

**BYLAWS
OF
FIRESTONE URBAN RENEWAL AUTHORITY**

ARTICLE 1 THE AUTHORITY

Section 1. Name of Authority. The name of this urban renewal authority shall be the Firestone Urban Renewal Authority ("Authority") as established by Resolution No. 09-22 of the Firestone Board of Trustees ("Board of Trustees") on July 9, 2009.

Section 2. Members. In accordance with C.R.S. § 31-25-115(1), at the time of establishment, the Board of Trustees, comprised of seven (7) members, including the mayor of the Town of Firestone ("Town"), designated itself to serve as the Authority. In accordance with C.R.S. § 31-25-104(2.5), and pursuant to Resolution No. 2019-003, the Authority accepted the appointments of three (3) commissioners to the Authority by Weld County, the school districts, and the special districts. Pursuant to C.R.S. § 31-25-104(2.5), if the number of members of the governing body causes the Authority to have an even number of commissioners, the mayor of the Town shall appoint an additional commissioner to restore an odd number of commissioners to the Authority. The mayor of the Town, each of the trustees of the Board of Trustees, the commissioner appointed by Weld County, the commissioner appointed by agreement of the school districts, the commissioner selected by agreement of the special districts, and the commissioner appointed by the mayor of the Town, shall constitute the Board of Commissioners of the Authority ("Commissioners").

Section 3. Terms of Commissioners. The terms of the seven (7) Commissioners who are also members of the Board of Trustees and the mayor shall be coterminous with their terms on the Board of Trustees. The terms of the three (3) Commissioners appointed by Weld County, the school districts, and the special districts shall continue until such Commissioners are replaced by their respective appointing parties, or until such Commissioners become ineligible to serve under C.R.S. § 31-25-104. The term of the one (1) Commissioner appointed by the mayor shall be 5 years in accordance with C.R.S. § 31-25-104(2)(b).

Section 4. Resignation, Death, or Disqualification from Office. In the event of the resignation, death or disqualification from office of any of the seven (7) members of the Board of Trustees who serves on the Board, the position shall remain open until a new member of the Board of Trustees is appointed or elected. A Commissioner who is also a member of the Board of Trustees may only resign as a Commissioner of the Authority by resigning as a member of the Board of Trustees. In the event of the resignation, death or disqualification from office of one of the three (3) Commissioners appointed by Weld County, the school districts, and the special districts, the position shall remain open until a new appointment is made and which commissioner shall serve until the commissioner is replaced by the respective appointing party, or until the commissioner is no longer eligible to serve under C.R.S. § 31-25-104. In the event of the resignation, death or disqualification from office of the one (1) Commissioner appointed by the mayor, the position shall remain open until a new appointment is made by the mayor and confirmed by the Board of Trustees and which Commissioner shall serve only to the end of the prior Commissioner's term.

Section 5. Office of Authority. The office of the Authority shall be at 151 Grant Avenue, P.O. Box 100, Firestone, CO 80520, or at such other place in the Town of Firestone, Colorado, as the Commissioners may direct.

Section 6. Authorization. The Authority is authorized by C.R.S. § 31-25-105(1)(a) to make and adopt bylaws, orders, rules, and regulations to effectuate the purposes of Part 1 of Article 25 of Title 31, Colorado Revised Statutes (“Urban Renewal Law”).

ARTICLE 2 OFFICERS

Section 1. Officers. The officers of the Authority shall be a Chairperson and a Vice Chairperson. The Chairperson and Vice Chairperson shall be elected by the Commissioners from its membership.

Section 2. Chairperson. The Chairperson shall preside at all meetings of the Authority. Except as otherwise authorized by resolution of the Authority, the Chairperson shall sign all contracts, deeds and other instruments made by the Authority. The Board of Trustees has designated the Mayor of Firestone as the initial Chairperson.

Section 3. Vice Chairperson. The Vice Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson; and in case of the resignation or death of the Chairperson, the Vice Chairperson shall perform such duties as are imposed on the Chairperson until such time as the Authority shall select a new Chairperson.

Section 4. Recording Secretary. The Recording Secretary shall keep the records of the Authority, shall act as a secretary of the meetings of the Authority and record all votes, shall keep a record of the proceedings of the Authority in a journal of proceedings to be kept for such purpose and shall perform all duties incident to this office. That person shall keep in a safe custody all Resolutions, contracts and instruments entered into by the Authority. The duties of the Recording Secretary shall be performed by the Town Clerk unless the Authority Board formally appoints another person to perform such duties.

Section 5. Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Authority; keep or cause to be kept correct and complete books and records of account; receive and give receipts for moneys due and payable to the Authority from any source whatsoever; render financial statements upon request of the Authority Board; and perform all duties incident to the Office of Treasurer and perform such other duties as may be assigned by the Executive Director. The duties of the Treasurer shall be performed by the Director of Finance of the Town unless the Authority Board formally appoints another person to perform such duties.

Section 6. Additional Duties. The officers of the Authority shall perform such other duties and functions as may from time to time be required by the Authority or the Bylaws, resolutions, rules, or regulations of the Authority.

Section 7. Executive Director. The Executive Director shall be the Firestone Town Manager, unless otherwise designated by vote of the Authority Board. The Executive Director of the Authority shall oversee the day-to-day operations of the Authority. The Executive

Director shall serve as an advisor to the Authority and may serve on committees or in other capacities consistent with the Urban Renewal Law as the Commissioners may determine; provided, however, that the Executive Director shall not be considered a Commissioner of the Authority within the meaning of the Urban Renewal Law, any other applicable law, or these Bylaws, and shall not be permitted or required to act in the capacity of a Commissioner at any time. The Executive Director may serve as or perform the duties of the Recording Secretary of the Authority if the Authority formally appoints the Executive Director to said position.

Section 8. Additional Personnel. The Authority may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions as prescribed by the Urban Renewal Law, and all other laws of the State of Colorado and the Town of Firestone.

Section 9. The Attorney of the Authority. Pursuant to C.R.S. § 31-25-104(2)(c), the Authority may employ an attorney to provide outside legal counsel for the Authority, or it may call upon the municipal counsel of the Town for such legal services as the Authority may require. The Commissioners can authorize the attorney to represent the Authority in legal actions taken by or against the Authority.

Section 10. Term of Officers. The term of office for a Commissioner elected to the position of Chairperson and Vice Chairperson is for one year. Officers shall be elected annually by the Authority at the first meeting of each year and shall assume their duties upon election. Officers shall hold office until their successors are elected and qualified.

ARTICLE 3 MEETINGS

Section 1. Regular Meetings. Regular meetings of the Authority will be held at Firestone Town Hall, or other location as determined by the Chair and Executive Director and properly noticed to the public, on the third Wednesday of each month at 6:30 p.m., and at such other time and place as may from time to time be determined by resolution of the Authority.

Section 2. Special Meetings. The Chairperson and any two Commissioners may call special meetings on at least twenty-four (24) hours written notice to each of the Commissioners personally served, left at his or her usual place of residence, or sent by e-mail to the Commissioner's e-mail address; provided, however, that a special meeting may be held on shorter notice if all Commissioners are present or have waived notice thereof in writing. At such special meeting no business shall be considered other than as designated in the call, but if all of the Commissioners are present at a special meeting, any business which may lawfully come before a regular meeting may be transacted at that special meeting.

Section 3. Meetings Through Electronic Communications. At any regular or special meeting of the board, an individual Commissioner may request from the Chairperson the ability to participate remotely through the use of videoconferencing, teleconferencing, or similar communications technology due to illness, travel, or other special circumstances, provided that no more than two Commissioners may participate remotely through communications technology at any one meeting. Notwithstanding the foregoing, in the event the Town Manager declares a state of local disaster pursuant to C.R.S. § 24-33.5-709 and Firestone Municipal Code Section 2.60.040 or the Executive Director declares a state of local disaster, meetings of the

Commissioners may be conducted entirely by telephone, electronically, or by other means of communication, so long as all Commissioners participating in such meeting can hear one another. Whenever any commissioner participates remotely, the Executive Director shall take reasonable and practical measures to ensure that:

- 1) Each such meeting is open to the public at all times;
- 2) Each such meeting provides citizens a reasonable opportunity to be heard; and
- 3) A reliable and public record is made and kept of each Commissioner's vote cast at any such meeting.

Participation in a meeting pursuant to this paragraph constitutes presence in person at such meeting.

Section 4. Quorum. A majority of the Commissioners holding office and attending shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes. In the event that a quorum shall not be present, a smaller number may adjourn from time to time until a quorum is obtained. When a quorum is in attendance, action can be taken by affirmative vote of a majority of those Commissioners present and voting, excepting only actions for which a greater majority is required by law.

Section 5. Resolutions. All resolutions shall be reduced to writing and shall be copied in the official records of the Authority.

Section 6. Manner of Voting. The voting on all questions before the Authority shall be by voice or by show of hands unless a roll call vote is requested by any Commissioner or required by law. The yes votes, no votes and abstentions shall be entered in the minutes of each meeting. Every Commissioner, when present, must vote unless excused from voting on matters involving the consideration of his or her own official conduct or when his or her personal or financial interest is involved. Any Commissioner must state at the time of abstention the reason for abstention.

ARTICLE 4 CONFLICT OF INTEREST

No Commissioner, other Officer or Employee, nor any immediate member of the family of any such Commissioner, Officer or Employee shall acquire any interest, direct or indirect, in any project or in any property included or planned to be included in any project, nor shall he or she have any interest, direct or indirect, in any contract or proposed contract for materials or services to be furnished or used in connection with any project. If any Commissioner, or Officer or Employee of the Authority owns or controls an interest, direct or indirect, in any property included or planned to be included in any project, he or she shall immediately disclose the same in writing to the Authority. Upon such disclosure, such Commissioner, Officer or other Employee shall not participate in any action by the Authority affecting the carrying out of the project planning or the undertaking of the project unless the Authority determines that, in the light of such personal interest, the participation of such member in any such act would not be contrary to the public interest. Acquisition or retention of any such interest without such determination by the Authority that it is not contrary to the public interest or willful failure to disclose any such interest constitutes misconduct in office.

ARTICLE 5 POWERS

Section 1. General Powers. The Authority shall have all of the general powers of such an Authority granted to it under the Colorado Urban Renewal Law, Part 1, Article 25, Title 31, Colorado Revised Statutes, to be exercised consistent with applicable requirements of these Bylaws.

Section 2. Contracts. Contracts of the Authority with persons, firms, agencies, companies, the United States, and other public entities shall be authorized by motion duly recorded upon the minutes of the Authority meeting or by written resolution, and a copy of any such resolutions and contracts shall be kept with the journal for the proceedings of the Authority.

Section 3. Checks. Two signatures shall be required on all Authority checks or drafts for payments of monies of the Authority from amongst the following officials: Chairperson, Vice-Chairperson, or Treasurer.

Section 4. Policies. Unless a separate policy or regulatory document is approved by the Authority, processes and policies around open records requests, records retention or any other matters shall refer to and utilize the policy document in use by the Town for such matters.

ARTICLE 6 AMENDMENTS

These Bylaws may be amended by an affirmative vote of two-thirds of the Commissioners at any regularly scheduled or special meeting of the Authority.

Approved and adopted this 20th day of May, 2020.

Smearing

Chairperson

Attest:

Jessie V. K.

Recording Secretary



APPROVED AS TO FORM:

Cynthia S. Deal

Authority Counsel