

**RESOLUTION NO. 103
OF THE BOARD OF COMMISSIONERS OF THE FORT COLLINS URBAN
RENEWAL AUTHORITY ADOPTING AMENDED AND RESTATED BYLAWS**

WHEREAS, the Fort Collins Urban Renewal Authority (the "Authority") was established in 1982 under and in accordance with the Colorado Urban Renewal Law, Colorado Revised Statutes ("C.R.S.") § 31-25-101, et seq. (the "Urban Renewal Law"); and

WHEREAS, the Authority is authorized in C.R.S. § 31-25-101(1)(a) of the Urban Renewal Law to make and adopt bylaws, orders, rules and regulations in furtherance of its powers and activities; and

WHEREAS, in the exercise of this authority, on August 15, 2006, the Board of Commissioners of the Authority (the "Board") adopted Resolution No. 006, which adopted bylaws for the Board (the "2006 Bylaws"), in order to allow for the efficient and orderly operations and conduct of the Authority and to effectuate the purposes of the Urban Renewal Law; and

WHEREAS, on October 23, 2012, the Board adopted Resolution No. 042 amending and replacing the 2006 Bylaws with a new set of bylaws (the "2012 Bylaws"); and

WHEREAS, on July 9, 2018, the Board adopted Resolution No. 086 amending and replacing the 2012 Bylaws with a new set of bylaws (the "2018 Bylaws"); and

WHEREAS, Authority staff is recommending several amendments to the 2018 Bylaws to take into account updates to Urban Renewal Law, conflict of interest requirements and to make other clarifying changes; and

WHEREAS, pursuant to Article V of the 2018 Bylaws, the 2018 Bylaws may be amended by an affirmative vote of a majority of the Board; and

WHEREAS, attached as Exhibit "A" and incorporated by reference are the bylaws staff is recommending be adopted by the Board (the "2019 Bylaws") as an amendment and restatement of the 2018 Bylaws; and

WHEREAS, the Board finds and determines that amending and restating the 2018 Bylaws by the adoption of the 2019 Bylaws is in the best interest of the Authority and necessary for the Board's proper and efficient administration of the Authority's operations, urban renewal plans and proceedings.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE FORT COLLINS URBAN RENEWAL AUTHORITY:

Section 1. The foregoing Recitals are incorporated herein by this reference.

Section 2. The Authority hereby adopts the 2019 Bylaws attached hereto as Exhibit "A".

Section 3. This Resolution and the 2019 Bylaws shall be effective upon approval of the Authority.

Passed and adopted at a regular meeting of the Board of Commissioners of the City of Fort Collins Urban Renewal Authority this 7th day of November, A.D. 2019.


Chair

ATTEST:


Secretary



**BYLAWS
OF THE BOARD OF COMMISSIONERS OF THE
FORT COLLINS URBAN RENEWAL AUTHORITY**

ARTICLE I. - THE AUTHORITY

Section 1. Name of Authority. The name of this urban renewal authority shall be the "Fort Collins Urban Renewal Authority" as established in 1982 by the City of Fort Collins City Council in Resolution 82-10. The Fort Collins Urban Renewal Authority shall be referred to in these Bylaws as the "Authority" or "URA."

Section 2. Office of the Authority. The office of the Authority shall be located at 300 LaPorte Avenue, Fort Collins, Colorado, or at such other place in the City of Fort Collins, Colorado as the Board of Commissioners of the Authority may direct.

Section 3. Authority to Enact Bylaws. The Authority is authorized pursuant to C.R.S. § 31-25-105(1)(a) to make and adopt bylaws, orders, rules and regulations in furtherance of its powers and authority under the Colorado Urban Renewal Law, C.R.S. §§ 31-25-101, et seq. (the "Urban Renewal Law").

ARTICLE II. - MEMBERSHIP AND OFFICERS

Section 1. Board of Commissioners. In accordance with C.R.S. § 31-25-115, C.R.S. § 31-25-104(2.5) and City Code Section 2-482, the Authority's Board of Commissioners is comprised of eleven (11) commissioners who are the seven (7) members of the City Council and four (4) other commissioners appointed as required by the Urban Renewal Law, which appointees are a commissioner appointed by the Larimer County Board of Commissioners, a commissioner appointed by the Poudre School District, a commissioner appointed by agreement of the special districts imposing a mill levy within the Authority's boundaries, and a commissioner appointed by the Mayor and confirmed by the City Council (the "Board"). The terms of the seven (7) commissioners who are also members of the City Council shall be coterminous with their terms on the City Council. The terms of the three (3) commissioners appointed by the Larimer County Board of Commissioners, the Poudre School District, and the special districts shall be as designated by their respective appointing parties. The term of the one (1) commissioner appointed by the Mayor shall be four (4) years. A commissioner holds office until his or her successor has been appointed.

Section 2. Officers. The officers of the Authority shall be a Chair, Vice Chair, Executive Director, and Secretary.

Section 3. Chair. The Chair of the Authority shall be the Mayor of the City of Fort Collins. The Chair shall preside at all meetings of the Board. Except as otherwise authorized by resolution of the Board, the Chair shall sign all contracts, deeds, and other instruments made by the Board.

Section 4. Vice Chair. The Vice Chair shall be a commissioner on the Board elected by a majority of the Board. The Vice Chair shall serve a term contemporaneous with the term of the office for the Mayor of the City of Fort Collins, provided that the Vice Chair shall serve until

a successor has been elected to the office of Vice Chair. Except for the first election of a Vice Chair under these Bylaws, which shall occur no later than the Authority's first meeting after these Bylaws are approved by the Board, the Board shall elect a Vice Chair at its first meeting after a newly elected Mayor has taken his or her oath of office. The Vice Chair shall perform the duties of the Chair in the temporary absence or disability of the Chair.

Section 5. Temporary Chair; Vacancies. In the temporary absence of both the Chair and Vice Chair, the Board may appoint a temporary chair to preside at any meeting of the Board. In the event of the Mayor's resignation, death or disqualification from office, the Vice Chair shall perform the Chair's duties until such time as a new Mayor is elected and sworn into office. In the event of the Vice Chair's resignation, death or disqualification from office, the Board shall elect a new Vice Chair who shall perform the Vice Chair's duties only to the end of the prior Vice Chair's term. In the event of the resignation, death or disqualification from office for any of the seven (7) members of the City Council who serves on the Board, the position shall remain open until a new member of City Council is appointed or elected and which member shall serve only to the end of the prior member's term. In the event of the resignation, death or disqualification from office for one of the three (3) commissioners appointed by the Larimer County Board of Commissioners, the Poudre School District, and the special districts, the position shall remain open until a new appointment is made and the term shall be as designated by the respective appointing party. In the event of the resignation, death or disqualification from office of the one (1) commissioner appointed by the Mayor, the position shall remain open until a new appointment is made by the Mayor and confirmed by the City Council and which member shall serve only to the end of the prior member's term.

Section 6. Executive Director. The Fort Collins City Manager, or his or her designee, shall serve as the Executive Director of the Authority.

Section 7. Secretary. The Fort Collins City Clerk shall serve as the Secretary of the Authority. The Secretary shall keep the records of the Authority; record all votes at formal meetings of the Board; keep a record of the proceedings of the Authority in a journal of proceedings to be kept for such purpose; and keep the seal of the Authority and have power to affix such seal to all contracts and documents authorized to be executed by the Authority. In the City Clerk's temporary absence or disability, the Fort Collins Chief Deputy City Clerk or the City Clerk's designee shall perform all the duties of the Secretary.

Section 8. Additional Personnel. The Executive Director may from time to time employ such personnel as he or she deems necessary to exercise the powers, duties and functions of the Authority as prescribed by the Urban Renewal Law, and all other laws of the State of Colorado and the City of Fort Collins.

Section 9. The Attorney of the Authority. Pursuant to C.R.S. § 31-25-104(2)(c), the Authority may employ an attorney to provide outside legal counsel for the Authority, or it may call upon the municipal counsel of the City of Fort Collins for such legal services as the Authority may require. The commissioners can authorize the attorney to represent the Authority in legal actions taken by or against the Authority.

Section 10. Additional Duties. The officers of the Authority shall perform such other duties and functions as may from time to time be required by the Board.

ARTICLE III. - CONDUCT OF BOARD BUSINESS

Section 1. Regular Meetings. Regular meetings of the Authority will be held at Fort Collins City Hall on the fourth Thursday of each month at 3:00 p.m., and at such other time and place as may from time to time be determined by the Chair, except as otherwise directed by a majority of the members of the Board. Formal meetings of the Board shall be those meetings where formal action may occur. No formal action shall be taken at work sessions of the Board. Meetings and work sessions may be held at such time and place as may from time to time be determined by the Chair, except as otherwise directed by a majority of the members of the Board. Full and timely notice of all formal Board meetings and work sessions, and of all committee meetings, shall be given in accordance with Colorado's Open Meetings Law, C.R.S. §§ 24-6-401, et seq. (the "Open Meetings Law").

Section 2. Special Meetings. The Chair or a majority of the commissioners may call special meetings on at least twenty-four (24) hours written notice to each of the commissioners personally served, left at his or her usual place of residence, or sent by e-mail to the commissioner's e-mail address; provided, however, that a special meeting may be held on shorter notice if all commissioners are present or have waived notice thereof in writing. At such special meeting no business shall be considered other than as designated in the call, but if all of the commissioners are present at a special meeting, any business which may lawfully come before a regular meeting may be transacted at that special meeting. Full and timely notice of all special meetings shall be given in accordance with the Open Meetings Law.

Section 3. Committees. The Board may by resolution, from time to time, create either standing or ad hoc committees as deemed appropriate for special study or review and appoint all standing or ad hoc committee members. Each committee shall, at its first meeting, elect its own chair. Upon completion of the duties of any ad hoc committee, the committee shall be deemed to be automatically disbanded. The Board may by resolution also disband any standing or ad hoc committees.

Section 4. Executive Sessions. Executive sessions of the Board or its committees may be called during any formal meeting of the Board or of the committee as permitted by the Open Meetings Law.

Section 5. Quorum. A majority of the Board shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes. When a quorum is in attendance, action can be taken by the Board upon the affirmative vote of a majority of the quorum present unless a different requirement for voting is specified by applicable law or these Bylaws.

Section 6. Board Meetings. Meetings of the Board shall be conducted in accordance with such meeting schedules, procedures and rules of order as the Board may adopt, in its discretion. The Chair, Vice Chair and Executive Director shall meet and confer to establish the agenda for meetings of the Board.

Section 7. Manner of Voting. The voting on all resolutions shall be by roll call vote, and the voting on all other matters shall be by voice vote unless a roll call vote is required by a commissioner or required by law. The yes votes, no votes and abstentions shall be entered in the minutes of each meeting. Every member of the Board, when present, must vote unless excused from voting on matters involving the consideration of his or her own official conduct or when his or her personal or financial interest is involved.

Section 8. Keeping of Minutes. Minutes shall be kept of all formal meetings of the Board and all meetings of committees of the Board at which the adoption of any proposed policy, position, resolution, rule, regulation or formal action occurs or could occur. Minutes need not be kept of work sessions of the Board.

Section 9. Removal. The presiding officer shall have the power to cause persons to be removed from a Board meeting or a committee meeting, in order to maintain order and public safety during the meeting.

ARTICLE IV. - CONFLICTS OF INTEREST

The Board and its commissioners shall be governed by the rules of ethical conduct in the Urban Renewal Law, other applicable state law and the City Charter and Code as provided in City Code Section 2-484, except that Section 2-484 exempts the county, school district and special district appointed commissioners from the rules of ethical conduct in the City Charter and Code.

ARTICLE V. - POWERS

Section 1. General Powers. The Authority shall have all of the general powers of such an Authority granted to it under the Urban Renewal Law, to be exercised consistent with applicable requirements of these Bylaws.

Section 2. Expenditures of Monies. The Authority may expend monies for the acquisition of real estate, or interests therein, and utilize the laws of eminent domain for such acquisition purposes; provided however, such acquisition of real estate shall be for the purpose of effecting a redevelopment project or urban renewal project specifically approved by the commissioners.

Section 3. Contracts. Contracts of the Authority with persons, firms, agencies, companies, the United States, and other public entities shall be authorized by motion duly recorded upon the minutes of the Authority meeting or by written resolution, and a copy of any such resolutions and contracts shall be kept with the journal for the proceedings of the Authority.

Section 4. Checks. Two signatures shall be required on all Authority checks or drafts for payments of monies of the Authority from amongst the following officials: Chair, Vice Chair, or Secretary.

Section 5. Policies. Unless a separate policy or regulatory document is approved by the Authority, processes and policies around open records requests, records retention or any

other matters shall refer to and utilize the policy document in use by the City of Fort Collins for such matters.

ARTICLE VI. - AMENDMENTS

These Bylaws may be amended from time to time by an affirmative vote of two-thirds of the eleven (11) commissioners at any formal meeting of the Board.

APPROVED AND ADOPTED BY THE BOARD AT ITS _____ MEETING:

Wade Troxell, Chair

ATTEST:

APPROVED AS TO FORM:

By: _____
Secretary

By: _____
URA Attorney