

**INDUSTRIAL DEVELOPMENT BOARD OF THE CITY OF EAST RIDGE MEETING
SPECIAL CALLED MEETING AGENDA**



October 22, 2014

5:00 p.m.

1. Call to Order
2. Prayer & Pledge of Allegiance
3. Roll Call
4. Consent Agenda
 - a. Approval of Minutes, June 19, 2014
 - b. Approval of Minutes, June 25, 2014
 - c. Approval of Minutes, June 30, 2014
5. Special Meeting Business
 - a. Review of By Laws
6. Adjourn

INDUSTRIAL DEVELOPMENT BOARD

OF THE CITY OF EAST RIDGE

June 19, 2014

6:30 P.M.

The Industrial Development Board of the City of East Ridge, Tennessee met pursuant to notice on June 19, 2014 at the East Ridge City Hall. Chairman Braly called the meeting to order.

Mac Pendley gave the invocation. All joined in the Pledge of Allegiance to the Flag.

Present were: Chairman Braly, Curtis Baker, Barton Burns, Estes Cocke , Mac Pendley and Vice Chairman Still; absent – James Citty. City Staff in attendance were City Manager Hyatt, City Treasurer Jablonski, and Deputy City Recorder Qualls.

Approval of Minutes:

Mr. Burns made the motion, second Mr. Cocke to approve the minutes as written. Chairman Braly asked for roll call. The vote was unanimous; motion carried.

Old Business:

Discussion/Approval of Industrial Development Board Legal Counsel: Chairman Braly stated that Mr. Mamantov had made the requested changes to the attorney-client engagement letter and asked if all had reviewed the agreement. Vice Chairman Still made the motion to approve the letter of engagement with Mr. Mark Mamantov of Bass, Berry & Sims to serve as Legal Counsel of the Industrial Development Board; second Mr. Burns. Chairman Braly asked for roll call. The vote was unanimous; motion carried.

Chairman Braly called for a recess until legal counsel arrived.

Chairman Braly called the meeting back to order.

New Business:

Discussion on Proposed Economic Development Project: Chairman Braly recognized John and Ethan Woods and their legal counsel Mr. Colvin and asked if they wished to make any statements. Mr. Woods stated that an agreement must be in place to move forward. After much discussion between legal counsel, the developers and the IDB, Mr. Mamantov made the recommendation that the IDB hold a special called meeting, duly publicized to discuss and vote on an agreement at a future date while legal counsel continue to work out the issues that had been discussed. Mr. Baker made the motion to meet on June 25, 2014 at 5:00 in City Council Chambers, second Mr. Pendley. Chairman Braly asked for roll call. The vote was unanimous; motion carried.

Meeting adjourned.

Chairman

Secretary

**SPECIAL CALLED MEETING OF THE
INDUSTRIAL DEVELOPMENT BOARD
OF THE CITY OF EAST RIDGE**

June 25, 2014

5:00 P.M.

The Industrial Development Board of the City of East Ridge, Tennessee met pursuant to notice on June 25, 2014 at the East Ridge City Hall for the purpose of discussion and vote on the Development and Allocation Agreement relating to the Border Retail Development District. Chairman Braly called the meeting to order.

Mac Pendley gave the invocation. All joined in the Pledge of Allegiance to the Flag.

Present were: Chairman Braly, Curtis Baker, Barton Burns, James Citty, Estes Cocke, and Mac Pendley. Absent - Vice Chairman Still. City Staff in attendance were City Manager Hyatt, City Treasurer Jablonski, City Attorney North, Deputy City Recorder Qualls and Administrative Assistant Amanda Miller. Mr. Mamantov spoke via phone to the members of the board.

New Business:

Discussion on Proposed Economic Development Project: Chairman Braly stated that the attorneys had been working on the agreement and there were still some concerns on both sides. Mr. Pendley asked what is the difference between the agreement with the IDB and the agreement with the City Council. Mr. Mamantov stated they are two separate agreements but will work together in relationship to how the funding will be done.

Chairman Braly recognized Mayor Lambert and members of the Council and asked if they wished to address the Board. Mayor Lambert stated that the Council understood what Resolution 2389 to provide financial assistance and incentives meant. He has no problem with it and voted yes. It's good for East Ridge, it's the state's part of the sales tax not our part.

Councilmember Sewell agreed that he understood and would do it again.

Vice Mayor Bethune asked Mr. Mamantov if the original agreement had changed and Mr. Mamantov said nothing had changed. Vice Mayor Bethune stated that he also understood Resolution 2389 when he voted for it.

Councilmember Manning stated that these developers were the first to reach out to East Ridge and were willing to work with us. He understood what he was voting on in that Resolution; this might be our one shot.

After more discussion regarding the agreement, Chairman Braly recessed the meeting until Monday morning, June 30, 2014 at 10:00 at which time the Industrial Development Board will vote on the agreement that the attorneys will continue to work on until any remaining issues have been resolved.

Chairman

Secretary

**SPECIAL CALLED MEETING OF THE
INDUSTRIAL DEVELOPMENT BOARD
OF THE CITY OF EAST RIDGE**

June 30, 2014

10:00 A.M.

The Industrial Development Board of the City of East Ridge, Tennessee met pursuant to notice on June 30, 2014 at the East Ridge City Hall for the purpose of discussion and vote on the Development and Allocation Agreement relating to the Border Retail Development District. Recessed from June 25th, 2014 meeting, Chairman Braly called the meeting to order.

Mac Pendley gave the invocation. All joined in the Pledge of Allegiance to the Flag.

Present were: Chairman Braly, Curtis Baker, Barton Burns, James Citty, Estes Cocke, Mac Pendley and Vice Chairman Still. City Staff in attendance were City Manager Hyatt, City Treasurer Jablonski, Deputy City Recorder Qualls and Administrative Assistant Amanda Miller.

Discussion on Proposed Economic Development Project: Chairman Braly stated that the attorneys had resolved all the issues. There being no further comments from the members, Mr. Cocke made the motion to accept Resolution 2014/06-1 approving the execution and delivery of a development and allocation agreement relating to Border Region Retail Development District and authorizing certain actions relating thereto, second Vice Chairman Still. Chairman Braly asked for roll call. The vote was unanimous, motion carried.

Mr. Cocke then made the motion to affirm the agreement that had been passed by the City Council of the City of East Ridge, second Mr. Citty. Chairman Braly asked for roll call. The vote was unanimous, motion carried.

Meeting adjourned.

Chairman

Secretary



City of East Ridge, Tennessee

MEMORANDUM

Department of Finance & Administration

Date: October 22, 2014
To: Industrial Development Board of the City of East Ridge
From: Thad Jablonski, City Treasurer / Registered Agent (IDB)
Subject: Proposed Revisions to By-Laws

Recommendation:

Staff (Jablonski) recommends that the Industrial Development Board consider a Resolution adopting proposed changes to the Board's By-Laws and advising staff to notify the City Council of the proposed changes, if adopted, per the notification requirements in the existing *By-Laws of the Industrial Development Board of the City of East Ridge, Article XI*.

Summary:

City staff is currently working on materials to begin to present to the Industrial Development Board (IDB) of the City of East Ridge (IDB) to develop a comprehensive economic development program. Among others, staff is researching municipal economic development programs and meeting with officials with the State of Tennessee Department of Economic and Community Development, TVA, EPB, and the regional planning and economic development agency to develop local incentive programs to combine with leveraging available local, state, and federal resources.

The existing *By-Laws of the of the Industrial Development Board of the City of East Ridge* are 35 years old, which technological changes as well as practices and notice requirements used by other City boards and commissions are not reflected in the current version.

For greater efficiency and flexibility as the City and IDB begin work towards developing an economic and community development program for the City, and making recommendations to the City Council for such a program, staff recommends that the IDB consider the adoption of the revisions suggested in the attached redlined version of the By-Laws for the Board's review and consideration.

RESOLUTION NO. 2014/10-01

**A RESOLUTION OF THE INDUSTRIAL
DEVELOPMENT BOARD OF THE CITY OF EAST
RIDGE, TENNESSEE AMENDING THE BY LAWS OF
THE INDUSTRIAL DEVELOPMENT BOARD.**

WHEREAS, the Industrial Development Board of the City of East Ridge was originally incorporated in November 19, 1979, adopting By-Laws upon incorporation; and,

WHEREAS, Article XI - Amendments of the By Laws of the Industrial Development Board of the City of East Ridge specifies that the Board may revise its By-Laws from time to time; and,

WHEREAS, Article XI - requires that the Industrial Development Board notify the City Council of any such changes to the Board's By-Laws in writing, thirty (30) days prior to adoption of the same; and,

WHEREAS, the Board may adopt a final version of the revised By-Laws at the expiration of said thirty (30) days to approve the changes by a majority vote of the Board.

**NOW, THEREFORE, BE IT RESOLVED BY THE INDUSTRIAL
DEVELOPMENT BOARD OF THE CITY OF EAST RIDGE, TENNESSEE** that Resolution 2014/10-01 serve as such notice.

Adopted and approved this 22nd day of October, 2014.

Mac Pendley, Secretary

Attest:

BY-LAWS

OF

INDUSTRIAL DEVELOPMENT BOARD
OF THE CITY OF EAST RIDGE

A corporation organized and existing under the laws of the State of Tennessee.

Article I - Offices

The principal office of the corporation in the State of Tennessee shall be located at 1501 Tombras Avenue, East Ridge, Hamilton County, Tennessee 37412. The corporation may have such other offices in the City of East Ridge, Tennessee, as the Board of Directors may designate or as the business of the corporation may require from time to time.

Article II - Board Meetings

Section 1. Annual Meeting. The Board shall hold annual meetings at the corporate office on the second Tuesday of October, at the hour of four o'clock p.m. if not a legal holiday, but if a legal holiday, then on the business day next following.

Section 2. Special Meetings. Special meetings of the Board may be held at any time, and the place and hour shall be fixed in the notice. Such meetings may be called by the Chairman or at the written request of any three (3) members of the Board. The meetings may be held for any lawful purpose or purposes. Calls for or notices of special meetings shall specify the object of such meeting, and only objects so specified shall be considered.

Section 3. Place of Meeting. The Board may designate any place within East Ridge, Tennessee, as a place of meeting for any annual meeting or for any special meeting called by the Board. If no designation is made, the place of meeting shall be the registered office of the corporation, designated in Article I herein.

Section 4. Notice of Meeting. Written or printed notice stating the place, date, and hour of the meeting, and in case of a special meeting the purpose or purposes for which the

meeting is called, shall be delivered not less than three (3) days nor more than ten (10) days before the meeting, either personally or by mail, by or at the direction of the Chairman or the Secretary, or the persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Board member at his address, with postage thereon prepaid.

Section 5. Voting. Only members of the Board shall be entitled to vote at the regular and special meetings of the Board. At all meetings, each Board member shall be entitled to one (1) vote.

Section 6. Quorum. A majority of the members of the Board shall be necessary for a quorum. When a quorum is present, a majority of those present in person shall decide any question before the meeting.

Section 7. Proxies. There shall be no voting by proxy.

Section 8. Meetings Public. All meetings of the Board shall be open to the public as provided by Tennessee Code Annotated, Section 7-53-302.

Article III - Responsibilities of the Board

Section 1. General Powers. The business and affairs of the corporation shall be managed by the members of the Board.

Section 2. Number, Tenure, and Qualifications. The number of Board members of the corporation shall be seven (7). These shall serve for staggered terms of six (6) years each as appointed by the East Ridge City Commission, except that the first Board appointed shall have members with terms of two (2) years, four (4) years, and six (6) years as provided by Tennessee Code Annotated, Section 7-53-301.

Section 3. Vacancies. Any vacancy occurring in the Board may be filled only by the City Commission. Nominees for any vacancy on the Board shall be made in the same manner as provided by the Charter of the corporation and Tennessee Code Annotated, Section 7-53-301. A Board member elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 4. Compensation. As provided by Tennessee Code Annotated, Section 7-53-301, all members of the Board shall serve without compensation.

Article IV - Officers

Section 1. Officers - Number. The officers of the corporation shall be three (3): one Chairman, one Vice Chairman, and one Secretary.

Section 2. Election and Term of Office. The officers of the corporation to be elected by the Board shall be elected annually by the Board. Each officer shall hold office until his successor shall have been duly elected and shall have qualified, or until his death or until he shall resign or he shall have been removed in the manner hereafter provided.

Section 3. Removal. Any officer elected by the Board may be removed by the Board whenever in its judgment the best interests of the corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board for the unexpired portion of that term.

Section 5. Chairman. The Chairman shall be the principal executive officer of the corporation and, subject to the control of the Board, shall in general supervise and control all of the business affairs of the corporation. He shall, when present, preside at all meetings of the Board. He may sign, with the Vice Chairman or Secretary of the corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and the execution thereof shall be expressly delegated by the Board or by these By-Laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties as may be prescribed by the Board from time to time.

Section 6. Vice Chairman. In the absence of the Chairman, or in the event of his death or inability or refusal to act, the Vice Chairman shall perform the duties of the Chairman, and so acting, shall have all the powers of and be subject to all the restrictions on the Chairman. The Vice Chairman shall also perform such other duties as from time to time may be assigned by the Chairman or by the Board.

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of the Board in one or more books provided for that purpose; shall see that all notices are duly given in accordance with the provisions of these By-Laws as

required by law; shall be custodian of the corporate records of the corporation; shall keep a register of the address of each Board member which shall be furnished to the Secretary by such Board member; shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chairman or by the Board.

Article V - Contracts, Bonds, Loans, Mortgages, Leases, Checks, and Deposits

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract, including but not limited to mortgages and leases, or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loan shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in the name of the corporation unless authority is specifically given by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select.

Article VII - Fiscal Year

The fiscal year of the corporation shall begin on the first day of July and end on the thirtieth day of June in each year.

Article VIII - Dividends--Excess Earnings

The Board may not pay dividends. Excess earnings, if any, shall be disposed of as provided by Tennessee Code Annotated, Section 7-53-308.

Article IX - Waiver of Notice

Whenever any notice is required to be given to any member of the Board of the corporation under the provisions of these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article X - State Enabling Statutes' Controlling

The provisions of Chapter 53 of the Tennessee Code, relating to Industrial Development Corporations, Tennessee Code Annotated, Section 7-53-101, et seq., and the provisions of the Charter of Incorporation shall in all cases be controlling, and in any matter not specifically covered herein, or should any provision herein be in conflict, then the provisions of said statutes and the Charter shall control.

Article XI - Amendments

These By-Laws may be altered, amended, or repealed and any new By-Laws may be adopted by the Board after thirty (30) days' notice in writing to the Commission of the City of East Ridge, bond Trustees, and all lessees, and after one (1) meeting held after the expiration of said thirty (30) day period, subject, however, to the approval of a majority of the Board.

**BY-LAWS
OF
INDUSTRIAL DEVELOPMENT BOARD
OF THE CITY OF EAST RIDGE**

A corporation organized and existing under the
Laws of the State of Tennessee.

Article I - Offices

The principal office of the corporation in the State of Tennessee shall be located at 1501 Tombras Avenue, East Ridge, Hamilton County, Tennessee 37412. The corporation may have such other offices in the City of East Ridge, Tennessee, as the Board of Directors may designate or as the business of the corporation may require from time to time.

Article II – Board Meetings

Section 1. Annual Meeting. The Board shall hold at minimum an annual meetings at the corporate office ~~on the second Tuesday of in the month of~~ October-, at the hour of four o'clock p.m., ~~if not to be held on~~ a legal holiday, ~~but if a legal holiday, then on the business day next following.~~

Section 2. Special Meetings. Special meetings of the Board may be held at any time, and the place and hour shall be fixed in the notice. Such meetings may be called by the Chairman, at the written request of any three (3) members of the Board, or city staff liason serving as the Board's Registered Agent, ~~or at the written request of any three (3) members of the Board.~~ The meetings may be held for any lawful purpose or purposes. Calls for or notices of special meeting meetings shall specify the object of such meeting, and only objects so specified shall be considered.

Section 3. Time and Place of Meeting. The Board may designate any date, hour, and place within East Ridge, Tennessee, as a place of meeting for any annual regular business -meetings or for any special meeting called by the Board. If no designation is made, the place of meeting shall be the registered office of the corporation, designated in Article I herein.

Section 4. Notice of Meeting. Written or printed notice stating the place, date, and hour of the meeting, and in case of a special meeting the purpose or purposes for which the meeting is called, shall be delivered not less than three (3) days 24 hours ~~nor more than ten (10) days~~ before the meeting, either ~~personally or~~ by USPS mail or email, by or at the direction of the Chairman or the Secretary, or the persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Board member's at his address, ~~with postage thereon prepaid.~~ Additionally, all notices should be posted on the City's website.

Section 5. Voting. Only members of the Board shall be entitled to vote at the regular and special meetings of the Board. At all meetings, each Board member shall be entitled to one (1) vote.

Section 6. Quorum. A majority of the members of the Board shall be necessary for a quorum. When a quorum is present, a majority of those present in person shall decide any question before the meeting.

Section 7. Proxies. There shall be no voting by proxy.

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Section 2. Number, Tenure, and Qualifications. The number of Board members of the corporation shall be seven (7). These shall serve for staggered terms of six (6) years each as appointed by the East Ridge City **Commission Council**, except that the first Board appointed shall have members with terms of two (2) years, four (4) years, and six (6) years as provided by Tennessee Code Annotated, Section 7-53-301.

Section 3. Vacancies. Any vacancy occurring in the Board may be filled only by the City **Commission Council**. Nominees for any vacancy on the Board shall be made in the same manner as provided by the Charter of the corporation and Tennessee Code Annotated, Section 7-53-301. A Board member elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 4. Compensation. As provided by Tennessee Code Annotated, Section 7-53-301, all members of the Board shall serve without compensation.

Article IV – Officers

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Section 3. Removal. Any officer elected by the Board may be removed by the Board whenever in its judgment the best interests of the corporation would be served thereby **by a majority vote of the Board.**

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board for the unexpired portion of that term **by a majority vote of the Board.**

Section 5. Chairman. The Chairman shall be the principal executive officer of the corporation and, subject to the control of the Board, shall in general supervise and control all of the business affairs of the corporation. ~~He~~The Chairman shall, when present, preside at all meetings of the Board ~~He~~ may sign, with the Vice Chairman or Secretary of the corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and the execution thereof shall be expressly delegated by the Board or by these By-Laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties as may be prescribed by the Board from time to time.

Section 6. Vice Chairman. In the absence of the Chairman, or in the event of his death or inability or refusal to act, the Vice Chairman shall perform the duties of the Chairman, and so acting, shall have all the powers of and be subject to all the restrictions on the Chairman. The Vice Chairman shall also perform such other duties as from time to time may be assigned by the Chairman or by the Board.

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of the Board in one or more books provided for that purpose; shall see that all notices are duly given in accordance with the provisions of these By-Laws as required by law; shall be custodian of the corporate records of the corporation; shall keep a register of the address of each Board member which shall be furnished to the Secretary by such Board member; shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chairman or by the Board.

Article V – Contracts, Bonds, Loans, Mortgages, Leases, Checks, and Deposits

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Section 2. Loans. No loan shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in the name of the corporation unless authority is specifically given by a Resolution of the Board. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All ~~checks;~~purchases, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board. Checks from the corporation shall be signed by the Chairman, which the Chair may designate the Secretary to sign whenever necessary, a second signature required from the Board's Registered Agent or a City Treasury Office designee certifying the funds are available for disbursement.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select.

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The fiscal year of the corporation shall begin on the first day of July and end on the thirtieth day of June in each year.

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The provisions of Chapter 53 of the Tennessee Code, relating to Industrial Development Corporations, Tennessee Code Annotated, Section 7-53-101, et seq., and the provisions of the Charter of Incorporation shall in all cases be controlling, and in any matter not specifically covered herein, or should any provision herein be in conflict, then the provisions of said statutes and the Charter shall control.

Article XI – Amendments

These By-Laws may be altered, amended, or repealed and any new By-Laws may be adopted by the Board after thirty (30) days' notice in writing to the ~~Commission~~ City Council of the City of East Ridge, bond Trustees, and all lessees, and after one (1) meeting held after the expiration of said thirty (30) day period, subject, however, to the approval of a majority of the Board.