

CITY OF WOODBURY, MINNESOTA
ECONOMIC DEVELOPMENT AUTHORITY MEETING AGENDA
JANUARY 25, 2017
7:10 PM
COUNCIL CHAMBERS, WOODBURY CITY HALL

PLEASE NOTE THAT ALL AGENDA TIMES ARE ESTIMATES.

- 7:10 p.m. 1. Call to Order
- 7:11 p.m. 2. Roll Call
- 7:12 p.m. 3. Consent Agenda

All items listed under the consent agenda are considered to be routine by the EDA Board and will be enacted by one motion and an affirmative vote by roll call of a majority of the members present. There will be no separate discussion of these items unless a Commissioner or citizen so requests, in which event, the items will be removed from the consent agenda and considered a separate subject of discussion by the Board.

- A. Approval of Minutes, December 14, 2016 EDA Meeting
- B. 2017 EDA Annual Meeting 17-01
- Staff recommends EDA adopt **EDA Resolution 17-01** appointing EDA officers and adopting 2017 regular meeting schedule.
- C. Designating Depository of Public Funds 17-02
- Staff recommends EDA adopt a motion designating CorTrust Bank as the EDA's depository of public funds for the year 2017.
- D. Amendment to EDA By-Laws 17-03
- Staff recommends EDA adopt **EDA Resolution 17-02** Amending the EDA's By-Laws to comply with the Minnesota Open Meeting Law.

- 7:15 p.m. 5. Adjournment

The City of Woodbury EDA is subject to Title II of the Americans with Disabilities Act which prohibits discrimination on the basis of disability by public entities. The EDA is committed to full implementation of the Act to our services, programs, and activities. Information regarding the provision of the Americans with Disabilities Act is available from the Executive Director's office at 651-714-3523. Auxiliary aids for disabled persons are available upon request at least 72 hours in advance of an event. Please call the ADA Coordinator, Clinton P. Gridley at 651-714-3523 (TDD 714-3568) to make arrangements.

MINUTES
WOODBURY ECONOMIC DEVELOPMENT AUTHORITY
Wednesday, December 14, 2016

3A

Pursuant to the due call and notice thereof, a regular meeting was duly held at the Woodbury City Hall, 8301 Valley Creek Road, on the 14th day of December 2016.

CALL TO ORDER

President Mary Giuliani Stephens called the meeting to order at 7:30 p.m.

ROLL CALL

Upon roll call the following were present: President Mary Giuliani Stephens, Amy Scoggins, Paul Rebholz, Julie Ohs, and Christopher Burns. Absent: None

Others Present: Dwight Picha, EDA Secretary; Mark Vierling, City Attorney; Mr. Clinton Gridley, Executive Director; and Karl Batalden, Housing and Economic Development Coordinator

APPROVAL OF MINUTES

Member Ohs moved, seconded by Member Scoggins, to approve the minutes of the June 8, 2016 EDA meeting.

Voting via voice:

Amy Scoggins – aye
Paul Rebholz – aye
Julie Ohs – aye
Christopher Burns - aye
President Mary Stephens – aye

Absent: None

ADOPTION OF 2017 EDA BUDGET

Mr. Karl Batalden, Housing and Economic Development Coordinator stated that consistent with the discussions at the City Council budget workshop in September, staff is proposing a 2017 EDA budget with \$78,376 of expenditures, broken out as follows:

- \$50,000 in general consulting and project implementation
- \$25,000 for marketing
- \$3,736 in administration of the EDA

The sources of revenue for these expenditures include:

- \$67,086 in fund balance
- \$11,000 in investment income
- \$290 LMCIT dividends

MINUTES
WOODBURY ECONOMIC DEVELOPMENT AUTHORITY
Wednesday, December 14, 2016

President Stephens moved, seconded by Member Rebholz,

To adopt the following resolution

RESOL NO. 16-05

**Resolution of the Economic Development Authority of the City of Woodbury,
Washington County, Minnesota adopting the 2017 Economic Development
Authority budget**

Voting via voice:

Amy Scoggins – aye
Paul Rebholz – aye
Julie Ohs – aye
Christopher Burns – aye
President Mary Stephens – aye

Absent: None

ADJOURNMENT

There being no further items to be brought before the EDA; President Stephens adjourned the meeting at 7:32 p.m.

Mary Giuliani Stephens

Approved by the Woodbury Economic Development Authority on _____.

CITY OF WOODBURY, MINNESOTA
Office of the EDA Executive Director

EDA Letter No. 17-01

January 25, 2017

TO: Woodbury Economic Development Authority

FROM: Clinton P. Gridley, EDA Executive Director

SUBJECT: **2017 EDA Annual Meeting**

SUMMARY

Per the by-laws of the EDA, it is necessary to hold an annual meeting of the EDA on the fourth Wednesday of January. At this annual meeting, the EDA commissioners shall appoint the officers and adopt a meeting calendar for the year and may amend the by-laws as seen fit.

RECOMMENDATION

Staff recommends that the EDA adopt the attached **EDA Resolution 17-01** appointing 2017 officers and adopting the 2017 EDA meeting schedule.

BUDGET IMPACT

This item has no impact upon the 2017 EDA Budget.

BACKGROUND

The Woodbury EDA has officer positions of President, Vice President and Treasurer which are filled by elected members of the Board as proscribed by Section 2.1 of the EDA by-laws. In addition, the EDA has staff level officer positions of Executive Director, Secretary and Assistant Treasurer.

In the past, Woodbury's mayor has served as the EDA President, the mayor pro tem has served as the EDA Vice President and the remaining commissioner with the longest tenure has served as the Treasurer. Additionally, Woodbury's City Administrator has served as the EDA Executive Director, the Community Development Director has served as the Secretary and the Finance Director has served as the Assistant Treasurer.

If the 2017 EDA Board chooses to follow these past practices the officers of the EDA for 2017 would be:

President: Mary Giuliani Stephens
Vice President: Amy Scoggins
Treasurer: Julie Ohs
Executive Director: Clinton Gridley
Secretary: Dwight Picha
Assistant Treasurer: Timothy Johnson

The specific appointment of officers is at the discretion of the board although, as noted above, the positions of President, Vice President and Treasurer must be filled by elected members of the Board.

Finally, staff recommends adopting a 2017 meeting calendar. The meetings of the EDA will be held prior to City Council meetings in the Council Chambers. Staff has identified the need for the following meetings:

January 25, 2017, 7:10 p.m.
July 26, 2017, 7:15 p.m.
December 13, 2017, 7:00 p.m.

Written By: Karl Batalden, Housing & Economic Development Coordinator
Approved Through: Dwight W. Picha, Community Development Director and EDA Secretary
Attachments: 1. EDA Resolution 17-01 Appointing 2017 EDA Officers and Adopting
2017 Meeting Schedule

EDA RESOLUTION NO. 17-01

**RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE ECONOMIC DEVELOPMENT AUTHORITY
IN AND FOR THE CITY OF WOODBURY, MINNESOTA**

**APPOINTING 2017 EDA OFFICERS AND
ADOPTING 2017 REGULAR MEETING SCHEDULE**

BE IT RESOLVED by the Board of Commissioners (the "Board") of the Economic Development Authority in and for the City of Woodbury, Minnesota (the "Authority"), as follows:

1. Recitals. All things required by the applicable provisions of Minnesota Statutes, Sections 469.090 to 469.108, have been duly taken in order to create, constitute, and activate the Authority.

2. Appointment of Officers. In accordance with the By-laws of the Authority hereby adopted, the Board hereby appoints to the following offices of the Authority the following persons, respectively:

President:	Mary Giuliani Stephens
Vice President:	Amy Scoggins
Treasurer:	Julie Ohs
Executive Director:	Clinton Gridley
Secretary:	Dwight Picha
Assistant Treasurer:	Timothy Johnson

3. Adoption of 2017 Regular Meeting Schedule. In accordance with the By-laws of the EDA, the Board hereby adopts the following regular meeting schedule for 2017:

All meetings will be held in the Council Chambers of the Woodbury City Hall, 8301 Valley Creek Road, Woodbury, MN, unless otherwise noted or subsequently posted to the contrary.

Regularly Scheduled Meeting Dates:

January 25, 2017 at 7:10 p.m.

July 26, 2017 at 7:15 p.m.

December 13, 2017 at 7:00 p.m.

This Resolution was declared duly passed and adopted and was signed by the President and attested to by the Executive Director this 25th day of January, 2017.

Attest:

President

Executive Director

CITY OF WOODBURY, MINNESOTA
Office of the EDA Executive Director

EDA Letter No. 17-02

January 25, 2017

TO: Woodbury Economic Development Authority
FROM: Clinton P. Gridley, EDA Executive Director
SUBJECT: **Designating Depository of Public Funds**

SUMMARY

Minnesota State Statutes 118A.02 et seq. requires the Woodbury Economic Development Authority's Board to designate the EDA's depository of public funds. Currently, the City of Woodbury has a five-year banking service agreement with CorTrust Bank ending September 30, 2021.

RECOMMENDATION

Staff recommends that the EDA Board adopt a motion designating CorTrust Bank as the EDA's depository of public funds for the year 2017.

Written By: Timothy Johnson, EDA Assistant Treasurer
Approved Through: Clinton P. Gridley, EDA Executive Director
Attachments: None

CITY OF WOODBURY, MINNESOTA
Office of the EDA Executive Director

EDA Letter No. 17-03

January 25, 2017

TO: Woodbury Economic Development Authority

FROM: Clinton P. Gridley, EDA Executive Director

SUBJECT: **Amendment to EDA By-Laws**

SUMMARY

Upon advice of counsel, the By-Laws of the EDA need to be amended to include language that is more consistent with the State of Minnesota Open Meeting Law. The By-Laws had last been updated in 2012 and included language in Section 3.3 suggesting that special meetings of the EDA can be called on 24 hours' notice. While emergency meetings may be called with 24 hours, special meetings require three days' notice. The proposed amendment to the By-Laws more clearly ties the process for calling special or emergency meetings of the EDA to the Minnesota Open Meeting Law as codified in Minnesota Statutes, Chapter 13D accessible via <https://www.revisor.mn.gov/statutes/?id=13D>.

RECOMMENDATION

Staff recommends that the EDA adopt the attached **EDA Resolution 17-02** amending the EDA By-Laws to comply with the Minnesota Open Meeting Law.

Written By: Karl Batalden, Housing and Economic Development Coordinator
Approved Through: Dwight W. Picha, Community Development Director and EDA Secretary
Attachments: 1. EDA Resolution 17-02
2. Strikethrough Version of Proposed EDA By-Laws
3. Clean Version of Proposed EDA By-Laws

EDA RESOLUTION NO. 17-02

**RESOLUTION OF THE BOARD OF COMMISSIONERS
OF THE ECONOMIC DEVELOPMENT AUTHORITY
IN AND FOR THE CITY OF WOODBURY, MINNESOTA**

AMENDING AND ADOPTING EDA BY-LAWS

BE IT RESOLVED by the Board of Commissioners (the "Board") of the Economic Development Authority in and for the City of Woodbury, Minnesota (the "Authority"), as follows:

1. Recitals. All things required by the applicable provisions of Minnesota Statutes, Sections 469.090 to 469.108, have been duly taken in order to create, constitute, and activate the Authority.
2. Adoption of By-Laws. The By-Laws which are attached to and made a part of this resolution as Exhibit A are hereby adopted as the By-Laws of the Authority.

This Resolution was declared duly passed and adopted and was signed by the President and attested to by the Executive Director this 25th day of January, 2017.

Attest:

President

Executive Director

**EXHIBIT A
BY-LAWS OF THE
ECONOMIC DEVELOPMENT AUTHORITY
IN AND FOR THE
CITY OF WOODBURY, MINNESOTA**

1. THE AUTHORITY

SECTION 1.1. Name of the Authority. The name of the Authority shall be the Economic Development Authority in and for the City of Woodbury, Minnesota (hereinafter, the "Authority"), and its governing body shall be called the Board of Commissioners (hereinafter, the "Board").

SECTION 1.2. Office. The principal office of the Authority shall be the Woodbury City Hall, 8301 Valley Creek Road, Woodbury, MN 55125.

SECTION 1.3. Seal. The Authority shall have no official seal.

2. ORGANIZATION

SECTION 2.1. Officers. The officers of the Authority shall consist of a President, a Vice President, a Treasurer, an Executive Director, a Secretary, and an Assistant Treasurer. The President, the Vice President, and the Treasurer shall be members of the Board and shall be elected at the annual meeting of the Authority. A member must not serve as President and Vice President at the same time. The other offices may be held by the same member. The offices of Executive Director, Secretary and Assistant Treasurer need not be held by a member.

SECTION 2.2. President. The President shall preside at all meetings of the Board.

SECTION 2.3. Vice President. The Vice President shall preside at any meeting of the Board in the absence of the President and may exercise all powers and perform all responsibilities of the President if the President cannot exercise or perform the same due to absence or other inability.

SECTION 2.4. President Pro Tem. In the absence or inability of the President and the Vice President at any meeting, the Board may appoint any remaining Commissioner as President Pro Tem to preside at such meeting.

SECTION 2.5. Treasurer. The Treasurer shall receive and is responsible for Authority money; shall disburse Authority money by check only; shall keep an account of the source of all receipts, and the nature, purpose, and authority of all disbursements; and shall file the Authority's detailed financial statement with its Secretary at least once a year at times set by the Authority and as outlined in Section 4.1 below.

SECTION 2.6. Executive Director. The Executive Director shall be appointed by resolution and shall serve at the pleasure of the Board of Commissioners, shall be the chief appointed executive officer of the Authority, and shall have such additional responsibilities and authority as the Board may from time to time by resolution prescribe.

SECTION 2.7. Secretary. The Secretary shall be appointed by resolution and shall serve at the pleasure of the Board of Commissioners. The Secretary shall keep minutes of all meetings of the Board and shall maintain all records 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.

SECTION 2.8. Assistant Treasurer. The Assistant Treasurer shall be appointed by resolution of the Board of Commissioners and in the absence or inability of the Treasurer shall receive and is responsible for authority money; shall disburse authority money by check only; shall keep an account of the source of all receipts, and the nature, purpose, and authority of all disbursements; and shall file the authority's detailed financial statement with its secretary at least once a year at times set by the authority and as outlined in Section 4.1 below. The Assistant Treasurer shall also have such additional duties and responsibilities as the Board may from time to time and by resolution prescribe.

3. MEETINGS.

SECTION 3.1. Annual Meeting. The annual meeting of the Board shall be held on the fourth Wednesday of the month of January in each year.

SECTION 3.2. Regular Meetings. The Board's regular meetings shall occur according to a meeting schedule, if any, adopted or revised from time to time by resolution of the Board.

SECTION 3.3. Special or Emergency Meetings. Special or emergency meetings of the Board may be called by the President or, in the event of the President's absence or inability, by the Vice President or by any two Commissioners, according to the requirements of the State of Minnesota Open Meeting Law as codified within Minnesota Statutes, Chapter 13D. The Secretary shall post notice of any special or emergency meeting in the principal office of the Authority.

SECTION 3.4. Cancellation of Meetings. Meetings of the Board may be cancelled by the President or, in the event of the President's absence or disability, by the Vice President at any time, upon three (3) days' prior notice to all Commissioners and the Secretary and Executive Director. The Secretary shall post notice of said cancellation of meeting in the principal office of the Authority not less than three (3) days prior to the originally scheduled meeting.

SECTION 3.5. Quorum. A quorum of the Board shall consist of three members, since the Board consists of five Commissioners. In the absence of a quorum, no official action may be taken by, on behalf of, or in the name of the Board or the Authority.

SECTION 3.6. Adoption of Resolutions. Resolutions of the Board shall be deemed adopted if approved by not less than a simple majority of all Commissioners present. Resolutions may but need not be read aloud prior to vote taken thereon and may but need not be executed after passage.

SECTION 3.7. Rules of Order. The meetings of the Board shall be governed by the most recent edition of Robert's Rules of Order.

4. **PROCEDURES OF BOARD OF COMMISSIONERS**

SECTION 4.1. Financial Statement. The Authority's detailed financial statement must show all receipts, disbursements, their nature, the amount on hand, the purposes to which the money on hand is to be applied, the Authority's credits and assets, and its outstanding liabilities in a form required for the City's financial statements. The Authority shall periodically examine the statement, together with the treasurer's vouchers. If the Authority finds that the statement and vouchers are correct, it shall approve them.

SECTION 4.2. Annual Audit. An annual audit shall be required.

SECTION 4.3. Fiscal Year. The fiscal year of the Authority shall be the calendar year.

SECTION 4.4. Execution of Contracts. All contracts, notes, and other written agreements or instruments to which the Authority is a party or signatory or by which the Authority may be bound shall be executed by the President and/or the Executive Director or by such other Commissioners or officers of the Authority as the Board may by resolution prescribe.

SECTION 4.5. Adoption of By-Laws. Once these By-Laws have been adopted by the Board by not less than a majority vote of all the Commissioners, the By-Laws shall remain effective until such point in time as the Board votes to change said By-Laws. As such, these By-Laws do not need to be adopted annually; but, are rather effective until amended.

SECTION 4.6. Amendment of By-Laws. These By-Laws may be amended by the Board only by not less than a majority vote of all the Commissioners, provided that any such proposed amendment shall first have been delivered to each Commissioner at least five days prior to the meeting at which such amendment is considered.

Amended and Adopted by EDA Resolution 17-02 on January 25, 2017.

**BY-LAWS OF THE
ECONOMIC DEVELOPMENT AUTHORITY
IN AND FOR THE
CITY OF WOODBURY, MINNESOTA**

1. THE AUTHORITY

SECTION 1.1. Name of the Authority. The name of the Authority shall be the Economic Development Authority in and for the City of Woodbury, Minnesota (hereinafter, the "Authority"), and its governing body shall be called the Board of Commissioners (hereinafter, the "Board").

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SECTION 3.4 Cancellation of Meetings. Meetings of the Board may be cancelled by the President or, in the event of the President's absence or disability, by the Vice President at any time, upon three (3) days' prior notice to all Commissioners and the Secretary and Executive Director. The Secretary shall post notice of said cancellation of meeting in the principal office of the Authority not less than three (3) days prior to the originally scheduled meeting.

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Amended and Adopted by EDA Resolution ~~1217~~-02 on January 25, ~~2012~~2017.

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SECTION 4.2. Annual Audit. An annual audit shall be required.

SECTION 4.3. Fiscal Year. The fiscal year of the Authority shall be the calendar year.

SECTION 4.4. Execution of Contracts. All contracts, notes, and other written agreements or instruments to which the Authority is a party or signatory or by which the Authority may be bound shall be executed by the President and/or the Executive Director or by such other Commissioners or officers of the Authority as the Board may by resolution prescribe.

SECTION 4.5. Adoption of By-Laws. Once these By-Laws have been adopted by the Board by not less than a majority vote of all the Commissioners, the By-Laws shall remain effective until such point in time as the Board votes to change said By-Laws. As such, these By-Laws do not need to be adopted annually; but, are rather effective until amended.

SECTION 4.6. Amendment of By-Laws. These By-Laws may be amended by the Board only by not less than a majority vote of all the Commissioners, provided that any such proposed amendment shall first have been delivered to each Commissioner at least five days prior to the meeting at which such amendment is considered.

Amended and Adopted by EDA Resolution 17-02 on January 25, 2017.