BYLAWS OF THE
WEST ST. PAUL ECONOMIC DEVELOPMENT AUTHORITY
(Revised 7/15/99, 8/26/99, 01/02/02, 1/07/08, 2/1/10, 4/2/12, 2/11/13, 3/5/13, 1/15/14)

1. The Authority

Section 1.1. Name of Authority. The name of the Authority shall be the West St. Paul Economic Development Authority (hereinafter, the "Authority"), and its governing body shall be called the Board of Commissioners (hereinafter, the "Board").

Section 1.2. Office. The Principal office of the Authority shall be at Municipal Center, 1616 Humboldt Avenue, West St. Paul, Minnesota 55118.

Section 1.3. Seal. The Authority shall have an official seal. The seal can be the City seal.

2. Organization

Section 2.1. Officers. The officers of the Authority shall consist of a President, a Vice President, a Secretary, and a Treasurer, and Assistant Treasurer. All officers shall be elected annually, at the annual meeting. No Commissioner may serve as President and Vice President at the same time. The offices of Secretary and Assistant Treasurer need not be held by a Commissioner.

Section 2.2. President. The President shall preside at all meetings of the Board.

Section 2.3. Vice President. The Vice President shall preside at any meeting of the Board in the absence or due to the inability of the President.

Section 2.4. Repealed.

Section 2.5. Treasurer. The Treasurer shall receive and be responsible for Authority money, shall disburse authority money by check only (in accordance with Section 4.3 herein), keep an account of all Authority receipts and disbursements and the nature and purpose relating thereto, shall file the Authority's financial statement with its Secretary at least once a year as set by the Authority, and be responsible for the acts of the Assistant Treasurer. The Treasurer shall not have the authority to order goods or services except by written approval of the Executive Director. The Treasurer shall be the Mayor.

Section 2.6 Assistant Treasurer. The Assistant Treasurer has the powers and duties of the Treasurer if the Treasurer is absent or disabled. The Assistant Treasurer shall not have the authority to order goods or services except by written

approval of the Executive Director. The Assistant Treasurer may be the City Finance Director.

Section 2.7. Secretary. The Secretary shall keep or cause to be kept minutes of all meetings of the Board and shall maintain or cause to be maintained all records of the Authority. The Secretary shall also have such additional duties and responsibilities as the Board may from time to time and by resolution prescribe.

Section 2.8. Executive Director. The Executive Director shall be designated from time to time by the Authority and shall be the chief appointed executive officer of the Authority. The Executive Director shall have the authority to carry out and execute the purposes of economic development within the powers given the EDA in Minn. Stat. §§469.090 to 469.108 for projects that have been approved by the Board, including, but not limited to directing or ordering the services of legal counsel, staff, consultants, vendors, appraisers, contractors, auditors, developers, or others as needed, and shall have such additional responsibilities and the authority as the Board may from time to time by resolution prescribe. The Executive Director shall serve at the pleasure of the Board.

Section 2.9. Advisory Committees. The Authority may by resolution establish one or more advisory committee to the Authority.

3. Procedures of Board of Commissioners

Section 3.1. Annual Meeting. The Board shall hold an annual meeting in January of each year and other meetings as called pursuant to Section 3.3.

Section 3.2. Repealed.

Section 3.3. Special meetings. Special meetings of the Board may be called by the President, any two Commissioners or by the Executive Director. The Executive Director or the Secretary shall post notice of any special meeting in the principal office of the Authority no less than three days prior to such special meeting.

Section 3.4. Quorum. A quorum of the Board shall consist of four Commissioners. In the absence of a quorum, no official action may be taken by, on behalf of, or in the name of the Board or the Authority.

Section 3.5. Adoption of Resolutions. 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.

Section 3.6. Rules of Order. The meetings of the Board shall be governed by the most recent edition of Robert's Rules of Order.

Section 3.7. A vote would pass with a majority of a quorum and no action would be taken on a tie vote.

Section 3.8. Commissioner Authority. Individually, Commissioners cannot bind, commit, or make promises, either verbal or written, to any person or business engaged in or pursuing activity related to economic development in the City. Commissioners should not engage in lengthy preliminary discussions regarding economic development inquiries, but should refer all such inquiries to the Executive Director. The Executive Director will determine if the information is appropriate for or sufficiently significant enough to bring it to the attention of the Board, at which time, the information will be shared with all members of the Board.

4. Miscellaneous

Section 4.1. Fiscal Year. The fiscal year of the Authority shall be the same as the City's fiscal year.

Section 4.2. Treasurer's Bond. The Treasurer/Assistant 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 be 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.

Section 4.3 Checks. An Authority check must be signed by the Treasurer and the Assistant Treasurer. The check must state the name of the payee and the nature for which the check was issued.

Section 4.4. Financial Statement. The Authority's detailed financial statement must show all receipts and disbursements, their nature, the money on hand, the purposes to which the money on hand is to be applied, the Authority's credits and assets, and its outstanding liabilities in a form required for the City's financial statements. The Authority shall examine the statement together with the Treasurer's vouchers. If the Authority finds that the statement and vouchers are correct, it shall approve them by resolution and enter the resolution in its records.

Section 4.5. Report to the City. The Authority shall annually, at any time designated by the City, make a report to the City Council giving a detailed account of its activities and of its receipts and expenditures for the preceding calendar year. The authority shall, at the City's request, make available all records necessary to conduct an audit of the Authority's finances.

Section 4.6. Budget to City. The Authority shall annually send its budget to the City Council which budget includes 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.

Section 4.7. Employees. The Authority may employ an Executive Director, chief engineer, technical experts and agents and other employees as it may require and determine their duties, qualifications and compensation.

Section 4.8. Services. The Authority may contract for the services of consultants, agents, public accountants and others as needed to perform its duties and to exercise its powers. The Authority may also use the services of the City Attorney or hire a general counsel, as determined by the Authority.

Section 4.9. Supplies, Purchasing, Facilities and Services. The Authority may purchase the supplies and materials it needs. The Authority may use the facilities of the City's purchasing department. The City may furnish offices, structures and space, stenographic, clerical, engineering and other assistance to the Authority.

Section 4.10. Execution of Contracts. 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 an officer and the Executive Director. If the Executive Director is absent or otherwise unable to execute a document, the Assistant Treasurer may execute the document.

Section 4.11. Amendment of Bylaws. These Bylaws may be amended by the Board by majority vote of all the Commissioners, provided that any such proposed amendment shall first have been delivered to each Commissioner at least five days prior to the meeting at which such amendment is considered.