



Centralina CEDD Board Meeting Agenda

Chairman Miles Atkins will convene a Centralina Economic Development District Board meeting **on Thursday, April 20, 2023, at 4:00 pm.** The meeting will be in person at the Centralina Regional Council office, 10735 David Taylor Drive, Suite 250 - with a virtual option.

Time	Item	Presenter
4:00 p.m.	Call to Order	Miles Atkins
	Roll Call	
	Amendments to the Agenda (if any)	
Consent Business Items:		
4:05 p.m. Item 1 5 minutes Page 4-9	Approval of January 19, 2023, Meeting Minutes The minutes from January 19, 2023, meeting have been distributed to all members of the Centralina EDD Board for approval. Action/Recommendation: <i>Motion to approve January 19, 2023 meeting minutes.</i>	Miles Atkins
Regular Business Items:		
4:10 p.m. Item 2 10 min Page 11	Introduction of New Directors of the CEDD Board & Special Regional Updates This will be an opportunity for the newly appointed Directors to the CEDD Board to introduce themselves and get to know their colleagues. All Directors should be prepared to introduce themselves and briefly share their interest in being a part of this regional organization. Action/Recommendation: <i>Receive as information</i>	Miles Atkins
4:20 p.m. Item 3 15 min Page 13-16	CEDD Board Orientation & FY24 Workplan Presentation Staff will orient new CEDD Board Members, highlight accomplishments from the FY23 workplan, and present the FY24 workplan for approval. Action/Recommendation: Motion to approve the Centralina Economic Development District's FY23-24 work plan.	Geraldine Gardner & Anna Lu Wilson
4:35 p.m. Item 4 10 minutes Page 18-19	FY2023-24 Budget and Membership Dues Assessment The CEDD Board will review and approve the FY23-24 CEDD budget and matching funds assessment Action/Recommendation: Approval of the budget at this meeting is required because it is the last meeting prior to the start of the new fiscal year.	Denise Strosser
4:45 p.m. Item 5 15 minutes Page 21-53	By-Laws Amendment (2nd reading) The Board will complete a second reading of the proposed amendments to the organization's by-laws in preparation for a final reading and vote at the July meeting. Action/Recommendation:	Geraldine Gardner



Centralina CEDD Board Meeting Agenda

Time	Item	Presenter
	Receive as information and provide feedback on the proposed scope of the amendments.	
5:00 p.m. Item 6 5 minutes <i>Page 55</i>	CEDD Board Officer Elections The Board will vote on officers (Chair, Vice Chair, and Secretary/Treasurer) for the 2023-2025 term. Action/Recommendation: Motion to accept the recommended slate of candidates for the roles of Chair, Vice Chair, and Secretary/Treasurer and for those individuals to serve as officers for a two-year term.	Denise Strosser
5:05 p.m. Item 7 10 minutes <i>Page 57</i>	Centralina Economic Development District Website The Board will receive an update on the CEDD website refresh and changes to the data portal. Action/Recommendation: Receive as information.	Anna Lu Wilson and Emily Hickok
5:15 p.m. 5 minutes	Comments from the Board & Staff	Board Members and Staff
5:20 p.m. 5 minutes	Comments from the Chair	Miles Atkins
5:25 p.m.	Adjournment	Miles Atkins

Centralina Economic Development District (EDD) complies with the Americans with Disabilities Act (ADA), which prohibits discrimination on the basis of disability. Centralina EDD will make reasonable accommodations in all programs/services to enable participation by an individual with a disability who meets essential eligibility requirements. Centralina EDD's programs will be available in the most integrated setting for each individual. If any accommodations are necessary for participation, please contact the CED Board Administrator. 10735 David Taylor Drive, Suite 250 Charlotte, NC 28262, phone 704-348-2701 Please allow 72 hours advance notice for preparation. Visit our website: www.centralinaedd.org.



Centralina

ECONOMIC DEVELOPMENT DISTRICT

Item 1



Centralina Economic Development District

Board Members Present	Representing	Organization
Leigh Altman Miles Atkins Melinda Bales Mark Brady Cliff Brumfield Antony Burton Donny Hicks Leslie Johnson Alan Kathman Candice Lowder Bill Thunberg Melanie Underwood	Mecklenburg BOC Mooresville Centralina – At Large Rep First Reliance Bank Lincoln County Centralina At Large Rep Gaston County Mecklenburg County Mecklenburg County- Private Stanly County Mooresville -Lake Norman Centralina At-Large Rep	Mecklenburg County BOC Town of Mooresville - Mayor Town of Huntersville First Reliance Bank Lincoln Economic Development Asso. Charlotte Regional Business Alliance Mecklenburg County-Managers Office FLIR Systems Stanly County Economic Development Lake Norman Transportation Commission NC Economic Development Partnership

Call to Order

Chairman Miles Atkins Called the meeting to order.

Roll Call

Narissa Claiborne, Board Administrator, called the roll and noted that a quorum was present.

Amendments to the Agenda

There were no amendments to the agenda.

Alan Kathman made a motion to approve the agenda. Leigh Altman seconded the motion, and it was carried unanimously.

Consent Agenda

- 1. Approval of the November 17, 2022, Centralina Economic Development District Meeting Minutes**

Board member, Melanie Underwood made a motion to approve the minutes. Commissioner Bill Thunberg seconded the motion, and it was carried unanimously.

2. Special Regional Updates from the Centralina Economic Development District

Chairman Miles Atkins asked Board members to share a new or forecasted project of regional significance, including potential projects suitable for EDA funding and/or opportunities in implementing the Centralina Economic Development Strategy. Chairman Atkins instructed Members to share by County alphabetically, starting with Anson County.

Anson County- No Updates.

Cabarrus County- No Updates

Gaston County- Donny Hicks, Gaston County Economic Development Commission, shared an update on that the Commission has been working with Fortune 500 Company Newell Brands sharing that Newell invested 130 million dollars in the project. Also, the Commission has large infrastructure projects, one being a water line that is being routed through the center part of the County to Lincoln County. Other projects are also underway including a company from Finland that makes specialty plastics.

Lincoln County- Cliff Brumfield, Lincoln County Economic Development Association, also highlighted the waterline/sewer project that runs through Gaston and Lincoln Counties. Mr. Brumfield also shared with the Board a project that will include 200,000 square feet of industrial coming to Lincoln Commerce Center. 534,000 square feet pad just about ready for concrete. Mr. Brumfield also shared with the Board that because of that, a water line needed to be looped under Highway 16 which cost around 3 million dollars. Mr. Brumfield thanked Centralina Regional Council for the research that helped secure Carl Holdings for the investment in that project.

Iredell County- Mark Brady, First Reliance Bank- no updates

Mecklenburg County- No updates.

Rowan County- No Updates.

Stanly County- Candice Lowder, Stanly County Economic Development District Commission, shared with the Board that phase one of the large infrastructure improvements is under construction now at the Albemarle Business Center. Ms. Lowder also notified the Board members that the City of Stanly is recruiting now for their Economic Development Director. Lastly, Ms. Lowder shared that Chris Chug with EDPNC will be the keynote speaker at the Stanly County Chamber of Commerce Annual Meeting on February 2nd. Ms. Lowder invited anyone who would like to be a part to let her know.

Union County- No Updates.

Chairman Atkins called for region-wide updates.

Melanie Underwood, NC Economic Development Partnership shared that North Carolina had a record-breaking year with a full capacity of projects. She shared that the pipeline continues to be robust.

Antony Burton- Shared that the Economic Development team that was put together last year has experienced a lot of activity with a heavy emphasis on industrial projects. Mr. Burton stated while there are some office projects, the number has not reached pre-Covid 19 numbers,

3. CEDS Update and Implementation Approach

Mayor Atkins introduced Centralina Economic Development Director, Christina Danis and Anna Lu Wilson, Centralina Economic Development Coordinator to share information and the next steps on the CEDS implementation process. Anna Lu Wilson shared with the Board a refresher on the CEDS goals. Ms. Danis led a conversation on Monitoring and Evaluation touching on the SCOPE of the work and how the Board will work together to implement the process. Ms. Danis polled the Board members to get a pulse check on whether or not they felt that the implementation of a CEDS Committee was a good idea and something staff should move forward with.

Mayor Atkins called for a motion to approve the implementation of a CEDS committee. Bill Thunberg made a motion to approve the Implementation of the CEDS Committee. Cliff Brumfield Seconded that motion.

Alan Kathman- Asked who will report back on the progress of the work being done. Ms. Wilson shared that she will be responsible for reporting back.

Board Member, Antony Burton Charlotte Regional Business Alliance, asked if other CCOGs have done this (CEDS Implementation) and how successful it has been for them. Geraldine Gardner, Centralina's Executive Director responded, sharing that the idea came from Hillary when Centralina asked what the expectation are and how we meet the spirit of what the EDA would like to see happen. She shared that Hillary would like to see working groups carry on as the stewards of a broader regional conversation. Ms. Gardner shared that Centralina will report back to the Board with steps moving forward and encouraged the Board members to work with Centralina on implementation.

4. CEDD Board Appointments and Director Roles

Geraldine shared with the Board that now is a time to work on a few administrative issues that were not at the forefront for the last few years due to the Board focusing on other larger initiatives. Ms. Gardner introduced the new Centralina Board Administrator, Narissa Claiborne, sharing that Narissa will be the staff moving forward.

Geraldine switched gears to discuss that as per the Centralina Economic Development Board By-Laws, Directors are alternated in 3-year terms. However, due to the CEDs implementation and goals of keeping the Board engaged, Board members were left in their current seats for the planning process. She also shared that there are 8 (eight) vacant seats on the Board. Geraldine shared that per the by-laws the Centralina Executive Board is to approve all Board appointments- with their meeting coming up in March, the proposal is to get in touch with everyone who is out of cycle, fill the 8 vacancies and bring forward reappointment or new appointments to the Centralina Executive Board by March 8. Geraldine shared that the April meeting could include potentially 8 new Board members.

Geraldine also shared with the Board the CEDD Board of Director Roles. Lastly, Ms. Gardner opened for questions regarding Board roles and or appointments as the new terms open.

5. By-Laws Amendment Introduction

Geraldine Gardner, Executive Director, of Centralina Regional Council shared that the Centralina Economic Development District by-laws haven't been updated since 2011. She also shared the process of introducing amendments to the Bylaws. She shared with the Board that at this meeting the introduction of the idea of by-laws amendments. Ms. Geraldine Gardner shared that any changes have to be read at two consecutive meetings prior to the date a vote can be taken which could be at the July 20, 2023, meeting. Geraldine highlighted a few administrative and substantive potential amendments. She asked that the Board chime in with ideas and/or suggestions.

Q- Board member Bill Thunberg asked if there was any attempt made to align with the Federal Fiscal Year and if there was any need or requirement to align with the Federal Fiscal Year.

A- Ms. Gardner answered by saying that there was none and that Centralina preferred to align with the local Fiscal Year.

Geraldine highlighted Section 4.02 proposing eliminating automatic reappointment and unlimited terms of Board members. Ms. Gardner also recommended adjusting the July meeting to June and designating June as the Annual meeting.

Cliff Brumfield noted that the NCDEA is in June and recommended trying to avoid those dates.

Leslie Johnson, Mecklenburg County Manager asked, when specially, in June will the Annual meeting take place.

Ms. Gardner answered that the meetings are typically held on the 3rd Thursday and Centralina would keep that date.

Geraldine continued with recommendations, highlighting Sections 4.04 and 5.08. Ms. Gardner shared that Denise Strosser, Centralina Finance Director has joined the meeting due to The Board and the Centralina Regional Council having an operating agreement that states Centralina will manage the administration and the finances for The Board. She continued stating that the document hasn't been updated since 2005 which may be in direct conflict with the CEDD by-laws. Geraldine shared a few more examples of sections that would be amended if approved. Including Sections 7.02 and 7.06. Geraldine paused for feedback from the Board.

Bill Thunberg asked if there was a need to add that the President has the authorization to sign checks or submit contracts. Denise Strosser, Centralina Finance Director shared that Centralina By-laws suggest that only contracts with Board Approval go before the Board.

Ms. Gardner added that the language will need to be updated and that staff will seek input from the Centralina counsel on by-laws. Lastly, Ms. Gardner shared that the first official reading will take place during April 20, 2023, meeting.

Mayor Bales asked that Section 5.08 be highlighted for review. Ms. Gardner responded assuring Mayor Bales that the next markup company will have more official language of items being proposed.

6. Nominating Committee Formation

Mayor Atkins highlighted the formation of a nominating committee. He highlighted that his role as Chairman will end and asked Geraldine Gardner to speak more on the topic of Officer roles.

Geraldine detailed the 3 officer roles, including Chair, Vice-chair, and Secretary/Treasurer, and their duties including the scope of work.

Mayor Atkins called for a motion to form a Nominating Committee that will consist of 3 people. Bill Thunberg made the motion. Alan Kathman seconded the motion. The motion was approved.

Mayor Atkins also volunteered to serve on the nominating committee, along with Bill Thunberg.

7. e-Impact Contract

Chairman Atkins introduced Christina Danis to share the E-Impact Contract. Ms. Danis shared information on the E- Impact organization and the services it can provide. Ms. Danis also shared information regarding the RFP process and proposed to the Board the approval of an annual contract with e-Impact for \$27,400 and up to an additional \$4,800 for on-call Technical Support Services. Ms. Danis opened for questions from the Board.

Antony Burton asked if the information from the e-Impact would be accessible and downloadable to members.

Christina answered confirming that each Board member would have their own means to access the information.

Geraldine Gardner added that the on-call technical assistance provided through e-Impact would also be available to Board members.

Anna Lu Wilson added that Members also have access to a dashboard with information that is available specific to their county.

Mayor Miles Atkins called for a motion to approve an annual contract with eImpact for \$27,400 and up to an additional \$4,800 for on-call Technical Support Services.

Mayor Bales made the motion.

Board member, Melanie Underwood, NC Economic Development Partnership seconded the motion.

The motion was approved.

Comments from the Board of Delegates and Centralina Staff

None

Comments from the Executive Director

Executive Director Geraldine Gardner shared that Centralina had a great kick-off with Hillary Sherman, US Department of Commerce Economic Development Administration Representative for NC. She added that regular public works did get an additional top-off this year and mentioned that if the Board had an EDA project coming up, to please let Anna Lu know.

Two counties in our region, Rowan and Iredell did receive supplemental funding under disaster recovery related to Tropical Storm Eda, and will be in touch with those Counties on what they are eligible for.

Hillary highlighted the Coal transition funding, particularly in Gaston County. If your county is losing companies or companies are downsizing. There could be opportunities for those that qualify as 15 million dollars are available and up to \$300,00.00 for non-construction strategy development projects.

Tech Hub funding will be available, which includes 700 million dollars for national competition. 3 tech clubs will be awarded per office including 8 states.

Lastly, Ms. Gardner shared that April 20, 2023, is our Annual meeting, which will be held in person.

Comments from the Chair

Mayor Miles Atkins shared that the next meeting is the Annual Meeting and will be held in person at the Centralina Regional Council office, on April 20, 2023, at 4:00 p.m.

Adjournment

With no further business to be discussed, Chairman Miles Atkins adjourned the meeting at 5:09 p.m.



Centralina
ECONOMIC DEVELOPMENT DISTRICT

Item 2



Board Agenda Item Cover Sheet

Board Meeting Date:	April 20, 2023	Agenda Item Type:	Consent:		Regular:	X
Submitting Person:	Anna Lu Wilson	Presentation Time:	10 minutes			
Presenter at Meeting:	Miles Atkins	Phone Number:	704-385-4790			
		Email:	alwilson@centralina.org			
Alternate Contact:	Christina Danis	Phone Number:	704-688-6502			
		Email:	cdanis@centralina.org			
Submitting Department:	CEDD Admin	Department Head Approval:	Christina Danis			
Description of Agenda Item: (This wording will be used to summarize the item on the agenda cover page.)						
Introduction of New Directors of the CEDD Board & Special Regional Updates						
This will be an opportunity for the newly appointed Directors to the CEDD Board to introduce themselves and get to know their colleagues. All Directors should be prepared to introduce themselves and briefly share their interest in being a part of this regional organization.						
Background & Basis of Recommendations:						
There is a standing agenda item for Board members to share updates on local issues and projects that have regional significance or intersect with CEDD activities.						
Requested Action / Recommendation:						
Receive as information.						
Time Sensitivity: <i>(none or explain)</i>	None					
Budget Impact: <i>(none or explain)</i>	None					
Attachments: <i>(none or list)</i>	None					



Centralina

ECONOMIC DEVELOPMENT DISTRICT

Item 3



Board Agenda Item Cover Sheet

Board Meeting Date:	April 20, 2023	Agenda Item Type:	Consent:		Regular:	X
Submitting Person:	Anna Lu Wilson	Presentation Time:	15 minutes			
Presenter at Meeting:	Geraldine Gardner Anna Lu Wilson	Phone Number:	704-385-4790			
		Email:	ggardner@centralina.org			
Alternate Contact:	Christina Danis	Phone Number:	704-688-6502			
		Email:	cdanis@centralina.org			
Submitting Department:	CEDD Admin	Department Head Approval:	Christina Danis			
Description of Agenda Item: <i>(This wording will be used to summarize the item on the agenda cover page.)</i> CEDD Board Orientation, FY23 Successes & FY24 Workplan Forecast						
Staff will orient new CEDD Board Members, highlight accomplishments from the FY23 workplan and present the FY24 workplan for approval.						
Background & Basis of Recommendations:						
In this agenda item, newly appointed CEDD Directors will receive a brief orientation to the work of the District, including the highlights from the current FY23 workplan. During the annual meeting, the Board also reviews and approves the proposed FY24 work plan for CEDD activities. The annual work plan is guided by the goals and objectives set forth in the EDA's planning grant to the District, supports the CEDS, and is aligned with Centralina Regional Council's strategic priorities.						
Requested Action / Recommendation:						
Motion to approve the Centralina Economic Development District's FY23-24 work plan.						
Time Sensitivity: <i>(none or explain)</i>	This is the last meeting prior to the start of the new fiscal year					
Budget Impact: <i>(none or explain)</i>	None - Proposed activities are funded with available revenues					
Attachments: <i>(none or list)</i>	Proposed FY23-24 Workplan					

Background

CEDD FY23-24 Workplan aligns with the current FY22-24 EDA Planning Grant requirements and works to achieve the following grant deliverables:

- Development of the Comprehensive Economic Development Strategy (CEDS) for the Region for the period of 2023-2028;
- Utilization of the CEDS and CEDS process to foster collaborative regional economic development efforts;
- Implementation of the Action Plan of the CEDS including grant writing, planning and technical assistance, other economic development assistance, training, travel and other related activities, if directly associated to CEDS Implementation;
- Coordination of federal, state, and local funds to optimize the implementation of the CEDS action plan and progress toward attainment of regional goals, objectives and vision;
- Providing reports, data and regional information as requested by EDA in a timely manner;
- Supporting EDA outreach;
- Ensuring that the EDD complies with EDA regulations particularly those regarding eligibility, designation and CEDS;
- Completing Annual CEDS Updates, GPRA, Financial and Progress reporting.

FY24 Work Plan

July 1, 2023-June 30, 2024

Goal 1: Lead regional collaboration in support of the CEDS planning and CEDS implementation.

- Foster cross-community collaboration through the CEDD Board, the regional Workforce Development Boards and the CEDS Working Group.
 - Establish **CEDS Implementation Committee** as a mechanism to assist staff with supporting and monitoring CEDS Action Items, Metrics and Evaluation components.
 - Facilitate Board and Stakeholder reporting of CEDS implementation activities in their networks and organizations.
- Track and communicate CEDS implementation activities and regional impact.
 - Establish **tracking system for Performance Metrics** in CEDS.
 - Utilize CEDS Implementation Committee, Workforce Development Boards, Working Groups and CEDD Board Briefings and staff related activities to inform Performance Metrics.
- Directly apply for or support stakeholder applications for federal and state funds to aid in CEDS implementation.

- Monitor CHAMPION Community Projects Funding Request to U.S. Congressman Jeff Jackson’s FY24 Community Project Funding (CPF) Program.
- Review EDA Tech Hubs NOFA and potentially convene regional stakeholders to determine feasibility of a consortium application.
- Monitor Centralina’s State budget appropriations request for CEDS implementation.
- Specific Centralina Led Projects Aligned to CEDS Implementation:
 - IEDC TA Project - the project will focus on **Recommendation 1.1** and develop a strategic action plan to support strengthening the regional resilience and global competitiveness of the target industry clusters and niche sectors for the region.
 - NC Innovate Engagement - a statewide collaboration that supports **Recommendation 2.2** to accelerate commercialized innovation from North Carolina universities and specifically UNC Charlotte.
 - (If Awarded) CHAMPION- Charlotte Advanced Manufacturing Partnership Innovation Outreach Network- funding request to U.S. Congressman Jeff Jackson’s FY24 Community Project Funding (CPF) Program. The project would implement key recommendations from the CEDS and support building economic resilience in the advanced manufacturing cluster to address talent gaps, R&D and regional collaboration needs. Supports **Recommendation 2.4**.
 - MyFutureNC Engagement. Supports **Recommendation 2.6**.

Goal 2: Support continued regional implementation of critical infrastructure, mobility and resilience initiatives vital to economic recovery.

- Support Centralina Regional Council’s efforts to implement the CONNECT Beyond regional mobility plan and the Regional Freight Mobility Plan.
- Scale the Regional Resilience Collaborative into a Centralina program.
- Address Digital Divide to ensure equity, economic mobility, and regional prosperity for all.
- Specific Centralina Led Projects Aligned to CEDS Implementation:
 - CONNECT Beyond Implementation and Advancing the Plan Committee work supports **Recommendations 1.1-1.4**
 - Regional Digital Inclusion Plan- partnering with the NC State Institute for Emerging Issues as part of their statewide effort to improve digital access and equity which supports **Recommendation 5.2**.
 - North Carolina Association of Regional Councils of Government (NCARCOG) - providing support services to local governments related disaster recovery and resilience which supports **Recommendation 3.3**.
 - Climate Pollution Reduction Grant – An EPA funded program to develop an emission reduction plan and greenhouse gas action plan with reduction targets for the region. Supports **Recommendation 3.2**.

Goal 3: Administer the Centralina Economic Development District and support regional information sharing on US Commerce Dept./EDA.

- Serve as a bridge between regional stakeholders and the EDA by facilitating information and access.
 - Facilitate in-person regional meetings for EDA staff, learning events about EDA grants.
 - Participate in EDA Representative meetings and direct support.
 - Offer Centralina Learns events and EDA listening sessions.
- Provide technical assistance on federal funding applications and EDA grant administration services upon request.
 - Facilitate Letters of Support
 - Assist in identifying CEDS related Goals and Recommendations aligned with partner applications.
- Enhance regional data portal and integrate with other Centralina data/mapping services.
 - Market new data services to members
 - eEIMPACT
 - Regional Resilience and Equity GIS map



Centralina
ECONOMIC DEVELOPMENT DISTRICT

Item 4



Board Agenda Item Cover Sheet

Board Meeting Date:	April 20, 2023	Agenda Item Type:	Consent: <input type="checkbox"/>	Regular: <input checked="" type="checkbox"/>	X
Submitting Person:	Denise Strosser	Presentation Time:	15 minutes		
Presenter at Meeting:	Denise Strosser	Phone Number:	704-348-2704		
		Email:	dstrosser@centralina.org		
Alternate Contact:	Christina Danis	Phone Number:	704-688-6502		
		Email:	cdanis@centralina.org		
Submitting Department:	CEDD Admin	Department Head Approval:	Christina Danis		
Description of Agenda Item: <i>(This wording will be used to summarize the item on the agenda cover page.)</i> FY2023-2024 Budget and Membership Dues Assessment					
The CEDD Board will review and approve the FY23-24 CEDD budget and matching funds assessment.					
Background & Basis of Recommendations:					
<p>As part of its annual meeting, the CEDD Board reviews and approves the District's annual budget. The projected revenue sources are matching funds (assessment rate), FY22-25 EDA Planning Grant and pending NCDIT IEI Digital Inclusion Planning Grant.</p> <p>The assessment rate remains unchanged for fiscal year 2024 and will be used to fund the required match of the EDA Planning Grant which ends December 2024.</p> <p>The primary expenditures are personal costs and associated contracts for the EDD website regional economic data-dashboard contract services provided by eIMPACT.</p>					
Requested Action / Recommendation:					
Motion to approve the Centralina Economic Development District's FY23-24 budget and matching fund assessment rate.					
Time Sensitivity: <i>(none or explain)</i>	Approval of the budget at this meeting is required because it is the last meeting prior to the start of the new fiscal year.				
Budget Impact: <i>(none or explain)</i>	As indicated on attached				
Attachments: <i>(none or list)</i>	FY23-24 Proposed Budget				



CEDD Budget Proposal for FY2024
July 1, 2023 to March 30, 2024

	FY 23 Allocation	9 months ending 3/30/2023	FY24 Proposed
Assessment			
Anson County	\$1,133	\$1,133	\$1,133
Cabarrus County	\$8,450	\$8,450	\$8,450
Gaston County	\$6,553	\$6,553	\$6,553
Iredell County	\$7,872	\$7,872	\$7,872
Lincoln County	\$4,919	\$4,919	\$4,919
Mecklenburg County	\$30,150	\$30,150	\$30,150
Rowan County	\$4,878	\$4,878	\$4,878
Stanly County	\$3,407	\$3,407	\$3,407
Union County	\$8,516	\$8,516	\$8,516
City of Charlotte	\$28,822	\$28,822	\$28,822
Town of Mooresville	\$2,678	\$2,678	\$2,678
Total Equity Contributions for Matching Funds	\$107,378	\$107,378	\$107,378
Other Income			
Grant Income			
EDA Planning Grant 2022-2024	\$70,000	\$59,634	\$70,000
EDA CARES Act FY2021-2022	\$50,565	\$50,565	\$0
NCDIT IEI Digital Inclusion Planning	\$0	\$0	\$172,700
Total Grant Related Income	\$120,565	\$110,199	\$242,700
Total Income	\$227,943	\$217,577	\$350,078
Expenses			
CEDC/CEDS Administration	\$152,519	\$131,137	\$265,078
Contracted Services	\$73,160	\$59,495	\$45,000
County Implementation Funds Digital Inclusion	\$0	\$0	\$30,000
Printing & Publications	\$1,424	\$170	\$2,000
Software & Webhosting	\$800	\$784	\$2,000
Travel and Training	\$0	\$0	\$3,000
Meeting Related Cost	\$0	\$22	\$2,000
Miscellaneous	\$40	\$0	\$1,000
Total Expenses	\$227,943	\$191,608	\$350,078
Change in Fund Balance	\$0	\$25,969	\$0
Less Fund balance allocated	\$0	-\$25,969	\$0
Less deferred revenue	\$0	\$0	0
Net Change in Fund Balance	\$0	\$0	\$0
Fund Balance Beginning	\$44,238	\$44,238	\$44,238
Fund Balance Ending	\$44,238	\$44,238	\$44,238



Centralina

ECONOMIC DEVELOPMENT DISTRICT

Item 5



Board Agenda Item Cover Sheet

Board Meeting Date:	April 20, 2023	Agenda Item Type:	Consent:		Regular:	X
Submitting Person:	Geraldine Gardner	Presentation Time:	15 min			
Presenter at Meeting:	Geraldine Gardner	Phone Number:	704-351-7130			
		Email:	ggardner@centralina.org			
Alternate Contact:	Narissa Claiborne	Phone Number:	717-434-2284			
		Email:	nknight@centralina.org			
Submitting Department:	CEDD Admin.	Department Head Approval:	G. Gardner			
Description of Agenda Item: <i>(This wording will be used to summarize the item on the agenda cover page.)</i>						
The Board will complete a second reading of the proposed amendments to the organization's by-laws in preparation for a final reading and vote at the July meeting.						
Background & Basis of Recommendations:						
The organization's by-laws have not been updated since 2011 and the President is recommending a series of changes that were initially reviewed at the January meeting. Centralina's attorney at Shumaker & Associates has completed an official mark up of edits which will be reviewed at this second reading at the April meeting.						
<u>Organization's by-laws, section 9.03</u>						
Amendments. Amendments to these Bylaws may be proposed by the President or by a majority vote of the Board of Directors. Any proposed amendments must be in writing and must be read at two (2) consecutive meetings of the Commission following the meeting at which such Amendment was initially proposed. It may be voted on at the meeting at which the second reading occurs. A majority favorable vote of the Directors present at the meeting shall be necessary for adoption of the proposed amendments to the Bylaws.						
Requested Action / Recommendation:						
Receive as information and provide feedback on the proposed scope of the amendments.						
Time Sensitivity: <i>(none or explain)</i>	Second reading of the by-laws amendment to enable approval at the July meeting.					
Budget Impact: <i>(none or explain)</i>	None.					
Attachments: <i>(none or list)</i>	<ol style="list-style-type: none"> 1. By-Laws Amended (Clean Copy) 2. By-Laws Original and Red-Line MarkUp 					

**SECOND AMENDED AND RESTATED BYLAWS OF
CENTRALINA ECONOMIC DEVELOPMENT COMMISSION, INC.,
A NORTH CAROLINA NONPROFIT CORPORATION**

[THE BYLAWS WERE ORIGINALLY ADOPTED ON MARCH 10, 2005, WERE REVISED AND AMENDED ON MARCH 23, 2006, AND AMENDED AND RESTATED ON JULY 21, 2011. THE PURPOSE OF THIS SECOND AMENDED AND RESTATED VERSION IS TO AMEND AND RESTATE THE BYLAWS AS OF JULY 20, 2023]

BYLAWS

ARTICLE I. OBJECTIVES

The objective of CENTRALINA ECONOMIC DEVELOPMENT COMMISSION, INC. d.b.a. the Centralina Economic Development District (the "Commission") is to promote a strong and growing economy by carrying out community economic development programs in the North Carolina counties in the "Centralina Region," (including Anson, Cabarrus, Gaston, Iredell, Lincoln, Mecklenburg, Rowan, Stanly and Union and the City of Charlotte). The Commission shall be classified as a charitable organization as provided in Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

No part of the net earnings of the Commission shall inure to the benefit of, or be distributable to its Directors, Officers, or other private persons, except that the Commission shall be authorized and empowered to pay reasonable compensation for services rendered or expenses incurred and to make payment and distributions in furtherance of the purposes set forth in these Bylaws and in the Articles of Incorporation. Notwithstanding any other provision of these Bylaws, the Commission shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue law).

ARTICLE II - OFFICES AND REGISTERED AGENT

Section 2.01. Principal Office. The principal office of the Commission in the State of North Carolina shall be located in the Centralina nine-county region. The Commission may change its principal office or have such other offices, either within or without the state of North Carolina, as the Board of Directors may direct or as the business of the Commission may require from time to time.

Section 2.02. Registered Office. The Commission shall maintain a registered office as required by the North Carolina Nonprofit Corporation Act (hereinafter referred to as "Act"), at a location in North Carolina designated by the Board of Directors from time to time. In the absence of a contrary designation by the Board of Directors, the registered office of the Commission shall be its principal office.

Section 2.03. Registered Agent. The Commission shall maintain a registered agent as required by the Act who shall have a business office at the Commission's registered office. The registered agent shall be designated by the Board of Directors from time to time. In the absence of such designation, the registered agent shall be the Executive Director of the Centralina Council of Governments, d.b.a. Centralina Regional Council ("Centralina") who serves as a non-voting, Ex-Officio director on the Commission Board of Directors.

Section 2.04. Filings. In the absence of directions from the Board of Directors to the contrary, the Secretary/Treasurer of the Commission shall cause the Commission to maintain current all filings in respect of the registered office and registered agent with all governmental officials as required by the Act.

ARTICLE III. MEMBERSHIP

Section 3.01. No Members. The Commission shall have no members.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.01. General Powers. The governing body of the Commission is its Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Commission shall be managed under the direction of, its Board of Directors, except as otherwise provided in the Articles of Incorporation or in an agreement valid under the Act.

Section 4.02 Appointment, Number and Tenure

(a) Directors shall be appointed to either a two-year term (for Directors representing public sector organizations) or a three-year term (for Directors representing private sector organization or Centralina at-large). All Director terms shall be based on a calendar year, beginning on January 1 and ending on December 31.

(b) The Board of Directors shall be appointed by the Executive Committee of Centralina at its last regular meeting in each calendar year, but in all events on or before January 1, of each year.

(c) The number of Directors constituting the Board of Directors of the Commission shall be not less than twenty-five (25) nor more than thirty-one (31). The Board of Directors as a whole must continually meet the criteria set forth in Subsection 4.03 of these Bylaws. Each Director shall hold office until his death, resignation, retirement, removal, disqualification, or his successor shall have been appointed and qualified.

(d) Reappointment. Directors may be reappointed without limitation. Prior to the end of the term of each Director, the Board of Directors may review and recommend to the Executive Committee of Centralina any Directors to be reappointed. Factors the Executive Committee should consider when determining the reappointment of any Director should include, but are not limited to: the Director's attendance at Board of Directors meetings and subcommittee meetings, and participation in CEDD activities (such as CEDS development and implementation).

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Commented [2R1]: Yes, I'd appreciate the script

Commented [3R1]: Included in email.

(g) Vacancies. Any vacancy occurring in the Board of Directors may, but shall not be required to, be filled by the Executive Committee of Centralina, consistent with the provisions and requirements of Section 4.03 of these Bylaws, so long as the minimum number of Directors is maintained. A Director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office. Any appointed Directorship to be filled by reason of an increase in the number of Directors shall be filled in like manner.

Section 4.03. Qualifications. The Board of Directors must at all times be broadly representative of the principal economic interests of the Centralina Region. Specifically, the organization and governance of the affairs of the Commission shall be the responsibility of the Board of Directors. The Board of Directors must at all times comply with the organization and governance requirements set forth in 13 CFR § 304.2(c) as that section is amended from time to time.

Section 4.04. Regular Meetings. Regular meetings of the Board of Directors shall be held without notice other than specified in these Bylaws. The meetings shall be held at the time and place within the Centralina Region designated by the Board of Directors from time to time. In absence of any such designation, meetings shall be held at least quarterly in January, April, June, and October of each year for the transaction of such business as may come before the meeting. The January meeting each year shall be designated as the “Annual Meeting” of the Commission. The President and COO may change the time and place for the holding of regular meetings. At least one meeting each year shall be open to the public and the date of and agenda for that meeting must be published sufficiently in advance to allow the public a reasonable time to prepare in order to participate effectively. The public meeting shall generally be held in January of each year and shall be designated as the Annual Meeting of the Commission.

Section 4.05. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman or any three Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of North Carolina, as the place for holding any special meeting of the Board of Directors called by them.

Section 4.06. Notice. Notice of any special meeting shall be given at least seventy-two (72) hours previous thereto by written, electronic, or telephonic notice delivered personally, transmitted, faxed or mailed to each Director at his or her address as reflected in the records of the Commission. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors must be specified in the notice or waiver.

Section 4.07. Quorum. One third (1/3) of the total number of the Directors (excluding vacancies) shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The withdrawal of a Director from a meeting at which a quorum has been established shall not affect any actions of the Board of Directors unless immediately before any vote a quorum call is requested by a Director and there are not sufficient Directors then present to constitute a quorum. A Director will be considered present, including being counted in constitution of a quorum, and eligible to participate in the vote on matters before the Board of Directors at a Commission meeting if the Director is connected by interactive electronic means to the meeting in the form of conference call phone line, videoconference or audio-visual internet connection.

Section 4.08. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum was present shall be the act of the Board of Directors.

Section 4.09. Presumption of Assent. A Director of the Commission who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless his dissent shall be entered in the minutes of the meeting, or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 4.10. Informal Action by Directors. Any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Directors,

may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors entitled to vote with respect to the subject matter thereof.

Section 4.11. Conduct of Meetings – Parliamentary Procedure. The Chairman of the Board shall preside at all meetings of the Board of Directors. In the absence or at the request of the Chairman, the Vice Chairman or the President shall preside at such meeting. The Secretary/Treasurer, or in the absence or at the request of the Secretary/Treasurer, any person designated by the presiding officer shall act as secretary of such meeting. The meetings of the Commission will be conducted utilizing the rules of parliamentary procedure outlined in Robert’s Rules of Order; and the legal counsel, when present, shall serve as parliamentarian.

ARTICLE V. OFFICERS

Section 5.01. Elective Officers. The Officers of the Commission shall consist of a Chairman, a Vice Chairman, a Secretary/Treasurer, and a President (Chief Operating Officer). Each of these Officers, except the President, shall be elected in the manner hereinafter provided and shall serve from their election date for a two (2) year term or until a successor shall be appointed.

Section 5.02. Nomination of Officers. At or before the April meeting of the Commission in the year in which Officers are to be elected (i.e., every other year), the Board of Directors shall nominate one or more candidates for each office (except the President/Chief Operating Officer). The Chief Operating Officer (President) shall be elected by the Board of Directors and shall serve at the pleasure of the Board of Directors, and shall be a non-voting Ex-Officio member of the Board of Directors.

Section 5.03. Further Nominations. Following the nomination of Officers as set forth in Section 5.02, the Board of Directors shall call for any further nominations from the floor of the meeting, after which the nominations shall be declared closed.

Section 5.04. Voting Procedure. Assuming a quorum of Directors is present, the Chairman shall call for a vote for the offices to be elected. Such a vote shall be taken by voice

vote, or by such other means as agreed to by a majority of the Directors present. In the event there is not a quorum of Directors at the meeting in question, the President shall, within ten (10) days following such meeting, furnish each Director of the Commission with an official ballot for those offices for which a voice vote was not taken. Each Director shall be entitled to vote by secret ballot and shall mail, e-mail, or fax the Director's ballot so that it will be received by the President at least one (1) day prior to the next meeting of the Commission. The person receiving the highest number of votes for each office shall be elected.

Section 5.05. Attendance at Meetings. Directors are expected to attend all of the regular meetings of the Commission. Directors who are unable to attend at least two (2) of four (4) regular meetings of the Commission during any twelve (12) month period shall be requested by the Chairman or the President of the Commission to consider resigning his or her position on the Commission. If such Director elects not to resign, the Commission may, after notice to the Director involved, vote to remove the Director for lack of attendance. Such removal shall be considered for cause. The Commissioner asked to resign for lack of attendance shall not be entitled to vote on such motion.

Section 5.06. Chairman. The Chairman shall preside at all meetings of the Commission and shall appoint all committees which may be herein provided for and such other committees as the Chairman may deem advisable.

Section 5.07. Vice Chairman. The Vice Chairman shall, in the absence of the Chairman, preside at meetings and exercise all of the powers of the Chairman.

Section 5.08. Secretary/Treasurer. The Secretary/Treasurer shall insure that a record of all minutes of each meeting are kept and distributed or read for approval at each successive meeting. The Secretary/Treasurer shall read, file, and retain custody of all resolutions and papers which may come before the Commission. The Secretary/Treasurer, or his or her designee, shall retain custody of all resolutions and papers which may come before the Commission. The Commission, at the direction of the Secretary/Treasurer, shall render a statement of the financial condition of the Commission at each regular meeting and an audited statement at the end of each fiscal year.

Section 5.09. President. The President shall serve as the Chief Operating Officer of the Commission and shall be responsible for the day-to-day operations of the Commission. The President shall perform such other duties as requested by the Chairman of the Commission and/or the Board of Directors. The President shall serve on the Board of Directors as a non-voting Ex-Officio Director.

ARTICLE VI. COMMITTEES

Section 6.01. Appointment of Committees. The Chairman may establish such advisory committees as he or she may deem advisable, which committee shall advise the Commission as to particular matters. The members of such committees shall be appointed by and shall serve at the will of the Chairman. At least one member of any such committee shall be a Director, who shall act as a liaison between the committee and the Commission.

Section 6.02. Committee Meetings. All Directors shall be given notice of any advisory committee meeting and any Director may attend such meeting.

ARTICLE VII. STAFFING, CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 7.01. Staffing. The Commission may contract for, or employ its own personnel, to provide administrative services and to provide for the day-to-day operations of the Commission, all as determined by the Board of Directors.

Section 7.02. Contracts.

(a) Except as otherwise provided in these Bylaws, all contracts, agreements or other instruments which (a) require the performance of staff services or the expenditure of the Commission's general operating revenue obtained through member assessment and are in an amount or value of more than \$50,000 or (b) relate to the use of federal, state, and/or local funds in an amount or value of more than \$200,000, shall first be submitted to and approved by the

Board of Directors of the Commission. All such contracts shall be consistent with the resolution of the Board of Directors and the Commission's adopted budget.

(b) The President and COO of the Commission, shall be authorized to approve and contract for (a) the expenditure of general operating revenue in the amount or value of \$50,000 or less, (b) the expenditures of federal, state and/or local funds of \$200,000 or less; provided in either case such contracts shall be consistent with the budget as adopted or as amended.

(c) Except as specifically set forth in these Bylaws to the contrary, no member, officer, or employee of the Commission shall have the authority to bind or obligate the Commission with respect to any matter whatever or to expend any funds of the Commission without the specific approval and authority of the Commission.

(d) The Commission shall establish a written set of policies and procedures governing approvals that shall be required prior to execution of any contracts, agreements, or other instruments to which the Commission is a party. Such policies and procedures shall be consistent with, and subordinate to, state law and these Bylaws, and shall, at a minimum, define the criteria for determining in which cases the Commission's attorney's approval as to form is required.

Commented [4]: So currently we use Centralina's. Would we need to clean this up on the back end in terms of have the Commission adopt Centralina's or would this be language included in the new Centralina/ CEDD operating agreement?
Commented [5R4]: It's probably easiest just to have the Commission adopt Centralina's policies and procedures.

(e) Any and all contracts or other instruments to which the Commission is a party shall be executed in the name of the Commission by the Chairman, the Vice Chairman, President, or upon designation by the Chairman, other directors reporting to the Chairman.

Commented [6]: Does this mean sign? Currently I sign as President
Commented [7R6]: Yes, execute is the same as sign. Updated to include President.

Section 7.03. Loans. No loans to acquire or borrow funds shall be contracted on behalf of the Commission and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 7.04. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Commission shall be signed by the President (Chief Operating Officer) and one of the three standing Executive Officers

of the Commission (Chairman, Vice-Chairman, or Secretary\Treasurer) and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 7.05. Deposits. All funds of the Commission not otherwise employed shall be deposited from time to time to the credit of the Commission in such banks, trust companies or other depositories as the Board of Directors may select.

Section 7.06. President Authority. The President in performance of duties as Chief Operating Officer is authorized to enter into contracts and deliver instruments in the name of and on behalf of the Commission necessary for the day-to-day operations of the Commission, including general banking activities, and intermediary grants administration and implementation. The authority granted herein is limited to activities occurring in the normal and ordinary course of business in the day-to-day operations of the Commission on behalf of the Commission. In the event of a conflict between the provisions of this Section 7.06 and any other provision of the Bylaws, the terms of Section 7.06 shall control.

ARTICLE VIII DISTRIBUTION OF ASSETS UPON DISSOLUTION

Section 8.01. Distribution of Assets. Upon dissolution of the Commission, assets thereof shall, after all of its liabilities and obligations have been discharged or adequate provision made therefor, be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code). Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Commission is then located, exclusively for such purposes or to such organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX GENERAL PROVISIONS

Section 9.01. Fiscal Year. The fiscal year of the Commission shall begin on July 1 and end on June 30 of each year unless otherwise determined by the Board of Directors.

Section 9.02. Seal. The Board of Directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Commission and the words "Corporate Seal".

Section 9.03. Amendments. Amendments to these Bylaws may be proposed by the President or by a majority vote of the Board of Directors. Any proposed amendments must be in writing and must be read at two (2) consecutive meetings of the Commission following the meeting at which such Amendment was initially proposed. It may be voted on at the meeting at which the second reading occurs. A majority favorable vote of the Directors present at the meeting shall be necessary for adoption of the proposed amendments to the Bylaws.

Section 9.04. Severability. Any provision of these Bylaws, or any amendment or alteration thereof, which is determined to be in violation of the Act shall not in any way render any of the remaining provisions invalid.

Section 9.05. References to Gender and Number Terms. In construing these Bylaws, feminine or neuter pronouns shall be substituted for those masculine in form and vice versa, and plural terms shall be substituted for singular and singular for plural in any place in which the context so requires.

Section 9.06. Headings. The Article and Section headings in these Bylaws are inserted for convenience only and are not part of the Bylaws.

ARTICLE X INDEMNIFICATION

Section 10.01. Definitions. For purposes of this Article X, the following definitions shall apply:

- (a) "Director" means an individual who is or was a Director of the Commission or an individual who, while a Director of the Commission, is or was serving at the Commission's request as a Director, Officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan,

or other enterprise. "Director" includes, unless the context requires otherwise, the estate or personal representative of a Director.

- (b) "Expenses" means expenses of every kind incurred in defending a proceeding, including counsel fees.
- (c) "Indemnified Officer" shall mean each Officer of the Commission who is also a Director of the Commission and each other Officer of the Commission who is designated by the Board of Directors from time to time as an Indemnified Officer. An Indemnified Officer shall be entitled to indemnification hereunder to the same extent as a Director, including, without limitation, indemnification with respect to service by the Indemnified Officer at the Commission's request as a Director, Officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.
- (d) "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan) or reasonable expenses incurred with respect to a proceeding.
- (e) "Proceeding" means any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, whether formal or informal, and any appeal therein (and any inquiry or investigation that could lead to such a proceeding).

Section 10.02. Indemnification. In addition to the indemnification otherwise provided by law, the Commission, to the extent the law allows, shall indemnify and hold harmless its Directors and Indemnified Officers (as defined herein) against all liability and expenses, including reasonable attorneys' fees, in any proceeding (including without limitation a proceeding brought by or on behalf of the Commission itself) arising out of their status as Directors or Officers, or their activities in any such capacity; provided, however, that the Commission shall not indemnify a Director or Indemnified Officer against liability or litigation expense that such person may incur on account of activities of such person which at the time taken were known or believed by him or her to be clearly in conflict with the best interests of the Commission. The Commission shall

also indemnify each Director and Indemnified Officer for reasonable costs, expenses and attorneys' fees incurred in connection with the enforcement of the rights to indemnification granted herein, if it is determined in accordance with Section 10.03 of this Article X that the Director or Indemnified Officer is entitled to indemnification hereunder.

Section 10.03. Determination. Any indemnification under Section 10.02 of this Article X shall be paid by the Commission in a specific case only after a determination that the Director or Indemnified Officer has met the standard of conduct set forth in such Section 10.02. Such determination shall be made:

- (a) by the Board of Directors by a majority vote of a quorum consisting of Directors not at the time parties to the proceeding;
- (b) if a quorum cannot be obtained under subparagraph (a), by a majority vote of a committee duly designated by the Board of Directors (in which designation Directors who are parties may participate), consisting solely of two or more Directors not at the time parties to the proceeding;
- (c) by special legal counsel (i) selected by the Board of Directors or its committee in the manner prescribed in subparagraphs (a) or (b); or (ii) if a quorum of the Board of Directors cannot be obtained under subparagraph (a) and a committee cannot be designated under subparagraph (b), selected by a majority vote of the full Board of Directors (in which selection Directors who are parties may participate);

The Board of Directors shall take all such action as may be necessary and appropriate to enable the Commission to pay the indemnification required by this Article X.

Section 10.04. Advance for Expenses. The expenses incurred by a Director or Indemnified Officer in defending a proceeding may be paid by the Commission in advance of the final disposition of such proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director or Indemnified Officer to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by

the Commission against such expenses. Subject to receipt of such undertaking, the Commission shall make reasonable periodic advances for expenses pursuant to this Section, unless the Board of Directors shall determine, in the manner provided in Section 10.03 of this Article X and based on the facts then known, that indemnification under this Article is or will be precluded.

Section 10.05. Reliance and Consideration. Any Director or Indemnified Officer who at any time after the adoption of this Article X serves or has served in any of the aforesaid capacities for or on behalf of the Commission shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right, however, shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this Article X. No amendment, modification or repeal of this Article X shall adversely affect the right of any Director or Indemnified Officer to indemnification hereunder with respect to any activities occurring prior to the time of such amendment, modification or repeal.

The undersigned duly elected, qualified and acting President of CENTRALINA ECONOMIC DEVELOPMENT COMMISSION, INC. does hereby certify that the foregoing are the Amended and Restated Bylaws adopted by the Board of Directors by action duly taken as of July 20, 2023.

Leslie Johnson
Secretary \ Treasurer, CEDC

SECOND AMENDED AND RESTATED BYLAWS OF
CENTRALINA ECONOMIC DEVELOPMENT COMMISSION, INC.,
A NORTH CAROLINA NONPROFIT CORPORATION

[THE BYLAWS WERE ORIGINALLY ADOPTED ON MARCH 10, 2005, WERE REVISED AND AMENDED ON MARCH 23, 2006, AND AMENDED AND RESTATED ON JULY 21, 2011. THE PURPOSE OF THIS SECOND AMENDED AND RESTATED VERSION IS TO AMEND AND RESTATE THE BYLAWS AS OF ~~MARCH XX~~ JULY 20, 2023]

Geraldine Gardner [GG1] March 28,
2023 01:58 PM
~~These would be approved at
the July 20th meeting~~

Second Amended and Restated Bylaws adopted ~~March XX~~ July 20, 2023

BYLAWS

ARTICLE I. OBJECTIVES

The objective of CENTRALINA ECONOMIC DEVELOPMENT COMMISSION, INC. d.b.a. the Centralina Economic Development District (the “Commission”) is to promote a strong and growing economy by carrying out community economic development programs in the North Carolina counties in the “Centralina Region,” (including Anson, Cabarrus, Gaston, Iredell, Lincoln, Mecklenburg, Rowan, Stanly and Union and the City of Charlotte). The Commission shall be classified as a charitable organization as provided in Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

Unknown [2]
~~No need to change to “District” especially as the legal name of the corporation still includes “Commission”~~

Geraldine Gardner [GG3] March 28, 2023 01:57 PM
✕+

No part of the net earnings of the Commission shall inure to the benefit of, or be distributable to its Directors, Officers, or other private persons, except that the Commission shall be authorized and empowered to pay reasonable compensation for services rendered or expenses incurred and to make payment and distributions in furtherance of the purposes set forth in these Bylaws and in the Articles of Incorporation. Notwithstanding any other provision of these Bylaws, the Commission shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue law).

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Second Amended and Restated Bylaws adopted ~~March XX~~ July 20, 2023

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Second Amended and Restated Bylaws adopted ~~March XX~~ July 20, 2023

Unknown [4]
Since we're changing this, it's important that you discuss the procedure for current directors (they will serve until the new Board is election) and the change at the meeting where the bylaws are approved, as well as make sure it's well-documented in the board minutes. I'm happy to give you a script/language to insert if you'd like.

Geraldine Gardner [GG5] March 28, 2023 01:57 PM
Yes, I'd appreciate the script

Bosserman, Andrew J. [BAJ6] March 30, 2023 09:06 AM
[Included in email.](#)

Unknown [7]
~~The procedure for this wasn't explicit in the bylaws, so I added it to prevent any confusion.~~

(g) Vacancies. Any vacancy occurring in the Board of Directors may, but shall not be required to, be filled by the Executive Committee of Centralina, consistent with the provisions and requirements of Section 4.03 of these Bylaws, so long as the minimum number of Directors is maintained. A Director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office. Any appointed Directorship to be filled by reason of an increase in the number of Directors shall be filled in like manner.

Section 4.03. Qualifications. The Board of Directors must at all times be broadly representative of the principal economic interests of the Centralina Region. Specifically, the organization and governance of the affairs of the Commission shall be the responsibility of the Board of Directors. The Board of Directors must at all times comply with the organization and governance requirements set forth in 13 CFR § 304.2(c) as that section is amended from time to time.

Section 4.04. Regular Meetings. Regular meetings of the Board of Directors shall be held without notice other than specified in these Bylaws. The meetings shall be held at the time and place within the Centralina Region designated by the Board of Directors from time to time. In absence of any such designation, meetings shall be held at least quarterly in January, April, June, and October of each year for the transaction of such business as may come before the meeting. The January meeting each year shall be designated as the "Annual Meeting" of the Commission. The President and COO may change the time and place for the holding of regular meetings. At least one meeting each year shall be open to the public and the date of and agenda for that meeting must be published sufficiently in advance to allow the public a reasonable time to prepare in order to participate effectively. The public meeting shall generally be held in January of each year and shall be designated as the Annual Meeting of the Commission.

Section 4.05. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman or any three Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the

State of North Carolina, as the place for holding any special meeting of the Board of Directors called by them.

Section 4.06. Notice. Notice of any special meeting shall be given at least seventy-two (72) hours previous thereto by written, electronic, or telephonic notice delivered personally, transmitted, faxed or mailed to each Director at his or her address as reflected in the records of the Commission. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors must be specified in the notice or waiver.

Section 4.07. Quorum. One third (1/3) of the total number of the Directors (excluding vacancies) shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The withdrawal of a Director from a meeting at which a quorum has been established shall not affect any actions of the Board of Directors unless immediately before any vote a quorum call is requested by a Director and there are not sufficient Directors then present to constitute a quorum. A Director will be considered present, including being counted in constitution of a quorum, and eligible to participate in the vote on matters before the Board of Directors at a Commission meeting if the Director is connected by interactive electronic means to the meeting in the form of conference call phone line, videoconference or audio-visual internet connection.

Section 4.08. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum was present shall be the act of the Board of Directors.

Section 4.09. Presumption of Assent. A Director of the Commission who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless his dissent shall be entered in the minutes of the meeting, or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof. Such right to dissent shall not apply to a Director who voted in favor of such action.

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Section 4.10. Informal Action by Directors. Any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors entitled to vote with respect to the subject matter thereof.

Section 4.11. Conduct of Meetings – Parliamentary Procedure. The Chairman of the Board shall preside at all meetings of the Board of Directors. In the absence or at the request of the Chairman, the Vice Chairman or the President shall preside at such meeting. The Secretary/Treasurer, or in the absence or at the request of the Secretary/Treasurer, any person designated by the presiding officer shall act as secretary of such meeting. The meetings of the Commission will be conducted utilizing the rules of parliamentary procedure outlined in Robert’s Rules of Order; and the legal counsel, when present, shall serve as parliamentarian.

ARTICLE V. OFFICERS

Section 5.01. Elective Officers. The Officers of the Commission shall consist of a Chairman, a Vice Chairman, a Secretary/Treasurer, and a President (Chief Operating Officer). Each of these Officers, except the President, shall be elected in the manner hereinafter provided and shall serve from their election date for a two (2) year term or until a successor shall be appointed.

Section 5.02. Nomination of Officers. At or before the April meeting of the Commission in the year in which Officers are to be elected (i.e., every other year), the Board of Directors shall nominate one or more candidates for each office (except the President/Chief Operating Officer). The Chief Operating Officer (President) shall be elected by the Board of Directors and shall serve at the pleasure of the Board of Directors, and shall be a non-voting Ex-Officio member of the Board of Directors.

Section 5.03. Further Nominations. Following the nomination of Officers as set forth in Section 5.02, the Board of Directors shall call for any further nominations from the floor of the meeting, after which the nominations shall be declared closed.

Section 5.04. Voting Procedure. Assuming a quorum of Directors is present, the Chairman shall call for a vote for the offices to be elected. Such a vote shall be taken by voice vote, or by such other means as agreed to by a majority of the Directors present. In the event there is not a quorum of Directors at the meeting in question, the President shall, within ten (10) days following such meeting, furnish each Director of the Commission with an official ballot for those offices for which a voice vote was not taken. Each Director shall be entitled to vote by secret ballot and shall mail, e-mail, or fax the Director's ballot so that it will be received by the President at least one (1) day prior to the next meeting of the Commission. The person receiving the highest number of votes for each office shall be elected.

Section 5.05. Attendance at Meetings. Directors are expected to attend all of the regular meetings of the Commission. Directors who are unable to attend at least two (2) of four (4) regular meetings of the Commission during any twelve (12) month period shall be requested by the Chairman or the President of the Commission to consider resigning his or her position on the Commission. If such Director elects not to resign, the Commission may, after notice to the Director involved, vote to remove the Director for lack of attendance. Such removal shall be considered for cause. The Commissioner asked to resign for lack of attendance shall not be entitled to vote on such motion.

Section 5.06. Chairman. The Chairman shall preside at all meetings of the Commission and shall appoint all committees which may be herein provided for and such other committees as the Chairman may deem advisable.

Section 5.07. Vice Chairman. The Vice Chairman shall, in the absence of the Chairman, preside at meetings and exercise all of the powers of the Chairman.

Section 5.08. Secretary/Treasurer. The Secretary/Treasurer shall insure that a record of all minutes of each meeting are kept and distributed or read for approval at each successive

meeting. The Secretary/Treasurer shall read, file, and retain custody of all resolutions and papers which may come before the Commission. The Secretary/Treasurer, or his or her designee, shall retain custody of all resolutions and papers which may come before the Commission. The Commission, at the direction of the Secretary/Treasurer, shall render a statement of the financial condition of the Commission at each regular meeting and an audited statement at the end of each fiscal year.

Section 5.09. President. The President shall serve as the Chief Operating Officer of the Commission and shall be responsible for the day-to-day operations of the Commission. The President shall perform such other duties as requested by the Chairman of the Commission and/or the Board of Directors. The President shall serve on the Board of Directors as a non-voting Ex-Officio Director.

ARTICLE VI. COMMITTEES

Section 6.01. Appointment of Committees. The Chairman may establish such advisory committees as he or she may deem advisable, which committee shall advise the Commission as to particular matters. The members of such committees shall be appointed by and shall serve at the will of the Chairman. At least one member of any such committee shall be a Director, who shall act as a liaison between the committee and the Commission.

Section 6.02. Committee Meetings. All Directors shall be given notice of any advisory committee meeting and any Director may attend such meeting.

ARTICLE VII. STAFFING, CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 7.01. Staffing. The Commission may contract for, or employ its own personnel, to provide administrative services and to provide for the day-to-day operations of the Commission, all as determined by the Board of Directors.

Section 7.02. Contracts.

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Unknown [8]
Please review and let me know if this makes sense based on the current procedures. I adapted this from the Centralina bylaws.

(a) Except as otherwise provided in these Bylaws, all contracts, agreements or other instruments which (a) require the performance of staff services or the expenditure of the Commission's general operating revenue obtained through member assessment and are in an amount or value of more than \$50,000 or (b) relate to the use of federal, state, and/or local funds in an amount or value of more than \$200,000, shall first be submitted to and approved by the Board of Directors of the Commission. All such contracts shall be consistent with the resolution of the Board of Directors and the Commission's adopted budget.

(b) The ~~Chairman~~President and COO of the Commission, shall be authorized to approve and contract for (a) the expenditure of general operating revenue in the amount or value of \$50,000 or less, (b) the expenditures of federal, state and/or local funds of \$200,000 or less; provided in either case such contracts shall be consistent with the budget as adopted or as amended.

Geraldine Gardner [GG9] March 28, 2023 05:29 PM
Should be President & COO

(c) Except as specifically set forth in these Bylaws to the contrary, no member, officer, or employee of the Commission shall have the authority to bind or obligate the Commission with respect to any matter whatever or to expend any funds of the Commission without the specific approval and authority of the Commission.

(d) The Commission shall establish a written set of policies and procedures governing approvals that shall be required prior to execution of any contracts, agreements, or other instruments to which the Commission is a party. Such policies and procedures shall be consistent with, and subordinate to, state law and these Bylaws, and shall, at a minimum, define the criteria for determining in which cases the Commission's attorney's approval as to form is required.

Geraldine Gardner [GG10] March 28, 2023 05:30 PM
So currently we use Centralina's. Would we need to clean this up on the back end in terms of have the Commission adopt Centralina's or would this be language included in the new Centralina/ CEDD operating agreement?

(e) Any and all contracts or other instruments to which the Commission is a party shall be executed in the name of the Commission by the Chairman, ~~or~~ the Vice Chairman, President, or upon designation by the Chairman, other directors reporting to the Chairman.

Bosserman, Andrew J. [BAJ11] March 29, 2023 09:21 AM
It's probably easiest just to have the Commission adopt Centralina's policies and procedures.

Geraldine Gardner [GG12] March 28, 2023 05:30 PM
Does this mean sign?
Currently I sign as President

Bosserman, Andrew J. [BAJ13] March 29, 2023 09:22 AM
Yes, execute is the same as sign. Updated to include President.

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Section 7.03. Loans. No loans to acquire or borrow funds shall be contracted on behalf of the Commission and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 7.04. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Commission shall be signed by the President (Chief Operating Officer) and one of the three standing Executive Officers of the Commission (Chairman, Vice-Chairman, or Secretary\Treasurer) and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 7.05. Deposits. All funds of the Commission not otherwise employed shall be deposited from time to time to the credit of the Commission in such banks, trust companies or other depositories as the Board of Directors may select.

Section 7.06. President Authority. The President in performance of duties as Chief Operating Officer is authorized to enter into contracts and deliver instruments in the name of and on behalf of the Commission necessary for the day-to-day operations of the Commission, including general banking activities, and intermediary grants administration and implementation. The authority granted herein is limited to activities occurring in the normal and ordinary course of business in the day-to-day operations of the Commission on behalf of the Commission. In the event of a conflict between the provisions of this Section 7.06 and any other provision of the Bylaws, the terms of Section 7.06 shall control.

ARTICLE VIII DISTRIBUTION OF ASSETS UPON DISSOLUTION

Section 8.01. Distribution of Assets. Upon dissolution of the Commission, assets thereof shall, after all of its liabilities and obligations have been discharged or adequate provision made therefor, be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code). Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Commission is then

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located, exclusively for such purposes or to such organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX GENERAL PROVISIONS

Section 9.01. Fiscal Year. The fiscal year of the Commission shall begin on July 1 and end on June 30 of each year unless otherwise determined by the Board of Directors.

Section 9.02. Seal. The Board of Directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Commission and the words "Corporate Seal".

Section 9.03. Amendments. Amendments to these Bylaws may be proposed by the President or by a majority vote of the Board of Directors. Any proposed amendments must be in writing and must be read at two (2) consecutive meetings of the Commission following the meeting at which such Amendment was initially proposed. It may be voted on at the meeting at which the second reading occurs. A majority favorable vote of the Directors present at the meeting shall be necessary for adoption of the proposed amendments to the Bylaws.

Section 9.04. Severability. Any provision of these Bylaws, or any amendment of alteration thereof, which is determined to be in violation of the Act shall not in any way render any of the remaining provisions invalid.

Section 9.05. References to Gender and Number Terms. In construing these Bylaws, feminine or neuter pronouns shall be substituted for those masculine in form and vice versa, and plural terms shall be substituted for singular and singular for plural in any place in which the context so requires.

Section 9.06. Headings. The Article and Section headings in these Bylaws are inserted for convenience only and are not part of the Bylaws.

ARTICLE X INDEMNIFICATION

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Section 10.01. Definitions. For purposes of this Article X, the following definitions shall apply:

- (a) "Director" means an individual who is or was a Director of the Commission or an individual who, while a Director of the Commission, is or was serving at the Commission's request as a Director, Officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. "Director" includes, unless the context requires otherwise, the estate or personal representative of a Director.
- (b) "Expenses" means expenses of every kind incurred in defending a proceeding, including counsel fees.
- (c) "Indemnified Officer" shall mean each Officer of the Commission who is also a Director of the Commission and each other Officer of the Commission who is designated by the Board of Directors from time to time as an Indemnified Officer. An Indemnified Officer shall be entitled to indemnification hereunder to the same extent as a Director, including, without limitation, indemnification with respect to service by the Indemnified Officer at the Commission's request as a Director, Officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.
- (d) "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan) or reasonable expenses incurred with respect to a proceeding.
- (e) "Proceeding" means any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, whether formal or informal, and any appeal therein (and any inquiry or investigation that could lead to such a proceeding).

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Section 10.02. Indemnification. In addition to the indemnification otherwise provided by law, the Commission, to the extent the law allows, shall indemnify and hold harmless its Directors and Indemnified Officers (as defined herein) against all liability and expenses, including reasonable attorneys' fees, in any proceeding (including without limitation a proceeding brought by or on behalf of the Commission itself) arising out of their status as Directors or Officers, or their activities in any such capacity; provided, however, that the Commission shall not indemnify a Director or Indemnified Officer against liability or litigation expense that such person may incur on account of activities of such person which at the time taken were known or believed by him or her to be clearly in conflict with the best interests of the Commission. The Commission shall also indemnify each Director and Indemnified Officer for reasonable costs, expenses and attorneys' fees incurred in connection with the enforcement of the rights to indemnification granted herein, if it is determined in accordance with Section 10.03 of this Article X that the Director or Indemnified Officer is entitled to indemnification hereunder.

Section 10.03. Determination. Any indemnification under Section 10.02 of this Article X shall be paid by the Commission in a specific case only after a determination that the Director or Indemnified Officer has met the standard of conduct set forth in such Section 10.02. Such determination shall be made:

- (a) by the Board of Directors by a majority vote of a quorum consisting of Directors not at the time parties to the proceeding;
- (b) if a quorum cannot be obtained under subparagraph (a), by a majority vote of a committee duly designated by the Board of Directors (in which designation Directors who are parties may participate), consisting solely of two or more Directors not at the time parties to the proceeding;
- (c) by special legal counsel (i) selected by the Board of Directors or its committee in the manner prescribed in subparagraphs (a) or (b); or (ii) if a quorum of the Board of Directors cannot be obtained under subparagraph (a) and a committee cannot be

designated under subparagraph (b), selected by a majority vote of the full Board of Directors (in which selection Directors who are parties may participate);

The Board of Directors shall take all such action as may be necessary and appropriate to enable the Commission to pay the indemnification required by this Article X.

Section 10.04. Advance for Expenses. The expenses incurred by a Director or Indemnified Officer in defending a proceeding may be paid by the Commission in advance of the final disposition of such proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director or Indemnified Officer to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Commission against such expenses. Subject to receipt of such undertaking, the Commission shall make reasonable periodic advances for expenses pursuant to this Section, unless the Board of Directors shall determine, in the manner provided in Section 10.03 of this Article X and based on the facts then known, that indemnification under this Article is or will be precluded.

Section 10.05. Reliance and Consideration. Any Director or Indemnified Officer who at any time after the adoption of this Article X serves or has served in any of the aforesaid capacities for or on behalf of the Commission shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right, however, shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this Article X. No amendment, modification or repeal of this Article X shall adversely affect the right of any Director or Indemnified Officer to indemnification hereunder with respect to any activities occurring prior to the time of such amendment, modification or repeal.

The undersigned duly elected, qualified and acting President of CENTRALINA ECONOMIC DEVELOPMENT COMMISSION, INC. does hereby certify that the foregoing are the Amended and Restated Bylaws adopted by the Board of Directors by action duly taken as of ~~March XX,~~ July 20, 2023.

Geraldine Gardner [GG14] March 28,
2023 05:33 PM
~~Will be adopted in July~~

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~~Would this our current
Sec/Treas? If so, please
change to Leslie Johnson~~
Joel Randolph Leslie Johnson
Secretary \ Treasurer, CEDC

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Summary report:	
Litera Compare for Word 11.2.0.54 Document comparison done on 3/30/2023 9:42:31 AM	
Style name: Default Style	
Intelligent Table Comparison: Active	
Original DMS: iw://DMS/iManage/18433097/2	
Modified DMS: iw://DMS/iManage/18433097/3	
Changes:	
Add	12
Delete	18
Move From	0
Move To	0
Table Insert	0
Table Delete	0
Table moves to	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	30



Centralina

ECONOMIC DEVELOPMENT DISTRICT

Item 6



Board Agenda Item Cover Sheet

Board Meeting Date:	April 20, 2023	Agenda Item Type:	Consent:		Regular:	X
Submitting Person:	Anna Lu Wilson	Presentation Time:	5 minutes			
Presenter at Meeting:	Miles Atkins	Phone Number:				
		Email:				
Alternate Contact:	Christina Danis	Phone Number:	704-688-6502			
		Email:	cdanis@centralina.org			
Submitting Department:	CEDD Admin	Department Head Approval:	Christina Danis			
Description of Agenda Item: <i>(This wording will be used to summarize the item on the agenda cover page.)</i>						
The Board will vote on officers (Chair, Vice Chair and Secretary/Treasurer) for the 2023-2025 term.						
Background & Basis of Recommendations:						
<p>Board officers (Chair, Vice Chair, and Secretary/Treasurer) serve a two-year period and the term of the current officers is completed as of this meeting. The current Chair and Vice Chair signaled at the January Board meeting that they would not seek a second term but agreed to convene as a nominating committee to review interested candidates.</p> <p>Centralina staff conducted outreach to current Board members in January and February to solicit interest. The current Secretary/Treasurer, Leslie Johnson, is interested in continuing to serve. The following individuals were put forward to the committee for consideration and the committee is forwarding this slate on for approval by the Board.</p> <ol style="list-style-type: none"> 1. <u>Chair</u>: Cliff Brumfield, Executive Director, Lincoln Economic Development Association 2. <u>Vice Chair</u>: Candice Lowder, Executive Director, Stanly County Economic Development Commission 3. <u>Secretary/Treasurer</u>: Leslie Johnson, Assistant County Manager, Mecklenburg County <p>At the meeting, the Chair will call for any additional nominations from the floor. If there are none, then the board will vote to approve the recommended officers. If there are additional nominations, then the Board will vote by ballot.</p>						
Requested Action / Recommendation:						
Motion to accept the recommended slate of candidates for the roles of Chair, Vice Chair and Secretary/Treasurer and for those individuals to serve as officers for a two-year term.						
Time Sensitivity: <i>(none or explain)</i>	Officers need to be elected at the April annual meeting					



Centralina
ECONOMIC DEVELOPMENT DISTRICT

Item 7



Board Agenda Item Cover Sheet

Board Meeting Date:	April 20, 2023	Agenda Item Type:	Consent:		Regular:	X
Submitting Person:	Anna Lu Wilson	Presentation Time:	10 minutes			
Presenter at Meeting:	Emily Hickock	Phone Number:	704-348-2702			
		Email:	ehickok@centralina.org			
Alternate Contact:	Anna Lu Wilson	Phone Number:	704-385-4790			
		Email:	alwilson@centralina.org			
Submitting Department:	CEDD Admin	Department Head Approval:	Christina Danis			
Description of Agenda Item: <i>(This wording will be used to summarize the item on the agenda cover page.)</i> CEDD Website Update						
The Board will receive an update on the CEDD website refresh and changes to the data portal.						
Background & Basis of Recommendations:						
<p>Centralina engaged with Moonlight Creative to redesign and streamline the Economic Development District website. With the approval of the 2023-2028 <i>Prosperity for All</i> CEDS, the website needed to be refreshed and updated with the current CEDS goals and metrics. The CEDD website serves to tell the story of how the greater Charlotte region collaborates to inclusively support businesses, innovators and individuals in reaching a prosperous and globally connected future.</p> <p>Based on the approval of the Board in January 2023, Centralina entered into an agreement with eIMPACT, a small data visualization software company located in White Salmon, WA, to overhaul the data portal and modernize the design. We will continue to track the same robust data sets, with enhancements, and benefit from automated real-time data updates on a quarterly basis. The eIMPACT CEDS data dashboards will be readily downloadable from the data dashboards and the eIMPACT staff are available for technical assistance. CEDD members will also benefit from password protected access to the eIMPACT data dashboard data sources for analysis beyond the nature and extent of the CEDD data variables.</p>						
Requested Action / Recommendation:						
Receive as information.						
Time Sensitivity: <i>(none or explain)</i>	None					
Budget Impact: <i>(none or explain)</i>	None - Proposed activities are funded with available revenues					
Attachments: <i>(none or list)</i>	None					