

RESOLUTION 2007-113
OF THE COUNCIL OF THE CITY OF FORT COLLINS
ADOPTING CERTAIN AMENDMENTS TO THE
DOWNTOWN DEVELOPMENT AUTHORITY BYLAWS

WHEREAS, the Fort Collins, Colorado Downtown Development Authority (the "DDA") has been duly organized in accordance with Colorado Revised Statutes 31-25-804, as amended; and

WHEREAS, Section 6.100 of the DDA Bylaws provides for the amendment of the same by a two-thirds vote of the Board, subject to final approval of such amendments by the City Council; and

WHEREAS, the Board of Directors of the DDA (the "Board") has determined that certain revisions to the Bylaws of the DDA are necessary; and

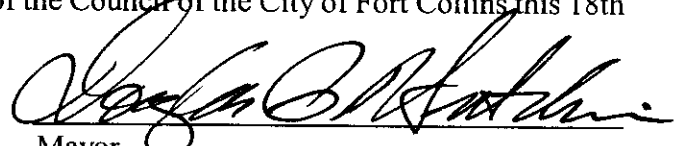
WHEREAS, by Ordinance No. 067, 2007, the City Council of the City of Fort Collins ("City Council") amended the Municipal Code to allow for the inclusion of a member of the Larimer County Board of County Commissioners on the Board and the Board desires to amend the DDA Bylaws to reflect such change; and

WHEREAS, the Board desires to further amend the Bylaws so as to authorize the Executive Director of the DDA to independently approve and execute all DDA contracts for the DDA, except employment contracts, so long as such contracts are in an amount of \$5,000 or less of previously budgeted and appropriated DDA funds and, further, to authorize the Executive Director of the DDA, with the approval of the Executive Committee of the DDA Board, to approve and execute for the DDA such contracts in an amount greater than \$5,000 but not more than \$50,000 of previously budgeted and appropriated DDA funds; and

WHEREAS, at its regular meeting on November 8, 2007, the Board unanimously approved these and other more minor, non-substantive revisions to the Bylaws, a copy of which are attached hereto as Exhibit "A" and incorporated herein by this reference, and recommended final approval of the same by the City Council.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY OF FORT COLLINS, COLORADO that the amended DDA Bylaws, as shown on Exhibit "A" and dated November 8, 2007, are hereby approved and accepted and shall be effective immediately.

Passed and adopted at a regular meeting of the Council of the City of Fort Collins this 18th day of December, A.D. 2007.


Mayor

ATTEST:

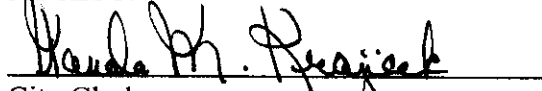

City Clerk

Exhibit "A"

**BYLAWS OF DOWNTOWN DEVELOPMENT AUTHORITY
OF FORT COLLINS, COLORADO**

November 8, 2007

ARTICLE 1.000

GENERAL

Section 1.100. Establishment. On April 21, 1981, the City Council of the City of Fort Collins ("City Council") passed on second reading Ordinance No. 46, 1981 establishing a downtown development authority known as "The Fort Collins, Colorado, Downtown Development Authority" and referred to herein as the "Authority."

Section 1.200. Purpose. The purpose of the Authority is to aid in the development and redevelopment of property within the boundaries of the Authority to the extent permitted by law.

Section 1.300 Powers. The Authority shall have all powers enumerated in Part 8 of Article 25 of Title 31, Colorado Revised Statutes, as amended, and all additional and supplemental powers necessary or convenient to carry out and effectuate the purposes and provisions of said Part 8.

ARTICLE 2.000

MEMBERSHIP

Section 2.100 General. The Authority shall consist of a Board of Directors (the "Board"), the members of which shall be appointed by the City Council in accordance with CRS §31-25-805, as amended, and each Board member so appointed shall be qualified as required by such statute. At no time shall there be more than eleven or less than five Board members. In the event any Board member fails to meet the statutory qualifications for Board members during the term of his/her appointment, his/her position on the Board shall be deemed vacated and the City Council shall appoint a new Board member for the remainder of such Board member's term.

Section 2.200. Board Members. The number and terms of members of the Board shall be determined by resolution of the City Council in accordance with CRS §31-25-805 and §31-25-806, as amended.

Section 2.220 Terms. The initial Board members were appointed for staggered terms as follows:

Two Board members for terms expiring 6/30/82;

Two Board members for terms expiring 6/30/83;

Two Board members for terms expiring 6/30/84; and
Four Board members for terms expiring 6/30/85.

All appointments to the Board thereafter shall be for a term of four years, with the exception of the Board member representing the City Council, which Board member shall serve at the pleasure of the City Council.

A member of the Board of County Commissioners of Larimer County shall serve as a Board member, provided that Larimer County continues to meet the qualifications for membership on the Board of the Authority as either a landowner or tenant within the boundaries of the Authority, and further provided that the Board of County Commissioners formally designates one of its members to serve in such capacity.

Section 2.230. Compensation. All Board members, including the Chairperson, shall serve without compensation but may be reimbursed for actual and necessary expenses incurred on behalf of the Authority.

Section 2.300. Vacancies In the event of one or more vacancies on the Board or the expiration of any one or more Board members' terms, the Board may at a regular or special meeting of the Board, nominate replacement Board members for consideration by the City Council. In the event a Board member's term has expired, the Board may nominate such Board member for an additional term or may nominate a replacement. The City Council is not obligated to appoint Board members as nominated by the Board and may appoint Board members of their own selection. However, should the City Council fail to extend the term of or replace any existing Board member, such Board member shall continue to serve as a Board member until a qualified successor has been appointed.

ARTICLE 3.000 OFFICERS AND COMMITTEES

Section 3.100. Election. Officers of the Board, including a Chairperson, Vice Chairperson, Treasurer and Secretary, shall be elected by the Board from its current members in May of every other year for two-year terms commencing in the following month of June. A Chairperson may not serve two consecutive terms.

Section 3.110. Chairperson. The Chairperson shall preside at all meetings of the Board except as otherwise authorized by the Board. Except as provided in Section 5.110, the Chairperson shall sign all contracts, deeds and other instruments made by the Authority. At each meeting the Chairperson shall submit such recommendations and information, as he/she may consider proper concerning the business affairs and policies of the Authority. The Chairperson shall have full power to vote on any issue except as otherwise provided herein.

Section 3.200. Vice Chairperson. The Vice Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson. 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 Board elects a new Chairperson. The Vice Chairperson shall be elected from the Board members in the same manner and at the same time as the Chairperson.

Section 3.300. Treasurer. The Treasurer shall keep, or cause to be kept, the financial records of the Authority and shall approve all vouchers for the authorized expenditure of funds of the Authority, provided that the Board, by majority vote of its members voting thereon, may delegate such responsibility to the Executive Director of the Authority. The Board may require a bond from the Treasurer or waive such requirement.

Section 3.400. Secretary. The Secretary shall maintain, or cause to be maintained, custody of the official Seal of the Authority and of all records, documents or other papers of the Authority not required to be maintained by the Treasurer. The Secretary shall attend all meetings of the Board and keep a record of all its proceedings, file minutes of all regular or special meetings with the Clerk of the City of Fort Collins and shall perform such other duties as may be delegated by the Board. The Secretary shall have the power to affix the Authority's Seal to and attest all contracts and instruments to be executed on behalf of the Authority.

Section 3.500. Election of the Treasurer and Secretary; Assistants. The Treasurer and Secretary shall be elected from the Board members in the same manner and at the same time as the Chairperson. One Board member may serve as both Secretary and Treasurer. The Board shall have the authority to authorize additional offices for Assistant Treasurer and Assistant Secretary, which officers shall perform such functions as authorized by the Board. Salaries for such positions shall be set by the Board.

Section 3.600. Executive Director. The Board may hire an Executive Director as an employee of the Authority pursuant to CRS §31-25-815(1)(a), as amended, or may contract for such services as the Board deems necessary to effectively operate the Authority. Under either circumstance, such person or company shall serve at the pleasure of the Board and perform those functions as the Board directs.

Section 3.700. Additional Duties. All officers of the Authority shall perform additional duties as directed by the Board.

Section 3.800. Committees. The Board may establish committees to investigate and report to the Board or to perform such other duties as the Board may direct. Any such committees shall consist of a committee chairperson and any other Board members appointed by a majority of the Board.

ARTICLE 4.000
MEETINGS

Section 4.100. Regular Meetings. Regular business meeting dates shall be determined by the Board by motion. Regular meetings may be recessed and continued to any other date.

Section 4.110. Absence. In the event of an unexcused absence of a Board member for three consecutive regular meetings, a letter may be written by the Executive Director, at the direction of the Board, to the City Council requesting removal of that Board member pursuant to these Bylaws.

Section 4.200. Special Meetings. Special meetings of the Board may be called by the Chairperson or by three Board members at a convenient time and place in Fort Collins, provided that not less than a quorum of all Board members are in attendance and that written notice stating the time and location of such meeting was given to each Board member at least two days in advance of such meeting. Consent to such special meeting or attendance at such meeting by a Board member shall be deemed a waiver of this notice requirement for such Board member.

Section 4.300. Open Meetings. All meetings and records of the Board or any committee thereof shall be open to the public except for those matters dealing with land acquisition or sales, personnel matters or legal matters.

Section 4.400. Quorum. The quorum necessary to conduct all regular business of the Authority shall be a majority of all current Board members.

Section 4.500. Voting. All regular business matters shall be decided by majority of the Board members present and voting unless otherwise provided for in these Bylaws.

Section 4.600 Rules of Order. All meetings of the Board shall be conducted in accordance with the most recent edition of "Roberts' Rules of Order", revised, except as otherwise provided by these Bylaws and CRS §31-25-801, et seq., as amended.

ARTICLE 5.000
CONTRACTS: FINANCE

Section 5.100. Contracts. The Board may authorize by resolution the Chairperson or Executive Director to enter into any contract or execute any instrument in the name of and on behalf of the Authority, and such authority may be general or confined to specific instances.

Section 5.110. Authority of the Executive Director. The Executive Director is authorized to approve and execute all contracts, except employment contracts, in the name of and on behalf of the Authority in an amount of \$5,000 or less and, with the

approval of the Executive Committee of the Board, is authorized to approve and execute such contracts in the name of and on behalf of the Authority in an amount greater than \$5,000 but not more than \$50,000; provided that all such contract funds approved by the Executive Director have been previously budgeted and appropriated by the Board and the City Council.

Section 5.200. Annual Budget. Each year the Board shall consider and approve a budget based upon recommendations submitted by the Executive Director.

Section 5.300. Finance. All funds of the Authority will be deposited and disbursed in accordance with the applicable statutes of the State of Colorado and in accordance with actions of the Board.

Section 5.400. Property. The Authority may hold property in its name as directed by resolution of the Board and as permitted by CRS §31-25-801 et seq., as amended.

ARTICLE 6.000 AMENDMENTS

Section 6.100. Amendments. The Bylaws of the Authority may be amended by a two-thirds vote of the Board members present at any regular or special meeting of the Board for which at least two days' advance written notice thereof has been given to all Board members, subject to final approval of such amendments by the City Council. All amendments to these Bylaws shall be filed in the office of the City Clerk of the City of Fort Collins.

ARTICLE 7.000 INDEMNIFICATION

Section 7.100. Indemnification. Any of the Authority's officers, Board members and employees may be indemnified or reimbursed by the Authority for reasonable expenses (including but not limited to attorneys' fees, judgments and payments of settlement) actually incurred in connection with any action, suit or proceeding, civil or criminal, actual or threatened, to which he or they may be made a party by reason of being or having been, or by reason of any actual or alleged acts performed or omitted to be performed in connection with being or having been a Board member, officer or employee of the Authority; provided, however, that no person shall be so indemnified or reimbursed in relation to any matter in such action, suit or proceeding as to which he/she shall finally be adjudged to have been guilty of or liable for gross negligence or willful misconduct or criminal acts in the performance of his duties to the Authority; provided further that no person shall be so indemnified or reimbursed in relation to any matters in such action, suit or proceeding which has been made the subject of a compromise settlement except with the approval of a court of competent jurisdiction or the Board of the Authority acting by vote of the Board members not parties to the same or substantially the same action, suit or proceeding constituting a majority of the whole number of the Board members. The foregoing right of indemnification or reimbursement

shall not be exclusive of other rights to which such person, his heirs, executors or administrators may be entitled as a matter of law.

Section 7.200. Insurance. The Authority may, upon the affirmative vote of the majority of its Board members, purchase insurance for the purpose of indemnifying its Board members, officers and employees to the extent that such indemnification is allowed in Section 7.100.

ARTICLE 8.000
APPROVAL OF BYLAWS

Section 8.100. Approval. These Bylaws, upon approval by a two-thirds vote of the members of the Board, and upon the approval of the City Council, shall be filed in the office of the City Clerk of the City of Fort Collins.