

**VILLAGE OF MIDDLEVILLE**  
**COUNTY OF BARRY, MICHIGAN**

At a regular meeting of the Village Board of the Village of Middleville, held in the Thornapple Township Hall, 200 East Main Street, Middleville, Michigan, on the 28th day of October, 2008, at 7:00 p.m.

PRESENT: Members: Corson, Lytle, Myers, Oliver, Parker,  
ABSENT: Members: None Pullen and Van Noord.

The following resolution was offered by Member Parker and supported by Member Oliver.

**RESOLUTION NO. 08-26**

**RESOLUTION TO APPROVE BYLAWS  
FOR THE LOCAL DEVELOPMENT FINANCE AUTHORITY**

WHEREAS, the Village of Middleville (the "Village"), pursuant to the provisions of Act 281 of the Public Acts of Michigan of 1986 ("Act 281"), adopted a resolution on December 8, 1998, to establish the Village of Middleville Local Development Finance Authority (the "Authority") and designate the boundaries of the Authority's development area;

WHEREAS, the Authority's Board of Directors has prepared, approved and recommended for adoption amended and restated bylaws specifying rules of procedure for the Authority (the "Bylaws") in accordance with Act 281 in the form on file with the Village Clerk; and

WHEREAS, Act 281 requires that the governing body of a municipality approve such rules of procedure.

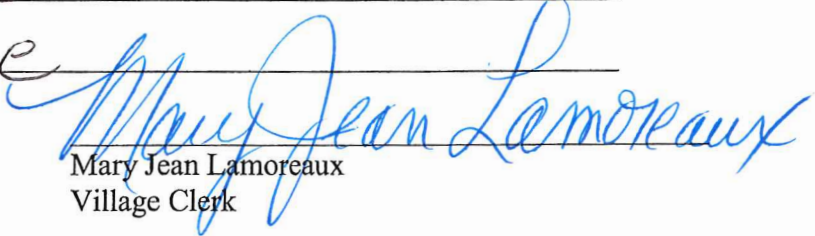
NOW, THEREFORE, BE IT HEREBY RESOLVED AS FOLLOWS:

1. The Village Board hereby approves the Bylaws in the form on file with the Village Clerk.

2. The Village Clerk shall provide a certified copy of this resolution to the Secretary of the Authority.

3. All resolutions or parts of resolutions in conflict herewith are hereby rescinded.

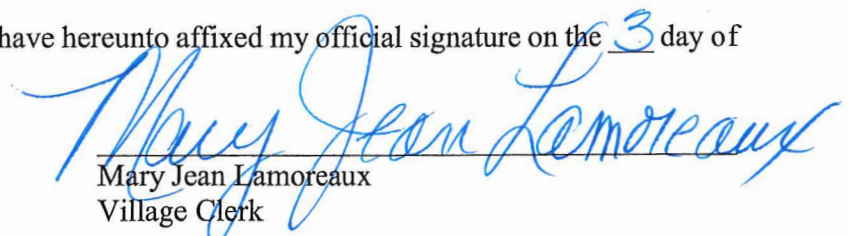
YEAS: Members: Van Noord, Corson, Lytle, Myers  
NAYS: Members: None Oliver, Parker & Pullen.  
ABSTAIN: Members: None

  
Mary Jean Lamoreaux  
Village Clerk

#### CERTIFICATION

I, the undersigned, the duly qualified and acting Clerk of the Village of Middleville, Barry County, Michigan, do hereby certify that the foregoing is a true and complete copy of a resolution adopted by the Village at a regular meeting on October 28, 2008, the original of which is on file in my office. Public notice of said meeting was given pursuant to and in compliance with Act No. 267, Public Acts of Michigan, 1986, as amended, including in the case of a special or rescheduled meeting, notice by publication or posting at least eighteen (18) hours prior to the time set for the meeting.

IN WITNESS WHEREOF, I have hereunto affixed my official signature on the 3 day of November, 2008.

  
Mary Jean Lamoreaux  
Village Clerk

**VILLAGE OF MIDDLEVILLE  
LOCAL DEVELOPMENT FINANCE AUTHORITY  
BARRY COUNTY, MICHIGAN**

Minutes of a regular meeting of the Board of Directors of the Village of Middleville Local Development Finance Authority, Barry County, Michigan, held at the Thornapple Township Hall, 200 East Main Street, Middleville, Michigan, on the 16th day of October, 2008, at 5:00 p.m.

PRESENT: Members: Newmyer, Myers, Parker, Eaton, French, Lannes

ABSENT: Members: Peterson

The following preamble and resolution were offered by Member Parker and seconded by Member Myers:

**RESOLUTION TO APPROVE AND RECOMMEND FOR APPROVAL BYLAWS  
FOR THE VILLAGE OF MIDDLEVILLE LOCAL DEVELOPMENT FINANCE  
AUTHORITY**

WHEREAS, the Village of Middleville (the "Village"), pursuant to the provisions of Act 281 of the Public Acts of Michigan of 1986 ("Act 281"), adopted a resolution on December 8, 1998, to establish the Village of Middleville Local Development Finance Authority (the "Authority") and designate the boundaries of the Authority's development area;

WHEREAS, the Authority's Board of Directors has prepared and reviewed amended and restated bylaws specifying rules of procedure for the Authority (the "Bylaws") in accordance with Act 281 in the form attached hereto as Exhibit A; and

WHEREAS, Act 281 requires that the governing body of a municipality approve such rules of procedure.

NOW, THEREFORE, BE IT HEREBY RESOLVED AS FOLLOWS:

1. The Authority Board hereby approves the Bylaws in the form attached hereto as Exhibit A.

2. A copy of the Bylaws, together with a certified copy of this resolution, shall be submitted to the Village Council and filed with the Village Clerk.

3. The Authority Board recommends that the Village Council approve the attached Bylaws by resolution.


4. All resolutions or parts of resolutions in conflict herewith are hereby rescinded.

YEAS: Members: Myers, Parker, Eaton, French, Lannes, Newmyer

NAYS: Members: None

ABSENT: Members: Peterson

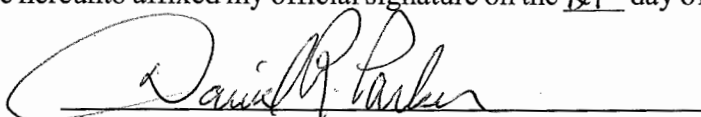
RESOLUTION DECLARED ADOPTED.

  
Dan Parker, Secretary  
Village of Middleville Local Development Finance  
Authority of the Village of Middleville

STATE OF MICHIGAN     )  
                                  ) ss.  
COUNTY OF BARRY     )

I, the undersigned, the duly qualified and acting Secretary of the Board of Directors of the Village of Middleville Local Development Finance Authority of the Village of Middleville, Barry County, Michigan (the "Authority"), do hereby certify that the foregoing is a true and complete copy of a resolution adopted by the Authority at a regular meeting on October 16, 2008, the original of which is on file in my office. Public notice of said meeting was given pursuant to and in compliance with Act No. 267, Public Acts of Michigan, 1976, as amended, including in the case of a special or rescheduled meeting, notice by publication or posting at least eighteen (18) hours prior to the time set for the meeting.

IN WITNESS WHEREOF, I have hereunto affixed my official signature on the 21<sup>st</sup> day of OCTOBER, 2008.

  
Dan Parker, Secretary  
Village of Middleville Local Development Finance  
Authority of the Village of Middleville

**EXHIBIT A**

**See attached Amended and Restated Bylaws for the Village of Middleville Local  
Development Finance Authority**

**VILLAGE OF MIDDLEVILLE  
LOCAL DEVELOPMENT FINANCE AUTHORITY  
AMENDED AND RESTATED BYLAWS**

**Article 1 Name**

The name of this organization shall be the VILLAGE OF MIDDLEVILLE LOCAL DEVELOPMENT FINANCE AUTHORITY (the "Authority").

**Article 2 Purpose**

The purpose of this organization is to act as a Local Development Finance Authority in accordance with Act 281 of the Public Acts of Michigan of 1986, as amended ("Act 281"), and include, but not limited to, the creation and implementation of development plans in the industrial district, to increase property values in the industrial district, and to promote economic growth therein. The power or authority given under Act 281 is as follows:

- A. Study and analyze unemployment, underemployment, and joblessness and the impact of growth upon the authority district or districts.
- B. Plan and propose the construction, renovation, repair, remodeling, rehabilitation, restoration, preservation, or reconstruction of a public facility.
- C. Develop long-range plans, in cooperation with the agency which is chiefly responsible for planning in the municipality, to promote the growth of the authority district or districts, and take the steps that are necessary to implement the plans to the fullest extent possible to create jobs, and promote economic growth.
- D. Implement any plan of development necessary to achieve the purposes of this act in accordance with the powers of the authority as granted by this act.
- E. Make and enter into contracts necessary or incidental to the exercise of the Board's powers and the performance of its duties.
- F. Acquire by purchase or otherwise on terms and conditions and in a manner the authority considers proper, own or lease as lessor or lessee, convey, demolish, relocate, rehabilitate, or otherwise dispose of real or personal property, or rights or interests in that property, which the authority determines is reasonable and necessary to achieve the purposes of this act, and to grant or acquire licenses, easements and options with respect to the property.
- G. Improve land, prepare sites for buildings, including the demolition of existing structures, and construct, reconstruct, rehabilitate, restore and preserve, equip, improve, maintain, repair, or operate a building, and any necessary or desirable appurtenances to a building, as provided in section 12(2) of the Act for the use, in whole or in part, of a public or private person or corporation, or a combination thereof.

- H. Fix, charge and collect fees, rents and charges for the use of a building or property or a part of a building or property under the board's control, or a facility in the building or on the property, and pledge the fees, rents and charges for the payment of revenue bonds issued by the authority.
- I. Lease a building or property or part of a building or property under the board's control.
- J. Accept grants and donations of property, labor, or other things of value from a public or private source.
- K. Acquire and construct public facilities.
- L. Incur costs in connection with the performance of the board's authorized functions including, but not limited to, administrative costs, architects, engineers, legal, and accounting fees.
- M. Plan, propose and implement an improvement to a public facility on eligible property to comply with the barrier free design requirements of the state construction code promulgated under the state construction code act of 1972, Act 230 of Public Acts of 1972, being sections 125.1501 to 125.1531 of the Michigan Compiled laws.
- N. Issue its negotiable revenue bonds and/or tax increment revenue bonds to finance a development project set forth in the Authority's Development Plan and Tax Increment Financing Plan.

### **Article 3 Offices**

Section 1. Registered Office. The registered office of the Authority shall be at the Middleville Village Hall located at 100 East Main Street, Middleville, MI 49333-0069.

Section 2. Principal Office. The Authority shall have its principal office at the location of the registered office and it may also maintain offices at such other place or places as the Board may from time to time designate.

### **Article 4 Board Membership**

Section 1. Number; Qualifications; Selection. The Board of the Authority shall consist of seven (7) members. The Board shall include one (1) member appointed by the Barry County Board of Commissioners, and one (1) member appointed by the Board of Trustees of the Grand Rapids Community College to represent the Community College. Members shall be recommended by the Village President and approved by the Village Council, all in accordance with Act 281.

Section 2. Compensation. Board members shall serve without salary, but shall be reimbursed for actual expenses incurred in the performance of their official duties.

## Article 5 Officers

Section 1. Officers. The officers of the Authority shall be a chairperson, Vice-Chairperson, secretary and treasurer.

Section 2. Election of Officers. The officers of the Authority shall be elected annually, in January of each year, by the Board. An affirmative vote of four (4) members of the Board is necessary for election. 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 for which he or she is elected and until his or her successor is elected and qualified or until his or her resignation or removal.

Section 3. Term of Officers. Except as otherwise provided in Section 2 of this Article, the officers of the Authority shall serve for a term of one (1) year commencing upon election. Members may not serve in the same office for more than two (2) consecutive terms.

Section 4. Vacancies. A vacancy in office because of death, resignation, removal or otherwise may be filled at any meeting of the Board, by simple majority vote of membership, for the unexpired portion of the term of such office.

Section 5. Chairperson. The Chairperson shall preside at meetings, appoint members to all committees, execute all bonds, mortgages, contracts, conveyances and other instruments entered into pursuant to the exercise of the powers of the Authority as set forth in Act 281 and perform other duties as directed by the Board.

Section 6. Vice-Chairperson. In the absence, or in the event of disability, or a vacancy in the office of Chairperson, the Vice-Chairperson shall perform the duties of the Chairperson and when so acting shall have all the powers and be subject to all restrictions of the Chairperson. The Vice-Chairperson shall also perform duties as assigned by the Board.

Section 7. Secretary. The Secretary shall prepare agendas, maintain accurate records of the proceedings of the Authority, execute documents and correspondence as authorized by the Board, and perform all of the duties incidental to the office of Secretary and such other duties assigned by the Board. A Deputy Secretary may be appointed by the Board and shall serve at the pleasure of the Board. The Deputy Secretary shall perform the duties and exercise the power of the Secretary in the absence or in the event of the disability of the Secretary, and shall perform such other duties as the Board shall prescribe. A Deputy Secretary shall not be required to be a member of the Board.

Section 8. Treasurer. When determined necessary by the Board, a Treasurer shall be elected. If required, the Treasurer shall obtain a bond for the faithful discharge of duties in such sum and with such surety or sureties, as the Board shall determine. The Treasurer shall perform all of the duties incidental to the office of Treasurer and such other duties as assigned by the Board. The Village Treasurer may serve as Authority Treasurer with approval of the Board.

Section 9. Delegation of Duties. In the absence of any officer of the Authority, 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 of such officer to any other officer, or to any Board member, provided a majority of the Board then in office concurs therein.



## **Article 6 Meetings**

Section 1. Annual Meeting. The annual meeting shall be held on the same day as the Board's regular January meeting, in the Village Hall, or such other place or places as the Board shall hereafter determine. The election of officers shall occur at the annual organizational meeting. If the election of officers should not occur on the day designated, or in the adjournment thereof, the Board shall cause the election to be held at a regular or special meeting of the Board within ninety days of the annual meeting.

Section 2. Regular Meetings. Regular meetings of the Board shall be held quarterly in the months of January, April, July, and October, at the Village Hall or such other place or places as the Board shall hereafter determine. Meetings will be held on the third Thursday of the designated months at 5:00 p.m. at said location or such other date and time as the Board shall hereafter determine. In the event that a regular meeting shall fall on a holiday, the meeting will occur the following day. At each regular meeting, all expense items of the Authority shall be publicized. The financial records shall always be open to the public. Any regularly scheduled meeting may be canceled for lack of quorum.

Section 3. Special Meetings. Special meetings may be called by the Chairperson or by three (3) Board members by providing twenty-four (24) hours notice of the date, time and place of said meeting. A special meeting also may be requested by the Village Council.

Section 4. Notice of Meeting. All regular and special meetings shall be posted in accordance with Act 267 of the Public Acts of 1976, as amended. Special meetings of the Board shall be preceded by public notice posted eighteen (18) hours prior to the meeting in accordance with Act 267.

Section 5. Agenda. The Chairperson may prepare the agendas for all meetings and send them to the authority members at least twenty-four (24) hours prior to the meeting. Any members of the Authority may request any item to be placed upon the agenda.

Section 6. Quorum and Voting. Five (5) members of the Authority Board shall constitute a quorum for the transaction of business. An affirmative vote of three (3) members shall be required for action when five (5) members are present. Otherwise, an affirmative vote of four (4) members shall constitute the action of the Board unless the vote of a larger number is required by statute or elsewhere in these bylaws. In the event that effective membership is reduced because of disclosure of interests, a majority of the remaining members eligible to vote shall constitute the action of the Board.

Section 7. Rules of Order. The Board may, in its discretion, consult the latest edition of Roberts Rules of Order to guide in the conduct of the Board's meetings and proceedings.

## **Article 7 Committees**

Section 1. Establishment; Appointment. The Board may, by resolution, designate one or more committees to advise the Board. Committee members shall be members of the Authority. The Chairperson of the Authority shall appoint the members. Committees may be terminated by a vote of the Authority. A majority of the committee will constitute a quorum.

## **Article 8 Budget**

Section 1. Formulation; Approval. Annually, before or at the Board's December meeting, the Authority shall prepare a budget and submit it to the Village Clerk for transmittal to and approval by the Village Council.

## **Article 9 Contracts and Funds**

Section 1. Contracts. The Board may authorize the executive director or an agent or agents of the Authority to enter into any contract or execute and deliver any instrument on behalf of the Authority within the limits authorized by Act 281.

Section 2. Funds. All checks, drafts, vouchers, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Authority shall be signed by the Chairperson of the Board and countersigned by the Secretary. In the absence or disability of the Chairperson or Secretary, the Vice-Chairperson may sign in place of the Chairperson and the Deputy Secretary may sign in place of the Secretary. Additionally, the Board may authorize other members of the Board to execute documents in the absence of the Chairperson, Vice-Chairperson, Secretary, or Deputy Secretary. Monies received by the Authority shall immediately be deposited to the credit of the Authority, subject to disbursement pursuant to Act 281. The Board shall select banks, trust companies, or other depositories for the deposit of Authority funds. No funds of the Authority shall be disbursed except as provided for in the budget of the Authority. No budget shall be adopted by the Authority Board until it has been approved by the Village Council of the Village of Middleville.

Section 3. Contributions and Gifts. The Board may accept on behalf of the Authority any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Authority.

## **Article 10 Books and Records**

Section 1. Bookkeeping; Minutes; Annual Audit. The Authority shall keep correct and complete records of books and accounts and minutes of the meetings. The records shall be deposited at the principal office of the Authority which will have a record of the names and addresses of the members of the Authority. All books and records of the Authority shall be open to the public. The Authority shall be audited annually by the same independent auditors auditing the Village and copies of the audit report shall be filed with the Village Council.

Section 2. Fiscal Year. The fiscal year of the Authority shall coincide with the Village of Middleville's fiscal year which currently is January 1 to December 31.

## **Article 11 Raising of Funds**

The activities of the Authority shall be financed from one or more of the following sources:

- A. Donations to the Authority for the performance of its functions.

- B. Bonds – The Authority may borrow money and issue its negotiable bonds therefore pursuant to Act 281. Bonds issued by the Authority shall not, except as provided in Act 281, be deemed a debt to the Village of Middleville or the State of Michigan.
- C. Revenues from any property, building, or facility owned, leased, licensed or operated by the Authority or under its control are subject to the limitations imposed upon the Authority by trusts or other agreements.
- D. Tax Increment Financing. When the Authority determines that it is necessary for the achievement of the purposes of Act 281, the Authority shall prepare and submit a tax increment financing plan to the Village Council of the Village of Middleville. The plan shall include a development plan as provided in Section 15 of Act 281, a detailed explanation of the tax increment procedure, the amount of bonded indebtedness to be incurred, the duration of the program, and shall include a schedule of the estimated impact of tax increment financing on the assessed values of all taxing jurisdictions in which the development area is located. The plan may provide for the use of part or all of the captured assessed value, but the portion intended to be used by the Authority shall be clearly stated in the tax increment financing plan.
- E. Proceeds from a special assessment district created as provided by law.
- F. Money obtained from other sources approved by the Village Council of the Village of Middleville.

## **Article 12 Amendments**

These bylaws may be adopted, amended or repealed by an affirmative vote of the membership of the Authority Board and approval by the Village Council.

The undersigned, being the duly appointed and acting Secretary of the Local Development Financing Authority of the Village of Middleville does hereby certify that the foregoing Amended and Restated Bylaws were adopted at a \_\_\_\_\_ meeting of the Village of Middleville Local Development Finance Authority on the \_\_\_\_ day of \_\_\_\_\_, 2008.

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Chairperson, Village of Middleville  
Local Development Finance Authority

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Secretary, Village of Middleville  
Local Development Finance Authority