

PUBLIC NOTICE

Notice is Hereby Given that the Board of the Redevelopment Agency (RDA) of Tooele City, Utah, will meet in a Business Meeting on Wednesday, March 2, 2022, at 7:00 p.m. The meeting will be held at the Tooele City Hall Council Chambers, Located at 90 North Main Street, Tooele, Utah.

We encourage you to join the meeting electronically by logging on to the Tooele City Facebook page at <https://www.facebook.com/tooelecity>.

1. **Open RDA Meeting**
2. **Roll Call**
3. **Resolution 2022-01** A Resolution of the Redevelopment Agency of Tooele City, Utah Amending the RDA By-Laws
Presented by Maresa Manzione, RDA Chair Person
4. **Adjourn**

Michelle Y. Pitt, RDA Secretary

Pursuant to the Americans with Disabilities Act, Individuals Needing Special Accommodations Should Notify Michelle Y. Pitt, Tooele City Recorder, at 435-843-2111 or michellep@tooelecity.org, Prior to the Meeting.

RDA RESOLUTION 2022-01

A RESOLUTION OF THE REDEVELOPMENT AGENCY OF TOOELE CITY, UTAH AMENDING THE RDA BY-LAWS.

WHEREAS, on May 8, 1985 the Board of Commissioners (Board) of the Redevelopment Agency of Tooele City, Utah (RDA) approved RDA Resolution 85-01, adopting by-laws for governance and administration of the RDA; and

WHEREAS, on April 21, 2004, the Board approved RDA Resolution 2004-03, amending the RDA by-laws; and,

WHEREAS, the Board finds it desirable to amend and update the RDA by-laws to conform to updated State law provisions, including UCA Title 17C, and current administrative practice; and,

WHEREAS, the proposed amendments to the RDA by-laws are attached hereto and incorporated herein as Exhibit A:

NOW THEREFORE, BE IT RESOLVED BY THE REDEVELOPMENT AGENCY OF TOOELE CITY, UTAH, that the by-laws attached hereto as Exhibit A are hereby adopted as the by-laws of the Redevelopment Agency of Tooele City, Utah.

This Resolution is necessary to preserve the peace, health, safety, and general welfare of Tooele City and shall take effect upon passage.

IN WITNESS WHEREOF, this Resolution is passed by the Redevelopment Agency of Tooele City, Utah, this ____ day of _____, 2022.

TOOELE CITY RDA BOARD

(For)

(Against)

Abstaining: _____

Concurrence of RDA Executive Director:

Attest:

Michelle Y. Pitt, RDA Secretary

S E A L

Approved as to Form:

Roger Evans Baker, RDA Attorney

Exhibit A

Amended RDA By-laws

BY-LAWS OF THE TOOELE CITY REDEVELOPMENT AGENCY

ARTICLE I - THE AGENCY

SECTION 1 Name of the Agency

The name of the Agency shall be the Redevelopment Agency of Tooele City, Utah (hereinafter the "Agency").

SECTION 2 Governing Board

The governing board of the Agency shall be known as the Board of Directors of the Redevelopment Agency of Tooele City (hereinafter the "Board"). The Board shall be comprised of the members of the City Council of Tooele City, Utah (hereinafter the "City Council").

SECTION 3 Executive Director

The Executive Director ("Executive Director") of the Agency shall be the duly elected or appointed Mayor of Tooele City Corporation.

SECTION 4 Office of Agency

The office of the Agency shall be at such place in Tooele City, Utah, as the Board may from time to time designate by resolution.

SECTION 5 Executive RDA Board

The Executive RDA Board consists of the RDA Chair, Vice-Chair, and Executive Director.

ARTICLE II – GOVERNANCE AND ADMINISTRATION

SECTION 1 Governance

The governing body of the Agency shall be the Board of Directors.

SECTION 2 The Board of Directors

The powers and duties of the Board of Directors shall include, but shall not be limited to, the following policy-making functions:

1. Adopt all resolutions, policies and Bylaws of the Agency.
2. Approve annual budgets.

3. Review and comment upon all acts of Agency administration.
4. Make and enforce any additional rules, regulations, and policies for the governance of the Agency, the preservation of order at its meetings, and the transaction of business of the Agency as may be necessary.
5. Perform all other duties that may be required by the Board of Directors not inconsistent with these Bylaws or as may be required by law.

SECTION 3 Executive Director

The powers and duties of the Executive Director shall include, but are not limited to, the following executive and administrative functions:

1. Implement the resolutions of the Board of Directors.
2. Execute the policies adopted by the Board of Directors.
3. Make and enforce any administrative rules, regulations, and policies for Agency administration.
4. Utilize such City personnel as may be necessary to exercise the powers, duties, and functions of the Agency as prescribed by the laws of the State of Utah. The selection and compensation of personnel shall be determined by the Executive Director, subject to the policies and budget established by the Board of Directors.
5. Attend all meetings of the Board of Directors with the right to take part in all discussions and the responsibility to inform the Board of Directors of the condition and needs of the Agency and to make recommendations and give advice to the Board of Directors. The Executive Director shall not have the right to vote in Agency meetings.
6. Furnish the Board of Directors with reports periodically as determined by the Board of Directors, setting forth the amounts of all budget appropriations, the total disbursements to date from these appropriations, the amount of indebtedness incurred or contracted against each appropriation, and the percentage of the appropriation encumbered to date.
7. Negotiate and execute agreements or contracts within budget appropriations on behalf of the Agency.
8. Establish reporting and management structures for the Agency.
9. Perform all other duties that may be required by law.

ARTICLE III - OFFICERS AND EXECUTIVE DIRECTOR

SECTION 1 Officers

The officers of the Agency shall be a Chair and a Vice-Chair who shall be elected from the Board of Directors. The Secretary shall be appointed by the Board, and may either be a Board member, or the City Recorder of Tooele City Corporation.

SECTION 2 Chair

The Chair shall preside at all meetings of the Agency. At each such meeting, the Chair shall submit such recommendations and information as the Chair may consider proper concerning the business, affairs, and policies of the Agency.

SECTION 3 Vice Chair

The Vice Chair of the Agency shall perform the duties of the Chair in the absence or incapacity of the Chair; and in case of the resignation or death of the Chair, the Vice Chair shall perform such duties as are imposed on the Chair until such time as the Agency shall elect a new Chair.

SECTION 4 Secretary

The Secretary shall keep the records of the Agency, shall act as Secretary of the meetings of the Agency and record all votes, shall keep a record of the proceedings of the Agency in a journal of proceedings to be kept for such purpose, and shall perform all other duties incident to the office or properly required by the Board.

SECTION 5 Additional Duties

The officers of the Agency shall perform such other duties and functions as may from time to time be required by the Board or the by-laws or rules and regulations of the Agency.

SECTION 6 Election

The Chair and Vice Chair shall be elected by the Board at an annual meeting by the affirmative vote of a majority of the Board from among the membership of the City Council. The Chair and Vice Chair shall hold office for a term of one (1) year, and shall serve until his or her successor has been duly elected, or until his or her earlier death, resignation or removal by a vote of a majority of the Board. The Chair and Vice Chair shall be allowed to serve successive terms.

SECTION 7 Vacancies

Should the offices of Chair and/or Vice Chair become vacant, the Board shall elect a successor under the procedures set forth in Section 6 of this Article for the election of officers at the next regular meeting, and such election shall be for the unexpired term of said office.

SECTION 8 Personnel

The Agency may from time to time employ such personnel, consultants, or legal or other professional services, as it deems necessary or appropriate to exercise its powers, duties and functions as prescribed by the laws of the State of Utah applicable thereto. The selection, compensation, promotion or termination of such personnel or consultants shall be determined by the Board, upon the recommendation of the Executive Director.

SECTION 9 Removal

Any officer, assistant, agent or employee of the Agency may be removed, with or without cause, at any time, only by majority vote of the Board.

SECTION 10 Resignations

Any officer, assistant, agent or employee of the Agency may resign at any time by giving written notification to the Chair or Secretary of the Agency. Resignations will take effect on the date of receipt of the notice, unless a later time is specified in the notice. Unless otherwise specified in the notice, acceptance of the resignation is not necessary to make it effective.

SECTION 11 Compensation

The compensation of all Board members and all officers, assistants, agents and employees of the Agency shall be fixed from time to time by the Board.

ARTICLE IV - MEETINGS

SECTION 1 Annual Meeting.

The annual meeting of the Agency shall be held commensurate with the first Regular Meeting of each calendar year for the purpose of organization, election of officers, and the transactions of other business appropriate for an annual meeting.

SECTION 2 Regular Meetings; Special Meetings.

Regular meetings of the Agency may be held as needed by official notice. Any special meetings may be called pursuant to the requirements in the Utah Open and Public Meetings Act, Utah Code 52-4-2, and its successor or replacement.

SECTION 3 Quorum.

Three members shall constitute a quorum for the purpose of conducting the Board's business and exercising its powers and for all other purposes. Action may be taken by the Agency upon a vote of a majority of Board of Directors present at a meeting at which a quorum is present,

provided that at least three affirmative votes shall be required to approve any item before the Board for Agency consideration.

SECTION 4 Resolutions and Contracts

All resolutions shall be in writing and designated by number, reference to which shall be inscribed in the minutes and an approved copy filed with the Tooele City Recorder's Office. All contracts executed by the Agency shall be filed with the Tooele City Recorder's Office.

ARTICLE V - AMENDMENTS

SECTION 1 Amendments to By-Laws

The By-Laws of the Agency shall be amended only with the approval of at least three (3) members of the Board at a regular or special meeting, but no such amendment shall be adopted unless at least seven (7) days written notice thereof has been previously given to all members of the Board. Such notice shall identify the section or sections of the By-Laws proposed to be amended.

ARTICLE VI - MISCELLANEOUS PROVISIONS

SECTION 1 Checks, Drafts, Etc.

All checks, drafts and orders for payment of money, and notes or other evidences of indebtedness issued in the name of the Agency shall be signed by such officer or officers, or agent or agents, of the Agency and in such manner as shall from time to time be determined by resolution of the Board.

SECTION 2 Loans

No loans shall be contracted on behalf of the Agency and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances. Once a loan or credit line has been approved, no further resolutions from the Board shall be required in order to obtain advances under such loan or credit line.

SECTION 3 Deposits

All funds of the Agency not otherwise employed shall be deposited from time to time to the credit of the Agency in such banks, trust companies or other depositaries as the Board may select, but only to the extent the depository is authorized by law to accept and hold Agency funds.

SECTION 4 Power to Borrow Money

To the extent allowed by applicable law, the Board shall have full power and authority to borrow money whenever in the discretion of the Board the exercise of such power is required in the general interests of the Agency, and in such case the Board may authorize the proper officers of the Agency to make, execute and deliver in the name of and on behalf of the Agency such notes, bonds and other evidences of indebtedness as the Board shall deem proper.

SECTION 5 Conflicts of Interest in Procurement.

The Board and officers of the Agency shall have no undisclosed economic interest in the process of securing contracts for the Agency. If any person who is a Board member or officer of the Agency is aware that the Agency is about to enter into any business transaction directly or indirectly with the Board member or officer, any member of his or her family, or any entity in which he or she has any legal, equitable or fiduciary interest or position, including without limitation as a trustee, officer, shareholder, partner or beneficiary, such person shall (a) immediately inform those charged with approving the transaction on behalf of the Agency of his or her interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within his or her knowledge that bear on the advisability of such transaction from the standpoint of the Agency, and (c) not be entitled to vote on the decision to enter into such transaction.

SECTION 6 Indemnification

To the maximum extent allowed by law, the Agency shall indemnify any Board member, officer, or employee of the Agency against any and all claims and liabilities to which the Board member, officer or employee may become subject by reason of serving or having served as a Board member, officer or employee of the Agency, or by reason of any action alleged to have been taken, omitted or neglected as such Board member, officer or employee, and the Agency shall reimburse such person for all attorneys' fees and other expenses incurred in connection with any such claim or liability, except that no such person shall be indemnified against or reimbursed for any expenses incurred in connection with any claim or liability arising out of his or her own fraud, malicious or willful misconduct or when injury or damage resulted from the illegal use of alcohol or a controlled substance.

SECTION 7 Advances of Costs and Expenses

The Agency may pay costs and expenses incurred by a Board member, officer or employee in defending a civil or criminal action, suit or proceeding, in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the person that he or she shall repay the amount advanced if it is ultimately determined that he or she is not entitled to be indemnified by the Agency as authorized by these Bylaws.

SECTION 8 Insurance

The Board may, at its discretion, purchase and maintain insurance on behalf of the Board

members, officers and employees, and former Board members, officers and employees, against any liability or settlement based upon asserted liability incurred by them by reason of being or having been Board members, officers or employees of the Agency, whether or not the Agency would have the power to indemnify them against such liability or settlement under the provisions of applicable law.

SECTION 9 Resolution of Discrepancies

Any discrepancies or conflicts between the provisions of the Utah Limited Purpose Local Government Entities – Community Reinvestment Agency Act, Utah Code Ann. Title 17C, and these Bylaws shall be resolved by giving priority first to the Act, and second to these Bylaws.

SECRETARY'S CERTIFICATE

I, THE UNDERSIGNED, being the Secretary of the Redevelopment Agency of Tooele City, Utah, do hereby certify the foregoing to be the Bylaws of said Agency, as adopted by resolution of its Board, dated effective _____, 20_____.

Michelle Y. Pitt, Secretary