall serve for the designated term of their respective offices, or until such time as the Agency Board, pursuant to the provisions of the Bylaws, shall call for an election or appointment at an Agency meeting; and

**NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BOARD OF THE HEBER CITY COMMUNITY REINVESTMENT AGENCY AS FOLLOWS:**

1. The bylaws attached as **Exhibit A** are adopted as the Agency Bylaws.
2. The Agency Offices are located at the offices of Heber City, Utah.
3. Any meeting of the Agency may be held electronically under Utah Code Ann. § 52-4-207. The principal anchor location, as defined by Utah Code Ann. § 52-4-207, of all electronic meetings is the Agency Offices unless otherwise specified in the notice of each meeting.

This resolution takes effect upon adoption.

**APPROVED AND ADOPTED** this 6<sup>th</sup> day of April, 2021.

PASSED, APPROVED and ORDERED TO BE PUBLISHED BY THE HEBER CITY COUNCIL this 6<sup>th</sup> day of April 2021.

	AYE	NAY	ABSENT	ABSTAIN
Heidi Franco	<u>X</u>	_____	_____	_____
Wayne Hardman	<u>X</u>	_____	_____	_____
Mike Johnston	<u>X</u>	_____	_____	_____
Rachel Kahler	<u>X</u>	_____	_____	_____
Ryan Stack	<u>X</u>	_____	_____	_____



APPROVED:

Kelleen L. Potter  
Mayor Kelleen L. Potter

Attest:

Trina W Cooke  
Trina Cooke, Secretary

**Exhibit A**

**BYLAWS  
OF THE  
HEBER CITY COMMUNITY  
REINVESTMENT AGENCY**

ADOPTED ON THE 6<sup>th</sup> DAY OF April, 2021

**Adopted by the Governing Board of the Heber City 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 “HEBER CITY COMMUNITY REINVESTMENT AGENCY” (the “**Agency**”). The Agency is a Community Reinvestment Agency created, existing, and operating under Title 17C of the Utah Code, as amended (the “**Act**”).

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

The City Council (the “**Council**”) of Heber City (the “**City**”) constitutes the legislative body of the community that created the Agency. Acting in that capacity, the City Council created the Agency by Ordinance 2021-12 adopted on March 2, 2021. The governing body of the Agency shall be the Agency Board which, pursuant to the Act is comprised of the City Council of Heber City.

The Agency Board has the authority to adopt and amend governing documents for the Agency. Under that authority, the Council adopted these initial Bylaws for the Agency on April 6, 2021.

### ***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 “Heber City 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 Heber City Offices, 75 N. Main Street, Heber City, UT, 84032, 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 Chair, Vice-Chair, Secretary, Treasurer, and Executive Director. 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.

#### ***1. The Chair.***

The Agency Chair shall be the Mayor of Heber City and shall preside at all Agency meetings, unless absent or incapacitated. Except as otherwise specifically provided by resolution of the Board or in the Agency Policies and Procedures, the Chair 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 approved by the Agency Board.

**2.     *The Vice-Chair.***

The Vice-Chair shall be the Mayor *Pro Tem* of the City and shall serve as the acting Chair in the absence or incapacity of the Chair.

**3.     *The Secretary.***

The Secretary of the Agency shall be the City Recorder of Heber City. The Secretary 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.

**4.     *The Treasurer.***

The Treasurer of the Agency shall be the Treasurer of Heber City and has the care and custody of all Agency funds and, 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 City 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. The Treasurer, under the direction of the Executive Director, shall prepare an annual budget for the Agency for consideration and approval by the Agency Board.

**5.     *The Executive Director.***

The Executive Director of the Agency shall be the City Manager of the City. The Executive Director shall under the direction of the Agency Board and Chair, have general supervisory authority over the administrative and business affairs of the Agency. 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 Agency Chair and Board. The Executive Director may direct Agency or City Staff, consultants, or legal counsel on behalf of the Agency.

***B.    Additional Duties.***

The Agency officers shall 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. Approve any indebtedness by the Agency;
4. Approve any agreement by the Agency other than agreements that the Executive Director is specifically authorized to enter into on behalf of the Agency;
5. Approve any acquisition or disposition of real property by the Agency, and
6. 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. 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 shall be consistent with that of the City.

***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 City 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 City offices, personnel, and facilities, in the manner authorized by the City and the Agency shall reimburse the City for such expenses, as may be required by the City;
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 City. 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 community reinvestment in accordance with the Act, which may include the improvement, rehabilitation, and redevelopment of blighted areas, in accordance with the Act;
2. Disseminate information regarding community reinvestment and projects proposed and undertaken by the Agency in accordance with the Act.
3. 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 City Council such appropriated money as the City 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 City Council may provide by resolution at the time of making the loan, including interest on the indebtedness, as determined by the City 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 City to the Agency will be grants and not loans.

Similarly, the Agency may appropriate money in favor of the City 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 City 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 City 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 City 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 City Council. The Chair votes as a voting member of the Board on each matter for which there is a tie vote of the other Board members.

***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 City 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 the Council Ordinance creating the Agency.

### ***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.***

After Adoption, these Bylaws may be amended only by resolution of the Board at a regular or a special meeting.

*[SIGNATURE PAGE TO BYLAWS]*

**ADOPTED** as of the \_\_\_\_\_ day of \_\_\_\_\_, 2021, by resolution of the Agency Board.

\_\_\_\_\_  
Kelleen Potter, *Chair*

Attest:

\_\_\_\_\_  
Trina Cooke, City Secretary

APPROVED AS TO FORM AND SUBSTANCE FOR LEGAL COMPLIANCE as of this \_\_\_\_\_ day of \_\_\_\_\_, 2021.

\_\_\_\_\_  
Legal Counsel to the Agency