

CITY OF NORTHFIELD
RESOLUTION # 2011-131
AMENDING ENABLING RESOLUTION ESTABLISHING THE NORTHFIELD
ECONOMIC DEVELOPMENT AUTHORITY UNDER MINNESOTA STATUTES
SECTIONS 469.090 THROUGH 469.108

BE IT RESOLVED by the City Council (the "Council") of the City of Northfield, Minnesota (the "City"), as follows:

1. Recitals. The City is authorized pursuant to Minnesota Statutes, Sections 469.090 through 469.108 (the "Economic Development Authority Act"), to establish an economic development authority for the City, and the Council desires to do so in order to promote the economic, commercial, housing, and industrial development and redevelopment of the City and in order to consolidate the activities heretofore undertaken by the City in those areas. The City has caused notice of a public hearing on the establishment by the City of an economic development authority to be published in a newspaper of general circulation in the City once each week for two consecutive weeks, and pursuant to such notice, a public hearing on said question has been held by the Council on the date hereof, at which hearing all persons desiring to present their oral or written comments on this proposal were given an opportunity to do so.

2. Establishment of Economic Development Authority. Pursuant to the Economic Development Authority Act, the Council hereby establishes an economic development authority for the City, to be known as the Northfield Economic Development Authority (the "EDA"). The EDA shall be governed by a board of commissioners, appointed by the Mayor with approval by the City Council. The EDA Board shall consist of the seven members, two of which shall be members of the Council, and the term of each such commissioner of the EDA who is a member of the City Council shall coincide with that commissioner's membership on the City Council.

3. Powers. The EDA shall have all powers given to an economic development authority pursuant to the Economic Development Authority Act, as the same may be amended or supplemented provided that the EDA shall have the following limitations:

- a. All official actions of the EDA must be consistent with the adopted Comprehensive Plan of the City and any official controls implementing such plan.
- b. The EDA shall submit its administrative structure and management practices to the Council for approval, and conduct its affairs in a manner consistent with the EDA Enabling Resolution.
- c. The EDA shall meet jointly with the City Council at least twice each year in meetings devoted to the discussion of economic development.
- d. The EDA shall annually submit to the City Council before August 30 of each year, a detailed work plan and budget, with a written estimate of the amount of money that the authority expects to need from the city to do authority business during the next fiscal year. The needed amount is what is needed in excess of any expected receipts from other sources. (§469.100 Subd 2)

- e. Annually, at a time and in a form fixed by the City Council, the authority shall make a written report to the Council giving a detailed account of its activities and of its receipts and expenditures during the preceding calendar year, together with additional matters and recommendations it deems advisable for the economic development of the City. (§469.100 Subd 4)
- f. The authority shall submit all planned activities for influencing the action of any other governmental agency to the City Council for approval. (§469.092 Subd. 1 (6)
- g. The sale of all bonds issued by the EDA must be approved by the Council before issuance.
- h. The ability of the EDA to participate as a limited partner in a development project must have prior approval of the Council.
- i. At the request of the Council, the EDA may manage the City's tax increment districts in an advisory capacity to the City Council in accordance with the following conditions:
 - City Council approval will be required for all tax increment agreements.
 - City Council approval will be required when amending or establishing a tax increment district.All contracts and financial agreements relating to tax increment districts shall be reported to the City Council at least 15 days before final signing.
The EDA will submit to the City Council an annual report on or before the first meeting in July listing all financial transactions relating to tax increment districts.
- j. Except when previously pledged by the authority, the City Council may by resolution require the authority to transfer any portion of the reserves generated by activities of the authority that the City Council determines is not necessary for successful operation of the authority to the debt service fund of the city, to be used solely to reduce tax levies for bonded indebtedness of the city. (§469.092 Subd. 1 (2)
- k. Without limiting the right of the authority to petition the city council at any time, each year, within 60 days of the anniversary date [September 17, 1990] of the first adoption of the enabling resolution the authority shall submit to the city council a report stating whether and how the enabling resolution should be modified. Within 30 days of receipt of the recommendation, the city council shall review the enabling resolution consider the recommendations of the authority, and make any modification it considers appropriate. Modifications must be made in accordance with the procedural requirements of section 469.093. (§469.092 Subd 3)
- l. The Council may refer issues, projects and topics of consideration to the authority for its immediate attention with the request that it be reviewed and a recommendation and supportive documentation returned to the Council within 45 days.

4. MISSION, GOAL AND OBJECTIVES OF THE EDA

- A. MISSION STATEMENT: Operating under the authority of the City Council, the EDA shall be the chief economic development agency for the City.

- B. GOAL: The EDA shall work to improve the economy of Northfield through initiatives that increase employment, broaden the tax base, attract new enterprises and resources to the community and strengthen our appeal as a place to do business in accordance with the goals and principles set forth in the city's Comprehensive Plan and Comprehensive Economic Development Plan.

C. GENERAL OBJECTIVES

LEADERSHIP: Under the direction of the City Council, the EDA shall work collaboratively with business stakeholders, partner organizations and community leaders to develop a clear economic development plan for the Council's approval and to achieve the goals outlined in that Plan.

REGIONAL STRATEGY: The EDA shall develop and implement a strategy for strengthening Northfield's economic position in the region that is based on the community's strengths and resources, and makes use of regional (cities, townships and counties), state and national networks and resources relating to economic development.

RETENTION: The EDA shall develop programs that help existing businesses to remain in Northfield and to thrive here, and shall partner with them to achieve goals that are consistent with the City's Comprehensive Plan.

OUTREACH: The EDA shall develop programs and incentives to attract new business initiatives, resources and employment opportunities that are consistent with the City's Economic Development Plan and shall pursue projects that enhance our competitiveness and appeal as a place to live and do business.

REDEVELOPMENT: The EDA shall encourage and support commercial infill and redevelopment city-wide, with emphasis on the downtown.

FINANCING: The EDA shall work to become self-supporting.

IMPACT: The EDA shall take into account the environmental effect and the housing, schooling and infrastructure needs of commercial and industrial development.

5. BY-LAWS OF THE ECONOMIC DEVELOPMENT AUTHORITY

ARTICLE I - THE AUTHORITY

Section 1. Name of Authority. The name of the Authority shall be the "Northfield Economic Development Authority" (which may sometimes be referred to as the "EDA" or the "Authority"), and its governing body shall be called the Board of Commissioners (the "Board"). The Board shall be the body responsible for the general governance of the Authority and shall conduct its official business at meetings thereof.

Section 2. Membership. The Board shall consist of seven commissioners; five appointed by the Mayor with the approval of the Council, with six-year terms of office, and two commissioners who are members of the Northfield City Council appointed by the Mayor with the approval of the Council. At least six of the seven of the EDA's members shall be residents of the City of Northfield or non-residents of the City who own property or are employed within the City limits, and one member may be a resident of the Northfield

School District (659) who neither owns a residence nor is employed in the City of Northfield.

Section 3. Term Limits For Non-Council Members on the EDA. Term lengths for the EDA are established in State Statutes, Chapter 469.095, Subd. 2(c). An EDA member is allowed to serve one full six-year term, plus a partial term if they were appointed to fill a vacated term. A member must then be off of the EDA one year before that person can be reappointed to the EDA.

Section 4. Term Limits for Council Membership on the EDA. A Council member's term on the EDA shall conclude with the end of their term on the Council regardless of whether they were appointed or elected to a partial or full term on the Council. A Council member who is re-elected to the Council may be re-appointed to the EDA by the Mayor with the approval of the Council.

Section 5. Filling Vacant Terms. EDA members are appointed by the Mayor and approved by the City Council.

Section 6. Office of Authority. The offices of the Authority shall be at the Northfield City Hall, or at such other location approved by Resolution of the Northfield City Council.

ARTICLE II – OFFICERS

Section 1. Officers. The officers of the Authority shall be a President, a Vice-President, a Secretary, a Treasurer, and an Assistant Treasurer. The President, the Vice-President, and the Treasurer shall be members of the Board and shall be elected annually, and no Commissioner may be both President and Vice-President simultaneously. The annual election of EDA officers shall be open to nominations from any member of the Board. Candidates to fill vacant officer positions shall be selected by a simple majority of the Board.

Section 2. President. The President shall preside at all meetings of the Board. Except as otherwise authorized by resolution of the Board, the President and the Treasurer (the Vice-President, in the Treasurer'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 City Administrator 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. The President shall serve a one-year term. The EDA President shall be the spokesperson for the Board in meetings with the Council and the general public; and responsible for ensuring EDA compliance with the EDA Enabling Resolution and adopted EDA procedures. Council members appointed to the EDA shall not serve as the President or Vice-President of the EDA.

Section 3. Vice-President. The Vice-President shall perform the duties of the President in the absence or incapacity of the President; and in case of the resignation or death of the President, the Vice-President shall perform such duties as are assigned to the President until such time as the Board shall select a new President. The Vice President shall serve a one-year term.

Section 4. Secretary. The Secretary shall ensure that minutes are kept of all meetings of the Board and all records retained of the Authority. The Secretary shall also have such additional duties and responsibilities as the Board may from time to time and by resolution prescribe. The office of Secretary need not be held by a member of the Board, and may be held by a member of the City staff or an employee of the Board.

Section 5. Treasurer. The Treasurer shall be responsible for the acts of the Assistant Treasurer. The Treasurer shall serve a one year term.

Section 6. Assistant Treasurer. The City Finance Director shall serve as the Assistant Treasurer, shall have the care and custody of all funds of the Authority and shall deposit the same in the name of the Authority in such bank or banks as the Board may select, shall keep regular books of accounts showing receipts and expenditures and shall render to the Board, at least annually (or more often when requested), an account of such transactions and also of the financial condition of the Authority.

Section 7. Council Membership on the EDA

- a. Council members who are appointed to the EDA from the City Council are responsible for communicating and explaining Council decisions to the EDA.
- b. Council members on the EDA shall also be responsible for communicating EDA activities to the Council in a timely manner.
- c. Though not required to vote in step with the majority vote of the City Council on any particular issue, Council members appointed to the EDA are to vote according to their best judgment on how to support and implement the goals, strategies and plans approved by the City Council.

Section 8. EDA Liaisons. The EDA may appoint liaisons to partner organizations, city advisory boards and commissions and other local groups to facilitate a two-way flow of information between those groups and the EDA. Liaisons shall have a communication function only and are neither decision makers nor voting members of the organizations to which they are assigned.

Section 9. Subcommittees and Working Groups: The EDA may, by vote of a majority of the Board, appoint subcommittees consisting of up to three EDA members, and working groups of community members, to work on projects relating to EDA goals. Working groups shall meet for the duration of their assigned project and be disbanded by a majority vote of the Board. Subcommittees and working groups may meet without participation of staff and vote to decide questions for the group, but the votes of subcommittees and working groups shall not be binding on the EDA.

The activities and finding of any subcommittee and working group shall be reported to the full Authority on an ongoing basis and be reflected in the Minutes of 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 or the bylaws or rules and regulations of the Authority.

Section 11. Vacancies. Should the office of President, Vice-President, Secretary, Treasurer, or Assistant Treasurer become vacant, the Board shall elect a successor at the next regular meeting, or at a special meeting called for such purpose, and such election shall be for the unexpired term of said officer.

Section 12. Additional Personnel. The Board may from time to time employ such personnel as it deems necessary to exercise its powers, duties, and functions.

ARTICLE III – MEETINGS

Section 1. Regular Meetings. The Board shall hold regular meetings according to a meeting schedule, if any, adopted or revised from time to time by the Board.

Section 2. Special Meetings. Special meetings of the Board may be called by the President or any two (2) members of the Board for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered at any time prior to the time of the proposed meeting to each member of the Board or may be mailed or emailed to the business or home address of each member of the Board at least two (2) days prior to the date of such special meeting. At such special meeting, no business shall be considered other than as designated in the call. Notice of any special meeting shall be posted and/or published as may be required by law.

Section 3. Quorum. The powers of the Authority shall be vested in the Board. Four (4) Commissioners shall constitute a quorum for the purpose of conducting the business and exercising the powers of the Authority and for all other purposes, but a smaller number may adjourn from time to time until a quorum is obtained. When a quorum is in attendance, action may be taken by the Board upon a vote at least four of the Commissioners present.

Section 4. Adoption of Resolutions. Resolutions of the Board shall be deemed adopted only if approved by at least four of the Commissioners present, unless a different requirement for adoption is prescribed by law. Resolutions may but need not be read aloud prior to vote taken thereon.

Section 5. Rules of Order. The meetings of the Board shall be governed by the most recent edition of Robert's Rules of Order which shall be reviewed annually by all members of the Board.

ARTICLE IV – REVISING THE ENABLING RESOLUTION

Section 1. Modification of Resolution. See §469.092 Subd. 2 and §469.093 Subd. 3.

Section 2. Revision of EDA Procedures. The procedures of the Authority, with exception of procedures dictated by the City Council or by State law, may be revised by resolution approved by at least four members of the Board. The proposed procedural revisions must be delivered to the Board at least seven (7) days in advance of the meeting at which the amendment(s) will be considered.

ARTICLE V - MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Authority shall coincide with the fiscal year of the City of Northfield.

PASSED by the City Council of the City of Northfield on this 13th day of December 2011.

ATTEST

Deb A Little

City Clerk

Mary Muzzey

Mayor

VOTE: Y ROSSING
Y POWNELL

Y BUCKHEIT
Y VOHS

Y GANEY
Y ZWEIFEL

Y NAKASIAN