

ORIGINAL

ORDINANCE NO. 2015- 017**DELAWARE COUNTY COUNCIL****AN ORDINANCE TO BECOME A MEMBER OF THE EAST CENTRAL INDIANA REGIONAL DEVELOPMENT AUTHORITY**

WHEREAS, legislation effective July 1, 2015, Indiana Code Sec. 36-7.6 et. seq. provides for the establishment of regional development authorities by a county and one or more adjacent counties or qualified cities in adjacent counties; and

WHEREAS, local and regional economic development officials have requested that Delaware County participate in the establishment of the East Central Indiana Regional Development Authority (the "Authority"); and

WHEREAS, the Authority is to be governed in accordance with Indiana Code Sec. 36-7.6 et. seq. and the Articles of Association and Bylaws ("Bylaws") in the form attached hereto as Exhibit A, as such Bylaws may be amended from time-to-time; and

WHEREAS, Indiana Code Sec. 36-7.6-2-3(b) permits the fiscal body of a County to establish and become a member of the Authority; and

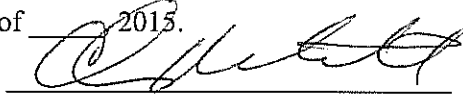
WHEREAS, this body has determined that the purposes of the Authority benefit and are in the best interests of Delaware County, namely, the Authority's purpose of promoting the acquisition, construction, equipping, owning, leasing, and financing of projects and facilities for lease to or for the benefit of eligible political subdivisions, and the funding and development of (a) airport authority projects, (b) commuter transportation district and other rail projects; (c) regional transportation authority projects and services; (d) economic development projects; (e) intermodal transportation projects; (f) regional trail or greenway projects; and (g) any projects that enhance the region with the goal of attracting people or business that are of regional importance; and

WHEREAS, this body, as the fiscal body of Delaware County, has determined that it is in the best interest of Delaware County to establish and become a member of the Authority as set forth herein, and that such establishment and membership in the Authority will promote economic development and further the well-being of the citizens of Delaware County.

NOW THEREFORE, BE IT ORDAINED, that Delaware County, effective July 1, 2015, shall become a member of the East Central Indiana Regional Development Authority, which is being established pursuant to Indiana Code Sec. 36-7.6 et. seq.

BE IT FURTHER ORDAINED that Delaware County Council approves the Bylaws as the governing instrument of the Authority, in the form attached hereto as Exhibit A, as such Bylaws may be amended from time-to-time.

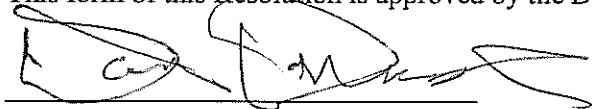
	Yes	No	Abstain
Chris Matchett, President	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Mary Chambers, Vice President <i>Mary Chambers</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Kevin Nemyer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Jane Lasater	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Mike Jones	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ron Quakenbush	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Scott Alexander <i>Scott Alexander</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Passed by the County Council of Muncie, Indiana this ___ day of October 2013.

 Chris Matchett, President

ATTEST:

 Steven Craycraft, Auditor

This form of this Resolution is approved by the Delaware County Council Attorney.



Don Dunnuck, Legal Counsel

This form of this Resolution is approved by the Delaware County Council member.

EXHIBIT A

ARTICLES OF ASSOCIATION

AND

BYLAWS

OF

EAST CENTRAL INDIANA REGIONAL DEVELOPMENT AUTHORITY.

1. **ESTABLISHMENT AND NAME.** A regional development authority has been established pursuant to IC 37-7.6 et seq, as such law is in effect as of July 1, 2015, and as the same may be amended from time-to-time. The name of the regional development authority shall be the "East Central Indiana Regional Development Authority" (referred to hereinafter as the "Authority").

2. **PURPOSE.** The Authority is a separate body corporate and politic with a purpose to:
 - a. acquire, construct, equip, own, lease, and finance projects and facilities for lease to or for the benefit of eligible political subdivisions; and

 - b. fund and develop:
 - i. airport authority projects
 - ii. commuter transportation district and other rail projects;
 - iii. regional transportation authority projects and services;
 - iv. economic development projects;
 - v. intermodal transportation projects;
 - vi. regional trail or greenway projects; and
 - vii. any project that enhances the region with the goal of attracting people or business; that are of regional importance.

3. **POWERS.** The Authority has the powers granted to it under IC 36-7.6-3-2, as such law is in effect as of July 1, 2015, and as the same may be amended from time-to-time, except for as limited herein. Unless subsequently prohibited by law, the Authority may, not to the exclusion of other things permitted by law, do any of the following:
 - a. Finance, improve, construct, reconstruct, renovate, purchase, lease, acquire, and equip land and projects that are of regional importance.

 - b. Lease land or a project to an eligible political subdivision.

- c. Finance and construct additional improvements to projects or other capital improvements owned by the development authority and lease them to or for the benefit of an eligible political subdivision.
- d. Construct or reconstruct highways, roads, and bridges.
- e. Acquire land or all or a part of one (1) or more projects from an eligible political subdivision by purchase or lease and lease the land or projects back to the eligible political subdivision, with any additional improvements that may be made to the land or projects.
- f. Acquire all or a part of one (1) or more projects from an eligible political subdivision by purchase or lease to fund or refund indebtedness incurred on account of the projects to enable the eligible political subdivision to make a savings in debt service obligations or lease rental obligations or to obtain relief from covenants that the eligible political subdivision considers to be unduly burdensome.
- g. Make loans, loan guarantees, and grants or provide other financial assistance to or on behalf of the following:
 - i. A commuter transportation district.
 - ii. An airport authority.
 - iii. A regional transportation authority. A loan, a loan guarantee, a grant, or other financial assistance under this clause may be used by a regional transportation authority for acquiring, improving, operating, maintaining, financing, and supporting the following: (A) Bus services (including fixed route services and flexible or demand-responsive services) that are a component of a public transportation system; or (B) Bus terminals, stations, or facilities or other regional bus authority projects.
 - iv. A county.
 - v. A municipality.
- h. Provide funding to assist a railroad that is providing commuter transportation services in a county containing territory included in the Authority.
- i. Provide funding to assist an airport authority located in a county containing territory included in the Authority in the construction, reconstruction, renovation, purchase, lease, acquisition, and equipping of an airport facility or airport project.
- j. Provide funding for intermodal transportation projects and facilities.
- k. Provide funding for regional trails and greenways.

- l. Provide funding for economic development projects.
- m. Hold, use, lease, rent, purchase, acquire, and dispose of by purchase, exchange, gift, bequest, grant, lease, or sublease, on the terms and conditions determined by the Authority, any real or personal property.
- n. With the approval of both the fiscal body and executive of a local political subdivision where real estate sits, acquire such real estate by condemnation.
- o. With the approval of both the fiscal body and executive of a local political subdivision where real estate sits, and after giving notice, enter upon any lots or lands for the purpose of surveying or examining them to determine the location of a project.
- p. Make or enter into all contracts and agreements necessary or incidental to the performance of the development authority's duties and the execution of the Authority's powers under this section.
- q. Sue, be sued, plead, and be impleaded.
- r. Design, order, contract for, construct, reconstruct, and renovate a project or improvements to a project.
- s. Appoint an executive director and employ appraisers, real estate experts, engineers, architects, surveyors, attorneys, accountants, auditors, clerks, construction managers, and any consultants or employees that are necessary or desired by the development authority in exercising its powers or carrying out its duties under this section.
- t. Accept loans, grants, and other forms of financial assistance from the federal government, the state government, a political subdivision, or any other public or private source.
- u. Use the development authority's funds to match federal grants or make loans, loan guarantees, or grants to carry out the Authority's powers and duties under this section.
- v. Except as prohibited by law, take any action necessary to carry out this section.

Projects funded by the Authority must be of regional importance.

- 4. **RESTRICTION ON POWERS.** Notwithstanding anything to the contrary, in no event shall the Authority have the power to, nor shall it participate in, the exploration or construction of the proposed reservoir project currently known as "Mounds Lake," or any similar project that a majority of the members have rejected by adopted resolution.
- 5. **MEMBERSHIP.**
 - a. *ELIGIBILITY.* The eligible members of the Authority shall be as set forth in IC 36-7.6-2 et seq, as such law is in effect as of July 1, 2015, and as the same may be amended from time-to-time. A member of the Authority may not be a member of any other regional development authority as established by Indiana law. Additional members may be added

with the consent of the Board of Directors. To become a member, the fiscal body of the county or qualified city must adopt an ordinance authorizing the county or second class qualified city to participate in the Authority. When a county becomes a member of the Authority, any qualified city (as defined by 36-7.6-1-12.5) and any third class city (as defined by 36-4-1-1) in such county also becomes a member of the Authority, without further action by such city or the Authority. The initial members of the Authority shall be the counties enacting ordinances to establish and becomes members of the Authority, effective July 1, 2015, and all qualified cities and third class cities located within such counties.

- b. *DURATION OF MEMBERSHIP.* A member of the Authority shall be a member of the Authority for at least eight (8) years after the date such member becomes a member Authority. At least twelve (12) months and not more than eighteen (18) months before the end of a member's membership period, the member must adopt an ordinance that either (i) commits the member to an additional eight (8) years as a member of the Authority beginning at the end of the current membership period; or (ii) withdraws the member from the Authority not earlier than the end of the then current membership period. A member may withdraw from the Authority as provided in this section without the approval of the Authority Board of Directors. However, the withdrawal of a county does not affect the membership of a qualified city or third class city that became a member of the Authority as a result of the county's membership. If at the end of a county's membership period a county member does not withdraw from the Authority under this section and remains a member of the Authority, the qualified cities and third class cities in the county may not withdraw from the Authority and remain members of the Authority.
- c. *LIABILITY OF WITHDRAWN MEMBERS.* A member that withdraws from the Authority is liable to the Authority for any unpaid transfers under: (i) IC 36-7.6-4-2, as such law is in effect as of July 1, 2015, and as the same may be amended from time-to-time; or (ii) an agreement between the members of the Authority and the Authority for amounts that become due before the withdrawal of the member from the Authority is effective.
- d. *NOTIFICATION.* The Authority shall notify the Indiana Economic Development Corporation promptly in writing when a member joins or withdraws from the Authority.

6. BOARD OF DIRECTORS.

- a. *GOVERNING AUTHORITY.* The affairs of the Authority shall be governed by the Board of Directors.
- b. *QUALIFICATIONS.* A member appointed to the Board of Directors: (i) may not be an elected official or an employee of a member county or municipality; and (ii) must have knowledge of and at least five (5) years professional work experience in at least one of the following: (A) rail transportation or air transportation, (B) regional economic development, (C) business or finance, or (D) private, nonprofit sector, or academia.
- c. *OATHS.* Each member appointed to the Board of Directors, before entering upon the duties of office, must take and subscribe an oath of office under IC 5-4-1, as such law is in effect as of July 1, 2015, and as the same may be amended from time-to-time, which shall

be endorsed upon the certificate of appointment and filed with the records of the Authority.

- d. *NUMBER AND TENURE.* The Board of Directors shall have five (5) members. A member appointed to a Board of Directors serves a four (4) year term, however, a member serves at the pleasure of the appointing members. A member may be reappointed to subsequent terms.
- e. *SELECTION OF DIRECTORS.* The members of the Board of Directors shall be selected by the written agreement of the executives of the members of the Authority.
- f. *REMOVAL.* A member of the Board of Directors may only be removed from the Board before the expiration of the four (4) year term by written agreement of at least three-fourths (3/4) of the executives of the members of the Authority.
- g. *VACANCIES.* If a vacancy occurs on the Board of Directors, the appointing executives of the members of the Authority that made the initial appointment at the time of the vacancy shall fill the vacancy by appointing a new member for the remainder of the vacated term.
- h. *COMPENSATION; PER DIEM.* A member appointed to the Board of Directors is not entitled to receive any compensation for performance of the member's duties. However, a Board member is entitled to a per diem from the Authority for the member's participation in Authority board meetings. The amount of the per diem is equal to the amount of the per diem provided under IC 4-10-11-2.1(b), as the same may be amended from time-to-time.
- i. *ANNUAL MEETING FOR ELECTION OF OFFICERS; DUTIES.* In January of each year, the Board of Directors shall hold an organizational meeting at which the Board shall elect the following officers from the members of the Board, which officers shall in general perform the duties incident to their respective offices and such other duties as may be designated by the Board or required by law, including the duties set forth herein:
 - i. A Chair. The Chair shall preside at all meetings of the Board of Directors.
 - ii. A Vice-Chair. In the absence of the Chair, The Vice-Chair shall preside at all meetings of the Board of Directors.
 - iii. A Secretary-Treasurer. The Secretary-Treasurer shall keep correct and complete books of account and minutes of the proceedings of the Authority. The Secretary/Treasurer shall attend to the giving and serving of all notices required herein and by State law. The Secretary/Treasurer shall have the custody of all funds and securities of the Corporation and shall keep a complete and accurate account thereof and of all moneys received and paid out by the Secretary/Treasurer. It shall be his or her duty to furnish to the Board at their regular annual meeting or at any special meeting, upon receipt by the Board, a complete and accurate account of the receipts and expenditures of the Authority for the preceding year or for such period as the board may require, together with a statement of financial condition of the Authority at the time of such report.

The affirmative vote of at least a majority of the appointed members Board of Directors is necessary to elect an officer. An officer elected hereunder serves from the date of the officer's election until the officer's successor is elected and qualified.

- j. *REGULAR AND SPECIAL MEETINGS.* The Board of Directors shall establish a regular meeting schedule. The Board of Directors shall meet at least quarterly or more frequently if desired by the Board of Directors. The chair of the Board of Directors or any two (2) members of the Board of Directors may call a special meeting of the Board of Directors.
 - k. *QUORUM AND VOTING.* A majority of the appointed members of the Board of Directors constitutes a quorum. The affirmative votes of at least a majority of the appointed members of a Board of Directors are necessary to authorize any action of the Authority.
 - l. *NOTICE.* Notice of meeting of the Board of Directors shall be given, and meetings shall be held, in accordance with Indiana's Open Door Law.
7. **ANNUAL REPORTING.** The Authority shall before April 1 of each year issue a report to the legislative council, the budget committee, and the Indiana Economic Development Corporation, and the executive of each member of the Authority concerning the operations and activities of the Authority during the preceding calendar year. The report to the legislative council must be in an electronic format under IC 5-14-6, as such law is in effect as of July 1, 2015, and as the same may be amended from time-to-time.
8. **STRATEGIC DEVELOPMENT PLAN.** The Authority shall prepare a comprehensive strategic development plan that includes detailed information concerning the following:
- a. The proposed projects to be undertaken or financed by the Authority. The following information for each project included:
 - i. Timeline and budget.
 - ii. The return on investment.
 - iii. The projected or expected need for an ongoing subsidy.
 - iv. Any projected or expected federal matching funds.
 - b. If the strategic development plan has not been filed as part of a grant or loan request under IC 5-28-37, as such law is in effect as of July 1, 2015, and as the same may be amended from time-to-time, the Authority shall, not later than January 1 of the second year following the year in which the development authority is established, submit the comprehensive strategic development plan for review by the budget committee and approval by the director of the office of management and budget and the Indiana Economic Development Corporation.
 - c. The Authority shall, on a periodic basis, review and modify the strategic development plan as is in the best interest of the Authority.

9. AUTHORITY FUND ADMINISTRATION. The Authority shall establish and administer a development authority fund (the "Fund"). The Fund shall consists of the following:

- a. Amounts transferred member of the Authority.
- b. Amounts transferred to the fund by each member of the Authority, if any, including any payments required under an interlocal agreement entered into by members of the Authority.
- c. Appropriations, grants, or other distributions made to the fund by the state.
- d. Money received from the federal government.
- e. Gifts, contributions, donations, and private grants made to the fund.

The Fund shall be administered in accordance with IC 36-7.6-4-1, as such law is in effect as of July 1, 2015, and as the same may be amended from time-to-time.

10. AMENDMENT. These Articles of Association and Bylaws may, in a manner consistent with Indiana law, be altered, added to, amended or repealed by the vote of at least three-fourths ($\frac{3}{4}$) of the sitting members of the Board of Directors at any regular or special meeting thereof.