

**EXTRACT OF MINUTES OF MEETING OF THE
HOUSING AND REDEVELOPMENT AUTHORITY
IN AND FOR THE CITY OF ROSEVILLE**

Pursuant to due call and notice thereof, a regular meeting of the Housing and Redevelopment Authority in and for the City of Roseville, County of Ramsey, Minnesota, was duly called and held at the City Hall on Tuesday, the 21st day of January, 2003, at 7:00 p.m..

The following members were present: Boldt, Kelsey, Majerus, Marks, Millasovich and Scheunemann.

and the following were absent: Jenson

Commissioner Millasovich introduced the following resolution and moved its adoption:

Resolution No. 1

**Organizational Resolution of the Board
Of Commissioners of the Housing and
Redevelopment Authority in and for the
City of Roseville, Minnesota, Appointing
Officers and Adopting By-Laws Thereof**

BE IT RESOLVED by the Board of Commissioners (the "Board") of the Housing and Redevelopment Authority in and for the City of Roseville, Minnesota (the "Authority"), as follows:

1. Recitals. All things required by the applicable provisions of the Municipal Housing and Redevelopment Act, Minnesota Statutes, Sections 469.001 to 469.047, have been duly taken in order to create, constitute, and activate the Authority.
2. By-Laws. The By-Laws which are attached to and made a part of this resolution as Exhibit A are hereby adopted as the By-Laws of the Authority.
3. Appointment of Officers. In accordance with the By-Laws of the Authority hereby adopted, the Board hereby appoints to the following offices of the Authority the following persons, respectively:

Chairman: Bill Majerus

Vice Chairman: Jen Jackson Millasovich

Secretary: Jeanne Kelsey

Executive Director: Cathy Bennett

Adopted by the Board of the Authority this 21st day of January, 2003.

Certificate

I, the undersigned, being duly appointed and acting Executive Director of the Housing and Redevelopment Authority in and for the City of Roseville, Minnesota, hereby certify that I have carefully compared the attached and foregoing resolution with the original thereof on file in my office and further certify that the same is a full, true, and complete copy of a resolution which was duly adopted by the Board of Commissioners of said Authority at a duly called and regularly held meeting thereof on January 21, 2003.


I further certify that Commissioner Millasovich introduced said resolution and moved its adoption, which motion was duly seconded by Commissioner Kelsey, and that upon roll call vote being taken thereon, the following Commissioners voted in favor thereof:

Boldt, Kelsey, Majerus, Marks, Millasovich, Scheunemann.

and the following voted against the same: None

whereupon said resolution was declared duly passed and adopted.

Witness my hand as the Executive Director of the Authority this 23 day of January, 2003.


Executive Director
Housing and Redevelopment
Authority in and for the City
of Roseville, Minnesota

**BY-LAWS OF THE HOUSING AND
REDEVELOPMENT AUTHORITY
IN AND FOR THE
CITY OF ROSEVILLE, MINNESOTA**

1. THE AUTHORITY

SECTION 1.1. Name of the Authority. The name of the Authority shall be the Housing and Redevelopment Authority in and for the City of Roseville, Minnesota (hereinafter, the "Authority"), and its governing body shall be called the Board of Commissioners (hereinafter, the "Board").

SECTION 1.2. Office. The principal office of the Authority shall be the Roseville City Hall.

SECTION 1.3. Seal. The Authority shall have no official seal.

2. ORGANIZATION

SECTION 2.1. Officers. The officers of the Authority shall consist of a Chairman, a Vice Chairman, a Secretary, and an Executive Director. The Chairman, the Vice Chairman, and the Secretary shall be members of the Board and shall be elected at the annual meeting of the Authority, and no Commissioner shall hold more than one such office at the same time.

SECTION 2.2. Chairman. The Chairman shall preside at all meetings of the Board.

SECTION 2.3. Vice Chairman. The Vice Chairman shall preside at any meeting of the Board in the absence of the Chairman and may exercise all powers and perform all responsibilities of the Chairman if the Chairman cannot exercise or perform the same due to absence or other inability.

SECTION 2.4. Chairman Pro Tem. In the absence or inability of the Chairman and the Vice Chairman at any meeting, the Board may appoint any remaining Commissioner as Chairman Pro Tem to preside at such meeting.

SECTION 2.5. Secretary. In the absence of the Clerk, the Secretary shall keep minutes of all meetings of the Board and shall maintain all records of the Authority. The Secretary shall also have such additional duties and responsibilities as the Board may from time to time and by resolution prescribe.

SECTION 2.6. Executive Director. The Executive Director shall be appointed by resolution and shall serve at the pleasure of the Board Of Commissioners, shall be the chief appointed executive officer of the Authority, and shall have such additional responsibilities and authority as the Board may from time to time by resolution prescribe. In addition, the Executive Director is responsible for recording and maintaining accurate records of the meetings of the Board and of all official actions taken by or on behalf of the Authority.

3. PROCEDURES OF BOARD OF COMMISSIONERS

SECTION 3.1. Annual Meeting. The annual meeting of the Board shall be held on the 3rd Tuesday of the month of January in each year.

SECTION 3.2. Regular Meetings. The Board shall hold regular meetings on the 3rd Tuesday of each month, commencing at 7:00 o'clock p.m., C.T., or at such other time as the Board may determine.

SECTION 3.3. Special Meetings. Special meetings of the Board may be called by the Chairman or, in the event of the Chairman's absence or inability, by the Vice Chairman at any time, upon twenty-four hours prior notice to all Commissioners and the Clerk and Executive Director. Upon the same notice, special meetings of the Board may also be called by any two Commissioners. The Clerk shall post notice of any special meeting in the principal office of the Authority no less than twenty-four hours prior to such special meeting.

SECTION 3.4. Quorum. A quorum of the Board shall consist of four if the Board consists of seven Commissioners and three if the Board consists of five Commissioners. In the absence of a quorum, no official action may be taken by, on behalf of, or in the name of the Board or the Authority.

SECTION 3.5. Adoption of Resolutions. Resolutions of the Board shall be deemed adopted if approved by not less than a simple majority of all Commissioners present. Resolutions may but need not be read aloud prior to vote taken thereon and may but need not be executed after passage.

SECTION 3.6. Rules of Order. The presider shall conduct the meetings of the Board in such a fashion as to efficiently transact public business in compliance with law and fairness. In this regard, Robert's Rules of Order may be used as a parliamentary guide, but the sense of the Board operating in compliance with law and fairness rather than Roberts' Rules of Order shall prevail in resolving all procedural issues. Board members may appeal procedural decisions of the presider by a motion that is made and seconded at the time of the presider's action or inaction. Such appeal motion shall have priority over all other motions. A majority of the quorum in attendance voting in favor of the appeal motion is sufficient to reverse the presider's ruling.

4. MISCELLANEOUS

SECTION 4.1. Fiscal Year. The fiscal year of the Authority shall be the calendar year.

SECTION 4.2. Execution of Contracts. All contracts, notes, and other written agreements or instruments to which the Authority is a party or signatory or by which the Authority may be bound shall be executed by the Chairman and/or the Executive Director or by such other Commissioners or officers of the Authority as the Board may by resolution prescribe.

SECTION 4.3. Amendment of By-Laws. These By-Laws may be amended by the Board only by not less than a majority vote of all the Commissioners, provided that any such proposed amendment shall first have been delivered to each Commissioner at least five days prior to the meeting at which such amendment is considered.