ECONOMIC DEVELOPMENT CORPORATION

Brownfield Redevelopment Authority / Hospital Finance Authority

Kimberly L. Murphy
County Administrator

301 N. Main St, Adrian, MI 49221
p: 517-264-4508 | **f:** 517-264-4512
lenawee.mi.us

MEMBERS
Thomas Boldt, David Maxwell, Michael Jacobitz,
Dawn Bales, Jeff Ehlert, Jessica Sattler, David Stimpson
Heidi Cannon, Kimberly Murphy, Steve Muth, Robert Fox

MEETING LOCATION
Chambers
301 N. Main Street - Adrian, MI

Economic Development Corporation

Agenda: Tuesday, November 14, 2023 – 4:00 p.m.

I. **Approval of Minutes –** September 6, 2023

II. **Finance Report**

III. **Bylaws**

IV. **Candidate Application** – Heather Sarnac

V. **Updates/Other Business**
   a. Future meeting dates

VI. **Public comment**

VII. **Adjournment**

Brownfield Redevelopment Authority

Agenda: Tuesday, November 14, 2023 – Immediately following the EDC meeting

I. **Election of Officers**

II. **Bylaws**

III. **Updates/Other Business**

IV. **Public comment**

V. **Adjournment**

Lenawee County
Economic Development
Project Funding Report
As of October 31 , 2023

Project #	Project Description	Project Budget	Prior Project Expenses	Remaining Budget	Current Year Expenses	Project Balance
Open Projects						
Closed Projects						
Total		-	-	-	-	-

Beginning fund balance, January 1, 2023	35,691.29
Revenue from Contigency	
Current year appropriations to date	-
Current year expenses to date	-
Current fund balance	35,691.29
Remaining budgeted appropriations	-
Remaining budgeted project expenses	-
Balance available for future projects	**35,691.29**

BY-LAWS

OF

THE ECONOMIC DEVELOPMENT CORPORATION OF THE COUNTY OF LENAWEE

(A Michigan Public Corporation formed pursuant to Act 338 of the Public Acts of 1974, as amended)

ARTICLE I

Name and Registered Office

Sec. 1. Name. The name of this corporation is The Economic Development Corporation of the County of Lenawee.

Sec. 2. Registered Office. The initial registered office of the corporation is 216 North Main Street, Adrian, Michigan 49221, and the mailing address of the initial registered office is 216 North Main Street, Adrian, Michigan 49221. The resident agent shall be the person who from time to time is designated by the board of directors.

Sec. 3. Principal Office. The Corporation shall have its principal office at 216 North Main Street, Adrian, Michigan 49221, and it may also maintain offices at such other place or places as the board of directors may from time to time designate.

ARTICLE II

Purpose

The corporation is organized with reference to Act 338 of the Public Acts of 1974, as amended, and its purpose or purposes will be in accordance with the articles of incorporation.

ARTICLE III

Directors

Sec. 1. General Powers. The business and affairs of the corporation shall be managed by its board of directors, except as otherwise provided by statute, by the articles of incorporation or by the by-laws.

Sec. 2. Number, Tenure and Qualifications. The board of directors shall consist of not less than nine persons, not more than three of whom shall be an officer or employee of the County of Lenawee.

The chief executive officer and any member of the governing body of the municipality may serve on the board of directors. These directors shall be appointed for terms of 6 years, except of the directors first appointed, 4 shall be appointed for 6 years, 1 for 5 years, 1 for 4 years, 1 for 3 years, 1 for 2 years, and 1 for 1 year. The corporation shall notify the Chairperson of the County Board of Commissioners in writing of the corporation's intention to commence preparation of a project plan and there shall be appointed promptly after such notice 2 additional directors of the corporation who shall be representative of neighborhood residents likely to be affected by each such project proposed by the corporation and who shall cease to serve when the project for which they are appointed is either abandoned or, if undertaken, is completed in accordance with the project plan. Directors shall serve without salary, but may be reimbursed their actual expenses incurred in the performance of their official duties, and may receive a per diem of not more than $50.00.

Sec. 3. Replacement and Vacancies. Subsequent directors shall be appointed in the same manner as original appointments at the expiration of each director's term of office. A director whose term of office has expired shall continue to hold office until his successor has been appointed with the advice and consent of the Lenawee County Board of Commissioners. A director may be reappointed with the advice and consent of the Lenawee County Board of Commissioners to serve additional terms. If a vacancy is created by death or resignation, a successor shall be appointed with the advice and consent of the Lenawee County Board of Commissioners within thirty (30) days to hold office for the remainder of the term of office so vacated.

Sec. 4. Removal. A director may be removed from office for inefficiency, neglect of duty, or misconduct or malfeasance by a majority vote of the Lenawee County Board of Commissioners.

Sec. 5. Conflict of Interest. A director who has a direct interest in any matter before the corporation shall disclose his interest prior to the corporation taking any action with respect to the matter, which disclosure shall become a part of the record of the corporation's official proceedings.

Sec. 6. Meetings. Meetings of the Board of Directors may be called by or at the request of the president or any two directors. The meetings of the Board of Directors shall be public, and the appropriate notice of such meetings shall be provided to the public.

Sec. 7. Notice. Notice of any meeting shall be given at least two (2) days previously thereto by written notice, delivered personally or mailed to each director at his business address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mails in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Sec. 8. Quorum. A majority of the members of the Board of Directors then in office constitutes a quorum for the transaction of business at any meeting of the Board of Directors, provided, that if less than a majority of the directors are present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. The vote of the majority of members present at a meeting at which a quorum is present constitutes the action of the Board of Directors, unless the vote of a larger number is required by statutes, the articles of incorporation or these by-laws. Amendment of the by-laws by the Board of Directors requires the vote of not less than a majority of the members of the board then in office.

Sec. 9. Participation by Communication Equipment. A member of the Board of Directors or of a committee designated by the board may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this provision constitutes presence in person at the meeting.

Sec. 10. Committees. The Board of Directors may, by resolution passed by a majority of the whole board, designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of a committee, who may replace an absent or disqualified member at a meeting of the committee. In the absence or disqualification of a member of a committee, the members thereof present at a meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the board to act at the meeting in place of such an absent or disqualified member. A committee, and each member thereof, shall serve at the pleasure of the board. A committee so designated by the board, to the extent provided in the resolution by the board, may exercise all administrative and ministerial, but not discretionary, powers and authority of the board in the management of the business and affairs of the corporation, except that such committee shall not have the power or authority to: (a) Amend the articles of incorporation, (b) recommend to members a dissolution of the corporation or a revocation of dissolution, (c) amend the by-laws of the corporation, or (d) fill vacancies in the board.

Sec. 11. Manifestation of Dissent. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporation matter is taken shall be assumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE IV

Officers

Sec. 1. Officers. The officers of the corporation shall consist of a president, secretary, treasurer, assistant secretary, assistant treasurer, and, if desired, one or more vice presidents, and such other officers as may from time to time be determined by the Board of Directors, each of whom shall be elected by the directors. Two or more offices may be held by the same person but an officer shall not execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or the articles or by-laws to be executed, acknowledged or verified by two or more officers.

Sec. 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors. If the election of officers shall not be held or made at such meeting, such election shall be held or made as soon thereafter as is convenient. Each officer so elected shall hold office for the term of which he is elected and until his successor is elected and qualified, or until his resignation or removal.

Sec. 3. Removal. Any officer elected by the Board of Directors may be removed by the Board of Directors with or without cause whenever in its judgment the best interests of the corporation would be served thereby.

Sec. 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled at any meeting of the board of directors for the unexpired portion of the term of such office.

Sec. 5. President. The president shall be the chief executive officer of the corporation, but he may from time to time delegate all or any part of his duties to an executive vice president, if one is elected or to any vice president. He shall preside at all meetings of the directors; he shall have general and active management of the business of the corporation, and shall see that all orders and resolutions of the board are carried into effect. He shall execute all bonds, mortgages, conveyances and other instruments entered into pursuant to the powers of the corporation as set forth in the articles of incorporation with the approval and authority of the board of directors. He shall be ex officio a member of all standing committees.

Sec. 6. Vice Presidents. The vice president shall perform such duties as are delegated to him by the president and he and the other vice presidents in order of their seniority shall, in the absence or in the event of the disability of the president, perform the duties and exercise the powers of the president, and shall perform such other duties as the board of directors shall prescribe.

Sec. 7. Secretary. The secretary shall attend all meetings of the board and record all votes and the minutes of all proceedings in a book to be kept for that purpose; and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors under whose supervision he shall be. He shall keep in safe custody the seal of the corporation, and when authorized by the board, affix the same to any instrument requiring it, and when so affixed it shall be attested by his signature or by the signature of the treasurer. He shall be sworn to the faithful discharge of his duties. The assistant secretary, if one is elected, shall perform the duties and exercise the power of the secretary in his absence or in the event of his disability.

Sec. 8. Treasurer. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all monies, and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors. He shall disburse the funds of the corporation as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the president and director, at the regular meetings of the board, or whenever they may require an account of all his transactions as treasurer and of the financial condition of the corporation. He shall report to the governing body not less frequently than once per year, which report shall fully describe the activities of the corporation including a statement of all revenues and expenditures, and balance sheet since the previous report. He shall give the corporation a bond if required by the board of directors in a sum, and with one or more sureties satisfactory to the board, for the faithful performance of the duties of his office, and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation. The assistant treasurer, if one is elected, shall perform the duties and exercise the power of the treasurer in his absence or in the event of his disability.

Sec. 9. Delegation of Duties of Officers. In the absence of any officer of the corporation, or for any other reason that the board may deem sufficient, the board may delegate, from time to time and for such time as it may deem appropriate, the powers or duties, or any of them, of such officer to any other officer, or to any director, provided a majority of the board then in office concurs therein.

Sec. 10. Salaries. The officers of the corporation shall serve without salary; provided, that nothing herein contained shall be construed to preclude any officer from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE V

Contracts, Loans, Checks and Deposits

Sec. 1. Contracts. The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority shall be confined to specific instances.

Sec. 2. Loans. No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority shall be confined to specific instances.

Sec. 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 of directors.

Sec. 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 of directors may select.

ARTICLE VI

Fiscal Year

The fiscal year of the corporation shall begin on the 1st day of January in each year and end on the 31st day of December in each year.

ARTICLE VII

Indemnification

Sec. 1. Indemnification. Whenever any claim is made or any civil action is commenced against any officer, or employee of the corporation for injuries to persons or property caused by the negligence of the officer or employee while in the course of his employment and while acting within the scope of his authority, the corporation may, but is not required, to pay for legal services and also for any judgment or compromise settlement of the claim, pursuant to Act 170 of the Public Acts of 1964, as amended.

Sec. 2. Reimbursement. Any indemnification under Section 1 shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the employee or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1. Such determination shall be made in either of the following ways:

(1) By the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or preceeding.

(2) If such quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, supported by the recommendation of independent legal counsel in a written opinion.

Sec. 3. Insurance. The board of directors may, in the exercise of its discretion, from time to time authorized by resolution duly adopted, purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have power to indemnify him against such liability under Sections 1 and 2 of this article.

LenaweeCountyBoardofCommissioners

AppointmentApplication

Please complete and return this questionnaire, along with any additional information you would like to be considered to the

Lenawee County Board of Commissioners
Attention: Rules & Appointments Committee
301 N. Main St.
Adrian, MI 49221
Email: rebecca.borton@lenawee.mi.us or Fax: (517) 264-4512

Board/Position for which you would like to be considered:

Economic Development Corporation of Lenawee
District #3 Representative

Is this an application for reappointment? Yes ☐ No ☑ How long have you served 0

Name: Heather Sarnac

Home Address: 425 Lincoln St. Morenci, MI 49256

Home Telephone: ______ Cellphone: (517) 270-0785

Email:

Are you a United States Citizen Yes ☑ No ☐ Registered Voter Yes ☑ No ☐
Lenawee County Resident Yes ☑ No ☐ At least 18 years of age Yes ☑ No ☐ Have you ever been convicted of a felony? Yes ☐ No ☑

Briefly indicate any special skills/experience that would you bring to this board?

- Economic development, community development
- Organized, utilize data for decision making, reliable, professional

Present appointments

Board & Title	Dates served
Lenawee County Land Bank Authority	8/22/23
Revitalize Morenci Initiative, President	12/13/21
Morenci Area School Board, President	1/11/21

LenaweeCountyBoardofCommissioners

AppointmentApplication

Previously held appointments

Board & Title	Dates served

I Heather Sarnac certify that all statements and representations provided in this statement and on accompanying materials, to the best of my knowledge, are true and accurate.

Signature: Heather Sarnac Date: 9/21/23

Note: Applicants may, but are not required, to attach additional information pertaining to this application for appointment if attachments including resume, letters of reference, and/or letter of i ntent.

03/2014
boards/appointmentapplication-appointee.doc

By-Laws

LENAWEE COUNTY
BROWNFIELD REDEVELOPMENT AUTHORITY

ARTICLE I: Name and Address

The name of the authority is the Lenawee County Brownfield Redevelopment Authority (hereinafter referred to as the "Authority"). The address of the Authority is 301 N. Main Street, Adrian, Michigan 49221.

ARTICLE II: Directors

Section 1. General Powers: The business and affairs of the Authority shall be managed by its Board to the full extent provided by PA 381of 1996, as amended (hereinafter referred to as the "Act"), or by these Bylaws. The Board shall possess all of the powers and authority provided by the Act, and any future amendments to the Act and these Bylaws.

Section 2. Board of Directors: The Board of Directors (hereinafter referred to as the "Board") of the Authority shall consist of seven (7) persons who shall be appointed by the Chair of the Lenawee County Board of Commissioners (hereinafter referred to as the "LCBOC Chair") with the advice and consent of the Lenawee County Board of Commissioners (hereinafter referred to as the "LCBOC"). Each Director shall be assigned a term of office upon appointment in accordance with the Act.

Section 3. Replacement and Vacancies: Subsequent Directors shall be appointed in the same manner as original appointments at the expiration of each Director's term of office. A Director whose term of office has expired shall continue to hold office until his/her successor has been appointed. A Director may be reappointed to serve additional terms. If a vacancy is created by death or resignation, a successor shall be appointed by the LCBOC Chair with the advice and consent of the LCBOC within thirty (30) days, or as soon thereafter as possible, to hold office for the remainder of the term of office so vacated.

Section 4. Removal: A Director may be removed from office in accordance with the Act for inefficiency, neglect of duty, or misconduct or malfeasance, by a majority vote of the LCBOC.

Section 5. Conflict of Interest: A Director who has a direct interest in any matter before the Authority shall disclose his/her interest prior to any discussion of that matter by the Authority, which disclosure shall become a part of the record of the Authority's official proceedings. The interested Director shall further refrain from participation in the Authority's action relating to the matter. Each Director, upon taking office and annually thereafter, shall acknowledge in writing that they have read and agree to abide by this section.

Section 6. Meetings: Meetings of the Board may be called by or at the request of the Chair of the Board, the Vice Chair of the Board or any two Directors. The meetings of the Board shall be public, and written notice of such meeting shall be provided to the public. The Board shall hold an annual meeting in the first calendar quarter of each year at which time officers of the Board shall be elected as provided in

Section 7. Notice: Notice of any meetings shall be given in accordance with the Open Meetings Act (Act No. 267 of the Public Acts of 1976).

Section 8. Quorum: A majority of the members of the Board appointed and serving constitutes a quorum for the transaction of business at any meeting of the Board, provided, that a majority of the Board present may adjourn the meeting from time to time without further notice. The vote of the majority of the Directors present at a meeting when a quorum is present constitutes the action of the Board, unless the vote of a larger number is required by statute or these Bylaws. No grant or loan shall be contracted on behalf of the Authority and no evidence of indebtedness shall be issued in the name of the Authority unless authorized by a resolution of a majority of the Board then in office and approved by the LCBOC.

Section 9. Local Units of Government: Not less than forty five (45) days prior to the submittal of any proposed Brownfield redevelopment plan to the LCBOC pursuant to Section 14(a) of the Act, by resolution the Board shall appoint a committee for any such proposed plan to allow for input of the city, village or township involved. The committee shall consist of a minimum of one or more of the Directors of the Board, as well as one elected official, or his/her designee from the affected city, village, or township. The committee so appointed shall make recommendations to the Board, which shall include or address any changes to the Brownfield redevelopment plan sought by the city, village or township, as well as any other significant concerns or issues raised by the city, village or township. In the alternative, the Chair of the Board may appoint the committee, subject to ratification by the Board, prior to any other action by the Board regarding the proposed plan.

Section 10. Committees: The Board may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of one or more of the Directors of the Authority. The Board may designate one or more Directors as alternate members of a committee, who may replace an absent or disqualified member at a meeting of the committee. In the absence or disqualification of a member of a committee, the members thereof present at a meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in place of such an absent or disqualified member. A committee, and each member thereof, shall serve at the pleasure of the Board. Any committee so designated shall periodically prepare a report and recommendations with respect to the matters referred to it by the resolution of the Board. All such reports and recommendations shall be reviewed by the Board, and shall not be binding on the Board or considered Board action, unless and until such reports and/or recommendations are addressed pursuant to Article II, Section 8.

ARTICLE III: Officers

Section 1. Officers: The officers of the Authority shall be elected by the Authority Board and shall consist of a Chair and Vice Chair. No single officer shall execute, acknowledge, or verify an instrument if the instrument is required by law or Bylaws to be executed, acknowledged, or verified by two or more officers.

Section 2. Nomination. Election, and Term of Office: The officers of the Authority shall be elected by the Board at an annual meeting held during the first calendar quarter of each year. Candidates shall be nominated by the Board, and shall be Board members. The term of each office shall be for one (1) year. Each officer shall hold office until his/her successor is appointed.

Section 3. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, maybe filled at any meeting of the Board for the unexpired portion of the terms of such office.

Section 4. Chair and Vice Chair: The Chair shall be the presiding officer of the Authority, and may, from time to time, delegate all or any part of his/her duties to the Vice Chair. In the absence of the Chair, the Vice Chair shall preside at all meetings of the Board and shall perform all the duties of the office as provided by the Act or these Bylaws. The Chair may discuss and vote on all questions before the Authority except as noted in Article II, Section 5, Conflict of Interest. The Chair shall be an ex-officio member of all standing committees.

Section 5. Secretary/Treasurer: The County Clerk or designee shall serve as the Secretary to the Authority. The County Treasurer or designee shall serve as the Treasurer of the Authority. Neither the Clerk nor the Treasurer shall be a member of the Board.

Section 6. Delegation of Duties of Offices: In the absence of any officer of the Authority the Board may delegate, from time to time and for such time as it may deem appropriate, the powers or duties, or any of them, of such officer to any other Director, provided a majority of the Board then in office concurs therein.

ARTICLE IV: Contracts, Loans, Checks and Deposits

Section 1. Contracts: The Authority Board may authorize its Chair or Vice Chair, in the Chair's absence, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority, and such authorization may be general or confined to specific instances.

Section 2. Loans/Grants/Indebtedness: No grant or loan shall be contracted on behalf of the Authority and no evidence of indebtedness shall be issued in the name of the Authority unless authorized by a resolution passed by a majority of the Board and approved by the LCBOC. Such authorization 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 Authority, shall be authorized by the Chair, or Vice Chair, in the absence of the Chair.

Section 4. Deposits: All funds of the Authority not otherwise employed shall be invested in accordance with an investment policy to be adopted by the Board consistent with current County policy and the requirements of PA 20 of 1943.

ARTICLE V: Fiscal Year

The fiscal year of the Authority shall correspond at all times to the fiscal year of Lenawee County.

ARTICLE VI: Miscellaneous

Section 1. Seal: The Board, upon finding it necessary, shall provide a corporate seal, which shall be the official seal of the Authority.

Section 2. Waiver of Notice: When the Board or any committee thereof may take action after notice to any person or after lapse of a prescribed period of time, the action may be taken without notice and without lapse of the period of time, if at any time before or after the action is completed the person entitled to notice or to participation in the action to be taken submits a signed waiver of such requirements.

ARTICLE VI: Amendments

These Bylaws may be altered, amended, or repealed by the affirmative vote of a majority of the Board then in office at any regular or special meeting called for that purpose subject to the approval of the LCBOC.

CERTIFICATION:

I HEREBY CERTIFY that the above Bylaws were adopted the 11th day of January, 2006.

Secretary
Lou Ann Bluntschly