

Chad Ward
Mayor

City of Proctor

COUNCILORS
Jake P. Benson
Troy R. Dewart
Rory Johnson
Gary Nowak

You Have A Place in Proctor

100 Pionk Drive · Proctor, Minnesota 55810-1700 · 218-324-3641 · Fax 218-624-9459 · email: cityhall@proctormn.gov



PROCTOR ECONOMIC DEVELOPMENT AUTHORITY SEEKS COMMISSIONER

The City of Proctor is seeking citizen involvement on the Proctor Economic Development Authority (PEDA). PEDA is seeking to fill one (1) vacant seat. PEDA service as the City's economic and development agency, initiates economic development strategies, property redevelopment, and administers loans and grants. PEDA is made up of one city designee and 4 citizen members. Appointed members of PEDA can be residents or business owners located in Proctor area.

Citizens interested in applying for or with questions can contact Jess Rich, City Administrator by email jrich@proctormn.gov or by calling 218-624-3641. The application and information packet can be found on the City of Proctor website <https://proctormn.gov/employment-opportunities/>

APPLICATIONS ARE DUE BY 12:00 NOON ON MONDAY NOVEMBER 2, 2020 to jrich@proctormn.gov or City of Proctor Attn Jess Rich 100 Pionk Drive Proctor, MN 55810

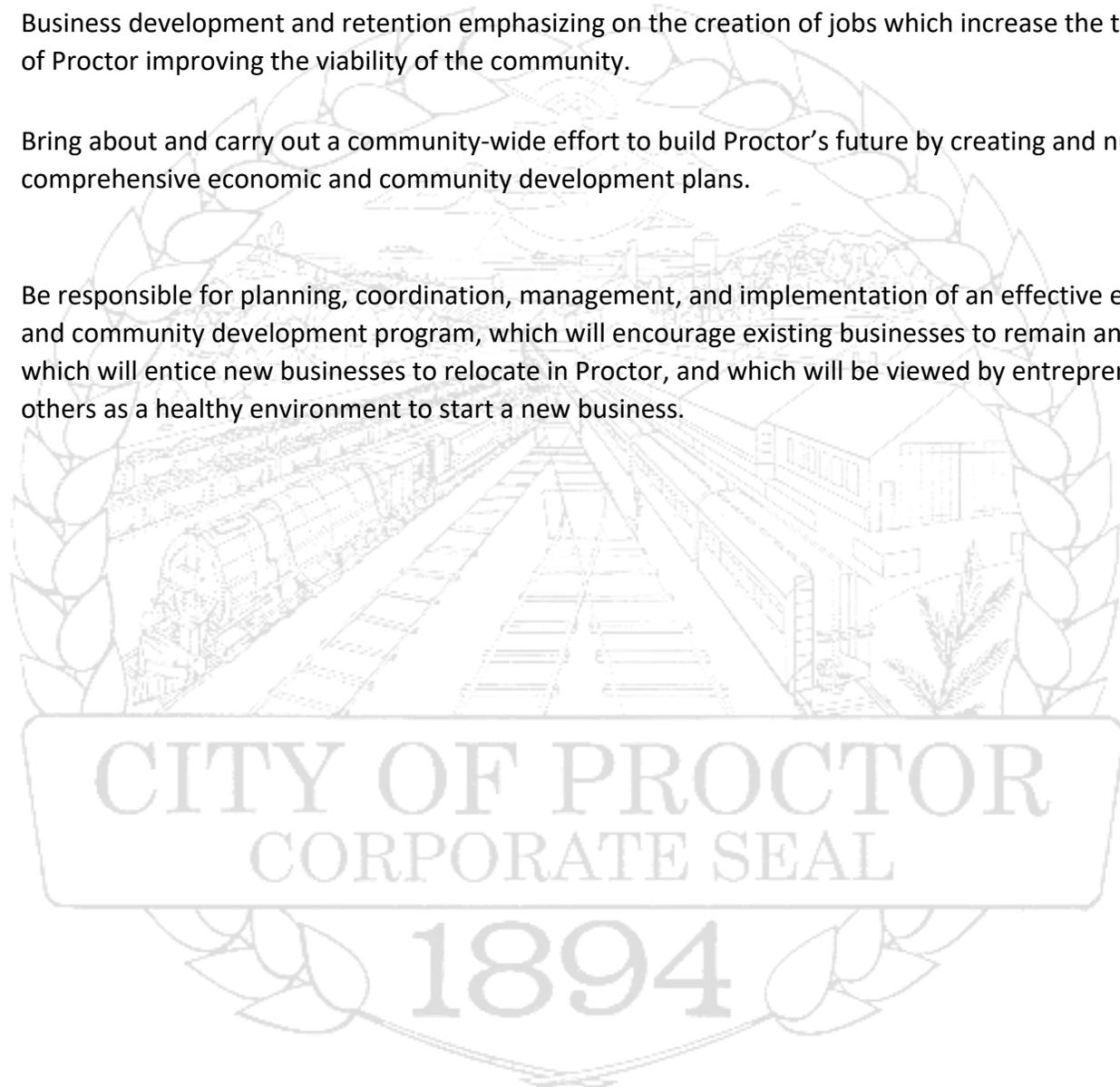


PROCTOR ECONOMIC DEVELOPMENT AUTHORITY

MISSION

It is the mission of the Proctor Economic Development Authority (PEDA) to promote the economic vitality in Proctor utilizing the power given to the Authority by Minnesota Statutes 469.091. The area of concentration are as follows:

- Business development and retention emphasizing on the creation of jobs which increase the tax base of Proctor improving the viability of the community.
- Bring about and carry out a community-wide effort to build Proctor's future by creating and nurturing comprehensive economic and community development plans.
- Be responsible for planning, coordination, management, and implementation of an effective economic and community development program, which will encourage existing businesses to remain and grow, which will entice new businesses to relocate in Proctor, and which will be viewed by entrepreneurs and others as a healthy environment to start a new business.



**BY-LAWS
OF THE PROCTOR ECONOMIC DEVELOPMENT AUTHORITY**

ARTICLE I

PURPOSE

The Proctor Economic Development Authority (hereinafter, the “Authority” is a public body politic and corporate and a political subdivision of the State of Minnesota. The primary purpose of the Authority is to serve as an Economic Development Authority pursuant to Minnesota Statutes 469.091. The Authority shall be governed by all requirements of said statute, the Enabling Resolution No. 33-94 (attached hereto as Exhibit A) passed by the Proctor City Council; and any future amendments to the Enabling Resolution which may be enacted. The affairs of the Authority shall include but not be limited to business development and retention emphasizing on the creation of jobs which increase the tax base of Proctor, improving the viability of the community.

ARTICLE II

OFFICE AND BOUNDARIES

1. The principal office shall be at the City Hall (100 Pionk Drive, Proctor MN 55810) of the City of Proctor, County of St. Louis, State of Minnesota.
2. The territory in which operations of the Authority are principally to be conducted consists of corporate municipal boundaries of the City of Proctor, in the State of Minnesota.

ARTICLE III

BOARD OF COMMISSIONERS

1. The management of all of the affairs, property and business of the Authority shall be vested in a Board of Commissioners, consisting of five (5) persons, one (1) must be an elected city official. The Members shall be recommended by the City Council to serve as commissioners of the PEDA on approval of the City Council. Commissioners shall hold offices beginning with the date of execution of their certificate of appointment.
2. Each succession or reappointment of at-large members shall be for a period of four years beginning on January 1 of the year of succession or reappointment and shall serve their offices until their successors are appointed and qualified. Upon passage of this amendment, (1) one of the (non-council) members will serve for (1) one year and then (4) four years commencing on the next term. Another (non-council) member, will serve for (3) three years and then (4) four years commencing on the next term thereafter. The remaining (2) two (non-council members) shall serve for (4) four years and the elected city official shall serve for (2) two years.

3. Vacancies due to expired and unexpired terms shall be filled by appointment of the Mayor with the approval of the City Council.
4. The Board of Commissioners may exercise all powers of the Authority and do all such lawful acts and things as required or permitted to be done pursuant to law, the enabling resolution or pursuant to these by-laws.
5. Meeting of the Board of Commissioners must be held at least monthly, the second Tuesday of the month, 6:00 p.m., in the Proctor City Council Chambers, 100 Pionk Drive in the City of Proctor, State of Minnesota or at such other place or time as the Commission may establish. A calendar of meetings shall be sent at the first meeting of the year. All meetings must be held pursuant to the Open Meeting law, Statute 13D of the State of Minnesota.
6. Special meetings of the Board of Commissioners may be called at any time by the President and one (1) Commissioner, or, in his/her absence, by the Vice-President and one (1) Commissioner, or by any three (3) Commissioners, to be held at the Proctor City Council Chambers, 100 Pionk Drive in the City of Proctor, State of Minnesota, or at such other places as the Authority may from time to time designate. Notice of special meetings of the Board of Commissioners shall be given to each Commissioner at least 72 hours prior to the meeting as per Article X. Notice of any special meeting shall be posted in the principal office of the PEDDA no less than three days prior to such special meeting.
7. A quorum at all meetings of the Board of Commissioners shall consist of a majority of the whole board, but in no case shall a quorum be less than four (3) Commissioners. Less than a quorum may, however, adjourn any meetings, which may be held on a subsequent date without further notice, provided a quorum is present at such deferred meeting.
8. Resolutions of the Board shall be deemed adopted if approved by not less than a simple majority of all Commissioners present. Resolutions may but need not be read aloud prior to vote taken thereon and may but need not be executed after passage.
9. The meetings of the Board shall be governed by the most recent edition of Robert's Rules of Order.
10. Commissioners salary be set by a Proctor City Council resolution and paid by City's General Fund until such time PEDDA passes a motion to authorize payment from PEDDA fund.
11. The provisions of Minnesota Statutes section 469.095 Subd. 5 shall govern the removal of a Commissioner.

ARTICLE IV

OFFICERS

1. The Officers of the corporation shall be a President, Vice-President, Secretary, Treasurer

and an Assistant Treasurer. The officers shall be elected by the Board of Commissioners to a one-year term. They shall hold office until their successors are elected and qualified. The President, Vice-President, and Treasurer shall be members of the Board of Commissioners. The Secretary and Assistant Treasurer need not be a member of the Board of Commissioners and shall be appointed by the Board. A commissioner must not serve as President and Vice-President at the same time. Other offices may be held by the same Commissioner.

2. The President shall preside at all meeting of the Authority, shall sign or counter-sign all certificates, contacts and other instruments of the Authority as authorized by the Board of Commissioners, shall make reports to the Board of Commissioners, and shall perform all such other duties as are incident to the office or are properly required of the officer by the Board of Commissioners.
3. The Vice-President shall exercise the functions of the President during the absence or disability of the President.
4. The Secretary shall issue notice for all meetings, except that notice for special meetings of Commissioners called at the request of the Commissioners as provided herein may be issued by such Commissioners, shall keep minutes of all meetings, shall have charge of the Authority books, and shall make such reports and perform such other duties as are incident to this office, or are properly required by the Board of Commissioners.
5. The Treasurer, subject to Paragraph 6 of the Enabling Resolution (attached hereto as Exhibit A), shall perform all duties incident to the office which are properly required by the Treasurer by the Board of Commissioners as set forth in Minnesota Statutes 469-090 to 469.108.

The Treasurer shall receive and be responsible for Authority money, shall disburse Authority money by check only, keep an account of the source of all Authority receipts and the nature, purpose and authority of all disbursements; shall file the Authority's detailed annual financial statement with the Authority's Secretary at least one a year at times set but the Authority, and shall be responsible for the acts of the Assistant Treasurer. The Treasurer shall have and perform such other duties and powers as may be given to the Treasurer by the Board from time to time.
6. The Assistant Treasurer shall have all powers and duties of the Treasurer if the Treasurer is absent or disabled. The Assistant Treasurer shall have and perform such other duties and powers as may be given to the Assistant Treasurer by the Board from time to time by resolution.
7. Executive Director. The City Administrator of the City of Proctor may be the Executive Director of the Authority if appointed by the Authority's Board, and shall have such additional duties and powers as may be given to the Executive Director by the Board from time to time by resolution. The Executive Director shall serve at the direction of the Board.
8. In the case of the absence or inability to act of any officer of the Authority and of any person herein authorized to act in place of the officer, the Board of Commissioners may from time to time delegate the powers of duties of such officer to any other officer, or any Commissioner whom it may select.

9. Vacancies in any office arising from any cause shall be appointed by the Commissioners at any regular or special meeting.
10. The fees, if any, of all contracted agents of the Authority shall be approved by the Board of Commissioners.

ARTICLE V

ATTENDANCE AND EXPENSES

1. The monies of the Authority shall be deposited in the name of the Authority in official city depositories, and shall be drawn out only check signed by the Treasurer and one other official named by the Authority. The check must state the name of the payee and nature for which the check was issued.
2. The fiscal year of the Authority shall be the same as the fiscal year of the City of Proctor.
3. The nature, number and qualifications of the staff required by the Authority to conduct its business according to these by-laws shall comply with the Minnesota Statutes 469.090 to 469.108.
4. The books and records of the Authority shall be kept at the Authority Office in the City of Proctor and State of Minnesota.
5. The Treasurer shall give bond to the State conditioned for the faithful discharge of official duties. The bond must be approved as to form and surety by the Authority and filed with the Secretary and must be for twice the amount of money likely to be on hand at any one time as determined at least annually by the Authority, provided, however, that said bond must not exceed \$300,000.
6. The Authority shall examine the financial statement together with the Treasurer's vouchers, which financial statement shall disclose all receipts and disbursements, their nature, money on hand and the purpose to which it shall be applied, the Authority's credits and assets and its outstanding liabilities. If the Authority finds the financial statements and the Treasurer's vouchers correct, it shall approve them by resolution.

ARTICLE VI

ANNUAL REPORT AND BUDGET

1. The Authority shall prepare an annual report describing its activities and providing an accurate financial statement, together with additional matters and recommendations it deems advisable for the economic development of the City. Said report shall be prepared and submitted to the City of Proctor by November 30th each year giving a detailed account of its activities and of its receipts and expenditures for the preceding calendar year.

2. The Authority shall prepare an annual budget projecting anticipated expenses and sources of revenue. Said report shall be prepared and submitted to the City of Proctor by August 1 each year. The budget should include a written estimate of the amount of money needed by the Authority from the City in order for the Authority to conduct business during the upcoming fiscal year.

ARTICLE VII

NOTICES

1. At least three days before the meeting, the Secretary shall notify each member of the time, place and purpose of the meeting by written notice delivered to the member by mail, personally, a copy at the home of the member with some person of suitable age and discretion, or by electronic transmission. Special meetings may be set without prior written notices when all commission members are present at the meeting or consent in writing or by phone to the Secretary.
2. Written notice of all meetings shall be provided to the City's official newspaper (and other media as requested) per the Open Meeting requirements.
3. Emergency meetings may be called by the Authority when circumstances, that in the Authority's judgement, require immediate Authority consideration. The procedures for notifying Authority members are the same as for special meetings, but the public notice requirements are different. The Authority must make good faith efforts to provide notice of the meeting to each new medium that has filed a written request for notice. A published or posted notice will be attempted but may not always be possible (as per MN Statutes on Open Meeting Law).

ARTICLE VIII

STAFF

1. The Authority may employ an executive director, a chief engineer, other technical experts and agents, and other employees as it may require, and determine their duties, qualifications, and compensation.
2. The Authority may contract for the services of consultants, agents, public accountants, and other persons needed to perform its duties and exercise its powers.
3. The Authority may use the services of the City Attorney or hire a general counsel for its legal needs. The City Attorney or general counsel, as determined by the Authority, is its chief legal advisor.
4. The City may furnish offices, structures and space, and stenographic, clerical, engineering, or other assistance to its Authority. The City will furnish the services of the City Administrator/Clerk, City Accountant and other City employees.

5. The Authority may delegate to one or more of its agents or employees powers or duties as it may deem proper.
6. All contracts, notes and other written agreements or instruments to which the Authority is a party or signatory, or by which the Authority may be bound shall be executed by the President and/or by such other Commissioners or Officers of the Authority as the Board may by resolution prescribe.
7. Supplies, Purchasing, Facilities and Services. The Authority may purchase the supplies and materials it needs to carry out its powers and duties. The Authority shall use the facilities of the City's purchasing department/ purchasing agent in connection with construction work and to purchase equipment, supplies or materials.

ARTICLE IX

INDEMNIFICATION

1. The Authority shall have the power to indemnify officers, Commissioners, and employees, acting for or on behalf of the Authority in respect to any and all matters or actions for which and to the extent that indemnification is permitted by the laws of the State of Minnesota.
2. In its discretion the Authority may purchase insurance in conjunction with the indemnification provisions of Section 1 above.

ARTICLE X

AMENDMENT OF BY-LAWS

1. Alterations, amendments or repeal of the by-laws may be made by a majority of the Commissioners entitled to vote at any meeting, if the notice of such meeting contains a statement of the proposed alteration, amendment or repeal. Notice of any alteration, amendment or repeal of the By-Laws shall be given in writing to each Commissioner at least ten (10) days prior to the meeting at which said proposed alteration, amendment or repeal shall be considered.

All alterations, amendments, or repeal of the by-laws must be approved by the Proctor City Council and will not be effective until so approved.

MISCELLANEOUS

1. Except as authorized in Section 471.88 of the Minnesota State Statutes a Commissioner, officer, or employee of an Authority must not acquire any financial interest, direct or indirect, in any project or in any property included or planned to be included in any project, nor shall the person have any financial interest, direct or indirect, in any contract

or proposed contract for materials or service to be furnished or used in connection with any project.

2. Report on Enabling Resolution. Without limiting the right of the Authority to request the City Council at any time, each year, within sixty (60) days of the anniversary date of the first adoption of the Enabling Resolution, the Authority shall submit to the City Council a report stating whether and how the Enabling Resolution should be modified. Within thirty (30) days of receipt of the recommendations of the Authority, and make any modifications it considers appropriate. Modifications must be made in accordance with the procedures required by Minnesota Statutes Section 469.093.
3. Audits. The financial statements of the Authority must be prepared, audited, filed and published or posted in the manner required for the financial statements of the City of Proctor. The financial statements must permit comparison and reconciliation with the City of Proctor's accounts and financial reports. The report must be filed with the state auditor by June 30 of each year. The state auditor shall review the report and may accept it or, in the public interest, audit the books of the Authority.

PEDA TERMS
February 2019

Council Designee	12/31/2020
Pulford	12/31/2020
Lind	12/31/2021
Council Designee	12/31/2022
Scharzbauer	12/31/2022
Madson	12/31/2023
Council Designee	12/31/2024
	12/31/2024
Lind	12/31/2025
Council Designee	12/31/2026
Schwarzbaur	12/31/2026

PEDA Meeting Dates
2020-2021
Meeting Time 6:00 PM

Tuesday November 10, 2020

Tuesday December 8, 2020

Tuesday January 12, 2021

Tuesday February 9, 2021

Tuesday March 9, 2021

Tuesday April 13, 2021

Tuesday May 11, 2021

Tuesday June 8, 2021

Tuesday July 13, 2021

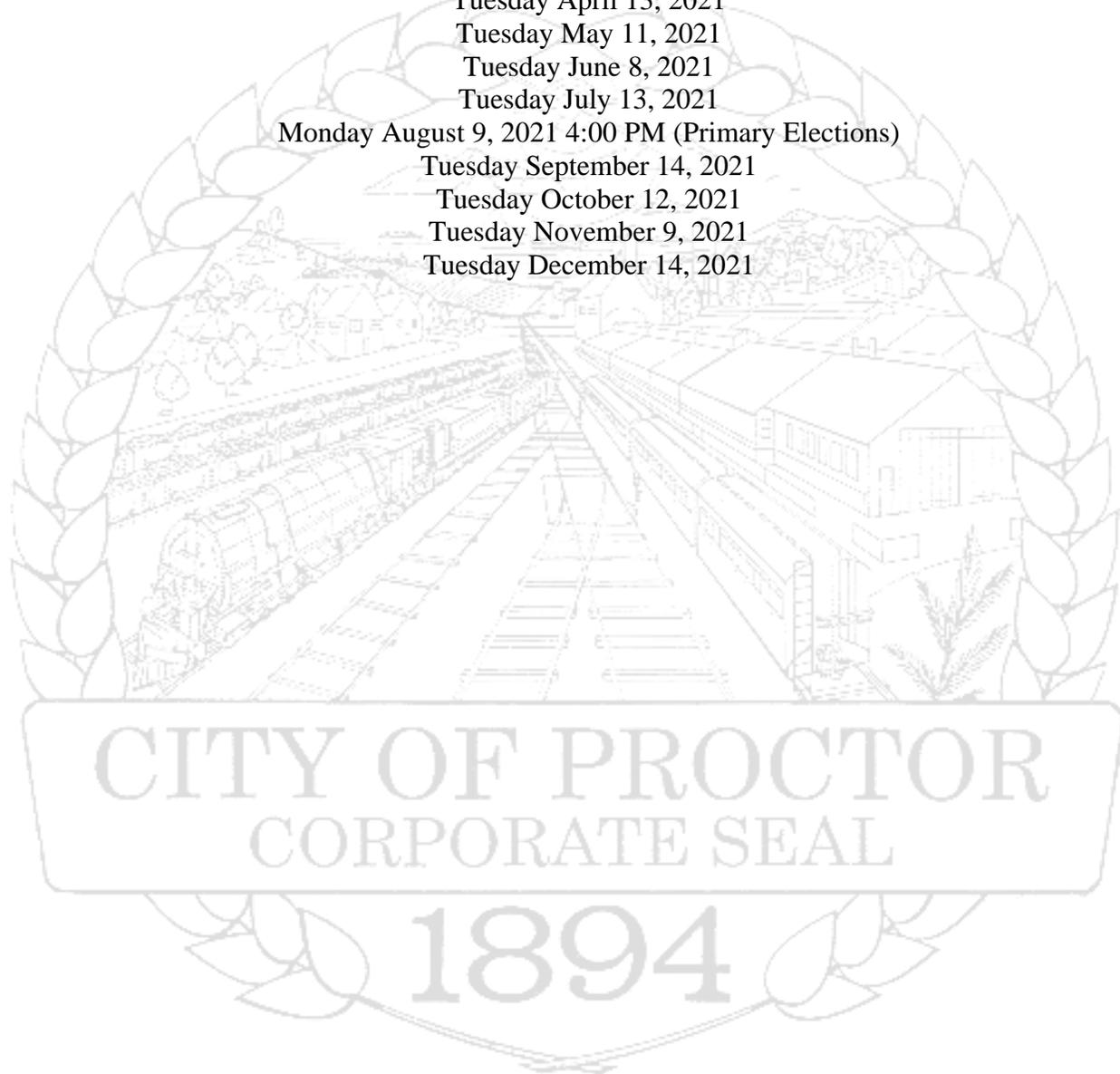
Monday August 9, 2021 4:00 PM (Primary Elections)

Tuesday September 14, 2021

Tuesday October 12, 2021

Tuesday November 9, 2021

Tuesday December 14, 2021



PROCTOR CITY CODE 202.2

202.2. Conflicts of Interest.

Subdivision 1. Purpose: The City Council of Proctor does find that by setting forth those acts or actions by Council members, members of any board, or their employees which it deems incompatible with the best interest of the City, the public good will be served and the faith and confidence of the citizens in their government will be promoted. The Council, with these hopes, passes this ordinance. As used herein, the term "Board" includes any and all boards, committees, or commissions of the City, to include the Proctor Public Utilities Commission.

Subdivision 2. Rules of Conduct.

(a) No Council member, member of any board, or employee shall use his position to secure special privilege, or exemptions for himself or others.

(b) No Council member, member of any board, or employee in any matter before the Council or board, which affects his financial interest or those of a business with which he is associated, unless the effect on him is no greater than that of other members of his business classification, profession, or occupation, shall fail to disclose for the record such interest prior to any discussion or vote.

(c) No Council member, member of any board, or employee shall receive any compensation, gift, reward, or gratuity in any matter connected with the duties of his office except as provided by law.

(d) No Council member, member of any board, or employee shall request or permit the use of City owned vehicles, equipment, machinery, or property for personal convenience or profit, except when such services are available to the public generally or are provided as municipal policy for the use of public officials or employee in the conduct of official business.

(e) No Council member, member of any board, or employee shall engage in any business or transaction or shall have a financial interest, which is incompatible with the proper discharge of his official duties in the public interest or would tend to impair his independence or judgment or action in the performance of his official duties. Specific conflicts of interest are, but shall not be limited to, the following:

(1) Incompatible employment -- holding a position in addition to a public position which interferes, or may interfere, with the proper discharge of the public duty.

(2) Participation in transactions as a public representative with a business entity in which the public official or employee has a direct or indirect financial interest without full disclosure.

(3) Entry into contracts or other conduct of business for profit by a business in

which a public official or employee has a substantial or controlling interest, especially when the public official or employee can influence such contract or business because of his public position.

(f) City Council shall determine if any outside employment by its employees is compatible or incompatible with his public position. No employee shall hold a position which the City Council deems incompatible with his public position. "Employment" is defined for the purpose of this ordinance as any position or obligation held or taken for financial or other gain, and shall include to full-time work, part-time work, salaried positions, hourly rate positions, contract work or subcontract work whether it be continuing employment as a one-time transaction or obligation. The Proctor Public Utilities Commission shall make the same determinations relative to its employees.

(g) All employees, members of any board, or City Councilors shall maintain and hold confidential all information disclosed at closed meetings of the Council or any other board or commission of the City.

Subdivision 3. The Rules of Conduct herein shall apply to all employees of the City or its utility, to include the mayor, City Council members, and commissioners of the Public Utilities Commission.

