

RESOLUTION 10107

BY THE COUNCIL:

BAKER, BRENNAN, COLES, SMITH  
WEBB AND WETHERELL

A RESOLUTION ~~APPROVING~~ A NAME CHANGE FROM THE BOISE REDEVELOPMENT AGENCY TO THE CAPITAL CITY DEVELOPMENT CORPORATION; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, pursuant to Resolution No. 1154, adopted and approved on August 22, 1965, the public body politic incorporate known and designed as the Boise Redevelopment Agency was created to exercise the powers and perform the functions and duties prescribed by Chapter 20, Title 50, Idaho Code; and

WHEREAS, the Board of Commissioners of the Boise Redevelopment Agency has determined that a change of the Agency's name is appropriate; and

WHEREAS, the Board of Commissioners has recommended the name of the Boise Redevelopment Agency be changed to the Capital City Development Corporation.

NOW THEREFORE, BE IT RESOLVED BY THE MAYOR AND COUNCIL OF THE CITY OF BOISE CITY, IDAHO:

Section 1. That the Urban Renewal Agency of Boise City, now known and referred to as the Boise Redevelopment Agency shall henceforth be known and referred to as the Capital City Development Corporation.

Section 2. That all previous transactions, appointments and business conducted by and through the Boise Redevelopment Agency shall remain in full force and effect and shall now be conducted by and through the Capital City Development Corporation.

Section 3. That this Resolution shall be in full force and effect immediately upon its adoption and approval.

ADOPTED by the Council of the City of Boise City, Idaho, this 28 day of March, 1989.

APPROVED by the Mayor of the City of Boise City, this 28 day of March, 1989.

APPROVED:

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MAYOR

ATTEST:

\_\_\_\_\_  
CITY CLERK

RESOLUTION NO. 577

BY THE BOARD OF DIRECTORS OF THE URBAN RENEWAL AGENCY OF BOISE CITY,  
IDAHO:

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE URBAN RENEWAL AGENCY OF BOISE CITY, IDAHO, CHANGING THE NAME OF THE URBAN RENEWAL AGENCY TO "CAPITAL CITY DEVELOPMENT CORPORATION"; REPEALING THE BYLAWS OF THE BOISE REDEVELOPMENT AGENCY AND REENACTING SAME AS THE BYLAWS OF THE CAPITAL CITY DEVELOPMENT CORPORATION; CHANGING THE MEETING TIME OF THE BOARD OF DIRECTORS; AND PROVIDING AN EFFECTIVE DATE.

THIS RESOLUTION, made on the date hereinafter set forth by the Urban Renewal Agency of Boise City, Idaho, an independent public body corporate and politic, authorized under the authority of the Idaho Urban Renewal Law of 1965, as amended, Chapter 20, Title 50, Idaho Code, a duly created and functioning urban renewal agency for Boise City, Idaho.

WHEREAS, at a regular meeting of the Board of Directors on January 10, 1989, a motion was made and unanimously carried to change the name of the Urban Renewal Agency of Boise City from "Boise Redevelopment Agency" to "Capital City Development Corporation"; and

WHEREAS, at a regular meeting of the City Council, the City Council amended Resolution No. 1154 authorizing the Urban Renewal Agency of Boise City to be known and referred to as the "Capital City Development Corporation"; and

WHEREAS, the Boise Redevelopment Agency has heretofore adopted Bylaws of the Boise Redevelopment Agency last duly passed on October 23, 1987, with amendment approved on October 7, 1988, changing the meeting time; and

WHEREAS, Article V of such Bylaws allows for repeal of existing Bylaws and adoption of new Bylaws by a majority vote of all members of the Board of Directors at any regular or special meeting; and

WHEREAS, the Board now finds it necessary to repeal the existing Bylaws of the Boise Redevelopment Agency and to adopt a new set of Bylaws of the Capital City Development Corporation; and

WHEREAS, the Board finds it necessary to repeal the existing Bylaws, providing for redesignation of the meeting place and time for regular monthly meetings.

NOW, THEREFORE, BE IT RESOLVED:

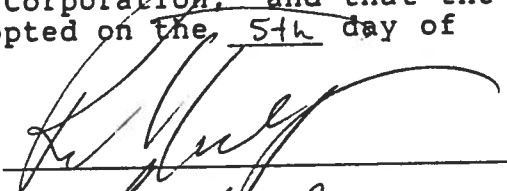
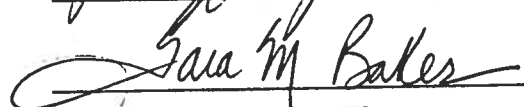
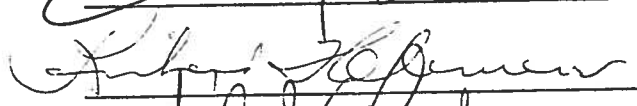
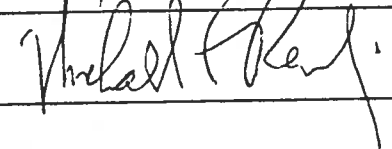
Section 1: That the Urban Renewal Agency of Boise City shall be known as "Capital City Development Corporation," but shall also be authorized to use the name "Urban Renewal Agency of Boise City" if and as required.

Section 2: That for all purposes the Capital City Development Corporation shall retain all the rights, privileges, and obligations previously assumed or entered into by the Boise Redevelopment Agency, and such rights, privileges and obligations shall be as if assumed or entered into by the Capital City Development Corporation.

Section 3: That all previous Bylaws of the Boise Redevelopment Agency and amendments to such Bylaws are hereby repealed and the Bylaws attached to this Resolution as Exhibit A and incorporated herein are hereby adopted.

Section 4: That this Resolution shall be in full force and effect immediately upon its passage and approval.

WE, THE UNDERSIGNED, being all members of the Board of Directors of the Urban Renewal Agency of Boise City, Idaho, do hereby certify that by unanimous vote the name of the Urban Renewal Agency of Boise City, Idaho was changed from "Boise Redevelopment Agency" to "Capital City Development Corporation," and that the foregoing Bylaw changes were duly adopted on the 5th day of MAY, 1989.

  
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I, the undersigned, Secretary of the Board of Directors of the Urban Renewal Agency of Boise City, Idaho, hereby certify that by unanimous vote of the Board of Directors, the name of the Urban Renewal Agency of Boise City, Idaho was changed from "Boise Redevelopment Agency" to "Capital City Development Corporation,"

and that the foregoing Bylaw changes were duly adopted on the 5th  
day of MAY, 1989.

David A Brody

BYLAWS  
of  
CAPITAL CITY DEVELOPMENT CORPORATION

ARTICLE I

Name

The Urban Renewal Agency for the City of Boise as created pursuant to the provisions of the Idaho Urban Renewal Law of 1965 (Chapter 20, Title 50, Idaho Code) shall be known as the "Capital City Development Corporation" (hereinafter "Corporation") but shall also be authorized to use the name "Urban Renewal Agency of Boise City" if and as required.

ARTICLE II

Board of Directors

Section 1. The property, business, powers, and affairs of the Corporation shall be managed and controlled by the Board of Directors thereof. The Board of Directors is vested with all powers as provided by the Idaho Urban Renewal Law of 1965 (Chapter 20, Title 50, Idaho Code) as the same now exists or as may be amended hereafter.

Section 2. The Board of Directors shall consist of a number of members determined in accordance with the provisions of Section 50-2006, Idaho Code, as the same now exists or as may be amended hereafter and as appointed by the Mayor of the City of Boise City with the advice and consent of the Boise City Council.

Section 3. Directors shall receive no compensation for their services but shall be entitled to the necessary expenses, including travel expense, incurred in the discharge of their duties.

Section 4. Each Director shall hold office until his or her successor has been appointed and qualified. A certificate of the appointment or reappointment of a Director shall be filed with the City Clerk of the City of Boise, Idaho, and such certificate shall be conclusive evidence of the due and proper appointment of such Director.

Section 5. The qualifications and eligibility of persons to serve on the Board of Directors shall be as defined and described in Section 50-2006, Idaho Code, as the same now exists or may be amended hereafter.

Section 6. The Board of Directors shall hold regular meetings at the Corporation offices, 711 1/2 West Bannock, Boise, Idaho, the second and fourth Monday of each month at the hour of 12:00 p.m.

Section 7. The Chairman or a majority of the Board of Directors has the power to call special meetings of the Board, the object of which shall be submitted to the Board as is appropriate to the circumstances or as otherwise provided by law; the call and object, as well as the disposition thereof, shall be entered upon the minutes of the Secretary. The notice provided in this section may be dispensed with in the event a special meeting is called to deal with an emergency involving injury or damage to persons or property or the likelihood of such injury or damage.

Section 8. A majority of the members of the Board of Directors shall constitute a quorum for the purpose of conducting business and exercising the powers of the Corporation and for all other purposes. Official action may be taken by the Board of Directors upon a vote of a majority of the members thereof present at a duly convened regular or special meeting at which a quorum is present.

Section 9. The Board of Directors by majority vote may employ an Executive Director, technical experts, legal counsel, a secretary, a treasurer, and such other agents and employees, permanent and temporary, as the Board may require and the qualifications and duties of and compensation for all of said persons so employed shall be determined by the Board.

Section 10. The Board of Directors shall file with the City Clerk, City of Boise, Idaho, on or before March 31 of each year, a report of its activities for the preceding calendar year which report shall include a complete financial statement setting forth the Corporation's assets, liabilities, income, and operating expenses as of the end of such calendar year. At the time of filing said report the Board shall cause to be published in The Idaho Statesman, Boise, Idaho, a notice to the effect that such report is available for inspection during the regular business hours in the office of the City Clerk and in the office of the Corporation.

Section 11. For inefficiency or neglect of duty or misconduct in office, a Director may be removed only after a hearing and only after he shall be given a copy of the charges at least ten (10) days prior to such hearing and shall have had an opportunity to be heard in person or by counsel.

### ARTICLE III

#### Officers

Section 1. The officers of the Corporation shall be a Chairman, Vice Chairman, Secretary, Treasurer, and such other officers as the Board of Directors may deem necessary. Only the Chairman and Vice Chairman need be members of the Board of Directors.

Section 2. The Board of Directors shall elect the Chairman, Vice Chairman, Secretary, Treasurer, and such other officers as are deemed necessary for a term of one (1) year and until his or her successor is duly elected and qualified. Such elections shall occur at the regular meeting held in January. Officers elected at that meeting shall hold office until the regular meeting the following January.

Section 3. The Chairman shall be the chief presiding officer of the Corporation. The Chairman shall execute all deeds, bonds, contracts, and other legal documents authorized by the Board provided, however, that the Board may delegate certain of said duties to the Executive Director of the Corporation. The Chairman shall have the power to vote on any matter presented to the Board of Directors for their consideration. The Chairman shall also have such other powers and duties as may be assigned to him or her by the Board of Directors.

Section 4. The Vice Chairman shall be possessed of all the powers and shall perform all the duties of the Chairman in the absence or disability of the Chairman. The Vice Chairman shall have the power to vote on any matter presented to the Board of Directors for their consideration. The Vice Chairman shall also have such other powers and duties as may be assigned to him or her by the Board of Directors.

Section 5. The Secretary shall keep the minutes of all proceedings of the Board; shall attend to giving and serving all notices of meetings of the Board as required; shall execute along with the Chairman in the name of the Corporation all deeds, bonds, contracts, and other legal documents and instruments as authorized by the Board and shall be the custodian of the Corporation seal, books, bylaws, and such other books, records, and papers of the Corporation as the Board shall direct. In addition, he or she shall perform other duties and have such responsibilities as may be designated by the Board. In case of the absence or disability of the Secretary or his or her refusal or neglect to perform such duties, all duties required of the Secretary may be performed by the Chairman or Vice Chairman or such other person as may be designated by the Board.

Section 6. The Treasurer shall have the general custody of all the funds and securities of the Corporation and shall have general supervision of the collection and disbursement of funds of the Corporation. He or she shall endorse on behalf of the Corporation, for collection, checks, notes, and other obligations and shall deposit the same to the credit of the Corporation in such bank or banks or depositories as the Board may designate. He or she may sign, with the Chairman or such other person or persons as may be designated for said purpose by the Board of Directors all negotiable instruments. He or she shall enter or cause to be entered regularly in the books of the Corporation full and accurate account of all monies received and paid by him or her on account of the Corporation; shall at all reasonable



times exhibit the Corporation books and accounts to any Director of the Corporation at the office of the Corporation during regular business hours; and, whenever required by the Board or the Chairman, shall render a statement of his or her accounts. He or she shall perform such other duties as may be prescribed from time to time by the Board or by the Bylaws. The Treasurer shall give bond for the faithful performance of his or her duties in such sum and with such surety as shall be approved by the Board.

Section 7. If any of the foregoing offices shall, for any reason, become vacant, the Board of Directors shall elect a successor who shall hold office for the unexpired term and until a successor is elected and qualified.

Section 8. The Board of Directors may appoint an Executive Director for the Corporation. The Executive Director shall be the chief administrative officer of the Corporation, shall serve at the pleasure of the Board, and shall have such powers and duties as may be assigned to him or her by the Board of Directors. In addition, the Board may appoint such other administrative officers as it deems necessary, all of whom shall serve at the pleasure of the Board, and shall have such powers and duties as may be assigned to them by the Board of Directors.

#### ARTICLE IV

##### Miscellaneous

Section 1. The seal of the Capital City Development Corporation shall be circular in form and shall have the name of the Corporation on the circumference and shall have the words "Corporate Seal Idaho" in the center.

Section 2. The Board of Directors may appoint one or more committees to investigate and study matters of Corporation business and thereafter to report on and make recommendations concerning said matters assigned to the Board of Directors. When possible each of said committees shall be chaired by a member of the Board, but said committees may be comprised of persons other than members of the Board of Directors. No such committee shall have the power to make final Corporation decisions and power being vested solely in the Directors. The terms of office, the persons serving, the matters to be studied, and all procedural decisions shall be made and decided by the Board of Directors.

Section 3. In addition to such bank accounts as may be authorized in the usual manner by resolution of the Board of Directors, the Treasurer of the Corporation, with the approval of the Chairman, may authorize such bank accounts to be opened or maintained in the name and on behalf of the Corporation as he or she may deem necessary or appropriate. Payments from such bank accounts are to be made upon the check of the Corporation, each

of which checks shall be signed by two of such Directors, officers, or bonded employees of the Corporation as shall be authorized by the Board of Directors.

Section 4. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern regular and special meetings of the Board of Director's in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Board of Directors may adopt.

#### ARTICLE V

##### Amendments

These bylaws may be repealed, amended, or new bylaws adopted at any regular or special meeting for such purpose of the Board of Directors by a majority vote of all members of said Board.

We, the undersigned, being all of the members of the Board of Directors of the Capital City Development Corporation, do hereby certify that the foregoing bylaws were duly adopted as the Bylaws of said Corporation on the 5th day of MAY, 1989, and those prior Bylaws of the Corporation adopted by the Board of Directors on October 23, 1987, are hereby repealed.

/s/ Ron J. Twilegar, Chairman  
/s/ Sara Baker, Vice Chairperson  
/s/ Richard T. Clemens  
/s/ Michael F. Reuling  
/s/ H. Brent Coles

I, the undersigned, secretary of Capital City Development Corporation, hereby certify that the foregoing Bylaws were duly adopted as the bylaws of said Corporation on the 5th day of MAY, 1989.

/s/ David L. Brady  
Secretary