Johnstown Downtown Development Authority

Board of Directors Orientation, July 7, 2026

Agenda

1. Introductions (5 min)
2. Project Background (10 min)
3. DDA 101 (25 min)
4. Plan of Development (25 min)

   Break & headshots (20 min)

5. Board Operations and Rules (50 min)

1. Introductions

Introductions

- Name
- Connection with Downtown
- Why you applied to serve on the Board
- Top question you want answered today

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2. Project Background

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VISION

Plus, Downtown Brand, Comprehensive Plan, Design Guidelines, etc.

ACTION

Downtown Improvement District Feasibility

- Funding source
- Organizational structure
- Implementation

Project Timeline

Congratulations!

Aug - Oct '25	Oct '25 - Jan '26	Jan - Apr '26	Apr - Aug '26
Phase 1: Evaluate different district options	**Phase 2:** Refine the best option	**Phase 3:** Create the district	**Phase 4:** Help the new district get going

Key Dates:

- **October**: Recommendation of best district
- **Jan/Feb**: Possible council ordinance for future vote
- **April**: Possible vote, depending on district

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How we got here:

- Studied existing plans
- Site visits to Downtown and peer districts
- Meetings with Town staff, business and property owners, and residents
- Project webpage and informational materials
- Mapping and data analysis
- Recommendation to Council: Downtown Development Authority (DDA)

Why a DDA?

1. Typical activities match most closely with **Downtown Master Plan priorities**
2. Can fund **services and major projects**
3. Includes ***all* Downtown stakeholders** (commercial & residential owners/tenants)
4. Main funding source **does *not* raise taxes**
5. Ongoing **oversight and partnership with Town**
6. **Greatest support** from stakeholders

Johnstown Downtown Development *Association* vs Downtown Development *Authority*

	JDDA	DDA
Structure	• 501(c)(6)	• Quasi-governmental
Staffing	• All-volunteer	• Paid, professional management
Funding	• Relies on donations and sponsorships (limited, variable)	• Can raise significant dedicated funds via TIF
Oversight	• No required Town/public oversight	• Public accountability via Town oversight, CORA, public meetings
Activities	• Focuses on events, promotion/marketing, and business support	• Can carry on JDDA activates PLUS ambitious community goals like redevelopment and infrastructure

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3. DDA 101

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Downtown Development Authority (DDA)

- Quasi-governmental **steward & champion** for downtown, used in dozens of communities across Colorado
- Focused on **economic vitality, infrastructure, and development**
- **Property owners, businesses, and residents within district** vote to create and approve funding, serve on governing board
- 5–11-member board appointed by Council (includes one Councilmember)
- Can use TIF – raises money **without raising taxes**
- Makes decisions based on **Plan of Development**
- **Council approves** Plan, yearly budgets and workplans

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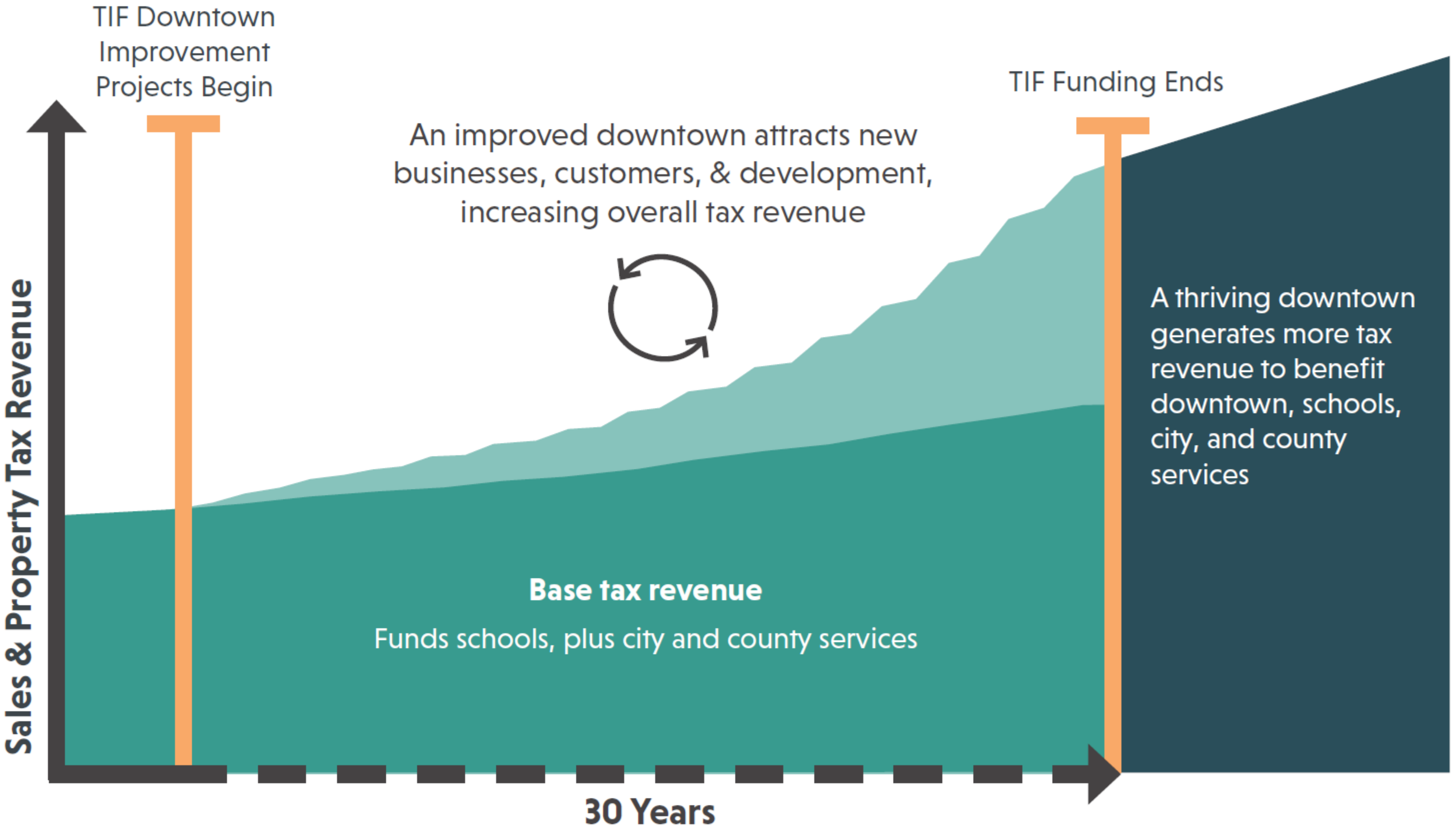
Board Composition

- A **majority** of the board members must **live or own property** in the DDA.
- One must be a member of Town Council.
- **Members must live, lease, or own real property** in the DDA.
  - A manager, agent, or employee of an entity with a place of business in the DDA is also eligible for appointment to the Board.
- Other than the Town Council member, no officer or employee of the Town is eligible for appointment.
- **Cannot be paid, but can be reimbursed** for “actual and necessary expenses” (e.g. mileage, childcare) – *Board should create policy*

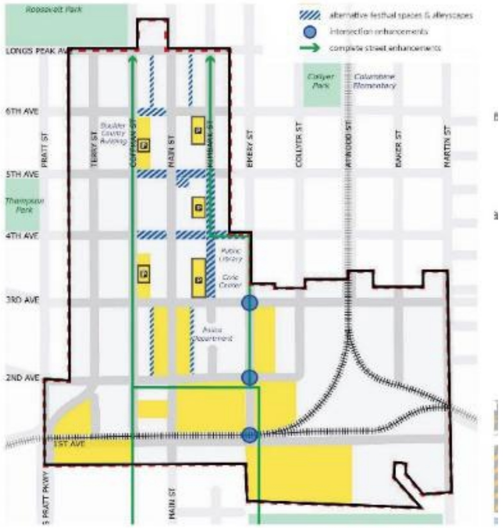
DDA Financing (TIF)

- **NOT a new tax**
- Redirects where some revenue goes ***after*** it is collected
- Form of **revenue reinvestment** – the more area prospers, the more it can invest

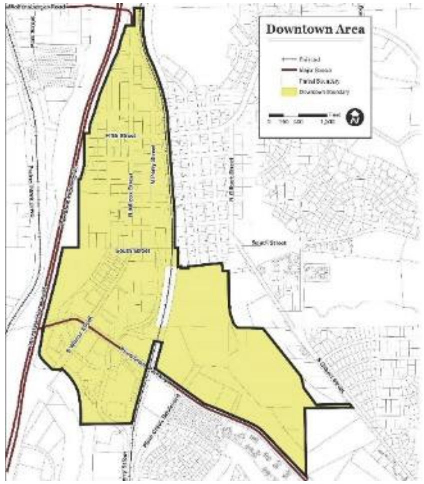


DDAs in other Colorado Downtowns

Longmont

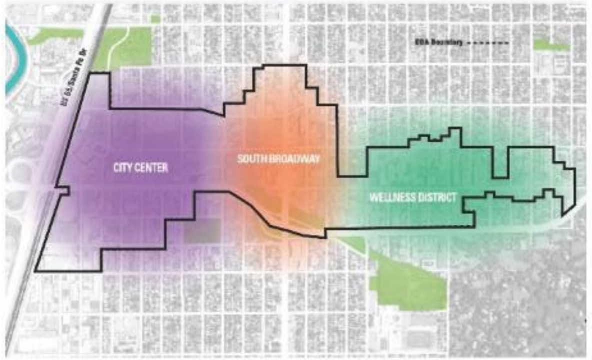


Castle Rock



Windsor

Englewood



Lafayette

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Common DDA Projects

9 Colorado DDAs; 169 projects

Average projects list = 18-19

33
CONNECTIVITY
Bike/Ped Improvements
Intersection Improvements
Sidewalks & Alleys
Bridges

29
DEVELOPMENT, REUSE, & ACTIVATION
Fill vacant storefronts
Overcome site barriers
Housing

27
SIGNAGE, GATEWAYS, PUBLIC ART
Wayfinding
Gateways
Banners

24
STREETSCAPE & BEAUTIFICATION
Landscaping & Trees
Furnishings
Lighting

23
MARKETING, BUSINESS SERVICES, & EVENTS

17
PARKS & OPEN SPACE

11
PARKING

5
UTILITIES & SAFETY

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Creating the DDA

- **Council passed ordinance** creating DDA *if* approved by electors.
- **Who can vote?**

1 

Residents
Registered voters automatically mailed a ballot

2 

Businesses/lessees
LLCs need to fill out a form to designate a registered voter

3 

Property owners
LLCs need to fill out a form to designate a registered voter

- Requires **concerted effort** to each qualified electors, educate them about ballot questions and how to vote.

Creating the DDA

- Electors were mailed a **separate ballot**
- **Two questions:** (1) Create DDA, (2) Allow DDA to use TIF
- DDA passed on April 7, 2026 with **80% approval!**
  - Ballot Issue 2B

Yes	**41 Votes**
No	10 Votes

  - Ballot Issue 2C

Yes	**40 Votes**
No	11 Votes

- *If Board wants to pursue debt (bonds) or up to 5 mill levy in the future, **new election(s) will be required**.*

DDA Boundaries

- Focus on historic downtown, set stage for expansion as Rieder and Held properties develop.
- DDA can grow over time as adjacent properties opt in:
  - Must be adjacent
  - 100% of ownership submits petition to DDA
  - If DDA board approves, sends to Town Council
  - Council approves, amends ordinance with updated boundaries

DDA Boundaries

- Understanding the area (land use)
- Civic/exempt properties do not contribute TIF

Assessed Value by Property Type Without Greenfields

	Acres	% of Acres	Assessed Value	% of Value
Commercial	33.1	58%	$ 11,466,970	81%
Industrial	11.1	19%	$ 1,605,200	11%
Residential	7.3	13%	$ 962,060	7%
Vacant	1.8	3%	$ 84,810	1%
Exempt	3.8	7%	$ 1,231,610	8%
Total	57.0	100%	$ 15,350,650	100%

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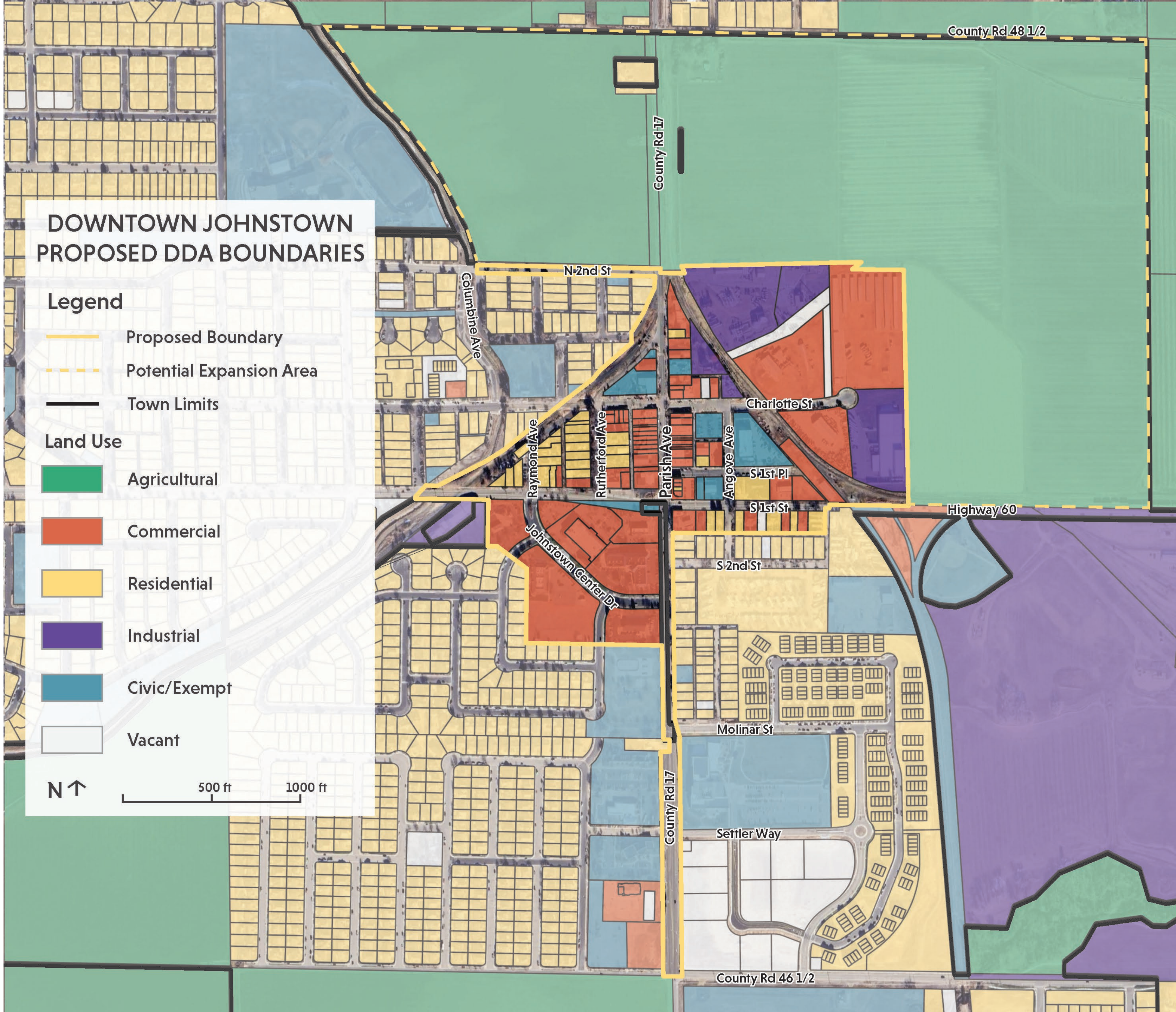

Relationship between JDDA and DDA

- **JDDA 501(c)(6) will continue to provide complementary services:**
  - Can conduct activities (like participating in campaigns) the DDA cannot
  - Brings diversified funding from memberships and sponsorships
  - Can conduct activities and services not restricted to DDA boundaries
- Partnerships between special districts and other non-profit entities are very common

4. Plan of Development

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What is a Plan of Development?

- Required by state statute
- Enables use of TIF
- Guides DDA decisions/actions
- Should be reviewed and potentially updated every 5 years (2031)
- Must be approved by Town Council
  - DDA Board passes resolution recommending approval by Town Council at public hearing
  - Planning and Zoning Commission reviews, then sends to Council
- “Substantial modifications” require same process

Johnstown DDA
Plan of Development

- Gathers all goals and recommendations for Downtown **in one place**
- **Provides continuity** across future DDA boards, Town Councils, and other decision-makers
- **Clearly outlines priorities** and near-, mid-, and long-term **strategies**
- **Describes** the DDA and how it works, and **enables TIF**

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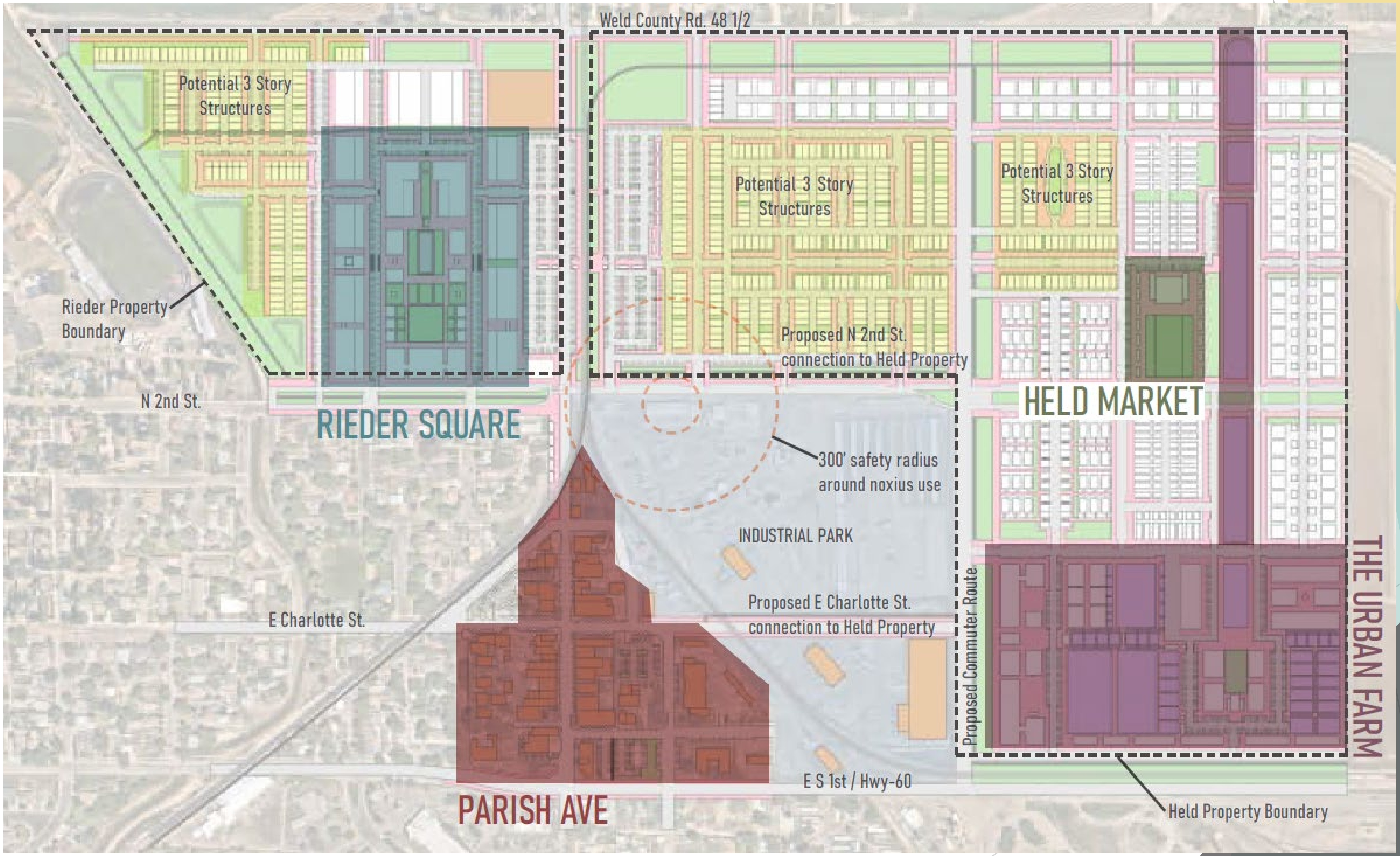
Plan of Development

Draft January 13, 2026

Background: Downtown Master Plan



Priorities in Downtown Master Plan - Ranked by the Public

Historic Downtown	Rieder and Held Development

1. Repair and expand sidewalks
2. Build trails
3. Enhance building facades
4. Create outdoor eating spaces
5. Replace safety bollards
6. Update existing outdoor seating
7. Replace existing planter boxes and add new ones
8. Update street lights and add more lighting
	• Rieder:
	  • Plaza, parking lot, splash pad, community center, artist maker spaces, performing arts center
	• Held:
	  • Plaza, Grange Hall/community center, parking lot, senior housing
	• Urban Farm:
	  • Small businesses, linear parks, community farm, plaza

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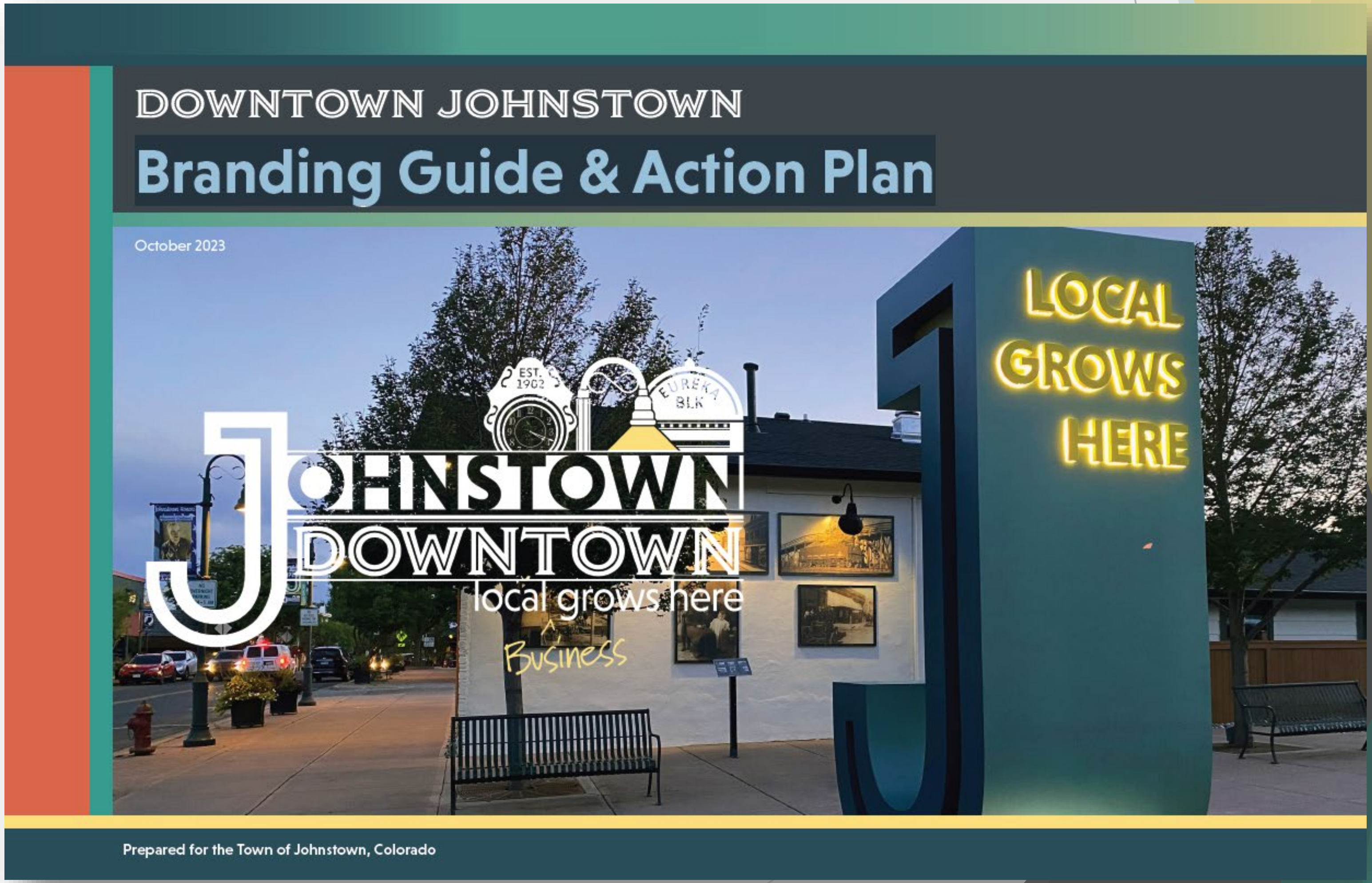
Background: Downtown Branding Guide and Action Plan

- Contains recommendations for Downtown improvements, projects, and activities
- DDA will be custodian of Downtown Brand



Plan of Development Outline

- *Executive summary*
- **Chapter 1. Background**
  - Planning context, how this plan is used, planning process overview
- **Chapter 2. The DDA**
  - Mission and guiding principles, boundaries and expansion, subareas, funding source (TIF), and governance
- **Chapter 3. Work Plan**
  - Goal areas and recommendations
- **Chapter 4. Implementation**
  - Priorities and strategies in near-, mid-, and long-term

Mission

- *To nurture a vibrant, flourishing Downtown Johnstown as the economic, cultural, and social heart of our Town by implementing the community goals in the Downtown Master Plan and guiding future development as Downtown grows.*
- **Guiding Principles**
  - **Authentic and genuine.** Downtown celebrates its heritage while it looks to the future.
  - **Vibrant and welcoming.** The area is lively and active 24/7, 365 days a year and welcomes people of all ages, abilities, and backgrounds.
  - **Walkable and connected.** It is easy, comfortable, and safe for everyone to get to and move around Downtown.
  - **Resilient and responsible.** Downtown is positioned to thrive through future challenges and changes.

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Work Plan

1. Thriving Businesses
2. Events and Activation
3. Beautification, Maintenance, and Safety
4. Infrastructure and Public Spaces
5. Preservation and Development

Vision statement

- Goal 1
  - Strategies/Recommendations
  - Case studies
- Goal 2
  - Strategies/Recommendations
  - Case studies

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Example

Thriving Businesses

Vision:

Downtown Johnstown is home to numerous thriving businesses that offer a wide variety of goods, services, and employment opportunities. At its core are small, local, and unique businesses that reflect Johnstown's small-town feel and agricultural heritage.

- **Goal: Promote the retention of long-standing and valued local businesses.**
  - Provide technical assistance and resources to stabilize and grow operations.
  - Promote pathways to property ownership.
    - CASE STUDY: Colorado Springs DDA Loan Program for Tenant Ownership (LINK)
  - Support business networking, meetups, and other opportunities to strengthen business-to-business connections.

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Implementation: Top DDA Priorities

- **District start-up activities**
- **JDDA transition**, particularly continuing signature events
- **Completing sidewalk network** and other streetscape infrastructure
- **Offering more evening activation** (entertainment and retail open hours)
- **Attracting new retail** Downtown
- **Managing parking**
- **Preparing for eventual development** of Rieder and Held properties

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Implementation: Challenges & Considerations

- **TIF takes several years for increment to build.**
- **Infrastructure has been identified as one of the top priorities for Downtown**, which will require significant funds.
- **There is a shortage of commercial space Downtown** (low vacancies), limiting the ability to attract new retail tenants.
- **There are a number of town-owned, tax-exempt properties** in the DDA boundaries (with non-sales tax generating uses) that both constrain district TIF potential yet offer opportunity.
- **The timelines for redevelopment** of the Rieder and Held properties (and Industrial area) are unknown.

Two-Year Action Plan Framework

- **Near-term "quick wins":**
  - Take over activities of the JDDA (events, website)
  - Continue Town beautification efforts, establish baseline services agreement re: trees, plantings, decorative lighting, signage
  - Explore ways to expand available retail space and offerings
  - Pilot evening activation
  - Work on a centralized marketing strategy for downtown
- **Start work towards long-term goals:**
  - Initiate parking management strategy work
  - Start conversations about sidewalk network and streetscape
  - Prepare for the future development in Rieder and Held properties

DDA Structure

- **Suggests the following representation:**
  - At least two (2) small businesses and at least one (1) resident
  - Geographic representation from across all subareas/districts (Historic Downtown, Industrial Park, and the Rieder/Held properties if the DDA expands to include them)
- **Consider committees:**
  - Events Committee (meeting quarterly or monthly, as needed)
  - Youth Advisory Committee (meeting quarterly)
  - Development Committee (meeting ad-hoc to oversee major

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Break

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5. DDA Board Operations and Rules

Topics

- Board Member duties and responsibilities
- What does a DDA Board do?
- Open Meetings Law
- Open Records Law
- Conflicts of Interest

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Board Member Duties and Responsibilities

- **Fiduciary duty to the DDA (act in best interests of the DDA). No duty to individual people/entities.**
  - As a fiduciary, the Director has the duty to exercise the utmost good faith, business sense, and astuteness on behalf of the DDA. A Director is prohibited from taking personal advantage of a situation to benefit himself or prejudice the DDA.
- **Duty to the Public Trust (including conduct)**
  - Directors must carry out their duties for the benefit of the people, not for their own self-interest.
- Board Members cannot be compensated, but can be reimbursed for expenses.

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What does the Board do?

- Has "all powers customarily vested in the board of directors of a corporation"
- Implements Plan of Development
- **Can only act with quorum (majority) at a lawfully called open meeting**
- Hires and manages staff, or enters into agreements for these services
- Makes plans/studies and evaluates results
- Establish the bylaws, rules, regulations and operating policies of DDA/Board
- Approves contracts and major financial decisions, including annual budget
  - Can delegate some powers to Executive Director

Leaving the Board

From most common to least:

- Term expires (Note: no term limits unless imposed by Council)
- Resignation (90-day notice)
- Loss of qualification – e.g. sell property, end employment, or move out of DDA
  - Each appointed member (except member from Council) shall reside, be a business lessee, or own real property in the DDA.
  - A manager, an agent, or an employee of an entity having its place of business in the DDA shall be eligible for appointment to the Board.
- Removal for "cause" (after notice and hearing)

Open Meetings Law

- Meetings must be open to public if **more than two Board Members** are present and purpose is to discuss **Official DDA Business**.
  - Includes study/work sessions
  - Doesn't include social gatherings, chance run-ins
- 24-hour posting
- **"Executive Session" -** can close meeting if dealing with certain matters such land acquisition or sales, personnel matters, or legal matters.
  - *No formal action* can be taken
- Emails

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Open Records Law

- **Assume all records are open to public inspection**
- Certain exceptions:
  - Attorney Client Privilege
    - Remember: Attorney Client Privilege belongs to the DDA, not to individuals. Individual breach of this can harm the DDA.
  - Employment
  - Facilities
- Handling sensitive information

Conflicts of Interest

DDA Statute C.R.S. 31-25-819:

- *"No board member nor any employee of the board shall vote or otherwise participate in any matter in which he has a specific financial interest, defined as* ***a matter in which the member or employee would receive a benefit or incur a cost substantially greater than other property owners within the district.***
- *When such interest appears, it is the duty of the board member or employee to* ***make such interest known, and he shall thenceforth refrain from voting*** *on or otherwise participating in the particular transaction involving such interest.*
- *Willful violation of the provisions of this section constitutes malfeasance on the part of a member of the board and is grounds for instant dismissal of any employee.* ***The governing body may by ordinance provide for automatic forfeiture of office by a board member for violation of this section."***

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Conflicts of Interest

- Must disqualify from voting *unless* conflict is disclosed AND necessary to obtain a quorum.
- Must refrain from attempting to influence the decisions of other members.
- **Failure to disclose is a misdemeanor and may void action.**
- *A potential conflict of interest exists when the Director is an executive officer or owns or controls, directly or indirectly, a substantial interest in any nongovernmental entity participating in the transaction.*

Conflicts of Interest

A DDA Board member (as a local government official - elected or appointed), or a DDA employee (i.e. Executive Director), ***shall not***:

1. **Disclose or use confidential information** acquired in the course of their official duties in order to further their personal financial interests.
2. **Accept gifts of substantial value or of substantial economic benefit** which would tend to **improperly influence a "reasonable person"** in his/her public position to depart from the faithful and impartial discharge of his/her public duties **OR is primarily for the purpose of rewarding him/her for official action.**
3. **Engage in a substantial financial transaction** for his private business purposes **with a person whom he inspects, regulates, or supervises** in the course of his official duties.

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Conflicts of Interest

A DDA Board member (as a local government official - elected or appointed), or a DDA employee (i.e. Executive Director), ***shall not***:

4. **Perform an official act directly and substantially benefitting** a business or other undertaking in which they either have a **substantial financial interest or are engaged as counsel, consultant, representative or agent**.
5. **Be interested in any contract** made in his/her official capacity or by any body, agency, or Board of which he/she is a member or employee.
6. **Be a purchaser at any sale or vendor at any purchase** made by him/her in his/her official capacity.

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Conflicts of Interest

- Other considerations:
  - Appearance of impropriety
  - Official acts that would directly & substantially negatively affect a competitor
  - Benefits to members of immediate family.
- **If in doubt, ask legal counsel**
- **Remember:** DDA legal counsel is legal counsel to the Board, not to individual Board Members or individual staff members

Johnstown Downtown Development Authority

Board of Directors Orientation, July 7, 2026

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REGULAR MEETING AGENDA
Downtown Development Authority Board of Directors
Town Hall Council Chambers | 450 S. Parish Avenue, Johnstown CO
July 7, 2026, at 4:00 PM

DDA Board Orientation

1. **DDA Board Member Training Prior to Start of Regular Meeting – start time 1:00 PM**

1. **Call To Order and Roll Call (to commence on or around 4:00 PM)**

2. **Public Comment**

   Members of the audience are invited to speak at the meeting. Public Comment is limited to 3 minutes per speaker. When several people wish to speak on the same position on a given item, they are requested to select a spokesperson to state that position.

3. **Agenda Items**

   A. Election of DDA Board Chair

   B. Adoption of Resolution 2026-01: Johnstown Downtown Development Authority Bylaws

   C. Election of DDA Board Officers

   D. Appointment of Interim Executive Director

   E. Adoption of Resolution 2026-02: Designating the Public Places for Posting Notices

   F. Adoption of Resolution 2026-03: Appointing an Official Custodian of Records; Adopting a Policy Under the Colorado Open Records Act; and Adopting the Colorado Special District Records Retention Schedule

   G. Motion regarding Job Description for an Executive Director

Public Notice
The public is invited to attend all regular meetings or study sessions of the Johnstown Downtown Development Authority. Please call 970-578-9612 at least 48 hours prior to the meeting if you believe you will need special assistance or any reasonable accommodation in order to attend, or participate in, any such meeting.

H. Motion regarding Establishing DDA Regular Board Meetings Date & Time

4. Informational/Discussion Items

A. Bob's Rule of Order
B. Discussion regarding Johnstown Downtown Development Association (JDDA) and transition

5. Committee Comments

A. N/A

6. Board Member Comments

7. Adjourn

8. Upcoming Meetings & Events Calendar

A. N/A

JOHNSTOWN DOWNTOWN DEVELOPMENT AUTHORITY
RESOLUTION NO. 2026-01

RESOLUTION ADOPTING BYLAWS

WHEREAS, the Johnstown Downtown Development Authority ("JDDA") is a Colorado downtown development authority duly organized and existing under C.R.S. § 31-25-801 *et seq*.; and

WHEREAS, the JDDA is governed by its Board of Directors with authority to set and administer the policies of the JDDA (the "Board"); and

WHEREAS, the Board is authorized to enact bylaws providing a framework for the operation and management of the JDDA and the conduct of the Board; and

WHEREAS, the Board has determined that enactment of the Bylaws, which are attached hereto and incorporated herein by reference as Exhibit A, is in the best interests of the JDDA.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE JOHNSTOWN DOWNTOWN DEVELOPMENT AUTHORITY THAT:

Section 1. The Board hereby approves and adopts the attached Bylaws.

Section 2. The Board Chair or the Executive Director is hereby directed to submit the Bylaws to the Town Council of the Town of Johnstown ("Town Council") for consideration and approval.

Section 3. Upon approval of the Town Council, the Bylaws shall be kept at the primary business office of the JDDA to be available to the general public and shall be posted on the JDDA's website, www.visitdowntownjohnstown.com.

Section 4. All statutorily permissible acts previously taken by the JDDA Board of Directors and its Executive Director are hereby ratified and confirmed.

Section 5. The Bylaws shall be effective as of the date of this Resolution.

PASSED, SIGNED, APPROVED, AND ADOPTED this ___ day of _______, 2026.

JOHNSTOWN DOWNTOWN DEVELOPMENT AUTHORITY

ATTEST:

By:______________________________
_______________, Secretary

By:______________________________
_____________, Board Chair

AGENDA ITEM B

EXHIBIT A
BYLAWS

(Attached)

JOHNSTOWN DOWNTOWN DEVELOPMENT AUTHORITY BYLAWS

ARTICLE 1.000

GENERAL

1.100 Establishment. Pursuant to Ordinance No. 2026-286, the Town Council of the Town of Johnstown, Colorado ("Johnstown Town Council") established a downtown development authority known as the "Johnstown Downtown Development Authority" (the "Authority" or the "JDDA"), as a body corporate. The voters approved the formation of the JDDA on April 7, 2026.

1.200 Purpose. The JDDA is established to halt and prevent deterioration of property values within its boundaries and to assist in the development and redevelopment of the property and to use its power to promote the general welfare of the property within its boundaries by the use of its direct and supplemental powers.

1.300 Powers. As set forth in Ordinance No. 2026-286, the JDDA has all powers authorized by Part 8 of Article 25 of Title 31, Colorado Revised Statutes, except or as specifically limited in any plan of development approved by the Johnstown Town Council, and all additional and supplemental powers necessary or convenient to carry out and effectuate the purposes and provisions of said Part 8.

1.400 Seal. The JDDA shall have a seal, which shall be circular in form and shall have inscribed thereon the name of the Authority and the word "SEAL."

1.500 Offices. The JDDA shall have the power to maintain an office within the boundaries of the Town of Johnstown.

1.600 Annual Budget. Each year the JDDA Board of Directors ("JDDA Board" or "Board") shall consider and approve a budget pursuant to Section 3.440. After such approval, the budget shall be submitted to the Johnstown Town Council for its consideration and approval.

ARTICLE 2.000

THE BOARD OF THE DOWNTOWN DEVELOPMENT AUTHORITY

2.100 Board Members. The Chair and the Board Members (or, as sometimes referenced herein, Board Directors) shall manage the affairs of the Authority.

> **2.110 Membership.** The number and terms of Board Members shall be determined by resolution of the Johnstown Town Council in accordance with 31-25-805, C.R.S., as amended.
>
> **2.120 Terms.** Except for the Board Member representing the Johnstown Town Council, Board members shall serve staggered terms and shall serve until their terms end and may be re-appointed to serve new four-year terms in accordance with the then current JDDA Bylaws. The Board Member representing the Johnstown Town Council shall serve at the pleasure of the Johnstown Town Council.
>
> **2.130 Eligibility.** Each Board Member, except the Board Member representing the Johnstown Town Council, shall reside, be a business lessee, or own real property within the boundaries of the JDDA. No officer or employee of the Town of Johnstown, other than an appointee from the

Johnstown Town Council, shall be eligible for appointment to the Board.

2.140 Compensation. All Board Members shall serve without compensation but may be reimbursed for actual and necessary expenses incurred on behalf of the Authority.

2.200 Vacancies. In the event of one or more vacancies or expiration of any one or more JDDA Board Member's terms, the Authority may, at a regular or specially called JDDA Board Meeting, nominate a replacement JDDA Board Member(s) for consideration by the Johnstown Town Council.

2.210 Nominations. If the JDDA Board desires to nominate a person to serve as a Board Member, the JDDA Board shall endeavor to make such nomination at least sixty (60) days prior to the expiration of an existing JDDA Board member's term or, when there is a vacancy, promptly after the JDDA Board receives notice of the vacancy(ies).

2.220 Notice. JDDA Board Members shall use best efforts to give at least ninety (90) days advance notice of their intent not to seek renewal of their position or to resign.

2.230 Voting. JDDA Board Members whose terms are being considered by the Authority for extension or replacement are disqualified to vote on nominations for extension or replacement for their own term.

2.240 Appointment. Should the Johnstown Town Council fail to extend the term of, or replace, any existing JDDA Board Member nominated by the Authority for term extension, such Board Member shall continue to serve as a JDDA Board Member until a successor has been appointed and qualified.

2.250 Removal. After notice and a public opportunity to be heard, the JDDA Board may, upon a two-thirds (2/3) vote of the entire JDDA Board, excepting the Board Member who is the subject of the request, request that a member(s) of the JDDA Board be removed for cause by the Johnstown Town Council.

2.300 Conflicts of Interest. If any person who is a JDDA Board member or staff of the Authority is aware that the Authority is about to enter into any business transaction directly or indirectly with themself, any member of their family, or any entity in which they have any legal, equitable or fiduciary interest or position, such person shall: (a) inform those charged with approving the transaction on behalf of the Authority of their interest or position; (b) aid the persons charged with making the decision by disclosing any material facts within their knowledge that bear on the advisability of such transaction from the standpoint of the Authority; (c) except as provided in subsection (b), refrain from attempting to influence the vote on such transaction; and (d) not vote on the decision to enter into such transaction.

ARTICLE 3.000

OFFICERS OF THE DOWNTOWN DEVELOPMENT AUTHORITY

3.100 Board Chair. The JDDA Board Chair shall preside at all meetings of the Authority with the full power to vote on any issue, unless otherwise provided herein or by resolution of the Authority. Except as delegated to the Executive Director, the Chair shall sign all contracts, deeds and other instruments made by the Authority. At each meeting, the Chair shall submit recommendations and information deemed necessary for the proper administration of the business affairs and policies of the Authority. In the absence or disability of the Executive Director, the JDDA Board Chair shall assume all Executive Director duties and responsibilities unless directed otherwise by a vote of the JDDA Board.

3.200 Vice-Chair. The Vice-Chair shall perform the duties of the Chair in the absence or incapacity, resignation or death of the Chair. If the Chair is permanently unable to perform the duties, the Vice-Chair shall perform the duties of the Chair until such time as the JDDA Board shall select a new Chair. The Vice-

Chair shall be elected in the same manner and at the same time as the Chair.

3.300 Treasurer. The Treasurer shall keep the financial records of the Authority and, together with the Chair or Executive Director, approve all vouchers for the expenditure of funds of the Authority following the purchasing policy of the Authority. The Executive Director shall prepare and submit a quarterly report stating the assets, liabilities and year-to-date and month-to-date expenditures of the Authority. The Executive Director shall submit the report to the Treasurer and the Treasurer or the Executive Director shall report the same to the Board.

3.400 Executive Director. Pursuant to C.R.S. § 31-25-815, the Authority may employ an Executive Director. In the absence or disability of the Executive Director, the JDDA Board may designate a qualified person to perform the duties of the office of acting Executive Director. The Executive Director shall be an at-will employee and shall serve at the pleasure of the JDDA Board. The JDDA Board shall periodically, no less frequently than annually, review the Executive Director's performance. The compensation to be paid to the Executive Director shall be established by the JDDA Board and budgeted accordingly.

3.410 Responsibility. The Executive Director shall be the chief executive officer of the Authority and shall have general supervision over and be responsible for the performance of the functions of the Authority. Subject to and in accordance with these Bylaws and direction by the JDDA Board, the Executive Director may expend funds in accordance with standard, generally accepted governmental accounting and fiscal management practices. Unless otherwise directed by the JDDA Board, the Executive Director shall execute all contracts. The Executive Director shall provide periodic financial statements and reports to the Treasurer and the JDDA Board. The Executive Director or the Executive Director's designee shall be the official custodian of all records, documents, or other papers not required to be maintained by the Treasurer

3.420. Secretary. The Executive Director shall either serve as the JDDA's Secretary or appoint an individual who is not a JDDA Board member to this role. The Secretary shall maintain custody of the official seal of the Authority. The Secretary shall attend all meetings of the JDDA Board and keep a record of all its proceedings, file minutes with the Johnstown Town Clerk of all regular and special meetings and perform such other duties as required by law, agreement with the Town of Johnstown or as may be delegated by the JDDA Board or the Executive Director. The Secretary shall have power to affix the Authority's seal to and attest all contracts and instruments to be executed by the Authority.

3.430 Staff. When warranted, the Executive Director shall be responsible for hiring and supervising subordinate staff.

3.440 Budget. The Executive Director, working with the Treasurer, shall annually prepare a budget and submit it to the JDDA Board for its approval, in accordance with state law and other requirements of the Town of Johnstown.

3.500 Committees. The JDDA Board may, by resolution, designate and appoint one or more committees, each of which shall consist of no more than two (2) JDDA Board members and may contain members of the public. Committees shall have and exercise such authority as granted to them by such resolution; provided, however, no such committee shall have the power or authority to adopt an agreement on behalf of the Authority or take any other final action on behalf of the Authority. The Committee shall make recommendations to the JDDA Board consistent with the purpose of the Committee as granted to them by resolution of the Authority. Formal minutes shall not be required to be taken during committee meetings. Any member of a committee may be removed by the JDDA Board upon two-thirds (2/3) vote of the entire JDDA Board whenever, in the JDDA Board's judgment, the best interests of the Authority shall be served by such removal.

3.600 Additional Duties. All officers shall perform additional duties as directed by the Board.

3.700 Election. Except for the initial year of organization, at the first regularly scheduled meeting of the JDDA Board in July of each year, a Chair, Vice-Chair, and Treasurer shall be elected. These officers shall serve until election of new officers at the first regular meeting the following July, at which time the same officers may be reappointed or new officers may be elected.

ARTICLE 4.000

MEETINGS

4.100 Regular Meetings. The JDDA Board shall determine dates and times of regular business meeting dates by motion or resolution. Regular meetings may be recessed and continued to another date and/or time. The Executive Director or the Secretary shall send notice by electronic mail (e-mail) to each Board Member at least two (2) days in advance of each meeting stating the time and location within the Town of Johnstown where the meeting is to be held. Regular meetings may be conducted in all or in part by electronic means by one or all JDDA Board Members as long as each Board Member is able to hear and properly participate in the meeting and be heard by the other Board Members. When there is not business to be discussed, the JDDA Board may refrain from holding a regular meeting, but in no event shall more than three consecutive scheduled meetings be cancelled.

> **4.110 Attendance.** In the event of the absence of a Board Member for three consecutive regular meetings without the JDDA Board having excused one or more of the absences and entered such approval in the minutes of a JDDA Board meeting, a letter may be written by the Executive Director, at the direction of the JDDA Board, to the Johnstown Town Council, requesting removal of that Board Member pursuant to these bylaws.

4.200 Special Meetings. Special meetings of the Authority may be called by the Chair or, in the Chair's absence, the Vice-Chair or the Executive Director at a convenient place and time, which may include meeting virtually, provided not less than a quorum of all Board Members will be in attendance and that the meeting is properly noticed in accordance with the Colorado Open Meetings law and minutes are kept, if necessary, as required by law. Absent exceptional circumstances, the Executive Director or the Secretary shall send notice by electronic mail (e-mail) to each JDDA Board member at least two (2) days in advance of each meeting stating the time and location within the Town of Johnstown or the virtual meeting site where the meeting is to be held.

> **4.210 Study Sessions.** Study sessions of the Authority may be called by the Chair or, in the Chair's absence, the Vice-Chair or the Executive Director at a convenient place and time within the Town of Johnstown or may take place virtually to provide review and discussion of matters of interest to the Authority. Notice of study sessions shall be posted 24 hours prior to the commencement of the study session. Formal minutes shall not be required to be taken during study sessions meetings.

4.300 Open Meetings. All meetings of the JDDA Board shall be open to the public, except those that may lawfully be closed by law. Notice of all meetings of the JDDA Board shall be posted at least twenty-four hours (24) in advance, in compliance with the Colorado Open Meetings Law, § 24-6-401, *et seq.*, C.R.S. All meeting notices shall include agenda information where possible.

4.400 Quorum. The quorum necessary to conduct all business shall be a majority of all Board Members.

4.500 Voting. All regular business matters shall be decided by a majority of the quorum unless otherwise provided for in these Bylaws or by law.

4.600 Rules of Order. The Chair, or the Vice-Chair in the Chair's absence, shall preside at meetings, unless otherwise approved by the JDDA Board. Unless otherwise required by law, action of the JDDA Board shall be by motion or by resolution adopted pursuant to a duly made motion, seconded, and approved by a majority of the quorum present at a public meeting. A motion or resolution may be revised before adoption with the prior approval of the maker and seconder. JDDA Board members shall maintain respect and decorum at meetings. The public may speak at a meeting as allowed by the JDDA Board or as required by law.

ARTICLE 5.000

CONTRACTS; FINANCE

5.100 Contracts. The JDDA Board shall authorize the Executive Director, consistent with the authority set forth by motion or resolution, to enter into any contract or execute any instrument in the name of and on behalf of the Authority.

5.200 Finance.

5.210 Deposits. All funds of the Authority will be deposited in the Town of Johnstown treasury to the credit of the Authority, in an FDIC insured bank located in the Town of Johnstown, or as otherwise permitted by law, as designated by the Board of Directors.

5.220 Vouchers. All vouchers for the payment of accounts shall be processed following the purchasing policy of the Authority.

5.230 Loans. No loans shall be contracted for on behalf of the Authority and no evidence of indebtedness shall be issued, except by motion or resolution of the Board, and only in accordance with the law.

5.300 Property. The Authority may hold property in its name as directed by resolution of the Board and as permitted by 31-25-801, et seq., C.R.S. 1973, as amended.

ARTICLE 6.000

INDEMNIFICATION

6.100 Indemnification. Any of the Board Members, officers, the Executive Director and other employees may be indemnified or reimbursed by the Authority for reasonable expenses (including, but not limited to, attorney's fees, judgments and payments in settlement) actually incurred in connection with any action, suit or proceeding, civil or criminal, actual or threatened, to which the person or persons shall be made a party by reason of their being or having been, or by reason of any actual or alleged acts performed or omitted to be performed in connection with their being or having been a JDDA Board member, officer or employee of the Authority; provided, however, that no person shall be so indemnified or reimbursed in relation to any matter in such action, suit or proceeding as to which the person shall finally be adjudged to have been guilty or liable for gross negligence or willful misconduct or criminal acts in the performance of their duties to the Authority; and provided further, that no person shall be so indemnified or reimbursed in relation to any matters in such action, suit, or proceeding which has been made the subject of a compromise or settlement except with the approval of a court of competent jurisdiction or the JDDA Board acting by vote of the JDDA Directors who are not parties to the same or substantially the same action, suit or proceeding. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which such person, their heirs, executors, or administrators, may be entitled as a matter of law.

6.200 Insurance. The JDDA Board may, upon affirmative vote of its Board of Directors, purchase insurance for the purpose of indemnifying the JDDA Board Members, officers and other employees to the extent that indemnification is allowed in Section 6.100. The JDDA Board and its Executive Director may participate in the Town's insurance policies with the approval of the Johnstown Town Council and the Town of Johnstown's insurance providers.

ARTICLE 7.000

APPROVAL OF BYLAWS

7.100 Approval. Upon approval of these Bylaws by a two-thirds (2/3) vote of all Board Members, the Bylaws shall be submitted to the Johnstown Town Council for approval, and, upon the approval of the Johnstown Town Council, shall be filed with the Johnstown Town Clerk and all statutorily permissible acts previously taken by the JDDA Board and its Executive Director shall be ratified and confirmed, by both the JDDA Board and the Johnstown Town Council.

7.200 Amendments. These Bylaws may be amended at any regular or special meeting by a two-thirds (2/3) vote of the entire JDDA Board. All amendments to these Bylaws shall be reviewed in accordance with the approval process set forth above and, if approved, filed in the office of the Town Clerk of the Town of Johnstown.

ARTICLE 8.000

DISSOLUTION

8.100 Dissolution. Upon resolution adopted by a two-thirds (2/3) vote of the entire JDDA Board, the JDDA Board may request the Johnstown Town Council adopt an ordinance dissolving the Authority provided that all statutory requirements are satisfied.

AGENDA ITEM E

JOHNSTOWN DOWNTOWN DEVELOPMENT AUTHORITY
RESOLUTION NO. 2026-02

RESOLUTION DESIGNATING THE PUBLIC PLACES FOR POSTING NOTICES PURSUANT TO C.R.S. § 24-6-402(2)(c)

WHEREAS, the Johnstown Downtown Development Authority ("JDDA") is a Colorado downtown development authority duly organized and existing under Section 31-25-801 *et seq*., C.R.S.; and

WHEREAS, the JDDA is governed by its Board of Directors with authority to set and administer the policies of the JDDA (the "Board"); and

WHEREAS, Section 24-6-402(2)(c), C.R.S., requires that the Board annually, at its first regular meeting of the calendar year, designate the public place for posting notices of public meetings; and

WHEREAS, Section 24-6-402(2)(c), C.R.S., further requires that the notices be posted at least twenty-four (24) hours prior to a meeting; and

WHEREAS, consistent with state law, the Board hereby desires to designate the JDDA's website as the location to post notices of Board meetings.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE JOHNSTOWN DOWNTOWN DEVELOPMENT AUTHORITY THAT:

1. Notices of Board meetings shall be posted online on the JDDA's website at www.visitdowntownjohnstown.com.

2. If the JDDA is not able to post notices online due to exigent or emergency circumstances, such as a power outage or an interruption in internet service that prevents the public from accessing the notice online, notices of Board meetings shall be posted on the front door at Town of Johnstown Town Hall, 450 S. Parish Avenue, Johnstown, CO 80534.

PASSED, SIGNED, APPROVED, AND ADOPTED this ___ day of July, 2026.

JOHNSTOWN DOWNTOWN DEVELOPMENT AUTHORITY

ATTEST:

By:____________________________________
________________, Secretary

By:__________________________________
______________, Board Chair

JOHNSTOWN DOWNTOWN DEVELOPMENT AUTHORITY
RESOLUTION NO. 2026-03

RESOLUTION APPOINTING AN OFFICIAL CUSTODIAN OF RECORDS; ADOPTING A POLICY UNDER THE COLORADO OPEN RECORDS ACT; AND ADOPTING THE COLORADO SPECIAL DISTRICT RECORDS RETENTION SCHEDULE

WHEREAS, the Johnstown Downtown Development Authority ("JDDA") is a Colorado downtown development authority duly organized and existing under C.R.S. § 31-25-801 et seq.; and

WHEREAS, the JDDA is governed by its Board of Directors with authority to set and administer the policies of the JDDA (the "Board"); and

WHEREAS, the Board has determined that it is appropriate to designate an Official Custodian of the JDDA's records for the purpose of storing, maintaining, and protecting such records in accordance with state statute and permit their inspection in an orderly and timely fashion; and

WHEREAS, C.R.S. § 24-72-200.1 *et seq.* ("Colorado Open Records Act" or "CORA") requires that public documents and records be made available upon request to members of the public unless protected by an exception and allows for public entities to charge a reasonable fee for copying such documents and for work that is required to research and retrieve requested documents; and

WHEREAS, the Board has determined that it is appropriate to adopt a policy under CORA as well as a fee schedule for the copying and retrieval of such documents; and

WHEREAS, the Board recognizes a need for a comprehensive records retention schedule for the JDDA's non-permanent records and the retention of those records that have long-term administrative, fiscal and historical value; and

WHEREAS, pursuant to C.R.S. § 24-80-101 *et seq.*, the Colorado State Archives has developed a statewide records retention schedule in cooperation with the Special District Association, the Colorado Attorney General's Office, and the State Auditor's Office for special districts and other governmental entities to use and follow; and

WHEREAS, the Board has determined that it is appropriate to adopt the model special district retention schedule unless modified herein; and

WHEREAS, the Board finds that adoption of this Resolution is in the best interests of the JDDA.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE JOHNSTOWN DOWNTOWN DEVELOPMENT AUTHORITY THAT:

<u>Section 1</u>. The foregoing recitals are affirmed and incorporated herein.

<u>Section 2</u>. The Board hereby designates the JDDA Executive Director or the Executive Director's designee as the Official Custodian of public records as such term is used in C.R.S. § 24-72-202. The Official Custodian is authorized to develop such procedures as may be reasonably required for the protection of such records. The Official Custodian may charge the maximum fees allowed by

state law for the development of a privilege log, copies, a printout or photograph, and such other services as are authorized by law.

Section 3. The Board hereby adopts the "Johnstown Downtown Development Authority Colorado Open Records Act Policy" attached hereto and incorporated herein by reference as Exhibit A. The Board hereby sets a fee of $41.37 per hour for research and retrieval of documents, except that the first hour of time spent on research and retrieval shall be without charge. Unless otherwise determined by the Board, all such fees and charges shall be increased or decreased for changes in the maximum rates allowed by state law.

Section 4. The Executive Director is hereby directed to post the Johnstown Downtown Development Authority Colorado Open Records Act Policy on the JDDA's website.

Section 5. The Board hereby adopts the 2008 Colorado Special District Records Retention Schedule ("Schedule") and all subsequent amendments, modifications, and revisions. Unless otherwise prescribed by state law, JDDA records shall be retained in accordance with the Schedule and the Board authorizes the Secretary or the Official Custodian to submit a request to the Colorado State Archivist to adopt the Schedule.

Section 6. If any provision of this Resolution is adjudged to be unenforceable or invalid, such judgment shall not affect, impair, or invalidate the remaining provisions of this Resolution, it being the Board's intention the various provisions hereof are severable.

Section 7. The provisions of this Resolution shall take effect as of the date set forth below.

PASSED, SIGNED, APPROVED, AND ADOPTED this ___ day of July, 2026.

JOHNSTOWN DOWNTOWN DEVELOPMENT AUTHORITY

By:______________________________

_____________, Board Chair

ATTEST:

By:__________________________________

_______________, Secretary

EXHIBIT A
JOHNSTOWN DOWNTOWN DEVELOPMENT AUTHORITY
COLORADO OPEN RECORDS ACT POLICY

(Attached)

JOHNSTOWN DOWNTOWN DEVELOPMENT AUTHORITY
COLORADO OPEN RECORDS ACT POLICY (CORA)

1. Official Custodian.

(a) The Executive Director or the Executive Director's designee is hereby designated as the Official Custodian responsible for the maintenance, care and keeping of all records of the JDDA, except as provided herein. If at any time there is no Executive Director, the Board Chair is hereby designated as the Official Custodian.

(b) The Official Custodian shall have the authority to designate such agents as they shall determine appropriate to perform any and all acts necessary to enforce and execute the provisions of this Resolution.

2. Policy on Responding to Open Records Request. The following are general policies concerning the release of records:

(a) All public records of the JDDA shall be open for inspection at the times designated herein, unless prohibited by the provisions of CORA or policies adopted by the Board in conformance with CORA.

(b) Every request to inspect and/or copy any JDDA record (a "Records Request") shall be submitted to the JDDA's Official Custodian in writing and be specific as to the information desired. To assist the Official Custodian in responding to requests in a timely and complete manner, the Official Custodian may require Records Requests to be submitted on a form developed by the Official Custodian.

(c) If any question arises as to the propriety of complying with a Records Request, the Official Custodian shall forward it to the JDDA's legal counsel.

(d) The Official Custodian, in consultation with the JDDA's legal counsel, shall determine the JDDA's obligations under the applicable federal and/or state law(s).

(e) Following the denial of a request for record, upon receipt of the required written notice from the requesting individual that he or she will seek relief from the Court, the Official Custodian shall attempt to meet in-person or speak by telephone with the requesting individual. JDDA personnel are encouraged to utilize all possible means to attempt to resolve the dispute during this time period.

(f) Pursuant to CORA, all records must be made available for inspection within three (3) working days from the Official Custodian's receipt of the request, unless extenuating circumstances exist. The deadline may be extended by seven (7) working days if extenuating circumstances exist and the requesting party is notified of the delay within three (3) working days of the Official Custodian's receipt of the request. The Official Custodian may set the time during normal office hours and the place for records to be inspected and require that the Official Custodian or a delegated employee be present while the records are examined.

(g) A public record stored in a digital format that is neither searchable nor sortable will be provided in a digital format. A public record stored in a digital format that is searchable and/or sortable will be provided in such digital format, unless: (1) the public record is in a searchable or sortable format and producing the record in the requested format would violate the terms of any copyright or licensing agreement between the JDDA and a third party; (2) producing the record would result in the release of a third party's proprietary information; (3) after making reasonable inquiries, it is not technologically or practically feasible to provide a copy of the record in a searchable or sortable format; or (4) if the Official Custodian would be required to purchase software or create additional programming functionality in its existing software to remove the information. Altering an existing digital public record, or excising fields of information that the Official Custodian is either required or permitted to withhold under this subsection, does not constitute the creation of a new public record under Section (2)(i)(iv) of this Resolution.

(h) The Official Custodian may charge the following fees (collectively, the "Fees") for responding to a Records Request:

(i) Printouts, photographs, and copies, when requested, will be provided at a cost of twenty-five cents ($0.25) per standard page, and at the actual costs of production for any non-standard page (the "Copying Fee"). A standard page shall mean an 8.5-inch by 11-inch black and white copy.

(ii) When it is impractical to make the copy, printout, or photograph of the requested record at the place where the record is kept, the Official Custodian may allow arrangements to be made for the copy, printout, or photograph to be made at other facilities and the cost of providing the requested records will be paid by the person making the request (the "Outside Copying Fee").

(iii) If a copy, printout or photograph of a public record is necessary or requested to be provided in a format other than a standard page, the costs will be assessed at the actual cost of production (the "Production Fee").

(iv) If data must be manipulated in order to generate a record in a form not otherwise used by the JDDA, such data manipulation will be assessed at the actual costs to the JDDA (the "Manipulation Fee"); however, the JDDA is in no way obligated to generate a record that is not otherwise kept, made, or maintained by the JDDA.

(v) The cost for transmitting the requested records will be charged at the actual cost of such delivery (the "Transmission Fee"). Transmission Fees will not be charged for transmitting any record via electronic mail, when requested.

(vi) When the location or existence of specific documents must be researched and the documents must be retrieved, sorted or reviewed for applicability to the request, and such process requires more than one (1) hour of staff time, the Official Custodian may charge a research and retrieval fee of forty-one dollars and thirty-seven cents ($41.37) per hour, or the maximum amount allowed by state law (the "Research and Retrieval Fee").

(vii) If any requested records are protected by a privilege (for example, but not limited to, the work product or attorney-client privileges) the JDDA may charge the actual costs of creating a privilege log identifying the privileged records (the "Privilege Fee"). If legal assistance or review is necessary to create the privilege log, the Privilege Fee may include the actual costs for such legal assistance.

(i) The JDDA may require a ninety percent (90%) deposit of the estimated Fees prior to commencing work to produce the records. Payment of the remainder of the Fees, including all actual costs exceeding the estimated amount, must be made prior to the time of inspection or release of the final work product or copies.

(j) No person shall be permitted to inspect or copy any records of the JDDA if, in the opinion of the Official Custodian and, when appropriate, after consultation with the JDDA's legal counsel, such inspection or copying would come within the prohibition of one or more exemptions set forth in CORA.

Johnstown, Colorado
Job Description

JOB TITLE: Executive Director

ORGANIZATION: Johnstown Downtown Development Association

FLSA STATUS: -

SALARY GRADE: -

JOB SUMMARY:

The Johnstown Downtown Development Authority (DDA) is seeking a motivated, organized, and community-focused professional to serve as its Executive Director. This position provides leadership for the DDA and works closely with the Board of Directors and Town of Johnstown to establish development goals, set strategic priorities, and oversee programs, projects, and day-to-day administration.

2026 will be the DDA's inaugural year of operation, and the Board is seeking a collaborative leader to guide the Authority through its formation and early implementation. The Town of Johnstown will provide support through its consultants, PUMA, to assist the Executive Director in establishing bylaws and organizational documents, finalizing the Plan of Development, and supporting board appointments, roles, and initial priorities.

ESSENTIAL DUTIES AND RESPONSIBILITIES:

The following duties and responsibilities reflect the primary functions of this position during the Downtown Development Authority's initial years of operation and are not intended to be all inclusive:

Downtown Development and Redevelopment (Startup & Implementation Focus):
Serve as the primary project manager for the DDA, responsible for establishing and launching programs that advance the mission and long-term revitalization goals of the Downtown District. This includes developing foundational strategies and policies related to tax increment financing (TIF), façade grant programs, maintenance and inspection frameworks, capital improvement planning, and early-phase capital construction projects.

Town of Johnstown Coordination:
Work closely with the Town of Johnstown's Executive Staff, departments, and Police Department to

establish effective coordination, communication protocols, and service strategies that support the DDA's formation and early initiatives, while aligning downtown revitalization efforts with broader Town priorities.

Organizational Management and Startup Leadership:
Lead the initial development of the DDA's organizational structure, vision, and operating procedures. Guide the Board and committees in establishing roles, governance practices, work plans, and performance expectations. Oversee the effective startup management of financial, personnel, and time resources to ensure a strong operational foundation.

Financial Management and Systems Development:
Establish and implement financial systems, policies, and controls to ensure transparency, accountability, and long-term sustainability. Develop initial short- and long-term financial plans to support early programs and priorities, and regularly communicate financial performance, trends, and variances to the Board.

Strategic Planning and Early Implementation:
Lead the finalization and early implementation of the DDA's Plan of Development and other foundational planning documents. Recommend and implement programs and policies approved by the Board, informed by stakeholder input, market conditions, and best practices in downtown development.

Board Development and Engagement:
Work in partnership with Board leadership to support board formation, orientation, and ongoing engagement. Ensure board members are informed, prepared, and actively involved in guiding the DDA's early direction and decision-making, while maintaining representation aligned with the district's constituency.

EXPERIENCE AND TRAINING:

- Bachelor's degree in Political Science, Urban Planning, Public Administration, Business, Marketing, or a related field.
- Demonstrated experience working with a Downtown Development Authority (DDA), urban renewal authority (URA), business improvement district (BID), or similar downtown-focused organization
- Experience working with boards, commissions, or advisory bodies

- Strong organizational, communication, and project management skills
- Ability to work collaboratively with municipal staff, business owners, property owners, and community stakeholders

PREFERRED QUALIFICATIONS:

- Experience working directly with a Downtown Development Authority (DDA), Business Improvement District (BID), Urban Renewal Authority, or similar organization
- Experience with downtown revitalization tools such as tax increment financing (TIF), façade grant programs, or capital improvement projects
- Familiarity with municipal government operations and coordination with multiple departments
- Experience assisting with organizational startup, program development, or implementation of strategic plans
- Knowledge of Colorado DDA statutes and governance structures

REPORTING RELATIONSHIPS:

- **This position reports to:** DDA Board

WORK ENVIRONMENT AND TRAVEL:

Work is performed in a standard office environment with occasional attendance at off-site meetings, community events, and conferences. This position may involve occasional weekend work, evening hours and travel .

This position description is not intended to be an exclusive list of all the requirements, duties, tasks, roles or responsibilities associated with the position. Nothing in this position description restricts the Town's ability to assign, reassign, or eliminate duties and responsibilities at any time.

JOHNSTOWN DOWNTOWN

local grows here
Business

2026–2027 REGULAR BOARD MEETING CALENDAR

Pursuant to Section 4.100 of the JDDA Bylaws, the Board has established the following regular meeting schedule. Regular meetings of the Johnstown Downtown Development Authority Board of Directors are scheduled for the first Tuesday of each month at 5:00 p.m.

Meeting Location:
The Executive Director or Secretary shall provide notice to Board Members by electronic mail (e-mail) at least two (2) days prior to each meeting, identifying the meeting time and location.

2026

- July 7, 2026 – 5:00 p.m.
- August 4, 2026 – 5:00 p.m.
- September 1, 2026 – 5:00 p.m.
- October 6, 2026 – 5:00 p.m.
- November 3, 2026 – 5:00 p.m.
- December 1, 2026 – 5:00 p.m.

2027

- January 5, 2027 – 5:00 p.m.
- February 2, 2027 – 5:00 p.m.
- March 2, 2027 – 5:00 p.m.
- April 6, 2027 – 5:00 p.m.
- May 4, 2027 – 5:00 p.m.
- June 1, 2027 – 5:00 p.m.

Meeting Procedures:

- Regular meetings may be recessed and continued to another date and/or time as determined by the Board.
- Meetings may be conducted in whole or in part by electronic means, provided all participating Board Members can hear one another, participate in the discussion, and be heard by the public and other Board Members as required by law.
- When there is no business to be conducted, the Board may elect not to hold a regularly scheduled meeting. However, no more than three (3) consecutive regular meetings may be cancelled.
- Additional special meetings, workshops, and study sessions may be scheduled as necessary and will be noticed in accordance with the JDDA Bylaws and Colorado Open Meetings Law.

Meeting dates, times, and locations are subject to change by action of the JDDA Board.

INFORMATIONAL ITEM A

THIS DOCUMENT IS AN EXCERPT FROM A LARGER WORK UNDER PRODUCTION CONCERNING MEETING PROCEDURE FOR COLORADO LOCAL GOVERNMENTS
February 2021

Bob's Rules of Order

SIMPLIFIED PARLIAMENTARY RULES OF ORDER FOR COLORADO LOCAL GOVERNMENTS

Robert C. Widner

Attorney & Counselor at Law
Widner Juran LLP
Centennial, Colorado
rwidner@lawwj.com
www.lawwj.com

Introduction

Efficient and well-run public meetings are a necessity for local government. An efficient and well-run meeting allows all scheduled business to be accomplished, voices to be equally heard, and differences of opinion to be aired amicably. Whether the meeting issues are deeply challenging and emotional or simply ministerial and non-confrontational, a well-run meeting leaves all participants feeling that the decisions made during the meeting are the product of fairness, equality, and respect. Poorly run meetings can undermine confidence in local government by allowing a perceived inequality among participants when engaged in debate and discussion, injecting conflict and argument between the participants, and adding confusion to the decision-making process and uncertainly in the eventual decision. A set of standardized rules of order or procedure which are both fully understood and routinely employed by meeting participants are a critical component to efficiency in meetings.

Robert's Rules of Order[1] is perhaps the most widely known set of rules offered to facilitate and manage meetings. Beginning with the pocket handbook first published in 1878, and with significant rewriting and amendment since that time, *Robert's Rules of Order* has evolved into a complex tool for meeting management. *Robert's Rules* totals an astounding 716 pages.[2] No fewer than two dozen independent publications are available to help meeting participants better understand, decipher, and interpret *Robert's Rules* including a *Robert's Rules for Dummies* publication[3] and a *Complete Idiot's Guide to Robert's Rules*.[4] Because an effective meeting necessarily requires meeting participants to equally understand the procedural rules governing the meeting, *Robert's Rules of Order* can prove to be an ineffective tool in conducting the meetings of local government.

Notwithstanding the unsuitability of *Robert's Rules of Order* to manage local government meetings, many communities incorporate *Robert's Rules* into their local meeting procedures by reference in local codes and policies. The incorporation of *Robert's Rules* into local government meeting procedures almost always results, not from an express acknowledgment that *Robert's Rules* will be suitable for use in the local government setting, but perhaps from a blind assumption that *Robert's Rules* will best guide meeting procedure because is the most recognized set of procedural rules. Few people have fully read *Robert's Rules* and fewer understand that *Robert's Rules* contain processes and procedures that Colorado local government might deem unacceptable.[5]

"*Bob's Rules of Order*" is intended as a simplified set of rules better suited to manage Colorado local government meetings. Although *Bob's Rules of Order* calls upon some of the basic concepts offered by *Robert's Rules*, *Bob's Rules* of Order pares down the available motions to those essential to advance the goal of running an efficient public meeting for Colorado local government.

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[1] Henry M. Robert III and others, *Robert's Rules of Order Newly Revised*, 11th ed. (Da Capo Press, 2011).
[2] Id. The total pages are inclusive of 92 pages of summary charts and indexes.
[3] C. Allen Jennings, *Robert's Rules for Dummies*, (New Jersey, John Wiley & Sons Inc., 2016).
[4] Nancy Sylvester, *The Complete Idiot's Guide to Robert's Rules*, (New York, Penguin, 2010)
[5] For example, *Robert's Rules of Order* includes provisions for the summary imposition of penalties against members who breach *Robert's Rules*, up to and including expulsion from the meeting and removal from membership on the body. See Chapter XX, Robert's Rules of Order.
Robert's Rules authorize a process and imposition of penalties for undefined conduct and actions taken by members outside of meetings which is deemed unacceptable by the body. Id.

Legal Advice and Disclaimers

Bob's Rules of Order does not offer legal advice. The *Rules* are offered to assist local government when considering the creation or implementation of local rules of order that will become a helpful tool in conducting more efficient public meetings.

When deciding practice and procedures for meetings, local governments should always inquire first to their local attorney. The local attorney is best suited to both understand the application of the laws affecting the local government and how to integrate the applicable law into the common or historic practice, procedures, and needs of the community. All legal advice involves an assessment of risk based on full knowledge of the law, the client, and the client's circumstances. Only the local attorney has the knowledge to best advise the local government in deciding the proper rules of order and procedure to govern meetings. In short, it is not a best practice to blindly apply the recommendations of *Bob's Rules w*ithout consulting local legal counsel.

Terminology

Certain words and phrases are used throughout Bob's Rules of Order refer to actions or persons involved in a meeting. Some of these words and phrases are capitalized to remind the reader that the word or phrase has a specifically defined meaning.

Amendment (or to Amend) - An amendment is a motion to change, to add words to, or to omit words from a pending main motion. The amendment is usually intended to clarify or improve the wording of the original motion and must, of course, be germane to that motion.

Body – The formally constituted organization commissioned with the obligation and duty to act on behalf of the local government.

Chairperson – The person appointed or elected to preside over the meeting.

Floor – The privilege or right to speak to the body.

Member – A person appointed or elected to hold office as a recognized participant of the body.

Motion – A formal proposal seeking specific action by the body typically preceded by the words "I move that ..." or "I make a motion that …." Motions are generally introduced by voice but may be presented to the body in writing.

Moving Party – The Member presenting a motion or point for action by the body.

Out of Order – An action that fails to comport with these *Rules of Order.*

Point – A declaration of a member addressed to the chairperson requesting to bring before the body a matter for immediate decision or resolution. There are three recognized points: (1) Point or Order; (2) Point of Information; and (3) Point of Appeal.

Second – An oral declaration by a Member to express that a motion offered to the body should receive debate or discussion.

Key Assumptions

Certain assumptions are incorporated into *Bob's Rules of Order*. Each of these assumptions are subject to rejection or modification by the Body in the development of the local rules of order to render *Bob's Rules* consistent with the local practices and procedures of the local government.

- ***The Chairperson Serves as the Parliamentarian***:
- ***Abstaining from Voting is not Permitted.***
- ***A Conflict-of-Interest Mandates Recusal from Voting***:
- **A Motion is Not a Prerequisite to Discussion or Debate on a Matter.**

These assumptions are each clarified below:

- ***The Chairperson Serves as the Parliamentarian***:

  During a meeting, decisions regarding the proper application of the *Rules* will be required. For example, a determination will need to be made during a meeting that a particular motion is, or is not, Out of Order (*i.e.*, appropriate for presentation under the *Rules*). "Parliamentarian" is the customary term used to identify the person with a solid understanding of the meeting rules and who is commissioned to render decisions on the applicable and proper procedure.

  The practice in most government meetings is to assign the role of parliamentarian to the person in charge of the procedure and flow of the meeting – that is, the chairperson.

  In some local governments, the role of parliamentarian is assigned to the clerk, attorney, or other administrative support or staff person. This assignment of the role to a person other than the chairperson can prove challenging; the parliamentarian will often be seen as "taking sides" on a ruling of procedure. Asking an administrative support or staff person to render a ruling between potentially conflicting positions held by body members who may control or supervise the administrative person is often seen as ill-advised and places the administrative person in an awkward position.

- ***Abstaining from Voting is not Permitted.***

  Whether a member is elected, appointed, or volunteered to serve the body, an underlying assumption is that the member agreed to perform the duties of the position unless prevented by law.[6] A member may wish to "abstain" (*i.e.*, not declare a formal vote or position) due to a myriad of reasons which may include a simple desire to avoid being placed on the record in support or opposition of a proposition. Such an abstention for personal reason or convenience constitutes a neglect of the duty freely accepted by the elected or appointed member to represent the body and the public and, therefore, is not permitted by these *Rules of Order*.

  Abstentions can undermine the required vote of the body. Taken as an expression that the member is not declaring a vote and therefore no vote by the member will be recorded, an abstention or possible multiple abstentions can reduce the body's vote total below the

[6] See *A Conflict-of-Interest Mandates Recusal from Voting*, below.

number necessary to enact a proposition or motion. For example, for a vote requiring a majority of a 5-member body, an abstention of two members will allow the vote to be approved by only 2 of the voting members or less than the quorum of the body.

The potential for abstention places the body at risk that the body will not have a sufficiently representative number of voting members after devoting considerable time and effort in reaching the point of rendering a decision. Combined with the abstaining member's active participation in the debate and deliberation before declaring an abstention, the member can effectively influence the body's decision yet evade taking a public position on the motion or proposition. Such practice should be viewed as incompatible or inconsistent with the concept of open, transparent, and representative government.

When a member expresses an otherwise unpermitted abstention on a vote, the *Rules of Order* deem the abstention as an affirmative vote or declaration in favor of the proposition which is pending before the body. For example, if a body member votes to "abstain," the clerk will record the vote as a "yes" vote or as an affirmative expression of support for the pending proposition. If the abstaining member objects to the recording of her abstention as an affirmative vote because then member does not affirmatively support the motion, the member is afforded an easy solution, which is to vote "no" on the motion.

The alternative to the recording of the abstention as an affirmative or "yes" vote and, instead, to record the abstention as a "no" vote, will allow members to defeat a motion without taking a specific position on the motion. In other words, the recorded vote on a motion by seven voting members could be 3 votes in favor by declaration of a "yes" vote, 2 votes in opposition by declaration of a "no" vote, and 2 votes to "abstain" which are then recorded as "no" votes. As a result, the motion is defeated upon a 3-4 vote without a majority of members publicly committing to a "no" or negative position on the vote. Such a scenario should be considered as antithetical to open, transparent, and representative government.

- ***A Conflict-of-Interest Mandates Recusal from Voting***:

When a member faces a lawfully recognized conflict of interest, the member shall recuse[7] themselves from all participation in the matter and shall <u>not</u> vote. Moreover, the conflicted member shall <u>not</u> be permitted to influence the body by participation in the consideration, deliberation, or debate on the matter and may not seek to influence individual members outside of the public meeting or the hearing. Mandating that a member recuse themselves from advocating and voting on a matter due to a conflict of interest is lawfully permitted and a member has no personal constitutional right to participate or vote where a conflict exists.[8] Colorado provides a limited single exception to this rule where (i) the conflict

[7] Recusal is not the equivalent to abstention. Abstention is "the withholding of a vote;" whereas recusal is "the [removal] of oneself as judge or policy maker in a particular matter, especially because of a conflict of interest." Black's Law Dictionary (8th Ed. 2004). Abstention, if allowed, permits the member to participate in the proceeding and, prior to the vote, to make a declaration that the member will not vote for reasons often unstated, and which can include personal preference, indifference, lack of information, or possibly a perceived conflict of interest. In contrast, recusal precludes the member from participation in any aspect of the matter because to participate or to vote would subject the member or the member's organization to liability.

[8] *Nevada Commission on Ethics v. Carrigan*, 564 U.S. 117 (2011)

arises from a personal or private interest; (ii) a quorum cannot be maintained if the member is excluded; and (iii) the member makes a required disclosure to the secretary of state.[9]

What constitutes a conflict of interest is difficult to summarize. State law recognizes a number of conflicts of interests in statute which are unfortunately not well defined. In addition, many local rules of procedure recognize other circumstances in which a member is not lawfully permitted to participate due to a conflict of interest. As a result, the body's attorney should always be consulted in advance of the meeting regarding a potential conflict of interest. In nearly all situations, the determination of a legally recognized conflict of interest will involve an evaluation of the particular facts surrounding the conflict, the form of decision pending before the body, and the potential for a vote to be entered notwithstanding a conflict of interest.

A declaration that a member has a conflict of interest is not addressed by a declaration to "abstain." Abstention is a declaration of a desire not to vote on a matter for which the member may otherwise lawfully participate and vote. The existence of a conflict of interest creates a legal impediment to participation and voting which can subject the member and the body to potential legal liability.

Recusal from participation due to a conflict of interest should be offered before the body *prior to* tor at the *initial opening* of the matter on the agenda. For example, the conflicted member should seek the floor at the initial opening of the matter and proclaim that, "Madam Chairperson, following consultation with our attorney and due to a conflict of interest, I must respectfully recuse myself from all participation in this matter." It is customary for the conflicted member, following declaration of recusal, to leave the dais of the body and take a seat either in the audience or outside the meeting room for the entire consideration of the matter.

- **A Motion is Not a Prerequisite to Discussion or Debate on a Matter.**

In some meeting rules of order, a motion is a necessary prerequire to discussion or debate. However, such a practice is generally inconsistent with the common practice of local government meetings. Oftentimes, discussion on a problem or proposition sets the basis or background that will lead to an appropriately stated motion. The basis or background more often enables the motion to be tailored to the viewpoints and comments offered during discussion offered prior to any motion. It is not infrequent that a hastily stated motion is later withdrawn or modified following discussion. As a result, efficiency is achieved by permitting motions to be made at an appropriate time which may be before, during, or following robust discussion or deliberation on a matter.

General Rules Governing the Meeting

- Quorum Required. A majority of the members of the Body in office shall constitute a quorum for the transaction of business at all meetings where a quorum is required. In the absence of a quorum, the Body's chairperson, vice chairperson, other officer, or the administrative staff person serving the Body may announce that the meeting is continued due to lack of a quorum and such announcement

[9] See C.R.S. § 24-18-110.

may include the date, time, and place at which the meeting will be re-convened. By way of example, such announcement may state: "Due to lack of quorum, this meeting is continued to the [state date, time, and place]." In the event any meeting is adjourned to a later date, the Chairperson or the administrative staff person serving the Body shall prepare and cause to be delivered to each member of Body timely notice setting forth the date and hour to which such meeting has been continued. Any announcement of a continuation without a public announcement of the date, time, and place of the continued meeting shall require the issuance of new notice for any public hearings or other matters that require notice.

- Floor Required to Address Body. Except when raising a Point (Point of Order, Point of Information, or Point of Appeal), a Member must first be recognized by the Chairperson and be given the floor in order to address the Body. Speaking without first obtaining the floor is out of order.

- Time Limit for Floor. A Member's right to the floor is limited to five (5) minutes. A Member may request that the Chairperson grant additional time. Such request should customarily be granted by the Chairperson unless the Chairperson determines that other Members are waiting to be recognized to obtain the floor or that meeting efficiency necessitates that the requested extension be denied. When one Member is denied a request for an extension of time to speak, no other Member shall be granted an extension of time for the same agenda item. Speaking in excess of the allocated time is out of order.

- Limitation on Obtaining Floor. A Member should only speak once to any motion or matter under debate until such time that all others seeking the floor have been provided an opportunity to speak to the motion. Obtaining the floor after previously speaking when other members are waiting an opportunity to speak is out of order.

- No Interruptions or Side Discussions. To maintain a clear recorded meeting record, only one person shall speak at any one time. Interrupting a person who has the floor or engaging in side discussions while another person has the floor is out of order.

- Second Required for Debate. All motions must receive a second before debate or discussion may begin. A second does not connote approval of the motion but only that the Member offering the second supports fuller discussion of the motion.

- Chairperson Discretion. The Chairperson may independently decide to deviate from the Rules of Order in order to increase meeting efficiency and to best enable full and informed discussion of a matter before the Body. However, such independent action by the Chairperson remains subject to a Point of Order and Point of Appeal through which a Member can bring the meeting into full compliance with the Rules of Order.

- Voting:

  Vote Requirement. A majority vote of the quorum present is required for any motion unless a different requirement is set by these Rules of Order or by applicable law. For example, a supermajority (2/3rds of quorum present) is required for a Motion to Call the Question pursuant to these Rules of Order and a supermajority (2/3rds of a quorum present) is required for a motion for executive session pursuant to the Colorado Open Meetings Law (C.R.S. § 24-6-402(4)).

Aye or Nay Vote Required. A vote of aye or nay (or another form of affirmative or negative declaration such as "yes" or "no") shall be taken upon motions. Every Member, when present, must vote aye or nay unless:

(1) The Member is excused by the Chairperson due to the Member's declaration of a conflict of interest at the introduction of the agenda item or immediately upon discovery of a legally recognized conflict of interest; or

(2) The Member is excused by the Chairperson because the member is without sufficient information upon which to enable an informed vote due to an absence at a prior meeting, e.g., the member did not attend the meeting for which meeting minutes are moved for approval.

No Abstention. An unexcused member's vote to "abstain" or other similar declaration other than "aye" or "nay" shall be recorded as a "nay" vote on the pending motion or matter.

No Explanation of Vote. Members shall not explain their vote except during discussion and deliberation prior to the calling of the vote on the question. Any attempt to explain a vote or to condition the vote immediately prior to casting the vote is out of order.

Chairperson's Privileges & Duties

- Chairperson to Direct Meeting. The Chairperson is privileged to act as the director of the meeting. The Chairperson shall seek to clarify the actions pending before the Body during the meeting and prior to a vote. For example, the Chairperson is encouraged to restate motions, announce expectations for the meeting agenda, and recommend to the Body the proper procedure or rules for a particular course of action. The Chairperson has a continuing right to the floor although, like any other member, shall be held to compliance with the Rules of Order.

- Chairperson as Parliamentarian. The Chairperson is the meeting parliamentarian and shall decide all questions of process and procedure. Such decisions are subject to appeal by a Point of Appeal. The Chairperson may consult with the Body's legal counsel or administrative staff to assist in rendering decisions regarding the application of the Rules of Order.

- Chairperson as Facilitator of Discussion. As the meeting director, the Chairperson should generally encourage and enlist other Members to propose or to second motions and to lead initial debate. Nevertheless, the Chairperson is entitled to the same rights as Members regarding the presentation of motions, seconding motions, and debate and may exercise such privilege as deemed appropriate by the Chairperson.

- Temporary Informal Recesses. The Chairperson may declare a temporary recess without motion or consent of the Body. However, no recess shall be declared which would interrupt a member who has properly secured the floor to speak.

Moving Party's Privileges

- At any time *prior to* receiving a second on a motion, the Moving Party may unilaterally withdraw or unilaterally amend a motion provided that the Moving Party has the floor. A motion, *once seconded*, belongs to the decision-making Body and the Moving Party's privileges are limited.

- The Moving Party retains the following limited privileges after the motion receives a second if the Moving Party has properly secured the floor to speak:

  A. The Moving Party may speak to the rationale, purpose, meaning, or need of the motion prior to the opening of full debate to other members of the Body.

  B. The Moving Party may withdraw his/her seconded motion unless an objection is raised by Point of Order. An objection to the Moving Party's withdraw of the seconded motion will summarily defeat the Moving Party's request to withdraw.

  C. The Moving Party may accept a proposed amendment (a "Friendly Amendment") unless an objection is raised by Point of Order. An objection to a Friendly Amendment will summarily defeat the Moving Party's privilege to accept a Friendly Amendment and, in such case, a formal Motion to Amend would be in order.

  D. During debate, to further explain or clarify the meaning, intent, or purpose of the motion or to otherwise respond to a Point of Information.

Classes & Priority for Points and Motions

There are three classes for motions and points: (1) Privileged; (2) Main; and (3) Subordinate. The class determines the priority or importance of the motion or point and, therefore, determines whether the motion or point is "in order" when made, i.e., if the motion or point proposed is appropriate for the Body to consider at the time it is presented.

- **PRIVILEGED** motions, which include all three Points, do not require a pending main motion on the floor and do not relate directly to a pending question. Privileged motions or points may be raised at any time. Privileged *points* do not require the floor; privileged *motions* require the floor. Privileged motions oftentimes involve an administrative or ministerial aspect of the meeting that needs to be resolved independently of the business then-pending before the Body. There following motions or points are recognized as privileged and are listed *in order of precedence*:

  - Point of Order
  - Point of Information

- Point of Appeal
- Motion to Recess
- Motion for Executive Session

- A **MAIN** motion formally presents to the Body an item for action. A Main motion can be made only when no other motion is pending. If a Main motion is presented when another pending motion or point is before the Body, it is out of order.

  Although there are as many Main motions as there are subject matters that a Body may consider, there are four (4) commonly recognized *specific* Main motions used in local government decision-making:

  - Motion to Adjourn
  - Motion to Reconsider
  - Motion to Postpone an Agenda Item to a Date Certain
  - Motion to Postpone Indefinitely

- A **SUBORDINATE** motion is related to and supplements or builds upon the Main motion. A Subordinate motion must be dealt with before the Main motion can be voted on. A Subordinate motion is in order only when there is a pending main motion on the floor. Once a seconded Subordinate motion is pending on the floor, neither a MAIN motion nor another Subordinate motion is in order.

  There are three (3) recognized Subordinate motions:

  - Motion to Amend (a Main Motion)
  - Motion to Continue Matter Before the Body to Date Certain
  - Motion to Call the Question (Close Debate)

Points and Motions in Detail

A. Points

There are three "Points:" (1) Point of Order; (2) Point of Information; and (3) Point of Appeal. Points do not require a second. They are each "privileged" and may be raised at any time.

- **Point of Order** (or to "raise a question of order" as it is sometimes expressed), is an opportunity for a Member to express an opinion that the rules or procedures of the Body are being violated. The appropriate means of asserting such opportunity is for the member to wait for a break in the discussion and state "Point of Order" and wait to be recognized by the Chairperson. Any existing debate or discussion should cease. Upon the Chairperson's recognition, the member must succinctly state the general rule or procedure believed to be in violation. A point of order should not interrupt another speaker, does not require a second, is not debatable, is not amendable, and cannot be reconsidered. For example:

Member Jones was granted the floor and proposed a motion to approve a site plan. Member Jones then proceeded to discuss the rationale for his motion.

Member Jones:	[has the floor and is engaged in debate on a motion, he pauses in his debate]
Member Smith:	"Point of Order."
Chairperson:	"Excuse me a moment, Mr. Jones. The Chairperson recognizes Ms. Smith."
Member Smith:	"I believe we are debating a motion that did not receive a second. I believe that this is out of order because a motion requires a second before debate."
Chairperson:	"You are correct Ms. Smith, I do not recall a second was offered. Therefore, let us cease debate. Do I have a second on the motion? [A second is offered]. Thank you for your Point of Order, Ms. Smith. Mr. Jones, you have the floor and may commence debate."

- **Point of Information** is a *request to <u>receive</u> information* on a specific question, either about process, meeting conduct, clarification of a motion, or about a fact at any time during a meeting. A Point of Information is <u>not</u> an opportunity for a member to *<u>provide</u>* information to the Body and should never be used as a means of continuously interrupting the flow of debate. Using a Point of Information to provide information or to interrupt debate would be out of order.

  As an example of the proper use of a Point of Information while the Body is engaged in debate on a seconded motion:

Member Quinn:	[Has the floor and is offering her thoughts on a pending matter.]
Member Frank:	"Madam Chairperson, Point of Information"
Chairperson:	"Excuse me a moment, Ms. Quinn. The Chairperson recognizes Member Frank."
Member Frank:	"Ms. Quinn said there are more than 5,000 vehicles passing through the Main Street intersection during the peak evening hours. But I recall that our Traffic Engineer stated earlier that the traffic count at the intersection during evening peak hours was only 1,500 vehicles. What is the correct number?
Chairperson:	"Let's have the Traffic Engineer provide us the accurate figure for traffic count."

  Following the Traffic Engineer's advisement, Ms. Quinn again has the floor.

- **Point of Appeal** is a request of a member to challenge a decision of the Chairperson concerning the application of the Rules of Order. A Point of Appeal shall customarily be in order immediately following the Chairperson's decision and may be declared out of order and unavailable where the Body has relied upon the Chairperson's decision and continued the proceeding in reliance upon, or in accordance with, the Chairperson's decision. The member making the Point of Appeal may briefly state his or her reason for the Point, and the Chairperson may briefly explain his or her ruling, but there shall be no further debate on the appeal.

As an example of the use of a Point of Appeal when a motion is pending discussion:

Chairperson: "We have on the floor a Motion to Call the Question that was seconded." The vote on a Motion to Call the Question is not debatable and will require a majority vote of the quorum present."

Member Thomas: "Point of Appeal"

Chairperson: Mr. Thomas has raised a Point of Appeal. Mr. Thomas, you have the floor. What is your appeal?"

Member Thomas: I appeal the Chairperson's decision regarding the required vote on a Motion to Call the Question. A Motion to Call the Question requires a 2/3rds vote pursuant to our Rules of Order.

Chairperson: "My decision regarding the required vote is being appealed. I believe that closing debate is a rather simple matter only requiring a majority vote like a majority of all of our motions."

"We shall now vote on the appeal. Mr. Thomas appeals my decision regarding a vote on a Motion to Call the Question requires a simple majority of this quorum. Mr. Thomas asserts it should be a 2/3rds vote. The question we are now voting on is 'Shall the decision of the Chairperson be sustained?'"

[The Members vote to not sustain (they overturn) the Chairperson's decision.]

Chairperson: "My decision is overturned on appeal. I stand corrected and will now declare that the Motion to Call the Question requires a vote of 2/3rds of the members of the Body. Let us proceed to the consideration of the Motion to Call the Question."

B. Motions

- **Motion to Recess** **(Privileged)**

  A Motion to Recess is intended to provide a temporary cessation in the meeting to accommodate matters such as restroom breaks or to consult with legal counsel or administrative staff. The motion should state approximate amount of time for the requested recess as a convenience to other members and the public in attendance. A second is required and the motion is not debatable and requires an immediate vote. A majority vote of quorum present required for approval.

As an example of a Motion to Recess, such motion might be stated as:

Member Thomas: "I move to recess our meeting for 15 minutes until 7:30."

Member Jones: "Second."

Chairperson: "We have a Motion to Recess on the floor to recess until 7:30. Because this motion is not debatable, would the clerk please call for the vote."

- **Motion to Adjourn** **(Main)**

Motion to Adjourn is available to cease further action of the Body and immediately terminate the meeting. A Motion to Adjourn is debatable and requires a majority vote of quorum present required. Caution should be exercised when presenting a Motion to Adjourn when items are pending on the agenda that required prior notice (such as public hearing publication or posting of property) because these matters must be properly continued to a future date or new notice published and/or posted.

As an example of a Motion to Adjourn, such motion might be stated as:

Member Thomas: "I move to adjourn this meeting."

Member Jones: "Second."

Chairperson: "We have a Motion to Adjourn on the floor. Member Thomas, did you want to speak to your motion or open any debate?

Member Thomas: "Thank you. I believe the remaining items on our agenda are not important and it is already 11:00 p.m. I believe we are all tired and can no longer concentrate."

Chairperson: Any other debate? Seeing none, would the clerk please call for the vote. Please note that only a simple majority of our quorum present tonight is needed to adjourn."

- **Motion to Reconsider** **(Main)**

A Motion to Reconsider is an extraordinary motion that requires a degree of care in presenting and, if approved, care in processing the matter to be reconsidered. A successful Motion to Reconsider will effectively void the prior vote taken on the previously decided motion and cause the matter to be reopened for another motion and a new consideration.

A Motion to Reconsider is only in order at the same meeting at which the decision to be reconsidered was made or at the *next* regular meeting of the

Body. The motion must be made by a member on the prevailing side of the original motion to be reconsidered. The required second on the motion need not be a member from prevailing side. The motion is debatable but only for the reasons to explain or justify reconsideration and not for the purpose of debating the merits of the original motion.

A supermajority vote of 2/3rds of the quorum present is required for approval. All proceedings, testimony, evidence, and debate on the matter presented during the initial consideration of the original matter will remain part of the official record; only the decision or vote taken is voided.

In the event of a successful Motion for Reconsideration, it is recommended that the reconsideration of the original matter be continued to a future date as opposed to being heard at the same meeting in which the Motion for Reconsideration was approved. This recommendation stems from the fact that the matter under reconsideration will likely require new public notice so that interested parties (and possibly an applicant whose rights are being decided) are apprised of the new consideration and can attend and participate in the new consideration. Even when a successful Motion for Reconsideration was presented in the same night as the matter subject to reconsideration, the parties present for the original matter may have departed the meeting after what appeared to those attending to be a final decision on the original motion. Fairness will often dictate that the reconsideration be scheduled for a future date.

As an example of the typical process surrounding a Motion to Reconsider, such motion might be stated as:

Member Thomas: "I move to reconsider our decision to approve Ordinance 14 which required all owners to keep their dogs on leashes at all times. I believe I can make this motion because I voted "yes" on the ordinance and it was approved at our last meeting."

Member Jones: "Second."

Chairperson: "We have on the floor a Motion to Reconsider Ordinance 14 concerning our new dog leash law. Please note that a Motion to Reconsider, if we approve it tonight, will reopen the consideration of Ordinance 14 and require new debate, a new motion, and a new vote. Member Thomas, did you want to speak to your Motion to Reconsider? Please note that you are free to discuss the reason why you wish to seek reconsideration but this is not intended to be a debate of the merits of Ordinance 14 at this time."

Member Thomas: "Thank you. I would like us to reconsider Ordinance 14 because upon reflection over the last week I believe the Ordinance may be too restrictive and we might want to consider allowing an exemption to the leash requirement for owners that can maintain control over their dogs by using voice command."

Chairperson: "Any other debate concerning whether we should reconsider Ordinance 14? Seeing none, would the clerk please call for the vote. Please note that this Motion to Reconsider requires a supermajority of 2/3rds of the quorum present tonight to be approved. If approved, our administrative staff will need to schedule Ordinance 14 for discussion at a future date and provide or publish any required notices to the public concerning our reconsideration of Ordinance 14."

- **Motion to Postpone an Agenda Item to Date Certain (Main)**

A Motion to Postpone an Agenda Item to a Date Certain pertains to a matter that is not presently on the floor but is scheduled for later consideration on the Body's agenda. The motion must identify a date and time certain for the agenda item to be reset for Body consideration. If the Moving Party desires to *indefinitely* postpone an item, a Motion to Postpone indefinitely is the appropriate motion (see below). The Motion to Postpone an Agenda Item to a Date Certain is debatable. A majority vote of quorum present required for approval.

As an example of a Motion to Postpone an Agenda Item to Date Certain, such motion might be stated as:

Member Smith: "I move to Postpone Agenda Item 8 which pertains to funding of the repainting of the offices in City Hall to our meeting on August 15 at 7:00 p.m. here in our Council Chambers."

Member Edwards: "Second."

Chairperson: "We have a Motion to Postpone Agenda Item 8 which pertains to the funding of the repainting of the offices. This motion is debatable, so I would offer Mr. Smith and other Members an opportunity to comment on the motion".

Member Smith: "I believe that this is not an urgent matter and, quite frankly, there are more pressing matters to fully consider tonight. The August 15 agenda looks like a light meeting."

Chairperson: "Any other discussion? Seeing none, would the clerk please call for the vote."

- **Motion to Postpone Indefinitely (Main)**

A Motion to Postpone Indefinitely will effectively kill a matter that is subject to the Body's consideration (and is usually on the meeting agenda or scheduled on a future agenda). This motion will remove the matter from the Body's consideration without full debate of the matter and without directly voting the matter down on the matter's merits. It is most commonly used to eliminate a matter from the current and/or future agendas because there is insufficient interest on the Body to hear the matter. As a caution, a Motion to Postpone Indefinitely would not be appropriate where the item involves a quasi-judicial matter for which an applicant has a right to a hearing and opportunity to be heard; legal counsel should be consulted regarding the use of this Motion for any quasi-judicial matter. The motion is debatable. A majority vote of quorum present required for approval. If approved, the matter will not be brought back to the Body unless the Body instructs that the item return for a future agenda.

As an example of a Motion to Postpone Indefinitely, such motion might be stated as:

Member Johnson:	"I move to Postpone Indefinitely Agenda Item 2 which pertains to enacting a leash law for all cats in the town."
Member Samuels:	"Second."
Chairperson:	"We have a Motion to Postpone Agenda Item 2 indefinitely which pertains to our imposing a leash law on cats. This motion is debatable and requires a majority vote of the quorum present tonight. I would offer Ms. Johnson and other Members an opportunity to comment on the motion."
Member Johnson:	"I have talked with many citizens about this proposal and believe that we are likely to be harshly criticized should be enact such an ordinance. So I think it is a waste of our time to continue to entertain this idea and I prefer just to eliminate the matter from tonight's agenda and our future consideration."
Chairperson:	"Any other discussion? [Member Thomas requests floor]. The floor recognizes, Mr. Thomas. Mr. Thomas you have the floor."
Mr. Thomas:	"Thank you. Although I agree with Ms. Johnson about the public sentiment we are likely to hear about leashing cats, I think we should at least open the public debate and have the citizens comment to us directly. So, I oppose the motion to postpone indefinitely."
Chairperson:	"Seeing no other discussion, would the clerk please call for the vote."
	[Vote fails to gain the required simple majority vote needed for a Motion to Postpone Indefinitely.]

Chairperson: "We do not have the required majority of the quorum so the offered motion is rejected or fails. We will consider the matter of leashing cats as our scheduled Agenda Item 2 tonight."

- **Motion to Amend (a Main Motion) (Subordinate)**

A Motion to Amend (a Main Motion) is applicable only to a Main motion on the floor. The motion must provide specificity as to the intended amendment. The motion is debatable. A majority vote of a quorum present required for approval. A motion to amend is not in order when another motion to amend is already pending (made and seconded) before the Body; e.g., the Body will deal with only one Motion to Amend at a time to avoid confusion.

As an example of a Motion to Amend a Main Motion, such motion might be stated as:

Member Smith: I move to Approve Ordinance No. 6 as presented to us tonight."

Member Jackson: "Second."

Chairperson: "We have a proper Motion on the floor that has received a second to approve Ordinance No. 6. Any discussion?"

Chairperson: "Yes, the Chair recognizes Mr. James. Mr. James, you have the floor."

Member James: "Thank you. I move to amend the motion offered by Ms. Smith to change the amount of the penalty for the first violation stated in Section 1-1-3 on page 3 of Ordinance No. 6 from the stated $100 for the first offense to $200 for the first offense."

Member Samuel: "Second.'

Chairperson: "We have a Motion to Amend before us to change the penalty in Section 1-1-3 of Ordinance No. 6 from $100 to $200 for the first offense. We will take up the Motion to Amend first and decide that Motion before we consider the Main Motion. It is debatable and requires a simple majority vote. I see no one wishing to comment or debate the offered amendment to Ordinance No. 6. Would the clerk call for the vote on the Motion to Amend only."

[Motion receives majority vote of approval.]

Chairperson: "The Motion to Amend is approved so Ordinance No. 6 is now amended to change the penalty for a first offense to $200. We next turn to the Main Motion to approve Ordinance 6, now as amended. Any debate on Ordinance No. 6 as amended? Seeing none, would the clerk please call for the vote of Ordinance No. 6 as it was amended."

- **Motion to Continue Matter to Date Certain (Subordinate)**

A Motion to Continue a Matter (that is before the Body) to a Date Certain postpones to holdover the current motion to a specific date, time, and place stated in the motion. Note that a motion to continue a matter without stating a date certain would operate more like a Motion to Postpone Indefinitely (see above) and would require the matter to be affirmative requested by the Body for future consideration and reintroduced and, when required, new publication of notice of the hearing or discussion. The motion is debatable. A majority vote of a quorum present required for approval.

As an example of a Motion to Continue a Matter to a Date Certain, such motion might be stated as:

Member Smith: "I move to continue this matter under consideration to our meeting on February 23 at 7:00 p.m. here in our Council Chambers."

Member Edwards: "Second."

Chairperson: "We have a Motion to Continue this matter we are considering to a date and time certain, that being our meeting of February 23, at 7:00 p.m. here in our Council Chambers. This motion is debatable and only requires a majority of the quorum here this evening. I would offer Mr. Smith and other Members an opportunity to comment on the motion."

Member Smith: "I believe we need a continuation so that we can have a full opportunity to review the traffic study we received tonight. Without my detailed review of that study, I do not believe I am able to make an informed decision on the matter pending before us."

Chairperson: "Any other discussion? The Chair recognizes Ms. Hampton."

Member Hampton: "We have all had the traffic study for more than a month and we received a presentation on the study contents last week. With all respect to Mr. Smith, I believe a majority of us are fully informed and we can decide the issue tonight."

Chairperson: "Seeing none other request to debate, would the clerk please call for the vote."

- **Motion to Call the Question** **(Subordinate)**

A Motion to Call the Question (also more correctly phrased as to "Close Debate") will close further debate and require vote on the motion pending before the Body. The motion applies only to the motion on the floor. The motion is not debatable. Due to the fact that such a motion will forestall the Body's ability to discuss the merits of the pending matter, a supermajority vote of 2/3rds of the quorum present is required for approval in order that the Body evidences a strong intent that continuing debate is not necessary to decide the matter.

As an example of a Motion to Call the Question (or Close Debate), such motion might be stated as:

[A debatable motion is pending before the Body and the Body is engaged in debate.]

Member Bernie: "I move to Call the Question."

Member Jones: "Second."

Chairperson: "We have Motion to call the Question which will, if approved, close all debate on the matter presently before us and require a vote. This motion is not debatable. This motion will require a supermajority of our quorum by 2/3rds. Would the clerk please call for the vote."

Chairperson: "The Motion to Call the Question is approved by a 2/3rds vote. Would the Clerk please call for the vote on the main motion."

- **Motion for Executive Session** **(Privileged)**

Executive sessions are expressly permitted by state law to allow the Body to discuss certain topics in a closed non-public setting. The most common authorized executive session topics for local government include:

A. Purchase, acquisition, lease, transfer, or sale of any real, personal, or other property interest; except that no executive session shall be held for the purpose of concealing the fact that a member of the local public body has a personal interest in such purchase, acquisition, lease, transfer, or sale.[10]

B. Conferences with an attorney for the local public body for the purposes of receiving legal advice on specific legal questions. Mere presence or participation of an attorney at an executive session of the local public body is not sufficient to qualify the executive session as a session involving legal advice.[11]

[10] C.R.S. § 24-6-402(4)(a).
[11] C.R.S. § 24-6-402(4)(b).

C. Matters required to be kept confidential by federal or state law or rules and regulations. The Body shall announce the specific citation of the statutes or rules that are the basis for such confidentiality before holding the executive session.[12]

D. Specialized details of security arrangements or investigations, including defenses against terrorism, both domestic and foreign, and including where disclosure of the matters discussed might reveal information that could be used for the purpose of committing, or avoiding prosecution for, a violation of the law.[13]

E. Determining positions relative to matters that may be subject to negotiations; developing strategy for negotiations; and instructing negotiators.[14]

F. Personnel matters *except if* the employee who is the subject of the session has requested an open meeting, or if the personnel matter involves more than one employee, all of the employees have requested an open meeting.[15] However, you *cannot* hold an executive session for "personal matters" to discuss:

(i) an elected official or an appointed member of the Body;[16] or

(ii) the appointment of a person to fill an appointed[17] or elective office; or

(iii) personnel policies that do not require the discussion of matters personal to particular employees.[18]

G. Consideration of any documents protected by the mandatory nondisclosure provisions of the "Colorado Open Records Act",[19] except that all consideration of documents or records that are work product as defined in C.R.S. § 24-72-202 or that are subject to the governmental or deliberative process privilege shall occur in a public meeting unless an executive session is otherwise allowed pursuant to state law.

Because the authorized purposes for executive session are limited and because errors in calling for an executive session *may* result in the session discussion becoming subject to public disclosure or actions, if any,

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12 C.R.S. § 24-6-402(4)(c).
13 C.R.S. § 24-6-402(4)(d).
14 C.R.S. § 24-6-402(4)(e).
15 C.R.S. § 24-6-402(4)(f)(I).
16 C.R.S. § 24-6-402(4)(f)(II).
17 Id. A special statutory provision of the Colorado Open Meetings Law (C.R.S. § 24-6-402(3.5)) may authorize non-public executive sessions to conduct some of the business associated with selecting the chief executive officer (commonly considered as the "city manager" or "town administrator.) Consult your local counsel to understand the steps necessary to hold these special forms of non-public public meetings.
18 C.R.S. § 24-6-402(4)(II).
19 Id.

invalidated, it is always advised to obtain legal advice regarding each motion.

Unlike other matters that will be open for public discussion, debated, and possibly decided by the Body, it is not necessary that the Executive Session be listed on the meeting agenda in advance. Oftentimes, the Body has no need for an executive session and the need arises during the meeting. For example, the need for legal advice may not be known until evidence or information is presented that give rise to a question requiring consultation with the Body's counsel.

The Motion for Executive Session must include the citation to Colorado Revised Statute subsection authorizing session and a brief description of subject matter.

The motion is debatable. However, care should be taken during debate to not disclose any confidential or sensitive information that might undermine the purpose of the executive session. For example, a town board member may state in debate during the public meeting that an executive session should be held to allow the council to decide "whether to spend up to $2,000,000 on the acquisition of the vacant Thompson Property for a public park." Such public disclosure would essentially undermine the purpose of the executive session, that is, to give the town board the opportunity to determine negotiation strategy and the total amount willing to be paid to the seller for the Thompson Property. More appropriate would be to declare in debate that the executive session is needed to "allow the town board to decide the maximum amount the negotiation team can offer in negotiation."

Very importantly, a supermajority of 2/3rds of quorum present required for approval pursuant to the Colorado Open Meetings Law.

As an example of a Motion for Executive Session to obtain legal advice, such motion might be stated as follows:

Member Thomas: "I move to hold an executive session pursuant to C.R.S. § 24-6-402(4)(b) to receive legal advice on the right to impose a condition on the proposed rezoning application under discussion."

Member Jones: "Second."

Chairperson: "Is there any debate on this motion? Seeing none, would the clerk please call for the vote." Please note that the vote required for executive session is a 2/3rds of the quorum present tonight."

[Vote by the Body is taken and the vote is unanimous.]

Chairperson: "We are now authorized to enter into executive session."

Suspension of Rules

A. Chairperson May Suspend

Subject to challenge by Point of Appeal, the Chairperson may unilaterally elect to suspend operation of any rule provided by these Rules of Order; provided, however, that the Chairperson shall not be authorized to suspend or alter the vote required on any motion or matter.

B. Suspension of Rules

Any member may move to suspend the applicability of a rule of order by proposing a main motion; provided, however, that no motion may suspend or alter the vote required on any motion or matter. Such motion shall be presented only as a main motion which motion shall require a second, be subject to debate, and shall require a majority vote of the quorum present for adoption.

Matrix of Points and Motions

Type	MOTION	Floor Required?	When in Order?	Second Required?	Debatable ?	Vote Required
Point	**Point of Order**	No	Any time	No	No	-
Point	**Point of Information**	No	Any time	No	No	-
Point	**Point of Appeal**	No	Immediately following decision	No	Yes	Majority of quorum
Main	**Main Motion**	Yes	When no other motion is pending	Yes	Yes	Usually majority. Depends on law or regulation Section 3.9
Main	**Adjourn**	Yes	When no motion pending	Yes	Yes	Majority of quorum
Main	**Postpone (an item on the agenda)**	Yes	When no motion pending	Yes	Yes	Majority of quorum
Subsidiary	**Continue (a pending matter or pending motion)**	Yes	When matter or motion is pending	Yes	Yes	Majority of quorum
Subsidiary	**Close Debate**	Yes	When motion pending	Yes	No	2/3rds of quorum
Subsidiary	**Table**	Yes	When matter or motion is pending	Yes	No	Majority of quorum
Subsidiary	**Amend (a pending motion)**	Yes		Yes	Yes	Majority of quorum

Type	MOTION	Floor Required?	When in Order?	Second Required?	Debatable ?	Vote Required
Privileged	**Recess**	Yes	Any time	Yes	No	Majority of quorum
Privileged	**Executive Session**	Yes	For Legal Advice: Any time For other reason: When no matter or motion pending	Yes	Yes, provided that the debate does not disclose confidential information	2/3rds of quorum
Privileged	**Reconsider**	Yes	When no matter or motion pending, and at either at the same meeting at which the decision to be reconsidered was made *or* at the *next* regular meeting of the body. Otherwise, such motion is unavailable and out of order.	Yes	Yes, as to reason but not to debate original motion	2/3rds of quorum