

BEMIDJI ECONOMIC DEVELOPMENT AUTHORITY

A G E N D A


**February 1, 2010
7:00 P.M. (or soon thereafter)**

1. CALL TO ORDER
2. CONSIDER SOUTH SHORE DESIGN REVIEW COMMITTEE BYLAWS
3. ADJOURN



City Manager's Office

MEMORANDUM

TO: Bemidji Economic Development Authority
FROM: John Chattin, City Manager 
DATE: February 1, 2010
RE: South Shore Design Review Committee Bylaws

On August 24, 2009 the BEDA adopted a resolution (attached) that approved the South Shore Plat and the Planned Unit Development (PUD) document. It also established the South Shore Design Review Committee (SSDRC). Now that we are getting closer to having construction take place on the south shore, we need to get bylaws for the SSDRC adopted and members appointed.

The attached bylaws establish a starting point for the committee. Although they may be amended in the future, as additional needs surface, they represent a good framework for getting this committee formed and active.

As the BEDA Executive Director, I will also be making membership recommendations to the BEDA. I anticipate making those recommendations at our February 16th meeting. That will give us some time to advertise for interest in serving on the committee and to also make contact with some that we hope will serve.

Recommendation:

Adopt the Bylaws of the South Shore Design Review Committee as presented.

**Bylaws of the
SOUTH SHORE DESIGN REVIEW COMMITTEE**

**ARTICLE I
NAME**

The name of the Committee shall be the South Shore Design Review Committee (SSDRC).

**ARTICLE II
PURPOSE**

The Bemidji Economic Development Authority (BEDA), a public body whose purpose is promoting growth, development and redevelopment of commercial, industrial and residential concerns in the City of Bemidji, and pursuant to the Conditional Use Permit (CUP) approved for the Lake Bemidji South Shore Planned Unit Development (PUD), has created and appointed the SSDRC pursuant to Minnesota statutes, Sections 469.090 through 469.108, inclusive, as amended (the "Act"). As an advisory committee of the BEDA, the SSDRC was created to administer the Lake Bemidji South Shore General Planned Unit Development (Development Guidelines) as recorded on November 25, 2009 with and as a condition of approval of both the CUP and the plat of South Shore Addition (South Shore). The affairs of SSDRC shall include, but not be limited to, administering the Design Guidelines for the PUD and South Shore, reviewing public and private development design plans for the PUD and South Shore, recommending approval or denial of proposed development design plans within and for the PUD and South Shore, and providing necessary written reports to governmental entities having jurisdiction over the PUD and South Shore, particularly the Greater Bemidji Area Joint Planning Board (JPB), describing project review and compliance with and under the Design Guidelines.

**ARTICLE III
OFFICE, AREA APPLICATION AND SEAL**

- Section 1. The principal office of the SSDRC shall be at City Hall in the City of Bemidji, Minnesota, and the SSDRC shall hold its meetings at the Bemidji City Hall.
- Section 2. The territory in which operations of SSDRC are principally to be conducted consists of the PUD and South Shore Addition and any property presently included in, or which may subsequently be added to, the PUD.
- Section 3. The official seal of SSDRC shall be the official corporate seal of the Bemidji Economic Development Authority, Bemidji, MN.

**ARTICLE IV
COMMITTEE MEMBERSHIP**

- Section 1. The SSDRC shall consist of seven (7) members, with six (6) members appointed by the Executive Director of the BEDA subject to approval by the BEDA. One Member shall be appointed by the Greater Bemidji Area Joint Planning Board

(JPB), subject to approval by the BEDA. The BEDA Executive Director shall be eligible for appointment as a member of the SSDRC.

- Section 2. The term of membership will be two (2) years. However, three (3) members, including the JPB appointee, will be appointed for initial one-year terms to commence on the first Monday in January 2010 and expiring December 31, 2010. The other four (4) members will be appointed to two-year terms to commence on the first Monday in January 2010 and expire December 31, 2011. Thereafter, members may be reappointed to three (3) additional two-year term. Members shall serve out their term unless removed for cause by a vote of the BEDA or by resignation submitted in writing to the President of the SSDRC. An appointment to fill a vacancy shall be made by the BEDA Executive Director subject to BEDA approval and shall be for only the time remaining in said term.
- Section 3. The SSDRC may exercise all powers of the SSDRC and do all such lawful acts and actions as are required or permitted to be done pursuant to the South Shore Development Guidelines, the SSDRC Enabling Resolution, or pursuant to these bylaws, as the same may be amended from time to time.
- Section 4. No stated salary shall be paid to the Members for their services, but, by subsequent resolution of the BEDA, expenses may be reimbursed for attendance at each regular and special meeting of such Committee.
- Section 5. It is the desire of the BEDA that the SSDRC membership ultimately include representation of or by property owners who have completed building projects within the PUD and/or South Shore, as the same may be permitted by subsequent amendment of these By-laws.

ARTICLE V

OFFICERS

- Section 1. The Officers of SSDRC shall be a President, Vice President, and Secretary. The officers shall be elected by the membership to a one-year term. They shall hold office until their successors are elected and qualified. The President and Vice President shall be members of the SSDRC. The Secretary may but need not be a member of the Committee and shall be appointed by the President.
- Section 2. The President shall preside at all meetings of SSDRC, shall sign documents and other instruments of SSDRC as authorized by SSDRC, shall make reports to the BEDA, and shall perform all such other duties as are incident to the office or are properly required of the officer by SSDRC.
- Section 3. In the absence of the President the Vice President shall exercise the functions of the President.
- Section 4. In the event of death, resignation, or incapacity of the President, the Vice President shall become the President for the unexpired portion of the term. Vacancies in any other office arising from any cause may be filled by the Members at any regular or special meeting.

Section 5. The Secretary shall issue notice for all meetings, except that notice for special meetings of Members called at the request of the Members as provided herein may be issued by such Members, shall keep minutes of all meetings, shall have charge of SSDRC books, and shall make such reports and perform such other duties as are incident to this office, or are properly required by the SSDRC.

ARTICLE VI MEETINGS

- Section 1. Meetings of the SSDRC shall be held as needed, but at least quarterly at the Bemidji City Hall, or at such other place as the Committee may subsequently establish. All meetings shall be subject to the Minnesota Open Meeting Law.
- Section 2. Special meetings of the SSDRC may be called at any time by the President, or, in the President's absence, by the Vice President or by any two (2) Members, to be held at the principal office of SSDRC, or such other place as SSDRC may designate. Notice of special meetings of the SSDRC shall be given to each Member at least 24 hours prior to the meeting.
- Section 3. A quorum at all meetings of the SSDRC shall consist of a majority of the whole Committee, but in no case shall a quorum be less than four (4) Members. Less than a quorum may, however, adjourn any meeting, which may be continued to and held on a subsequent date without further notice, provided a quorum be present at such deferred meeting.
- Section 4. At least three working days before each meeting of the SSDRC, the secretary shall notify each Member of the time, place and purpose of the meeting by written notice delivered to the Member by mail, personally or by leaving at the home of the Member with some person of suitable age and discretion. Special meetings may be set without prior written notices when all Members are present at the meeting or consent in writing or by phone to the Secretary.
- Section 5. Written notice of all meetings of the SSDRC shall be provided to the City's official newspaper (and other media as requested) per Minnesota Open Meeting Law requirements.

ARTICLE VII STAFF

- Section 1. The nature, number and qualification of the staff required by SSDRC to conduct its business according to these bylaws shall comply with the BEDA enabling ordinance, City Code and Charter, and applicable Minnesota Statutes.
- Section 2. Subject to the approval of the BEDA, the SSDRC may contract for the services of consultants, agents, public accountants, and other persons needed to perform its duties and exercise its powers.

- Section 3. Subject to the approval of the BEDA Executive Director, the SSDRC may use the services of the Bemidji City Attorney or hire a general counsel for its legal needs.
- Section 4. The City of Bemidji may furnish clerical, engineering, or other assistance to SSDRC.
- Section 5. SSDRC may delegate to one or more of its agents or employees powers or duties as it may deem proper.
- Section 6. The fees, if any, of all contracted agents of SSDRC shall be fixed by the BEDA.

ARTICLE VIII
FINANCE AND ADMINISTRATION

- Section 1. The SSDRC may propose fees to be approved by the BEDA and adopted by the Bemidji City Council. Any monies collected by the SSDRC shall be deposited in the name of BEDA in official City of Bemidji depositories, and shall be drawn out according to Minnesota Statutes.
- Section 2. The fiscal year of SSDRC shall be the same as the fiscal year of the City of Bemidji.
- Section 3. The books and records of SSDRC shall be kept at the office of the Bemidji City Clerk.

ARTICLE IX
ANNUAL REPORT AND BUDGET

- Section 1. SSDRC shall prepare an annual report describing its activities and providing an accurate statement of the recommendations it deems advisable for the economic development of the City of Bemidji. Said report shall be prepared and submitted to the BEDA and the City of Bemidji by March 1 each year.
- Section 2. SSDRC shall prepare an annual budget projecting anticipated expenses and sources of revenue. Said report shall be prepared and submitted to the BEDA and City of Bemidji by October 1 each year.

ARTICLE X
INDEMNIFICATION

- Section 1. The BEDA shall indemnify officers and Members, acting for or on behalf of SSDRC in respect to any and all matters or actions for which and to the extent that indemnification is permitted by the laws of the State of Minnesota and to the extent of coverage under the BEDA's General Liability Insurance .

Section 2. Subject to approval by the BEDA, the SSDRC may purchase additional insurance in furtherance of the indemnification obligation in Section 1 above.

ARTICLE XI
AMENDMENT OF BYLAWS

Section 1. These By-laws shall take effect upon their approval by the BEDA, and followed by their adoption of a two-thirds (2/3) affirmative vote of the entire SSDRC.

Section 2. Proposed alterations, amendments or repeal of the By-laws may be made by a two-thirds (2/3) affirmative vote of the Members entitled to vote at any meeting, if the notice of such meeting contains a statement of the proposed alteration, amendment or repeal. Notice of any alteration, amendment or repeal of the By-laws shall be given in writing to each Member at least (10) days prior to the meeting at which said proposed alteration, amendment or repeal shall be considered. Ratified amendments shall take effect upon their approval by the BEDA.

ARTICLE XII
MISCELLANEOUS

Section 1. Unless otherwise provided herein, the conduct of the SSDRC shall be guided by *Roberts Rules of Order, Newly Revised*.

Section 2. Except as authorized in Minnesota Statute Section 471.88 and other relevant statutes, a Member or officer of the SSDRC must not acquire any financial interest, direct or indirect, in any project or in any property included or planned to be included in any project proposed for the PUD or within South Shore, nor shall any Member or officer of the SSDRC have any financial interest, direct or indirect, in any contract or proposed contract for materials or services to be furnished or used in connection with any such proposed project.

RESOLUTION NO. 19

BEMIDJI ECONOMIC DEVELOPMENT AUTHORITY
City of Bemidji, Beltrami County, State of Minnesota

AUTHORIZING APPROVAL OF PLAT OF SOUTH SHORE ADDITION, APPROVING GENERAL PLANNED UNIT DEVELOPMENT DOCUMENT AND DESIGN GUIDELINES, AND ESTABLISHING SOUTH SHORE DESIGN REVIEW COMMITTEE

WHEREAS, the Board of Commissioners (the "Board") of the Bemidji Economic Development Authority (the "Authority") previously acquired property on the southeast shore of Lake Bemidji and, by Board Resolution No. 15, caused the same to be included in an Economic Development District ("EDD") pursuant to and in conformity with applicable law, including Minnesota Statutes, Sections 469.090 through 469.108, inclusive, as amended (the "Act"); and

WHEREAS, by Board Resolution No. 15, the Board further authorized the Authority's staff and advisors to proceed with implementation of plans for the economic development of the EDD and to negotiate, draft, prepare and present to this Board, for its consideration, all further plans, resolutions, documents and contracts necessary for this purpose; and

WHEREAS, the Authority's staff and advisors have initiated a general Planned Unit Development (PUD) and platting approval process through the Greater Bemidji Area Joint Planning Board (JPB), which process necessitated approval of a Conditional Use Permit (the "CUP"), and which CUP approval has been conditioned on the development of PUD Design Guidelines and the concept of a Design Review Committee to administer those guidelines, and said PUD is formally memorialized in and referred to as the Plat of South Shore Addition (the "Plat"), a preliminary draft copy of which is attached hereto as Exhibit A; and

WHEREAS, proposed Design Guidelines have been developed and included in a document entitled "Lake Bemidji South Shore Development-General Planned Unit Development", a draft copy of which is attached hereto as Exhibit B; and

WHEREAS, said Design Guidelines describe a seven (7) member Design Review Committee (the "DRC") to administer the guidelines in the development of the PUD; and

WHEREAS, the Act, Section 469.012, Subds. 1b. and 1c., authorizes the Board to appoint agents and technical experts and to delegate to them duties and powers the Board deems appropriate, and Section 469.105 further enables the Board to attach such conditions to the sale of its property, including compliance with related PUD and Design Guidelines, as it deems reasonable in furtherance of its economic development goals.

NOW, THEREFORE, BE IT RESOLVED by the Board as follows:

1. That establishment of the Plat of South Shore Addition, as shown on the preliminary draft attached hereto as Exhibit A, is hereby approved, and the President, Executive Director, Authority staff and advisors, are hereby authorized and directed to perform such actions, including signing and executing the final Plat and any other related documents, as are necessary to finalize said Plat.

2. That the Draft Design Guidelines and General PUD Document in substantially the form presented in attached Exhibit B, are hereby approved, and the Authority's staff and advisors are authorized and directed to proceed with such steps as are necessary to finalize the General PUD Document and the Design Guidelines set forth therein.

3. That pursuant to Minnesota Statutes, Section 469.012, Subds. 1b. and 1c., establishment of a seven (7) member Design Review Committee is hereby approved, and the DRC is hereby delegated the duties and powers to administer those Design Guidelines and responsibilities as outlined in the General PUD Document.

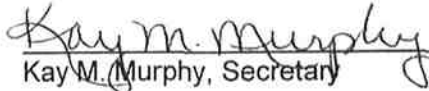
4. That the Authority's staff and advisors are authorized and directed to seek eligible members to serve on the DRC, to draft By-Laws for the DRC's governance, and to prepare and present to this Board for its consideration and approval, recommendations for appointment of members, the draft By-Laws, and all further plans, documents and resolutions necessary for these purposes and to implement the intentions of the Board.

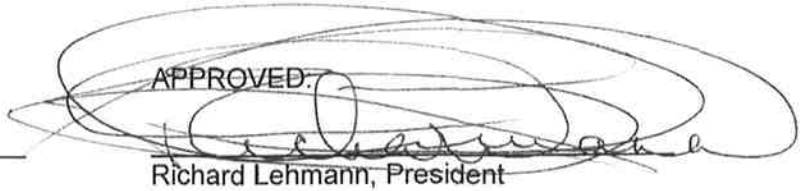
The foregoing resolution was offered by Commissioner Downs, who moved its adoption, and on due second by Commissioner Johnson, was passed by the following vote:

Ayes: Lehmann, Johnson, Negard, Downs, Meuers, Waldhausen, Hellquist
Nays: None
Absent: None

Passed: August 24, 2009

ATTEST:


Kay M. Murphy, Secretary

APPROVED:

Richard Lehmann, President