

A RESOLUTUION ACCEPTING THE DELEGATION OF URBAN REDVELOPMENT  
PROJECT POWERS

WHEREAS, the Urban Redevelopment Law of the State of Georgia (the "Urban Redevelopment Law") created in the City of Monroe, Georgia (the "City") a public body corporate and politic to be known as the "Urban Redevelopment Agency of the City of Monroe, Georgia" (the "Agency"); and

WHEREAS, the City Council of the City (the "City Council") made the finding prescribed by O.C.G.A. Section 36-61-5 pursuant to a resolution adopted by the City Council on July 8, 2008 and ratified such finding pursuant to a resolution adopted by the City Council on December 11, 2018, and the City Council elected to have the Agency exercise the "urban redevelopment project powers" (as defined in the Urban Redevelopment Law) pursuant to a resolution adopted by the City Council on December 11, 2018 (the "Activating Resolution"); and

WHEREAS, pursuant to the Activating Resolution and the Urban Redevelopment Law, a Board of Commissioners (the "Board") was appointed to govern the affairs of the Agency and a Chairman and a Vice-Chairman were appointed; and

WHEREAS, the Board proposes to transact business and exercise the urban redevelopment project powers in accordance with the Activating Resolution and the Urban Redevelopment Law; and

WHEREAS, the Board also proposes to adopt bylaws of the Agency (the "Bylaws"); and

WHEREAS, the Board also proposes to adopt an official seal, as described in the Bylaws; and

WHEREAS, the Board also proposes to appoint a Secretary and a Treasurer; and

WHEREAS, the Board also proposes to appoint a law firm as counsel to the Agency for the purposes of general legal consultation.

NOW, THEREFORE, BE IT RESOLVED by the Board, as follows:

1. Exercise of Powers. The Agency shall transact business and shall exercise the urban redevelopment project powers in accordance with the Activating Resolution and the Urban Redevelopment Law.
2. Approval of Bylaws. The Bylaws attached hereto as Exhibit A are hereby adopted and approved.
3. Approval of Seal. The seal impressed on this resolution below shall be the official seal of the Agency and may be impressed upon contracts and instruments of the Agency.
4. Secretary and Treasurer. The Secretary of the Downtown Development Authority of the City of Monroe is hereby designated as the Secretary of the Agency. The Chief Financial Officer of the City is hereby designated as the Treasurer of the Agency.
5. Counsel. Preston & Malcom, P.C is hereby designated as counsel to the Agency for the purpose of general legal consultation.
6. Effective Date. This resolution shall be effective immediately upon its adoption.

## EXHIBIT A

### BYLAWS OF

### URBAN REDEVELOPMENT AGENCY OF THE CITY OF MONROE, GEORGIA

#### ARTICLE I. – THE AGENCY

Section 1. Name of Agency. The name of the Agency shall be “Urban Redevelopment Agency of the City of Monroe, Georgia.”

Section 2. Seal of Agency. The seal of the Agency shall be in the form of a circle and bear the name of the Agency.

Section 3. Office of Agency. The office of the Agency shall be located at the Monroe City Hall or such other place in the City of Monroe, Georgia (the “City”) as the Agency may from time to time designate by resolution.

Section 4. Board of Commissioners. The number of commissioners and the terms of office of the commissioners shall be determined by the City Council of the City of Monroe (the “City Council”) in accordance with the Urban Redevelopment Law of the State of Georgia (the “Urban Redevelopment Law”). The Mayor, with the advice and consent of the City Council, shall appoint the commissioners of the board in accordance with the Urban Redevelopment Law. The board of commissioners shall be responsible for managing the affairs of the Agency.

#### ARTICLE II. – OFFICERS

Section 1. Officers. The officers of the Agency shall be a Chairman, a Vice Chairman, a Secretary and a Treasurer. The Secretary may also serve as the Treasurer. The Agency may by resolution appoint additional officers, including, but not limited to a treasurer or an assistant secretary. The Mayor, with the advice and consent of the City Council, shall appoint a Chairman and a Vice Chairman. The commissioners of the board shall appoint the Secretary, the Treasurer and any other officers.

Section 2. Chairman. The Chairman shall preside at all meetings of the Agency. Except as otherwise authorized by resolution of the Agency, the Chairman shall sign all contracts, deeds and other instruments made by the Agency. At each meeting, the Chairman shall submit such recommendations and information as he or she may consider proper concerning the business, affairs, and policies of the Agency.

Section 3. Vice Chairman. The Vice Chairman shall perform the duties of the Chairman in the absence, resignation, incapacity or death of the Chairman.

Section 4. Secretary. The Secretary shall keep the records of the Agency, shall act as secretary of the meetings of the Agency and record all votes and shall keep a record of the proceedings of the Agency in a journal of proceedings to be kept for such purpose, and

shall perform all duties incident to such office. The Secretary shall keep in safe custody the seal of the Agency and shall have the power to affix such seal to all contracts and instruments to be executed by the Agency.

Section 5. Treasurer. The Treasurer shall see that an accounting system is maintained in such a manner as to give a true and accurate accounting of the financial transactions of the Agency. The Treasurer shall give periodic financial reports to the Agency and shall file with the City on or before March 31 of each year a report of the Agency's activities for the preceding calendar year. The Treasurer shall cause to be published in a newspaper of general circulation in a community a notice to the effect that such report has been filed with the City and that the report is available for inspection during business hours in the office of the City and in the office of the Agency.

Section 6. Additional Duties. The officers of the Agency shall perform such other duties and functions as may from time to time be specified by resolution of the Agency.

Section 7. Personnel. The Agency may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions. The selection and compensation of such personnel shall be determined by the Agency subject to the laws of the State of Georgia.

### ARTICLE III. – POWERS AND MEETINGS

Section 1. Powers. The Agency shall have all the powers conferred upon it by the Urban Redevelopment Law and the Constitution and laws of the State of Georgia.

Section 2. Annual Meeting. The Agency shall have an annual meeting. The annual meeting shall be held in the month of January or such other month as shall be specified by resolution of the Agency.

Section 3. Special Meetings. The Chairman of the Agency may, when he or she deems it expedient, and shall, upon the written request of two members of the Agency, call a special meeting of the Agency for the purpose of transacting any business designated in the call. At such special meeting no business shall be considered other than as designated in the call, but if all of the members of the Agency are present at a special meeting any and all business may be transacted at such special meeting. Notice of special meetings may be either oral or written. Oral notice may be delivered personally or by telephone and shall be given at least twenty-four (24) hours prior to the time of the meeting. A voicemail message shall not be deemed to be sufficient oral notice by telephone. Written notice may be sent by regular mail, overnight mail, electronic mail or delivered personally. If delivery by electronic mail or personally, such notice shall be delivered at least twenty-four (24) hours prior to the time of the meeting. If written notice is delivered by overnight mail, such notice shall be mailed at least two (2) days prior to the date of the meeting. If written notice is sent by regular mail, such notice shall be mailed at least three (3) days prior to the date of the meeting. Notice shall be deemed to have been given properly to any commissioner who attends the meeting.

Section 4. Quorum. The powers of the Agency shall be vested in the members thereof in office from time to time. A majority of the members shall constitute a quorum for the purpose of conducting its business and exercising its powers and all other purposes.

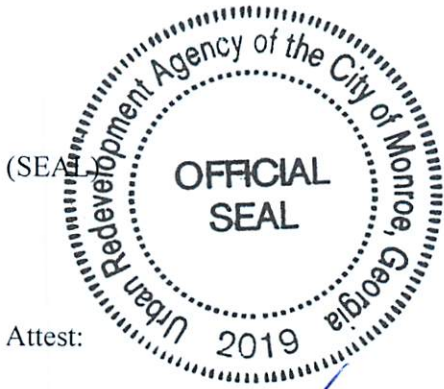
Section 5. Manner of Voting. The voting on all questions coming before the Agency shall be by a show of hands, roll call, or ballots, and the yeas and nays shall be entered upon the minutes of such meeting, except in the case of election when the vote may be by ballot.

#### ARTICLE IV. – MISCELLANEOUS

Section 1. Amendments to Bylaws. The Bylaws of the Agency may be amended at a regular or special meeting with the approval of at least two-thirds of the members of the Agency.

Section 2. Fiscal Year. The Agency shall have the same fiscal year as the City.

ADOPTED AND APPROVED this 13<sup>th</sup> day of December, 2018.



Attest:

Secretary

URBAN REDVELOPMENT AGENCY OF THE CITY  
OF MONROE, GEORGIA

*Lisa B. Anderson*

Chairman

SECRETARY'S CERTIFICATE

The undersigned Secretary of the Urban Redevelopment Agency of the City of Monroe, Georgia (the "Agency") DOES HEREBY CERTIFY that the foregoing pages of typewritten matter constitute a true and correct copy of a resolution adopted on December 13, 2018 by the Agency at a meeting that was duly called and assembled and at which a quorum was present and acting throughout, and that the original of said resolution appears in the minute book of the Agency, which is in my custody and control.

WITNESS my hand and the official seal of the Agency, this the 13<sup>th</sup> day of December, 2018.



  
\_\_\_\_\_  
Secretary