

Town Of Nederland  
NEDERLAND DOWNTOWN DEVELOPMENT AUTHORITY  
NEDERLAND COMMUNITY CENTER 750 Hwy 72 Nederland, CO 80466  
Multi-Purpose Room  
November 19. 2014 @ 6:30 pm

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A. CALL TO ORDER

B. ROLL CALL

C. PUBLIC COMMENT ON NON-AGENDA ITEMS (Speakers limited to 3 minutes)

D. CONSENT AGENDA

1. Approval of Meeting Minutes from October 15, 2014 - Cindy Downing - Secretary
2. Approval of Warrants - Eva Forberger -Treasurer

E. INFORMATIONAL ITEMS

1. Treasurers Report - Eva Forberger - Treasurer
2. Nederland Board of Trustees Report – Kevin Mueller
3. December First Friday

F. ACTION ITEMS

1. Consideration of cancelling December 17, 2014 Board meeting

G. DISCUSSION ITEMS

1. Discussion and review of the Business Community Exchange event
2. Review and update DDA Code of Conduct and Rules of Procedure

H. OTHER BUSINESS

I. ADJOURNMENT

**NEXT REGULAR MEETING:** December 17, 2014 6:30 pm at the Nederland Community Center Multi-Purpose room

The NDDA Board encourages citizen participation. Public hearings and the “unscheduled citizens” agenda item allow an opportunity to address the Board. Discussion is limited to 3 minutes and please address your comments to the Board. Thank you for your cooperation.

The NDDA Board may take action on any item included on this agenda, regardless of the heading under which such item appears. Discussion items may become action items if the Board determines that deferring final action on an item to a subsequent meeting is unnecessary or unwarranted and that taking immediate action does not compromise any third-party's rights.

The NDDA Board of Directors meeting packets and agendas are prepared on Friday before the Wednesday meetings and are available on the NDDA website, [www.neddda.org](http://www.neddda.org). Copies of the agendas and meeting packet are available at no cost via email from [cindydowning0@gmail.com](mailto:cindydowning0@gmail.com). The information is reviewed and studied by the Board members, eliminating lengthy discussions to gain basic understanding. Short discussion on agenda items does not reflect lack of thought or analysis.

Town Of Nederland  
NEDERLAND DOWNTOWN DEVELOPMENT  
AUTHORITY

NEDERLAND COMMUNITY CENTER 750 Hwy 72 Nederland, CO  
80466

Multi-Purpose Room  
October 15, 2014 @ 6:30 pm.

DRAFT MEETING MINUTES

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A. CALL TO ORDER

Meeting convened at 6:35 pm.

B. ROLL CALL

Present: Amanda Kneer, Susan Schneider, Karina Luscher, Katrina Harms, Peter Marshall

Jeffrey Green arrived at 6:53

Absent: Kevin Mueller

Also Present: Town Treasurer Eva Forberger, Town Intern Alexander Armani-Munn

C. PUBLIC COMMENT ON NON-AGENDA ITEMS (Speakers limited to 3 minutes)

Patricia Everson of Nederland introduced Jaydene Morrison of Nederland who is the President of the Peak to Peak Rotary. Jaydene informed the Board that she is starting a satellite group of the Peak to Peak Rotary in Nederland. This is a service organization on the international and local level. The first meeting is November 6, 5pm to 7pm at the Pioneer Inn.

Mayor Joe Gierlach asked the Board for their email addresses so they can complete the performance appraisal for the Town Administrator. The survey must be completed by the end of the month.

Mayor Gierlach said the BOT approved a list of 160 items on September 2nd and they are in the process of prioritizing the list. The list contains 5 items specifically designed for the DDA, and another 12 that are DDA related. Mayor Gierlach would like to make sure the BOT list of goals and the DDA list of goals match. He would like the board to get the list from Alisha so they can do a workshop with the BOT. Mayor Gierlach asked the Board to decide when they will meet with the Board of Trustees. Gierlach said The BOT meets with different advisory boards on the second Tuesday of the month, so that would be a good time to do a work session with the DDA.

Mayor Gierlach said he went to Crested Butte and received an award for Nederland planning and also gave a speech to the American Association of Planners. This speech can be viewed on the internet by plugging in [slideshare/joegierlach](https://www.slideshare.net/joegierlach) He would like the DDA to view the speech so they can see how they can be involved in the planning of Nederland.

#### D. CONSENT AGENDA

1. Approval of the Meeting Minutes from the September 17, 2014 Meeting-Cindy Downing-Secretary

Motion to approve the meeting minutes made by Amanda Kneer, seconded by Susan Schneider. Motion passed unanimously

2. Approval of Warrants-Eva Forberger-Treasurer

Motion to approve the warrants made by Susan Schneider seconded by Amanda Kneer. Motion passed unanimously.

#### E. INFORMATIONAL ITEMS

1. Treasurers Report-Eva Forberger-Treasurer

A report was included in the packet.

2. Nederland Board of Trustees Report – Kevin Mueller

Kevin Mueller was not present at this meeting, and a report was not provided for the packet.

3. Review of the new NDDA Website-Alexander Armani-Munn

The new website was presented using a projector and the pages were reviewed. The website is currently under construction and should be completed in the next week or two.

#### F. ACTION ITEMS

1. Approval of draft 2015 budget for the Nederland Downtown Development Authority-Eva Forberger

Forberger drafted the 2105 budget based on feedback from the last DDA workshop. It will be presented as a public hearing on October 21st, so she would like input from the board.

The Board consensus was that there did not need to be any changes.

Motion to approve the 2015 budget made by Susan Schneider seconded by Amanda Kneer. Motion passed unanimously

2. Approve DDA letter regarding the Community Center Site Plan-Katrina Harms

Motion to approve the letter made by Susan Schneider seconded by Jeffrey Green. Motion passed unanimously.

G. DISCUSSION ITEMS

1. NDDA Business Community Exchange Event-Katrina Harms

A handout was provided. This event will be held at the Very Nice Brewing company from 5:30-7:30 pm on November 11. Board members should arrive at 5 pm. A mail invite and an email will go out to business and property owners in the DDA District. There will be 5 tables and a DDA member will serve as a host at each table. Guests will be invited to be a part of a discussion at each table which will have a different subject that is a part of the Plan of Development. There may be another event in December that will build on this event.

2. Review State and Town definition of blight-Karina Luscher

Katrina Harms said she talked with Town Administrator Alisha Reis and it is her feeling that the Nederland downtown area has not reached blight, but it is bordering on blight. Katrina said the DDA could work with the planning commission and the BOT. Harms said they should set up a workshop and bring recommendations.

Jeffrey Green would like to know what conditions have brought up this subject.

Karina Lusher responded that they are just looking at blight, what policies are in place in the Central Business District, and reviewing the policies. Luscher said there are policies in place that are not appropriate for the Central Business District. She said the Board is tasked with looking at these policies to review and modify if needed.

Katrina Harms said there are policies in the downtown area that should be addressed. For example; camping, sheds and outbuildings. Harms also said the roads are bad, and the electrical wires need to be addressed. Harms said the commercial business code was written long ago and it has not been reviewed in recent years. Harms also said there policies in place in the CBD that are not appropriate, and as a Board, the DDA is tasked to look at the policies and agreeing with them.

Amanda Kneer noted that the Planning Commission is currently focusing on code

enforcement so perhaps setting a meeting with them would be a good idea.

Katrina Harms asked the board if there are two members who would like to form a committee to go through the codes and get advice from Kevin Mueller and Alisha Reis. Karina Luscher and Peter Marshall volunteered to take this on as a project and get recommendations from Alisha and Kevin.

#### Public Comments:

Ron Mitchell owns several properties in Nederland. Mitchell said that Nederland does not have an urban renewal authority so this should not be discussed. He said if you declare it a property blighted, it has to be condemned and the Town has to purchase the property. Mitchell said there is no reason to do a blight study unless you want to condemn someone. Ron said he did a blight study of Nederland in 1961 and that is why he invested in property in this town. Mitchell also said statutory towns can only use eminent domain to condemn land for public uses like parks and roads. Mitchell is concerned because the Town tried to evict the Frozen Dead Guy but lost the case so they then went after Mitchell and tried to condemn his properties but lost that case too. Mitchell said he is sensitive to the term "blight" since a blight study means that there will be properties condemned, and that concerns him very much.

Scott Smith of Nederland said his understanding of blight is that a town gives an opportunity for a property owner to make changes, and only when you fail to change is a property considered blighted. Smith is curious why blight is being addressed now.

Stevyn Prothero of Nederland said he does not understand that a process can determine an area has blight unless it is assessed

Ron Mitchell would like to be informed of every code review committee meeting and would like to attend.

### 3. Discussion on DDA's involvement on Parking and Vending issues

Katrina Harms suggested perhaps after the 1<sup>st</sup> of the year they can make these separate agenda items with the intent of looking at the codes. Harms said they could also give the public an opportunity to speak about this.

### 4. Review, update and approve NDDA Rules of Procedure and Code of Conduct- Katrina Harms

The Board would like to add a rule of the DDA meeting ending time to be 8:30 with then a vote at 8:30 to extend in 30 minute increments. It was discussed to limit presenters to 15 minutes, but the Board decided some presenters would need more time than that, so they would assess on a case by case basis. Cindy Downing is working on drafting a DDA specific of Code of Conduct and Rules of

procedure and they will be presented at the next meeting.

#### 5. Holiday and tree lighting-Katrina Harms

Katrina Harms suggested they do the lighting the night before the Holiday Mountain Market on December 5, and that they could do Magic of the Mountains again. Harms suggested they kick off the event at Town Hall.

Joe Gierlach suggests they could have banners on brackets hooked to Xcel poles

Motion to change this to an action item made by Susan Schneider, seconded by Amanda Kneer. Motion passed unanimously.

Motion to allow Eva Forberger and Karina Lusher to shop for holiday lights up to the balance of the budget made by Susan Schneider seconded by Amanda Kneer. Motion passed unanimously.

#### H. OTHER BUSINESS

Alexander Armani-Munn said they are filling out an application for a technical grant through Downtown Colorado, Inc. The application is due on November 3. Armani-Munn reached out to a community assessment coordinator for DCI and she said she is willing to speak with any Board member. The coordinator provided Armani-Munn with 2 documents. One document is a report from Leadville and the other is a community orientation guide. Alex will email these documents to the Board. The DCI program comes in and looks at all DDA issues and goals and based on that, they recommend a team of specialists. The DDA budget has allocated \$15,000 for in the budget for consulting but this will only cost about \$8,000 and the grant will match the \$8,000.

Motion to allow Alex and Katrina to apply for the grant with the understanding that they would be spending up to \$8,000 in match if the grant is approved made by Amanda Kneer, seconded by Peter Marshall. Motion passed unanimously

#### I. ADJOURNMENT

Motion to adjourn made by Jeffrey green seconded by Amanda Kneer. Motion passed unanimously. Meeting adjourns at 8:47 pm

#### NEXT REGULAR MEETING:

November 19, 2014 6:30 pm at the Nederland Community Center multi-purpose room

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**Town of Nederland**  
**Council Approval Report**  
 (Council Approval Report)

Vendor		InvoiceNumber	Date	Description	Due Date	Invoice Amt	Approved Amt	Account Number	Account Description	Budgeted \$	YTD Balance
<b>Downtown Development Fund</b>											
213	Cindy Downing, PO Box 302, Nederland, CO, 80466										
2014-10	09/30/14				10/10/14	\$184.00	\$184.00	70-75-5115	Website	\$150.00	(\$1,717.88)
2014-10	09/30/14				10/10/14	\$248.00	\$248.00	70-75-5129	DDA Secretary Services	\$13,000.00	\$10,680.00
							<b>\$432.00</b>				
<b>Total Downtown Development Fund</b>							<b>\$432.00</b>				
<b>Total Bills To Pay:</b>							<b>\$432.00</b>				

**Town of Nederland**  
**Council Approval Report**  
 (Council Approval Report)

Vendor		InvoiceNumber	Date	Description	Due Date	Invoice Amt	Approved Amt	Account Number	Account Description	Budgeted \$	YTD Balance
<b>Downtown Development Fund</b>											
213	Cindy Downing, PO Box 302, Nederland, CO, 80466										
2014-11	11/03/14	DDA			11/13/14	\$392.00	\$392.00	70-75-5115	Website	\$150.00	(\$2,109.88)
2014-11	11/03/14	DDA			11/13/14	\$344.00	\$344.00	70-75-5129	DDA Secretary Services	\$13,000.00	\$10,336.00
							<b>\$736.00</b>				
<b>Total Downtown Development Fund</b>							<b>\$736.00</b>				
<b>Total Bills To Pay:</b>							<b>\$736.00</b>				

**Town of Nederland**  
**Council Approval Report**  
 (Council Approval Report)

Vendor		InvoiceNumber	Date	Description	Due Date	Invoice Amt	Approved Amt	Account Number	Account Description	Budgeted \$	YTD Balance
<b>Downtown Development Fund</b>											
<b>86</b>	<b>Jess Ansari, PO BOX 1670, Nederland, CO, 80466</b>										
20145	11/07/14	DDA Website	11/17/14	\$500.00	\$500.00	70-75-5115	Website	\$150.00	(\$3,309.88)		
					<b>\$500.00</b>						
<b>264</b>	<b>Spafford Ackerly, PO Box 341, Rollinsville, CO, 80474</b>										
141107	11/07/14	DDA Website	11/17/14	\$700.00	\$700.00	70-75-5115	Website	\$150.00	(\$3,309.88)		
					<b>\$700.00</b>						
					<b>\$1,200.00</b>						
<b>Total Downtown Development Fund</b>						<b>\$1,200.00</b>					
<b>Total Bills To Pay:</b>						<b>\$1,200.00</b>					

AGENDA INFORMATION MEMORANDUM  
NEDERLAND DOWNTOWN DEVELOPMENT AUTHORITY  
MEETING DATE: 11/19/14

INITIATED BY: Katrina Harms

INFORMATION: ACTION: OR DISCUSSION: x

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**AGENDA ITEM:** Consideration of the cancellation of the December 17, 2014 meeting

**SUMMARY:** The board has the option to cancel the December 17, 2014 meeting due to holiday schedules.

**RECOMMENDATIONS:**

**FINANCIAL CONSIDERATIONS:**

AGENDA INFORMATION MEMORANDUM  
NEDERLAND DOWNTOWN DEVELOPMENT AUTHORITY  
MEETING DATE: 11/19/14

INITIATED BY: Katrina Harms

INFORMATION: ACTION: OR DISCUSSION: x

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**AGENDA ITEM:** Discussion and review of the November business event.

**SUMMARY:** Board members will share their feedback and comments from the event and discuss next steps and future events.

**RECOMMENDATIONS:** Using feedback, discuss future events, and event formats with the goal of collecting information for the Master Plan Update.

**FINANCIAL CONSIDERATIONS:** Review budget for events in determining future events.

**AGENDA INFORMATION MEMORANDUM**  
**NEDERLAND DOWNTOWN DEVELOPMENT AUTHORITY**  
**MEETING DATE: 11/19/17**

INITIATED BY: Katrina Harms

INFORMATION:    ACTION:    OR    DISCUSSION: x

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**AGENDA ITEM:** Review, Discuss and update the Rules of Procedure and Code of Conduct.

**SUMMARY:** The Nederland Board of Trustees have a Code of Conduct and Rules of Procedure that help not only the Trustees but the public in setting expectations in how they conduct meetings, treat each other and the public, and how they expect to be treated by the public.

The DDA Board could also adopt a Code of Conduct and Rules of Procedure, which would be posted on the Website and be a part of how we do business and will help keep meetings on track.

The attached Nederland BOT Rules and Code are a starting point for the DDA Board and have been highlighted by the secretary to indicate paragraphs and sections that may need to be changed or be deleted as they apply to the DDA.

**RECOMMENDATIONS:** Using the attached documents as a starting point and guide, carefully adjust and amend the Nederland BOT's Rules and Code for the DDA. After approval by the DDA Board post on the Website and direct people to them in the agenda.

**FINANCIAL CONSIDERATIONS:** This project fits within the allocated budget for the DDA Secretary.

# NEDERLAND DOWNTOWN DEVELOPMENT AUTHORITY

## CODE OF CONDUCT

This Code of Conduct is adopted by the Downtown Development Authority of the Town of Nederland as a supplement to its Rules of Procedure.

### A. CONDUCT WITH ONE ANOTHER

The Downtown Development Authority is composed of individuals with a wide variety of backgrounds, personalities, values, opinions, and goals. Despite this diversity, all have chosen to serve in public office in order to preserve and protect the present and the future of the community. In all cases, this common goal should be acknowledged even as Members may "agree to disagree" on contentious issues.

### B. IN PUBLIC MEETINGS

1. Practice civility, professionalism and decorum in discussions and debate. Difficult questions, tough challenges to a particular point of view, and criticism of ideas and information are legitimate elements of a free democracy in action. This does not, however, allow Members to make belligerent, personal, impertinent, slanderous, threatening, abusive, or disparaging comments. No shouting or physical actions that could be construed as threatening will be tolerated. Members should conduct themselves in a professional manner at all times.
2. Honor the role of the Chair in maintaining order. It is the responsibility of the Chair to keep the comments of Members on track during public meetings. Members should honor efforts by the Chair to focus discussion on current agenda items. If there is disagreement about the agenda or the Chair's actions, those objections should be voiced politely and with reason, following procedures outlined in parliamentary procedure.
3. Avoid personal comments that could offend other Members. If a Member is personally offended by the remarks of another Member, the offended Member should make notes of the actual words used and call for a "point of personal privilege" that challenges the other Member to justify or apologize for the language used. The Chair will maintain control of this discussion.
4. Demonstrate effective problem-solving approaches. Members have a public stage to show how individuals with disparate points of view can find common ground and seek a compromise that benefits the community as a whole.

5. Be punctual and keep comments relative to topics discussed. Members have made a commitment to attend meetings and partake in discussions. Therefore, it is important that Members be punctual and that meetings start on time. Be respectful of other people's time.
6. Prepare in advance of meetings and be familiar with issues on the agenda. Stay focused and act efficiently during public meetings. It is equally important that discussions on issues be relative to the topic at hand to allow adequate time to fully discuss scheduled issues.
7. Avoid expressing opinions during Public Hearings. Members will not express opinions during the public hearing portion of the meeting except to ask pertinent questions of the speaker or staff. "I think" and "I feel" comments by Members are not appropriate until after the close of the public hearing.
8. Members should refrain from arguing or debating with the public during a public hearing and shall always show respect for different points of view.

#### C. IN PRIVATE ENCOUNTERS

1. Continue respectful behavior in private. The same level of respect and consideration of differing points of view that is deemed appropriate for public discussions should be maintained in private conversations.
2. Be aware of the insecurity of written notes, voicemail messages, and e-mail. Technology allows words written or said without much forethought to be distributed wide and far. Would you feel comfortable to have this note e-mailed to others? How would you feel if this voicemail message was played on a speakerphone in a full office? Written notes, voicemail messages and e-mail should be treated as potentially "public" communication.
3. Even private conversations can have a public presence. Elected officials are always on display. People around them that they may not know monitor their actions, mannerisms, and language. Lunch table conversations will be eavesdropped upon, parking lot debates will be watched, and casual comments between individuals before and after public meetings noted.

#### D. MEMBER CONDUCT WITH TOWN STAFF

1. Treat all staff as professionals. Clear, honest communication that respects the abilities, experience, and dignity of each individual is expected. Poor behavior towards staff is not acceptable.
2. Limit contact to specific Town staff. Questions of Town staff and/or requests for additional background information should be directed to the Town Administrator. The Town Administrator should be copied on or informed of any request. Requests for follow-up or directions to staff should be made only through the Town Administrator

3. Do not disrupt Town staff from their jobs. Members should not disrupt Town staff while they are in meetings, on the phone, or engrossed in performing their job functions, in order to have their individual needs met.

4. Never publicly criticize an individual employee. Members should never express concerns about the performance of a Town employee in public or to the employee directly. Comments about staff performance are best handled by correspondence or communication with the Town Administrator.

5. Do not get involved in administrative functions. Members must not attempt to influence Town staff on the making of appointments, the awarding of contracts, selecting of consultants, processing of development applications, or granting of Town licenses and permits.

6. Check with Town staff on correspondence before taking action. Before sending correspondence, Members should check with Town staff to see if an official Town response has already been sent or is in progress.

7. Do not solicit political support from staff. Members should not solicit any type of political support (financial contributions, display of posters or lawn signs, name on support list, etc.) from Town staff. Town staff may, as private citizens with constitutional rights, support political candidates but all such activities must be done away from the workplace.

## E. MEMBERS CONDUCT WITH THE PUBLIC

### 1. IN PUBLIC MEETINGS.

a. Making the public feel welcome is an important part of the democratic process. No signs of partiality, prejudice or disrespect should be evident on the part of individual Members toward an individual participating in a public forum. Every effort should be made to be fair and impartial in listening to public testimony.

b. Be welcoming to speakers and treat them with care and gentleness. Speaking in front of the Board can be a difficult experience for some people. Some issues the Board undertakes may affect people's daily lives and homes. Some decisions are emotional. The way that the Members treat people during public hearings can do a lot to make them relax or to push their emotions to a higher level of intensity.

c. Be fair and equitable in allocating public hearing time to individual speakers. The Chair will determine and announce limits on speakers at the start of the public hearing process. Generally, each speaker will be allocated three (3) minutes, with applicants and appellants or their designated representatives allowed more time. If many speakers are anticipated, the Chair may shorten the time limit and/or ask speakers to limit themselves to new information and points of view not already covered by previous speakers. No speaker will be

turned away unless he or she exhibits inappropriate behavior. Each speaker may only speak once during the public hearing unless the Board requests additional clarification later in the process. After the close of the public hearing, no more public testimony will be accepted unless the Chair reopens the public hearing for a limited and specific purpose.

d. Give the appearance of active listening. It is disconcerting to speakers to have Members not look at them when they are speaking. It is fine to look down at documents or to make notes, but reading for a long period of time or gazing around the room gives the appearance of disinterest. Be aware of facial expressions, especially those that could be interpreted as "smirking," disbelief, anger or boredom.

e. Ask for clarification, but avoid debate and argument with the public. Only the Chair – not individual Members-- can interrupt a speaker during a presentation. However, a Member can ask the Chair for a point of order if the speaker is off the topic or exhibiting behavior or language the Member finds disturbing.

f. If speakers become flustered or defensive by Members questions, it is the responsibility of the Chair to calm and focus the speaker and to maintain the order and decorum of the meeting. Questions by Members to Members of the public testifying should seek to clarify or expand information. It is never appropriate to challenge or belittle the speaker. Members' personal opinions or inclinations about upcoming votes should not be revealed until after the public hearing is closed.

g. No personal attacks of any kind, under any circumstance. Members should be aware that their body language and tone of voice, as well as the words they use, could appear to be intimidating or aggressive.

h. Follow parliamentary procedure in conducting public meetings. The Town Attorney serves as advisory parliamentarian for the Town and is available to answer questions or interpret situations according to parliamentary procedures. Final rulings on parliamentary procedure are made by the Chair, subject to the appeal of the full Board.

I. Main motions may be followed by amendments. Any Member can call for a point of order. Only Members who voted on the prevailing side may make motions to reconsider.

## 2. IN UNOFFICIAL SETTINGS

a. Make no promises on behalf of the Board. Members will frequently be asked to explain a Board action or to give their opinion about an issue as they meet and talk with constituents in the community. It is appropriate to give a brief overview of Town policy and to refer to Town staff for further information. It is inappropriate to overtly or implicitly promise Board action, or to promise that Town staff will do something specific (fix a pothole, remove a library book, plant new flowers in the median, etc.).

b. Make no personal comments about other Members. It is acceptable to publicly disagree about an issue, but it is unacceptable to make derogatory comments about other Members, their opinions and actions.

c. Remember that despite its recent growth, Nederland is a small community at heart. The community is constantly observing Members every day that they serve in office. Their behaviors and comments serve as models for proper deportment in the Town of Nederland. Honesty and respect for the dignity of each individual should be reflected in every word and action taken by Members, 24 hours a day, seven days a week. It is a serious and continuous responsibility.

#### F. BOARD CONDUCT WITH OTHER PUBLIC AGENCIES

1. be clear about representing the Town or personal interests. If a Member appears before another governmental agency or organization to give a statement on an issue, the Member must clearly state: 1) if his or her statement reflects personal opinion or is the official stance of the Town; 2) whether this is the majority or minority opinion of the Board. Even if the Member is representing his or her own personal opinions, remember that this still may reflect upon the Town as an organization.

2. If the Member is representing the Town, the Member must support and advocate the official Town position on an issue, not a personal viewpoint.

If the Member is representing another organization whose position is different from the Town, the Member should withdraw from voting on the issue if it significantly impacts or is detrimental to the Town's interest. Board Members should be clear about which organizations they represent and inform the Chair and Board of their involvement.

#### G. DDA BOARD CONDUCT WITH OTHER BOARDS AND COMMISSIONS

1. The Town has established several Boards and Commissions as a means of gathering more community input. They are a valuable resource to the Town's leadership and should be treated with appreciation and respect.

2. If attending a Board or Commission meeting, be careful to only express personal opinions. Members may attend any Board or Commission meeting, which are always open to any Member of the public. However, if the Board/Commission is conducting a public hearing, the Member shall remove himself from the proceedings. Members should be sensitive to the way their participation – especially if it is on behalf of an individual, business or developer -- could be viewed as unfairly affecting the process. Any public comments by a Member at a Board/Commission meeting should be clearly made as individual opinion and not a representation of the feelings of the entire Board. Also, a

Member's presence may affect the conduct of the Board/Commission and limit their role and function.

3. Limit contact with Board and Commission Members. It is inappropriate for a Member to contact a Board/Commission Member to lobby on behalf of an individual, business, or developer. Members should contact staff in order to clarify a position taken by the Board/Commission.

4. Be respectful of diverse opinions. A primary role of the Board is to provide advice and make decisions based on a full spectrum of concerns and perspectives. Members must be fair and respectful of all citizens serving on Boards and Commissions.

5. Inappropriate behavior can lead to removal. Inappropriate behavior by a Member should be noted to the Chair, and the Chair should counsel the offending Member. If inappropriate behavior continues, the Chair should bring the situation to the attention of the Downtown Development Authority, and the individual may be subject to removal from the Board/Commission.

## H. CONDUCT WITH THE MEDIA

1. Members may be contacted by the media for background information and quotes.

2. The best advice for dealing with the media is to never go "off the record." Most Members of the media represent the highest levels of journalistic integrity and ethics, and can be trusted to keep their word. But one bad experience can be catastrophic. Words that are not said cannot be quoted.

3. The Chair is the official spokesperson for the Downtown Development Authority. The Chair is the designated representative of the Downtown Development Authority to present and speak on the official Town position. If the media contacts an individual Member, the Member should be clear about whether their comments represent the official Town position or a personal viewpoint.

4. Choose words carefully and cautiously. Comments taken out of context can cause problems. Be especially cautious about humor, sarcasm, or word play. It is never appropriate to use personal slurs or swear words when talking with the media.

## I. SANCTIONS

1. Public Disruption. Members of the public who do not follow proper conduct after a warning in a public hearing may be barred from further testimony at that meeting or removed from the DDA meeting room.

2. Members Behavior and Conduct. Members who intentionally and repeatedly do not follow proper conduct may be reprimanded or formally censured by the D. Serious infractions of the Code of Conduct could lead to other sanctions as deemed appropriate by the Town Board.

3. Members should point out the offending Member's infractions of the Code of Conduct. If the offenses continue, then the matter should be referred to the Chair in private. If the Chair is the individual whose actions are being challenged, then the matter should be referred to the Vice Chair.

4. It is the responsibility of the Chair to initiate action if a Member's behavior warrants sanction. If the Chair takes no action, the alleged violation(s) can be brought up with the full Board in a public meeting.

5. If violation of the Code of Conduct is outside of the observed behaviors by the Chair or Board, the alleged violation should be referred to the Chair. The Chair should ask the Town Administrator to investigate the allegation and report the findings to the Chair. It is the Chair's responsibility to take the next appropriate action. These actions can include, but are not limited to: discussing and counseling the individual on the violations; the investigation and its findings, as well as to recommend sanction options for Board consideration.

6. Staff Members who are present during Board meetings shall abide by appropriate standards of conduct and may be disciplined if they act inappropriately. Arguing with or challenging Town Members is strictly prohibited.

#### J. APPLICATION OF THIS CODE TO ADVISORY BOARDS, COMMISSIONS, AND TASK FORCES

1. It is the intent of the Nederland Downtown Development Authority that this Code of Conduct be adhered to in spirit and action by all Members of Nederland advisory boards, commissions, and task forces.

# NEDERLAND DOWNTOWN DEVELOPMENT AUTHORITY RULES OF PROCEDURE

## RULE I PURPOSE

These Rules of Procedure are to govern the actions of Town of Nederland Downtown Development Authority in the conduct of its business and serve as a reference in resolving procedural issues. Upon taking office, all Members shall review and become familiar with the Rules of Procedure.

## RULE II CONDUCT OF DOWNTOWN DEVELOPMENT AUTHORITY MEETINGS

### A. Regular Meetings/Business Meetings/Work Sessions – Scheduling

1. Regular meetings of the Downtown Development Authority shall consist of “business meetings” and “study sessions” also known as "work sessions". As a general proposition, business meetings will be held at 6:30 pm. on the third Wednesday of each month and work sessions will be held as determined necessary and set by the Chair. Generally, all such meetings shall be held in the Multi-purpose Room at the Nederland Community Center.

2. **Business meetings** present the appropriate forum for formal Downtown Development Authority action. Business meetings shall also provide an opportunity for general public input and comment as well as scheduled public hearings. Proclamations, public recognitions and awards are appropriate to business meetings as are committee reports from Downtown Development Authority Members.

3. **Work sessions** will provide Downtown Development Authority with an opportunity to explore and discuss in detail matters that have been placed on the work session agenda. Members of the public, speakers, or persons (not including Town staff or consultants) presenting information to the Downtown Development Authority at work sessions shall be allowed to address the Downtown Development Authority only with the approval of the majority of the Downtown Development Authority present at the work session or as previously approved by the Chair or a majority of Downtown Development Authority present when setting the agenda for such sessions. Work sessions shall also be utilized to review and establish upcoming agendas for both work sessions and business meetings. No final action shall be taken at work sessions.

4. **Special meetings** may be either business meetings or work sessions. The Chair may call a special meeting on the request of the Chair or any two (2) Members of the

Downtown Development Authority with at least 48 hours written notice to each Member and the Town Administrator, served personally or left at such person's usual place of residence. Any Member may waive notice of the meeting, and a Member's presence shall constitute a waiver of notice of the meeting. No business may be conducted at a special meeting except that specifically provided for in the notice.

5. **Emergency meetings** may be called by the Chair or any two (2) Downtown Development Authority Members in the event of an emergency that requires the immediate action of the Downtown Development Authority in order to protect the public health, safety and welfare of the residents of the Town. Notice of such emergency meeting may be given to the Downtown Development Authority by telephone or whatever other means are reasonable to meet the circumstances of the emergency. At such emergency meeting, any action within the police power of the Downtown Development Authority that is necessary for the immediate protection of the public health, safety and welfare may be taken; provided, however, that any action taken at an emergency meeting shall be effective only until the first to occur of (a) the next regular meeting, or (b) the next special meeting of the Downtown Development Authority at which the emergency issue is on the public notice of the meeting. At such subsequent meeting, Downtown Development Authority may ratify any emergency action taken. If any emergency action taken is not ratified, then it shall be deemed rescinded.

## **B. Attendance at Downtown Development Authority Meetings**

1. It shall be the responsibility of each Board Member to contact the Chair as soon as it is known that such Member will not be in attendance at a meeting of the Downtown Development Authority. In the event a Board Member is not in attendance at a meeting, such absence shall be considered excused, unless any Board Member objects to the excusal of such absence. In the event of objection, the Downtown Development Authority shall determine by majority vote whether the absence is excused or unexcused. In the event a Board Member is absent for three (3) regular meetings in a two-year term, any absence thereafter shall be considered unexcused unless the Downtown Development Authority has previously approved the extended absences.

2. When a Member's absence from a meeting is declared unexcused by the Downtown Development Authority, at the next succeeding regular meeting attended by the unexcused Member, the Member may explain the reason for the subject absence and request that the Downtown Development Authority reconsider its determination. Such reconsideration may occur upon the concurrence of a majority of the Downtown Development Authority present.

3. More than three (3) unexcused absences within a two-year term may subject a Member to disciplinary action by a majority vote of the rest of the Board.

## **C. Attendance at Other Entity Meetings and Social Gatherings.**

1. The Town may be represented by its elected officials at meetings of other entities, including, without limitation, intergovernmental organizations, neighborhood organizations, business and service organizations, and other organizations or groups with whom the Town has a relationship.
2. Members may attend social gatherings or meetings of other groups without the public notice required by the Open Meetings Law, C.R.S. § 24-6-401, et seq., however public notice must occur when three or more Members attend and the meeting is convened to discuss public business.

#### **D. Downtown Development Authority Packets/Agenda Items**

1. Downtown Development Authority' agendas shall be posted to the Town of Nederland website, at Town Hall, The Downtown Development Authority Website, and at the Nederland Post Office at least two (2) days preceding the Downtown Development Authority business meeting or special meeting. Packets, containing the agenda and applicable documents, will be posted to website at least 24 hours in advance and usually on the Friday prior to the Wednesday regular meeting.

2. Members will be notified of the packet's posting via email. Each Member is responsible for thoroughly reviewing all material within the packet prior to the applicable meeting. If a Member has a question or issue for the Chair, the Members should attempt to contact the Chair, appropriate staff Member or attorney within a reasonable time prior to the meeting, when possible, so he/she may prepare a response or be prepared to respond.

3. Direction for preparation of an agenda item shall require at least a majority of Members present to direct staff to expend substantial time on any matter. The preparation of agenda items that require significant staff time, as determined by the Town Administrator, must be approved by a majority of the Members present. The Chair may set the order of the agenda. As standard procedure, agenda items should not be added or deleted after the agenda has been finalized by the Chair, but such may occur with the consent of the Chair and in accordance with applicable laws such as open meetings notice requirements.

4. The Chair may delegate to the secretary the preparation of the Downtown Development Authority agenda. The agenda may be modified by the Chair or Town within twenty-four (24) hours of a meeting or work session, subject to compliance with legal notice requirements and notice to Members (such as personal, written, telephonic and electronic communications). A Member may request the Chair or secretary to modify the agenda, subject to the discretion of the Chair or Administrator to comply with such request.

5. Items for inclusion on the agenda shall be submitted to the Secretary no later than six (6) days prior to a business meeting or work session.

6. Members of the public may petition the Chair to have an issue placed on the agenda by submitting a form available from the DDA secretary. Acceptance of such potential agenda item is at the discretion of the Chair.

## E. Chair's Duties

1. The Chair shall, at the designated date and time, call the Downtown Development Authority to order and upon ascertainment of a quorum proceed with business.

2. As the Downtown Development Authority Chair, the Chair is responsible for conducting the meeting in an orderly and democratic fashion, and

- a) Shall decide all questions of order, subject to a Member's right to appeal to the Downtown Development Authority as a whole;
- b) May speak to points of order in preference to other Members;
- c) May respond to from the podium;
- d) Shall appoint, where applicable, all advisory groups, such as committees and task forces, whether standing, joint or special, unless Nederland Municipal Code provides otherwise;
- e) May call a recess at any time during a meeting to determine a rule of order or at the request of a majority of the Downtown Development Authority or for the convenience of Members or staff.
- f) Ensure that all discussions are related to the topic at issue.
- g) Shall announce the result promptly upon completion of every vote.
- h) Shall sign all ordinances and resolutions passed by the Board Members.

### 3. Cancellation of Meetings

The Chair may cancel or reschedule any regular meeting with at least 48 hours notice to Members, except that at least one (1) regular meeting shall be held per month.

### 4. Removal for Disorderly Conduct.

In the event any person(s) interrupts the business of the Town Downtown Development Authority or causes a disorder, the Chair may require such person to cease such behavior and/or leave the Downtown Development Authority meeting room. Should such person fail to comply, the Chair may request a police officer be summoned and have such person removed.

5. In the absence or inability of the Chair to serve, the Vice Chair shall preside and have all powers and duties of the Chair.

## **F. Members' Duties**

1. In order for the Downtown Development Authority to conduct official business, either the Chair or the Vice Chair must be present to chair the meeting.
2. Members should be on time for all meetings and promptly return from any recess or break.

## **RULE III ORDER OF BUSINESS**

### **A. Business Meetings**

1. After the Chair's Call to Order, the Downtown Development Authority will generally consider business in the following order:

- a) Roll Call  
Following Roll Call, the Chair will announce whether a quorum is present.
- b) Public Comment on Non-Agenda Items
- c) Consent Agenda
- d) Information Items (Reports, Proclamations, Recognitions and Awards)
- e) Action Items
- f) Discussion Items (Discussion of future Action Item topics, without formal action taken)
- g) Other Business (New business, Updates to previous reports, etc.)
- h) Adjournment

2. At 8 p.m. if the regular meeting of the Downtown Development Authority has not adjourned, the Downtown Development Authority shall follow these procedures:

- a) All agenda items not previously considered shall be continued to an hour and day set by the Downtown Development Authority; or
- b) The Downtown Development Authority may vote for a thirty-minute extension of the proceedings, but may not continue for more than two (2) thirty-minute extensions.

3. Members should limit discussion of Other Business to a brief review of the matter. If a majority of Members request that formal action be taken, the matter shall be placed on the agenda for a future work session or business meeting. At such work session or business meeting, Members may discuss the specific details of the matter.

## **B. Work Sessions**

After the call to order, Downtown Development Authority will generally consider business in the following order:

1. Roll Call
2. Work Session Agenda Items
3. General Comments of Downtown Development Authority/Staff
4. Adjournment

## **C. Modification of Order of Business**

Unless an objection is raised by a Member, the Chair may proceed out of order or return to a matter previously considered. In case of objection, the agenda's order or reconsideration of a matter will not be changed unless approved by a majority of Downtown Development Authority present. A Member may move to consider an item out of order, with the approval of the Chair.

## **D. Quorum**

A quorum shall be a majority of the Members of the Downtown Development Authority in office at the time for the transaction of business at all Board meetings. In the absence of a quorum, a lesser number may adjourn any meeting to a later time or date, and in the absence of all Members, the Chair may adjourn any meeting for not longer than one (1) week. For meetings at which less than a quorum is in attendance, a majority of the Members present are authorized to send the Town Marshal or other person for the absent Members, as such majority of Members may agree.

## **F. Public Participation**

Regular Board meetings and study/work sessions are open to the public. At regular Board meetings, provision is made for public comment so interested individuals or spokespersons for various organizations may present their views directly to the Downtown Development Authority. The time limits for procedures in this section may be suspended for any agenda item by majority vote of the quorum present.

1. Members of the public shall have the opportunity to comment on certain matters before the Board. Each person shall first sign a public comment sheet listing his name, address, and identifying the issue on which he would like to comment. Public comment sign-up sheets shall be prepared by the Secretary and placed at the entrance to the Board chambers.

2. Public comment to the Downtown Development Authority on other than agenda items is scheduled at the beginning of each formal Board meeting and shall be scheduled for a total period not to exceed thirty (30) minutes without approval of a majority of the Board Members present.

3. The presiding officer will call each individual listed, who will have three (3) minutes to address the Downtown Development Authority. Individuals who have registered to comment on a subject may cede a portion or all of their time to another individual; however no individual may speak for more than six (6) minutes. All individuals or spokespersons desiring to address the Downtown Development Authority on any agenda item or other business must state name and general address before offering their comments.

4. Individuals who are not registered or have additional comments will be allowed one (1) minute to address the Downtown Development Authority on any item following the registered listing call.

5. All individuals shall observe proper decorum and avoid the use of abusive or profane language in the meeting room and when addressing the Downtown Development Authority. In the event that abusive or profane language is used or an individual otherwise disrupts the meeting, such individual may be removed from the meeting room by the Town Marshal.

6. Persons other than Members of the Downtown Development Authority and Town officers shall not be permitted to address the Downtown Development Authority except upon recognition by the presiding officer. If anyone other than a Town official desires to speak to a Member of the Downtown Development Authority while the Board is in session, the Member, if agreeable to the request and upon approval of the presiding officer, shall rise and retire to the rear of the Board chambers or elsewhere until the conversation is finished.

7. Unsigned communications shall not be introduced to the Downtown Development Authority.

#### **RULE IV RULES OF SPEAKING/DECORUM**

##### **A. Recognition**

1. No Member shall speak until such Member has addressed and/or been recognized by the Chair.

2. When recognized by the Chair, a Member's comments shall be confined to the question under debate, avoiding personalities and refraining from impugning the motives of any other Member's argument or vote. All discussion shall occur only upon recognition of the presiding officer.

3. When a Member is speaking, no other Member shall interrupt or conduct a private conversation.

## **B. Decorum**

1. All Members shall be familiar with and at all times abide by the *Nederland Downtown Development Authority' Code of Conduct*.

2. No Member may leave the meeting while a meeting is in progress without the request and permission of the Chair. In such event, the Chair may delay Downtown Development Authority action or proceed without the absent Member(s) unless the matter before Downtown Development Authority is quasi-judicial. Failure to obtain permission shall result in the Members accrual of an unexcused absence.

3. No Member shall engage in conversation or commit any other act tending to distract the attention of Downtown Development Authority from the business before it.

4. When speaking or debating, Members shall confine their remarks to the question under discussion or debate and shall not engage in discussion directed to personal matters or issues. Members shall respect the divergent opinions and comments of others and shall not engage in personal, verbal attacks or comments or behavior disrespectful of each other, staff, or other persons. All discussion shall occur only upon recognition of the presiding officer.

## **C. Right of Appeal**

Any Member may appeal to the Downtown Development Authority from a ruling of the presiding officer. If the appeal is seconded, said Member making the appeal may briefly state a reason for the same, and the presiding officer may briefly explain the basis for said officer's ruling; but there shall be no debate on the appeal and no other Member shall participate in the discussion. The presiding officer shall then put the question, "Shall the decision of the chair be sustained?" If a majority of the Members present vote "Yes," the ruling of the Chair is sustained; otherwise it is overruled.

## **D. Limitation of Debate**

No Member of the Downtown Development Authority shall be allowed to speak more than once upon any one (1) subject until every other Member choosing to speak shall have spoken, and no Member shall speak more than twice upon any one (1) subject, nor for a longer time than ten (10) minutes, without consensus of the Downtown Development Authority.

## **E. Conflict of Interest**

In the event that the Chair or a Board Member has a conflict of interest that requires disclosure pursuant to state law, such person shall disclose such interest, in writing or during a meeting, as soon as the conflict of interest is known. If the Chair or a Board Member has a conflict of interest which such person has not disclosed, such a conflict

may be addressed by any other Board Member, and the Downtown Development Authority may determine by a majority of those present that a conflict of the Chair or a Board Member exists. If the Chair or a Board Member has a conflict of interest, whether self-disclosed or determined by the Downtown Development Authority, such person shall abstain from voting on the issue. If the vote of a Member is necessary to obtain a quorum or otherwise enable the Downtown Development Authority to act, the Member may vote only after disclosure in the office of the Secretary of State as provided by state law.

## **F. Recesses**

1. In the Chair's sole discretion, the Chair may call a recess at any time during a formal Board meeting.
2. During a recess:
  - a) Board Members may discuss procedures for considering a particular substantive issue before them;
  - b) Three or more Board Members shall not convene and discuss substantive issues before them, including through electronic means;
  - c) Board Members shall not take formal votes, make final policy decisions or take any other formal action; and
  - c) No one shall be excluded from Downtown Development Authority discussions involving a sufficient number of Members to constitute a quorum.

## **RULE V VOTING**

### **A. Voting Generally**

1. Every Member, including the Chair, must vote unless: a) the matter concerns Members own conduct; b) Member has a conflict of interest, which, by applicable law, requires Member to abstain from voting. In those instances, the Member shall not participate in the discussion of the issue. The failure to vote when required to do so shall be considered an affirmative vote.

2. Votes may be taken either by voice vote or by roll call vote. A voice vote is achieved by asking those in favor of an item to indicate such as a group and then by asking those in opposition to an item to likewise indicate as a group. A roll call vote is achieved by having each board Member individually indicate his vote either in favor of or in opposition to the item. All votes are announced by the Chair with the assistance of the Secretary, if necessary.

3. Roll call votes are recorded in the minutes and indicate the names of the Board Members who voted in opposition. Any Downtown Development Authority Member may call for a roll call vote at any time.

4. The order of a roll call vote shall rotate with each vote taken.

5. All ordinances, resolutions and order for the appropriation of funds require an affirmative vote of a majority of the Board through a roll call vote. All other actions may be approved by a majority of those present. No votes may be taken unless a quorum is present.

6. In case of a tie vote on any motion, the motion shall be considered defeated. In the event an applicant/proponent is present for the matter in question, the Chair may, prior to calling for a vote, ask such individual whether, because an even number of Members are present, the applicant/proponent wishes to continue the matter until all Members of Downtown Development Authority are present. The decision of the applicant/proponent shall be determinative. In the event the applicant/proponent is not present, Members present shall decide whether to proceed on the item despite the presence of an even number of Members.

## **B. Voting Requirements**

Matters coming before the Downtown Development Authority shall be subject to the following voting requirements:

<u>Situation</u>	<u>Votes Required for Passage</u>
To pass any ordinance	Majority of the quorum present. A roll call vote is required.
	Vote of three-fourths of all Members of the Board. A roll call vote is required.
To pass a resolution	Majority of quorum present.
To appoint officers	Vote of a majority of all Members of the Board in office at the time. A roll call vote is required.
Motions/resolutions involving Town funds	Majority of quorum present. A roll call vote is required.

### **C. Making Motions**

Any Downtown Development Authority action, which requires a vote, must be preceded by a motion by a Member. All motions presented by any Member require a second. The Chair shall be entitled to participate in the discussion of motions, and may make or second a motion. Motions are generally introduced by voice. However, if the motion is long or involved, motions may be put into writing. Any Member may demand that a motion be put into writing.

### **D. Presentation and Disposition of Motions**

The following steps shall be taken for the presentation and disposition of motions:

1. The presiding officer recognizes a Board Member.
2. The Board Member proposes a motion.
3. Another Board Member seconds the motion.
4. The presiding officer may cause the motion to be restated.

5. The Board debates/discusses the motion (amendments to the motion or other substitute motions may be made during the debate/discussion).
6. At the conclusion of the debate/discussion, the presiding officer may cause the motion to be restated.
7. Vote is taken and the presiding officer announces the result of the vote.

## **E. Types of Motions**

The following motions are the most commonly used:

**1. Motion to amend:** A motion to amend may take the form of inserting, striking out or striking out and inserting words, sentences, or paragraphs. A motion to amend must be pertinent to the main motion. It is proper to make a motion to amend an amendment. Motions shall be discussed in the reverse order from which they were proposed.

A motion to amend an amendment shall be in order, but one to amend an amendment to an amendment shall not be heard unless otherwise agreed by the Member making the first amendment. An amendment modifying the intention of a motion shall be in order, but an amendment relating to a different matter shall not be in order.

**2. Motion to continue:** A motion to continue has the effect of moving an item to a future agenda. The motion shall include the date to which the item is being continued.

**3. Motion to lay on the table:** This motion is used to set aside an item currently under discussion for a more pressing matter. It is not used to “kill” an item. Once the more pressing matter has been disposed with, a motion to take from the table is in order. This motion shall be made at the same Board meeting or at the next Regular Board meeting.

**4. Motion to postpone to a definite time or indefinitely:** Approval of this motion effectively “kills” the item. If the motion fails, discussion on the motion and a vote can be had. All motions to postpone, excepting a motion to postpone indefinitely, may be amended as to time. If a motion to postpone indefinitely is carried, the principal questions shall be declared lost. Reconsideration of a Motion postponed indefinitely shall require the affirmative vote of a majority of the Board.

**5. Motion to move the previous question:** This motion is used to cut off debate and to bring an immediate vote on the pending motion. This motion cannot be made while a Board Member has the floor. The motion requires a second, cannot be debated, and requires a two-thirds vote to approve. A vote is first taken on the motion; if successful, debate is halted and a vote on the main motion is made. If the vote on the motion to move the previous question fails, debate on the main motion may continue.

**6. Motion to reconsider:** Any action taken by the Board may be reconsidered. A motion to reconsider must be made at the same meeting at which the action occurred or at the next following regular meeting. The motion must be made by a Board Member who voted on the prevailing side and he shall so state that in his motion. A vote is then taken on

the motion to reconsider. The passage of a motion to reconsider suspends all action on the original motion. The original question is then placed before the Board in the exact form it was in when previously adopted. Once the vote is taken and the results determined, no further reconsideration can be granted without unanimous consent of the Board.

In the event a contract has been signed by the Chair or other legal obligations made or entered into with Downtown Development Authority approval, a motion to reconsider may be made at any time before the final adoption.

In the event a quasi-judicial matter is to be reconsidered, the applicable notice requirements shall be followed and the reconsideration of the original question shall be postponed to a future business or special meeting. The notice shall inform the public when the original question is to be reconsidered. In the event the reason supporting the reconsideration motion is based upon new information or evidence, the Downtown Development Authority shall reopen the public hearing to take evidence on the narrow issue of the new information or evidence. In such circumstance, staff shall be directed to make a good faith effort to notify, in writing, all persons who testified at the original public hearing of the date and time for the continued public hearing.

In the absence of new or additional evidence or information, the Downtown Development Authority shall not reopen the public hearing for purposes of additional public testimony. The matter shall be scheduled for a future business or special meeting.

**7. Motion to refer:** If a Board Member believes more information is needed before a decision can be made, such Member may move to refer the item to a board or commission for further study. The motion should identify the board or commission as well as instructions regarding actions to be taken by that body and when a report should be made to the Board. This motion should not be used to receive further information from staff. In that case, a motion to continue should be made.

**8. Motion to adjourn:** A motion to adjourn shall be in order at any time, except as follows:

- a) When repeated without intervening business or discussion;
- b) When made as an interruption of a Member while speaking;
- c) When the previous question has been ordered; and
- d) While a vote is being taken.

A motion to adjourn is debatable only as to the time to which the meeting is adjourned.

## **F. Precedence of Motions**

When a main motion is before Downtown Development Authority, no subsidiary motion shall be entertained except: (a) to fix the hour of adjournment, (b) to adjourn, (c) to lay on the table, (d) for the previous question (which is essentially a demand that the vote be taken on the motion at hand), (e) to postpone to a certain day, (f) to refer, (g) to amend, and (h) to postpone indefinitely. These motions shall have precedence in the order indicated. Any such motion, except a motion to amend and a motion to postpone indefinitely, shall be put to vote without debate.

## **G. Withdrawal of Motion**

Any motion may be withdrawn by the mover with the consent of the Downtown Development Authority.

## **H. Division of Question**

If the question contains two or more divisible propositions, the Chair may divide the motion.

## **I. Motions Out of Order**

The Chair may at any time, unless overridden by a majority vote of the Member's present, permit a Member to introduce an ordinance, resolution, or motion out of the regular order of the agenda.

## **J. Procedure in Absence of Rule**

In the absence of a rule to govern a point of procedure, reference shall be to *Robert's Rules of Order*. The principles and provisions of *Robert's Rules of Order* shall apply only to the extent that they are appropriate to a governing assembly such as Downtown Development Authority, with consideration being given to the size of Downtown Development Authority, as well as its political and legal status.

# **RULE VI MISCELLANEOUS**

## **A. Confidentiality**

It shall be a conflict of interest and a violation of this policy for any Member of the Downtown Development Authority to disclose any confidences of the Town, any matter discussed in executive session, or any matter which is subject to the attorney-client privilege between the Town and the Town Attorney, unless a majority of the Downtown Development Authority determines that such disclosure should be made.

A decision to breach confidentiality, or to waive a privilege, such as the attorney-client privilege, shall only be made by Downtown Development Authority acting as a whole, whenever the confidentiality requirement or the privilege applies to the Town as a whole or to Downtown Development Authority as a whole. Any Member who individually breaches such confidentiality, or who purports to waive such a privilege will be considered to be acting outside the performance of Members authority, and will be subject to any consequential liability for such act.

## **B. Protest**

Any Downtown Development Authority Member shall have the right to express dissent from or protest against any ordinance or resolution of the Downtown Development Authority, and have the reason therefor entered upon the record. Such dissent or protest must be filed in writing, couched in respectful language, and presented to the Downtown Development Authority not later than the next regular meeting following the date of passage of the objectionable ordinance or resolution.

## **RULE VII PUBLIC HEARINGS**

### **A. General**

1. This Rule shall apply to all Town Boards conducting public hearings, including the Board of Trustees, the Planning Commission, and the Board of Zoning Adjustment.
2. All persons desiring to speak before a Town Board conducting a public hearing shall sign up to be heard prior to the hearing's commencement. All persons speaking before a Town Board at a public hearing shall provide their names and addresses.

## **RULE VIII AMENDMENT/SUSPENSION OF RULES**

### **A. Amendment of the Rules**

These rules may be amended or new rules adopted by a majority vote of all Members. Any such amendments shall be submitted in writing at a business meeting or work session preceding formal action to amend. The amendments shall be placed on the discussion agenda of a subsequent business meeting with a resolution. This requirement may be waived by unanimous consent with a recorded vote of all Members present.

### **B. Suspension of the Rules**

Any provision of these rules not governed by the Municipal Code may be temporarily suspended at any meeting of Downtown Development Authority by a majority vote of all Members. The vote on any such suspension shall be entered upon the record. When

making a motion to suspend the rules, the Member shall specify which rule or part of such rule being temporarily suspended and the purpose for which the rule is to be suspended.