

BY-LAWS
OF
THE TAX INCREMENT FINANCE AUTHORITY OF THE CITY OF POTTERVILLE

ARTICLE I

NAME

The name of the City of Potterville Tax Increment Finance Authority is THE TAX INCREMENT FINANCE AUTHORITY OF THE CITY OF POTTERVILLE (the "Authority").

ARTICLE II

SEAL

The Authority shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Authority and the words "CORPORATE SEAL".

ARTICLE III

OFFICES

SECTION 1. Registered Office. The registered office of the Authority is Potterville City Hall, 219 N. Nelson St., Potterville, Michigan 48876.

SECTION 2. Other Offices. The Authority may have such other offices as the Board of Directors may determine, or the affairs of the Authority may require from time to time.

ARTICLE IV

POWERS

The Authority shall have all of the powers which are now or may hereafter be conferred on authorities organized pursuant to Public Act No. 57 of 2018, MCL 125.4301 et seq., as amended (the "Act"), including all powers necessary to carry out the purpose of its incorporation and all powers incident there to, and including but not limited to the following powers to:

- (a) Prepare an analysis of economic changes taking place in the municipality and its environs as those changes relate to urban deterioration in the development areas.
- (b) Study and analyze the impact of growth upon development areas.

(c) Plan, and propose the construction, renovation, repair, remodeling, rehabilitation, restoration, preservation, or reconstruction of a public facility, an existing building, or a multiple family dwelling unit which may be necessary or appropriate to the execution of a plan which, in the opinion of the board, aids in the revitalization and growth of the development area.

(d) Plan , propose, and implement an improvement to a public facility within the development area to comply with the barrier free design requirements of the state construction code promulgated under the Stille-DeRossett-Hale single state construction code act, 1972 PA 230, MCL 125.1501 to 125.1531.

(e) Develop long-range plans, in cooperation with the agency which is chiefly responsible for planning in the municipality, designed to halt the decline of property values and to promote the growth of the development area, and take such steps as may be necessary to implement the plans to the fullest extent possible.

(f) Implement any plan of development in a development area necessary to achieve the purposes of the Act, in accordance with the powers of the authority as granted by the Act.

(g) Make and enter into contracts necessary or incidental to the exercise of its powers and the performance of its duties.

(h) Acquire by purchase or otherwise, on terms and conditions and in a manner the Authority considers proper, own, convey, demolish, relocate, rehabilitate, or otherwise dispose of, or lease as lessor or lessee, land and other property, real or personal, or rights or interests herein, which the Authority determines is reasonably necessary to achieve the Act, and to grant licenses, easements, and respect thereto purposes of or acquire options with respect thereto.

(i) Improve land, prepare sites for buildings, including the demolition of existing structures and construct, reconstruct, rehabilitate, restore, and preserve, equip, improve, maintain, repair, and operate any building, including any type of housing, and any necessary or desirable appurtenances thereto, within the development area for the use, in whole or in part, of any public or private person or corporation, or a combination thereof.

(j) Fix, charge, and collect fees, rents, and charges for the use of any building or property or any part of a building or property under its control, or a facility in the building or on the property, and pledge the fees, rents, and charges for the payment of revenue bonds issued by the Authority.

(k) Lease any building or property or part of a building or property under its control.

(l) Accept grants and donations of property, labor, or other things of value from a public or private source.

(m) Acquire and construct public facilities.

(n) Incur costs in connection with the performance of its authorized functions, including but not limited to, administrative costs, and architects, engineers, legal, and accounting fees.

(o) Employ a director and appoint or employ a Secretary and Treasurer, retain legal counsel and employ such other staff as may be necessary or appropriate in the judgment of the Board of Directors in accordance with the Act.

ARTICLE V

BOARD OF DIRECTORS

SECTION 1. General Powers. The affairs of the Authority shall be managed by its Board of Directors, which shall be comprised of not less seven (7) members nor more than thirteen (13) members.

SECTION 2. Annual Meeting. An annual meeting of the Board of Directors shall be held on the first Monday in the month of October in each year for the purpose of electing officers and for the transaction of such other business as may come before the meeting. If the election of officers shall not be held on the day designated herein for any annual meeting or any adjournment thereof, the Board of Directors shall cause the election to be held at a regular or special meeting of the Board of Directors as soon thereafter as conveniently may be.

SECTION 3. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time as the Board of Directors determines at its annual meeting. No further notice of the regular meetings of the Board shall be required to be given to the Directors. Within ten (10) days after the annual meeting, public notice, as herein provided, will be posted stating the dates and times of the Directors' regular meetings for the remainder of the year. If there is a change in the schedule of regular meetings, there shall be posted, as herein provided, within three (3) days after the meeting at which the change is made, a public notice stating the new dates and times of its regular meetings.

SECTION 4. Special Meetings. Special Meetings of the Board of Directors may be called by or at the request of the Chairperson, the Secretary or any two Directors. Notice of any special meeting of the Directors shall be given by written notice to Directors at least eighteen (18) hours

before the special meeting. . The Secretary shall give the public notice of the time and place of such meeting and said notice is to be posted pursuant to Section 6.

SECTION 5. Waiver. Any Director may waive notice of any meeting either before or after such meeting. Attendance of a Director at a meeting constitutes waiver of notice of the 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 need be specified in the notice or waiver of notice of such meeting, unless otherwise required by these By-Laws.

SECTION 6. Public Notice. Notice of all public meetings must be posted pursuant to the Open Meetings Act.

SECTION 7. Public Meetings.

(a) All meetings of the Board of Directors shall be open to the public and shall be held at Potterville City Hall, 219 N. Nelson St., Potterville, Michigan 48876, or at such other locations properly noticed in compliance with the Open Meetings Act. All persons shall be permitted to attend any meeting except as otherwise provided in Section 8.

(b) All decisions of the Board of Directors shall be made at a meeting open to the public.

(c) All deliberations of the Board of Directors constituting a quorum of its members shall take place at a meeting open to the public except as otherwise provided in Section 8.

(d) A person shall not be required as a condition to attendance at a meeting of the Board of Directors to register or otherwise provide his name or other inform or otherwise to fulfill a condition precedent to attendance.

(e) A person shall be permitted to address a meeting of the Board of Directors under rules to be established and recorded by the Board of Directors.

(f) A person shall not be excluded from a meeting of the Board of Directors except for a breach of the peace actually committed at the meeting.

SECTION 8. Closed Session. The Board of Directors may meet in closed session during the course of an open meeting only for the purposes set forth in the Open Meetings Act.

SECTION 9. Minutes of Meetings.

(a) The Authority shall keep minutes of each meeting showing the date, time, place, members present, member absent, any decisions made at a meeting open to the public, and the purposes for which a closed session is held. The minutes shall include all roll call votes taken at the meeting.

(b) Minutes shall be public records open to public inspection and shall be available at the address designated on posted public notices. Copies of the minutes shall be available to the public at the reasonably estimated cost for printing and copying.

(c) Proposed minutes shall be available for public inspection pursuant to the deadlines set forth in the Open Meetings Act.

(d) Minutes of closed sessions must be maintained separately and not disclosed to the public, except upon court order.

SECTION 10. Quorum and Voting. A majority of the members of the Board then in office shall constitute a quorum for the transaction of business. Each member of the Board of Directors has one vote. The vote of a majority of the member present at a meeting at which a quorum is present shall constitute the action of the Board of Directors unless the vote of a larger number is required by statute or elsewhere in these By-Laws.

SECTION 11. Appointment of Board of Directors. Members on the Board of Directors shall be appointed by the City Manager of the City of Potterville, subject to the approval of City Council. Of the members appointed to the Board of Directors, an equal number, as near as practicable, shall be appointed for 1 year, 2 years, 3 years, and 4 years. Thereafter, each member appointed to the Board of Directors shall serve for a term of 4 years. Members appointed to the Board of Directors shall hold office until their member's successor is appointed.

SECTION 12. Vacancies. An appointment to fill a vacancy shall be made by the City Manager of the City of Potterville for the unexpired term only, subject to the approval of City Council.

SECTION 13. Compensation. Members of the Board of Directors shall serve without compensation, but shall be reimbursed for actual and necessary expenses.

SECTION 14. Oath. Before assuming the duties of office, members of the Board of Director shall qualify by taking and subscribing to the constitutional oath of office.

SECTION 15. Removal. A member of the Board of Directors may be removed before the expiration of his or her term for cause by the City Council. Removal of a member is subject to the review by the circuit court.

ARTICLE VI

OFFICERS; REMOVAL; DIRECTOR; LEGAL COUNSEL AND OTHER EMPLOYEES

SECTION 1. Officers. The officers of the Authority shall consist of a chairperson, vice-chairperson, secretary, and treasurer.

SECTION 2. Chairperson. The Board shall annually elect a Chairperson who shall be a member of the Board. The Chairperson shall be the chief executive officer of the Authority. The Chairperson shall preside at all meetings of the Directors, shall have general and active management of the business of the Corporation, and shall see that all orders and resolutions of the Board are carried into effect. The Chairperson may execute with the Secretary or any other proper officer or member of the Board authorized by the Board of Directors, all bonds, notes, mortgages, conveyances and other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, by the By-Laws of the Authority or by statute to some other officer, member of the Board or agent of the Authority. The Chairperson shall be ex-officio a member of all standing committees, and shall have and exercise such other authority as is specifically granted from time to time by the Board.

SECTION 3. Vice-Chairperson. The Board shall annually elect a Vice-Chairperson who shall be a member of the Board. The Vice Chairperson shall perform such duties as are delegated to him or her or by the Chairperson and shall, in the absence or in the event of the disability of the Chairperson, perform the duties and exercise the powers of the Chairperson. The Vice Chairperson shall perform such other duties as the Board of Directors shall prescribe.

SECTION 4. Secretary. The Board may appoint or employ and fix the compensation of a Secretary. The Secretary need not be a member of the Board of Directors. The Secretary shall be the recording officer of the Corporation, and shall attend all meetings of the Board, record all votes and the minutes of all proceedings in a book to be kept for that purpose, maintain custody of records, books, documents, or other papers not required to be maintained by the treasurer, and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors. The Secretary shall keep in safe custody the seal of the Authority, and when authorized by the Board, affix the same to any instrument requiring it, and when so affixed it shall be attested by his or her signature or by the signature of the Treasurer.

SECTION 5. Treasurer. The Board may appoint or employ and fix the compensation of a Treasurer. The Treasurer need not be a member of the Board of Directors. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Authority and shall deposit all moneys, and other valuable effects in the name and to the credit of the Authority in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Authority as

may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Chairperson and Directors, at the regular meetings of the Board, or whenever they may require an account of his or her actions as Treasurer and of the financial condition of the Authority. The Treasurer shall give the Authority a bond, if required by the Board, for the faithful performance of the duties of his or her office and for the restoration to the Authority, in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Authority.

SECTION 6. Removal of Officer. An officer may be removed from their office by an affirmative vote of a majority of the Directors, with or without cause, whenever in the judgment of the Board of Directors the best interests of the Authority would be served.

SECTION 7. Vacancy of Officer. A vacancy in any office because of death, resignation, removal or otherwise, may be filled by the Board of Directors at any meeting for the unexpired portion of the term of the office.

SECTION 8. Director. The Board of Directors may employ and fix the compensation of a Director, subject to the approval of the City Council as permitted by the Act. The Director shall serve at the pleasure of the Board of Directors. A member of the Board of Directors is not eligible to hold the position of Director. Subject to the approval of the Board of Directors, the Director shall supervise and be responsible for the preparation of plans and the performance of the functions of the Authority in the manner authorized and required by the Act. The Director shall attend the meetings of the Board of Directors, unless excused, and shall render to the Board of Directors and to the City Council a regular report covering the activities and financial condition of the Authority. If the Director is absent or disabled, the Board of Directors may designate a qualified person as Acting Director as permitted by the Act.

SECTION 9. Legal Counsel and Other Employees. The Board of Directors may retain legal counsel to advise the Board of Directors in the proper performance of its duties. The legal counsel shall represent the Authority in actions brought by or against the Authority. The Board of Directors may employ and compensate such other personnel considered necessary by the Board of Directors.

ARTICLE VII

COMMITTEES

SECTION 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors present at any meeting, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees shall have and exercise such authority as shall be granted to them by such resolution; provided such committee shall not have any power or authority reserved to the Board of Directors by the By-Laws, statutes or other law; provided further that said committee shall not adopt an agreement of merger or consolidation or an agreement for the sale, lease or exchange of all, or substantially all

of the Authority's property and assets, dissolve the Authority, or amend the By-Laws of the Authority. All actions by the committee shall be subject to approval by the Board of Directors. Except as otherwise provided in such resolution, the members of such committee shall be Directors of the Authority and the Chairperson shall appoint the members thereof. Any member may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Authority shall be served by such removal. Meetings of the Committees shall comply with the Open Meetings Act.

SECTION 2. Term of Office. Each member of a committee shall serve at the pleasure of the Board of Directors and shall continue to serve as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 3. Chairperson. One member of each committee shall be appointed chairperson of the committee by the person or persons authorized to appoint the members thereof.

SECTION 4. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VIII

CONTRACTS CHECKS, DEPOSITS AND FUNDS

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers, Director or Director agent or agents of the Authority in addition to the officers so authorized by the Act or these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority, and such authority may be general or confined to specific instances.

SECTION 2. Checks and Drafts. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Authority, shall be signed by such officer or officers, agent or agents of the Authority and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the Chairperson or Vice Chairperson of the Authority.

SECTION 3. Deposits. All funds of the Authority shall be deposited from time to time to the credit of the Authority in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 4. Gifts. The Board of Directors may accept on behalf of the Authority any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Authority.

ARTICLE IX

BOOKS AND RECORD

The Authority shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its member Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the member entitled to vote. All books and records of the Authority may be inspected by any Director, or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE X

FISCAL YEAR

The fiscal year of the Authority shall begin on the first day of July of each year and end on the last day of June in the following year.

ARTICLE XI

BUDGET REPORTING AND APPROVAL, PUBLIC ACCESS TO RECORD

SECTION 1. Budget Reporting and Approval. The Authority shall report to the City Council and obtain the approval of the City Council before adopting the annual budget of the Authority, all as required by the Act.

SECTION 2. Public Records. The financial records, accountings, audit reports, and other reports of public moneys under the control of the Authority shall be public records and open to inspection.

ARTICLE XII

BYLAWS

When approved by the Board of Directors and the City Council, these Bylaws shall be the adopted rules governing the procedures of the Authority pursuant to MCL 125.4304 and shall repeal, supersede, and replace in their entirety any prior bylaws and rules. Amendments to these Bylaws may be approved by a majority of the Directors present at any regular meeting or at any special meeting; but shall not be effective unless and until the amendments are also approved by the City Council.

TAX INCREMENT FINANCE AUTHORITY OF THE CITY OF POTTERVILLE

RESOLUTION TO APPROVE BYLAWS

At a meeting of the Board of the Tax Increment Finance Authority of the City of Potterville ("Authority"), Eaton County, Michigan, held at on the 9th day of December, 2019 at 5:30 p.m.

PRESENT: Nichols, Bristol, Twichell, Smaalley, Kring,

Parker

ABSENT: None

The following Resolution was offered by Twichell and seconded by Kring.

WHEREAS, the Authority was established in accordance with Act 450 of 1980, as amended (repealed and superseded by Act 57 of 2018)(the "Act"); and

WHEREAS, the Authority has the power and obligation under the Act to adopt rules governing its procedure and the holding of regular meetings subject to the approval of the City Council; and

WHEREAS, in 1985, the Authority adopted Bylaws governing its procedure; and

WHEREAS, the Authority wishes to adopt new Bylaws which shall repeal and supersede the prior Bylaws in their entirety; and

WHEREAS, a form of Bylaws has been presented to the Authority and is attached to this Resolution as Exhibit A ("Bylaws"); and

WHEREAS, it is in the best interests of the Authority to approve and adopt the Bylaws.

NOW THEREFORE BE IT RESOLVED AS FOLLOWS:

1. Pending final approval of the Bylaws by the City Council pursuant to the Act, the Authority hereby approves the Bylaws in the form attached hereto as Exhibit A, which shall repeal and supersede the prior Bylaws in their entirety.

2. The Bylaws shall be filed with the Secretary of the Authority with its minutes. The Secretary shall transmit a copy of the bylaws to the City Council for review and approval pursuant to the Act.

3. All resolutions or motions and parts of resolutions or motions in conflict with this Resolution are hereby repealed to the extent of such conflict.


YEAS: Nichols, Bristol, Twichell, Smalley, Kring, Parker

NAYS: None

RESOLUTION DECLARED ADOPTED.

STATE OF MICHIGAN)
) ss.
COUNTY OF EATON)

I, the undersigned, the duly qualified and acting Secretary of the Tax Increment Finance Authority of the City of Potterville, DO HEREBY CERTIFY that the foregoing is a true and complete copy of certain proceedings taken by the Board of said Authority at a meeting held on the 9th day of December, 2019, and that said meeting was conducted and public notice of said meeting was given pursuant to and in full compliance with the Open Meetings Act, being Act 267, Public Acts of Michigan, 1976, as amended, and that the minutes of said meeting were kept and will be or have been made available as required under the Open Meetings Act.



Secretary

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THE CITY OF POTTERVILLE

RESOLUTION No. 19-1219-01 TO APPROVE BYLAWS

At a meeting of the City Council of the City of Potterville ("Authority"), Eaton County, Michigan, held at the City Hall, 319 N. Nelson Street, Potterville, MI 48876, on the 19th day of December, 2019, at 7:00 p.m.

PRESENT: Kring, Bussard, Schmidt, Lenneman, Pulda, Nichols

ABSENT: Twicken

The following Resolution was offered by Bussard and seconded by Lenneman.

WHEREAS, the City Council has established a tax increment finance authority (the "Authority") in accordance with Act 450 of 1980, as amended (repealed and superseded by Act 57 of 2018)(the "Act"); and

WHEREAS, the Authority has the power and obligation under the Act to adopt rules governing its procedure and the holding of regular meetings subject to the approval of the City Council; and

WHEREAS, in 1985, the Authority adopted Bylaws governing its procedure; and

WHEREAS, the Authority wishes to adopt new Bylaws which shall repeal and supersede the prior Bylaws in their entirety; and

WHEREAS, at a meeting on December 19, 2019 the Authority approved a form of Bylaws attached to this Resolution as Exhibit A ("Bylaws"); and

WHEREAS, pursuant to the Act, the City Council shall have final approval over the Bylaws; and

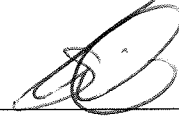
WHEREAS, the City Council has reviewed the proposed Bylaws and finds that it is in the best interests of the City and the Authority to approve and adopt the Bylaws.

NOW THEREFORE BE IT RESOLVED AS FOLLOWS:

1. The City hereby approves the Bylaws in the form attached hereto as Exhibit A, which shall repeal and supersede the prior Bylaws in their entirety.

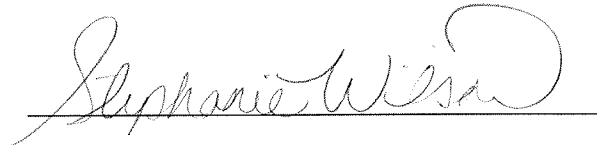
CERTIFICATION

I hereby certify that the above Bylaws were adopted on the 9th day of Dec., 2019, by Resolution of the Board of Directors of The Tax Increment Finance Authority of the City of Potterville.



Secretary of the Tax Increment Finance
Authority of the City of Potterville

The foregoing By-Laws were approved by the City Council of the City of Potterville by resolution duly adopted at a regular meeting of said City Council on December 19, 2019.



Potterville City Clerk

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