

OCEAN SPRINGS REDEVELOPMENT AUTHORITY

Special Called Meeting

City Hall Board Room

April 30, 2024

9:00 AM

AGENDA ITEMS

1. Determination of Quorum
2. Call to Order
3. Agenda Order Approval
4. Consent Agenda
 - a. Approval of 4/22/24 Meeting Minutes.
5. Old Business
 - a. None.
6. New Business
 - a. Discussion of Mission and Messaging for OSRA.
7. Executive Session
 - a. None.
8. Adjournment

OCEAN SPRINGS REDEVELOPMENT AUTHORITY

Initial Meeting Minutes

City Hall Board Room

April 22, 2024

9:00 AM

Board Members Attending

Mr. Greg Cronin
Dr. Todd Coulter
Mr. Ken Williams

Call to Order

It was determined that a quorum was present and the meeting was called to order at 9:00 AM.

Agenda Order Approval

A motion was made by Mr. Cronin to approve the agenda order. The motion was seconded by Dr. Coulter and passed unanimously.

New Business

A motion was made by Dr. Coulter to approve Mr. Cronin as Interim Chairman. The motion was seconded by Mr. Williams and passed unanimously. Mr. Cronin nominated Dr. Coulter as Interim Vice-Chairman. The motion was seconded by Mr. Williams and passed unanimously. Dr. Coulter nominated Mr. Williams as Interim Secretary/Treasurer. The motion was seconded by Mr. Cronin and passed unanimously.

A motion was made by Dr. Coulter to approve the Ocean Springs Redevelopment Authority By-Laws, as presented. The motion was seconded by Mr. Williams, and passed unanimously.

Attachment(s):

A discussion was held regarding the initial funding and assets of OSRA, and no action was taken.

A motion was made by Dr. Coulter to approve a professional legal services agreement with Bordis & Danos, PLLC. The motion was seconded by Mr. Williams, and passed unanimously.

Attachment(s):

A motion was made by Dr. Coulter to approve regular meeting dates and times at 9:00 on the first Tuesday of each month. The motion was seconded by Mr. Williams, and passed unanimously.

A motion was made by Dr. Coulter to approve The First Bank as the Authority's depository on the same terms as the City, which was bid out and awarded in accordance with state law. The motion was seconded by Mr. Williams, and passed unanimously.

Adjournment

A motion was made by Mr. Cronin to adjourn the meeting. The motion was seconded by Mr. Williams, and passed unanimously.

OCEAN SPRINGS REDEVELOPMENT AUTHORITY

Initial Meeting
City Hall Board Room
April 22, 2024
9:00 AM

AGENDA ITEMS

1. Determination of Quorum
2. Call to Order
3. Agenda Order Approval
4. Consent Agenda
 - a. None.
5. Old Business
 - a. None.
6. New Business
 - a. Election of officers, including a Chairperson, Vice-Chairperson, and Secretary/Treasurer
 - b. Approve By-Laws
 - c. Evaluate and discuss initial funding and assets of OSRA, including possible assistance from the City
 - d. Discussion of retaining legal counsel for OSRA
 - e. Set regular monthly meeting dates and times.
 - f. Bank Account Selection
7. Executive Session
 - a. None.
8. Adjournment

Ocean Springs Redevelopment Authority (OSRA)

History and Authority

- The Mississippi Legislature granted all municipalities certain powers for urban renewal and redevelopment under Miss Code Ann. § 43-35-1. Pursuant to those powers, the Board of Aldermen (hereinafter, “the Board”) is authorized to create an Urban Renewal Agency (the Ocean Springs Redevelopment Authority), to which it will may delegate its urban renewal powers.
- While the City has already established the Ocean Springs Redevelopment Authority (hereinafter, “OSRA”), it has not yet created or approved an Urban Renewal Plan (hereinafter, “the Plan”). Under the Plan ultimately approved by the City, certain properties will be designated “blighted areas” as defined in § 43-35-3(i). The Plan will specifically address the those properties and define the scope of redevelopment anticipated by the Board.
- The Plan will be the guiding document for OSRA, largely dictating your role as an Urban Renewal Agency. Until this document is approved, you will be fairly limited in your ability to engage in redevelopment. However, as discussed below, you have a few housekeeping tasks which should occupy your first meeting or two.

Goals, Powers, and Responsibilities of an Urban Renewal Agency

- In the Resolution creating OSRA, which I have attached, the Board delegated certain (but not all) urban renewal powers to OSRA. Based on that Resolution, you will have a wide array of vehicles to effect redevelopment in blighted areas within the City.
- Generally speaking, the goals of urban renewal agencies such as OSRA are the prevention of the spread of blight into areas of the municipality which are free from blight, the rehabilitation or conservation of slum and blighted areas or portions thereof by replanning, removing congestion, providing parks, playgrounds and other public improvements, by encouraging voluntary rehabilitation and by compelling the repair and rehabilitation of deteriorated or deteriorating structures, and the clearance and redevelopment of slum and blighted areas or portions thereof.
- Pursuant to the urban renewal statute and the enabling Resolution approved by the Board, you will have the ability to carry out urban renewal projects via the following abilities, among others (please remember, these powers apply only to property within the designated blighted areas):
 1. To enter contracts for completing authorized goals;
 2. To disseminate slum clearance and urban renewal information;
 3. To furnish or repair public or private infrastructure and improvements;
 4. To enter any building or property for inspection, survey, appraisal, etc.;
 5. To a acquire real property by purchase, lease, gift, and eminent domain;
 6. To improve real property for redevelopment purposes;
 7. To purchase, lease, or accept as a donation any real property from any public entity (municipality, county, or state);
 8. To dispose of real property based on fair value (“fair value” is a determination made by OSRA which is different from “fair market value”, and indicates a relaxation of the regular statutory requirements pertaining to the sale or lease of property);
 9. To invest urban renewal project funds not immediately required;

10. To prepare an annual budget and submit to the Board for acknowledgement (once initial and recurring funding is apparent, an initial budget should be prepared, with subsequent budgets to be submitted upon request by the Board); and
 11. To prepare and submit to the Board an annual financial statement, including assets, liabilities, income, and operating expenses on or about the 15th of October of each year; and
 12. To prepare and approve OSRA meeting minutes for submission to the Board (via the City Clerk); and
 13. To borrow money from public and private sources.
- The following powers were specifically withheld by the Board of Aldermen (this is typical in establishing urban renewal agencies):
 1. To designate new blighted areas;
 2. To approve modifications to the Plan;
 3. To issue general obligation bonds;
 4. To levy taxes and assessments; and
 5. To relocate individuals and businesses displaced by redevelopment plans.

First Items of Business

- Until the Plan is adopted by the Board, there is little to do from a substantive standpoint.
- However, administratively, you may want to consider discussions regarding the following topics.
 1. Election of officers, including a Chairperson, Vice-Chairperson, and Secretary/Treasurer;
 2. Approve By-Laws for governance (I have attached a draft template for your convenience);
 3. Evaluate and discuss initial funding and assets of OSRA, including possible assistance from the City; and
 4. Discussion of retaining legal counsel for OSRA; and
 5. Set regular monthly meeting dates and times.

Prepared by:
 Joshua W. Danos
 Bordis & Danos, PLLC
 1215 Government St.
 Ocean Springs, MS 39564
 (228) 215-1367
 jdanos@bordisdanos.com

BY-LAWS OF THE
OCEAN SPRINGS REDVELOPEMENT AUTHORITY

ARTICLE I. AUTHORITY AND CREATION

Section 1. Name of the Authority. The name of the Authority shall be the “Ocean Springs Redevelopment Authority” (hereinafter, “the Authority”).

Section 2. Creation. The Authority was created pursuant to the Statutes of the State of Mississippi, including Section 43-35-1, et. seq., Mississippi Code of 1972, as amended, through a Resolution adopted by the Mayor and Board of Alderman of the City of Ocean Springs, Mississippi, on November 1, 2022, hereinafter referred to as “the Resolution”, and attached hereto as “Exhibit A”.

Section 3. Office of the Authority. The address of the Authority shall be at 1018 Porter Avenue, Ocean Springs, Mississippi 39564, but the Board of Commissioners of the Authority may hold its meetings at such other places as it may designate.

ARTICLE II. BOARD OF COMMISSIONERS

Section 1. Commissioners. The Authority is composed of five (5) Commissioners appointed by the Board of Aldermen.

Section 2. Terms of Office. The term of office for each Commissioner shall be for five (5) years. The Commissioners who are appointed pursuant to the Resolution shall be designated to serve for terms of one (1), two (2), three (3), four (4), and five (5) years, respectively, from the date of said appointment. However, only for the purposes of determining the renewal date of appointment, said date shall run from the date of the City’s adoption of an Urban Renewal Plan. Thereafter, all terms of office shall be five (5) years from said date. Excluding initial terms of less than five (5) years, no person shall serve as a member of the Authority for more than two (2) consecutive five (5) year terms, unless the Board of Aldermen approves such reappointment.

ARTICLE III. OFFICERS

Section 1. Officers. The officers of the Authority shall be a Chairman, a Vice -Chairman and a Secretary/Treasurer.

Section 2. Chairman. The Chairman shall preside at all meetings of the Board of Commissioners of the Authority. Except as otherwise authorized by resolution of the Board of Commissioners of the Authority, the Chairman shall sign all contracts, deeds and other instruments made by the Authority. At each meeting, the Chairman shall submit such recommendations and information as he or she may consider proper concerning the business, affairs and polices of the Authority.

Section 3. Vice-Chairman. The Vice-Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman; and in case of the resignation or death of the

Chairman, the Vice-Chairman shall perform such duties as imposed on the Chairman until such time as the Board of Commissioners of the Authority shall select a new Chairman.

Section 4. Secretary/Treasurer. The Secretary/Treasurer shall keep the records of the Authority, shall manage all funds of the Authority as directed by the Commission, and shall deposit same in the name of the Authority in the accounts of such bank or banks as the Board of Commissioners of the Authority may select. Funds of the Authority shall be paid out and disbursed as directed by the Board of Commissioners of the Authority. The financial condition of the Authority shall be rendered at least annually as required by the Urban Renewal Laws and more often when requested by the Commission.

Section 5. Additional Duties. The officers of the Authority shall perform such other duties and functions as may, from time-to-time, be required by the Board of Commissioners of the Authority or By-Laws of rules and regulations of the Authority.

Section 6. Election or Appointment of Officers. The Chairman, Vice-Chairman and Secretary/Treasurer shall hold office for one year or until their successors are elected and qualified.

Section 7. Vacancies. Should the office of the Chairman, Vice-Chairman or Secretary/Treasurer become vacant, the Board of Commissioners of the Authority shall elect a successor from its membership at the next regular meeting, and such election shall be for the unexpired term of said office.

ARTICLE IV. POWERS OF THE AUTHORITY

Section 1. Powers. The Authority shall include all urban renewal project powers, rights, duties and functions of the City as defined in Section 43-35-15 of the Mississippi Code, after Resolutions are passed declaring certain areas are blighted and after the adoption of an Urban Renewal Plan except the following:

- a. The power to determine an area to be a slum or blighted area or combination thereof and to designate such area as appropriate for an urban renewal project and to hold public hearings required with respect thereto; and
- b. The power to approve urban renewal plans and modifications; and
- c. The power to establish a general plan for the locality as a whole; and
- d. The power to formulate a workable program under Section 43-35-9 of the Mississippi Code; and
- e. The power to make determinations and findings provided for in Section 43-35-7, 43-35-11, and 43-35-13(d) of the Mississippi Code; and
- f. The power to issue general obligation bonds; and
- g. The power to appropriate funds, to levy taxes and assessments; and

- h. The power to prepare plans for the relocation of persons displaced by an urban renewal project provided in Section 43-35-15(h) of the Mississippi Code.

Section 2. With the exception of the Executive Director, the Authority may employ technical experts and such other agents and employees, permanent and temporary, as it may require. The Authority may employ or retain its own legal counsel and staff. The Authority shall have such other powers as the City may, from time to time, delegate to it.

ARTICLE V. EXECUTIVE DIRECTOR

Section 1. Executive Director. There shall be an Executive Director who will be charged with the duty of carrying out the policies and directives of the Authority. The Executive Director shall be an employee of the City of Ocean Springs and shall be appointed by the Board of Aldermen. The Executive Director shall attend all meetings of the Authority, shall see to it that accurate minutes are kept of such meetings and shall be responsible for the day-to-day operations of the Authority. The Executive Director's salary shall be paid by the City.

ARTICLE VI. MEETINGS

Section 1. Regular Meetings. The Authority shall hold a regular monthly meeting at a place which the Authority may designate and at a regular day and time which the Authority shall establish. The Authority may establish an additional regular meeting or may hold special meetings by notice provided and laws governing municipalities and in accordance with the Mississippi Open Meetings Law. A majority of the Commissioners shall constitute a quorum for the transaction of business. Action may be taken by the Authority upon a vote of a majority of the Commissioners present, unless in any case the by-laws shall require a larger number. Minutes of the meetings shall be approved and adopted by the Authority and copies of the adopted minutes shall be furnished to the Ocean Springs Board of Aldermen and the City Clerk shall keep these minutes as part of the official records of the City of Ocean Springs.

Section 2. Special Meetings. The Chairman of the Authority may, when he or she deems it expedient, or upon the written request of the two (2) Commissioners of the Authority, call a special meeting of the Board of Commissioners of the Authority for the purpose of transacting any business designated in the notice. The notice for a special meeting may be delivered to each Commissioner of the Authority or may be sent by email to the address provided by each Commissioners of the Authority. Notice of any special called meetings must occur at least three (3) days prior to the date of such special meeting. The three day notice may be waived by the Commissioners upon unanimous written and/or electronic consent. At such special meetings, no business shall considered other than as designated in the notice.

Section 3. Quorum. Three (3) Commissioners shall constitute a quorum for the purpose of conducting business of the Authority, and exercising its powers, and for all other purposes. When a quorum is in attendance at a regular or properly noticed special meeting, action may be taken by majority of the Commissioners present.

Section 4. Order of Business. At the regular meetings of the Board of Commissioners of the Authority, the following shall be the order of business:

- (1) Determination of Quorum
- (2) Call to Order
- (3) Agenda Order Approval
- (4) Consent Agenda
- (5) Old Business Update
- (6) New Business
- (7) Executive Session (if necessary)
- (8) Adjournment

The Chairman, in his or her discretion, may alter, add to, or decrease the Order of Business as he or she sees fit.

Section 6. Manner of Voting. The voting on all questions coming before the Board of Commissioners of the Authority shall be by raised hands, and the Ayes and Nays shall be entered upon the minutes of such meeting; except the Chairman, in his discretion, may call for a voice vote, the vote also to be recorded.

ARTICLE VII. INDEMNIFICATION

Section 1. Indemnification. Each Commissioner of the Authority, whether or not then in office, shall be indemnified, saved and held harmless by the Authority against all losses and expenses incurred by or imposed upon him or her, in connection with arising out of, or resulting from any action, investigation (criminal, administrative or civil), suit, litigation, or proceeding, to which he or she may be made a party, or threatened to be made a party, and which is pending or completed, or otherwise, by reason of his or her being or having been a Commissioner or officer of the Authority, or by reason of his or her serving by the appointment of the Authority, excepting only those matters, if any, as to which a recovery shall be had against such Commissioner or officer by reason of his or her having been finally adjudged in an action, suit, litigation, or proceeding to have been guilty of willful misconduct as such Commissioner or officer. The foregoing right indemnity shall include reimbursement of all amounts and expenses paid in defending, investigating, satisfying and settling any such action, suit, litigation or proceeding, including but limited to, attorneys fees, fines, court costs, and judgments, and such rights shall not be exclusive of other rights to which such Commissioners or officer may be entitled as a matter of law.

ARTICLE VIII. BUDGET AND AUDIT

Section 1. Annual Budget. Annually, the Authority shall prepare a proposed budget in such form as required by the Ocean Springs Board of Aldermen, which budget shall be submitted to the Board of Aldermen for acknowledgment. All expenditures made by the Authority shall be in strict accordance with State law.

Section 2. Financial Reporting. In addition to an annual budget, the Authority shall file with the Board of Aldermen, on or before the 15th day of October, of each year, a report for its preceding fiscal year, which report shall include a complete financial

statement setting forth its assets, liabilities, income, and operating expenses at the end of such fiscal year. At the time of filing, the Authority shall publish a true and correct copy of such report in a newspaper of general circulation in the City. Publication of this report shall be in accordance with the statutes that govern the publication of budgets by municipalities. The fiscal year of the Authority shall be the same as that of the City.

ARTICLE IX. AMENDMENTS

Section 1. Amendments. The By-Laws of the Authority may be amended with the approval of at least three (3) Commissioners of the Authority at the regular or special meeting.

Professional Services Agreement for Legal Services

Section 1. Contract. The Ocean Springs Redevelopment Authority (hereinafter “the Authority”) requires certain Legal Services in association with its activities, and hereby agrees to employ the law firm of Bordis & Danos, PLLC dba Bordis | Danos | Pierce (hereinafter, “Law Firm”), as general legal counsel for the Authority in accordance with the terms and provisions of this agreement hereinafter set forth.

Section 2. Law Firm Duties under General Retainer. The Law Firm shall perform all duties set forth in this section, in consideration for the “General Retainer” to be defined herein:

- a. Provide general legal counsel to the Authority and staff, upon request.
- b. Attend all public meetings of the Authority and provide legal advice during same.
- c. Maintain a knowledge of legal issues brought to the Law Firm’s attention by the Authority, and be prepared to offer legal opinions thereon.
- d. Advise the Authority in proper procedure and process prior to and during public meetings.
- e. Prepare, review, amend, and/or approve as legally sufficient, any contractual documents considered by the Authority.
- f. Provide legal opinions regarding federal and state grants, when consulted.
- g. Attend work sessions and meetings with the Executive Director, the Ocean Springs City Attorney, and staff, upon request.
- h. Provide advice and interpretation of federal, state, county, and municipal law (including, but not limited to the Urban Renewal and Redevelopment statute, and Ocean Springs’s Urban Renewal Plan) as it applies to the Authority.
- i. Prepare documentation relating to land acquisition.
- j. Provide advice as to funding and financing mechanisms available to the Authority.

The Law Firm duties specifically exclude services pertaining to issuance and maintenance of bonds, which may be provided under separate agreement or arrangement. The Law Firm’s responsibilities under this Agreement do not include lobbying services for the City of Ocean Springs or the Ocean Springs Redevelopment Authority, nor do they include assistance with lobbying on behalf of such entities.

Section 3. General Retainer. The Authority will pay the Law Firm a “General Retainer” in the amount of three thousand dollars (\$3,000.00) each month, to perform all duties listed in Section 2.

Section 4. Reasonable Expenses. The Authority agrees to pay all reasonable costs and expenses associated with the services defined in Section 2.

Section 5. Hourly Rates and Related Services. The Law Firm will be paid at an hourly rate of \$200.00 (\$75.00 for paralegals) to handle any and all matters of litigation pertaining to the Authority, including appeals resulting from actions of the Authority. The City agrees to pay all reasonable costs and expenses associated with any such litigation.

The Law Firm may engage outside counsel to assist in any litigation assignments from the Authority. Any attorneys fees or expenses resulting from outside counsel shall be billed through invoices submitted to the Law Firm. Any such engagement shall be at the same rates as the Hourly Fees described herein, and shall not result in duplicative efforts, expenses, or entries.

Section 6. Term of Contract. The term of this contract is for two years, effective upon the date the Board approves same. The term will continue year to year, unless terminated in the manner provided herein.

Section 7. Termination of Contract. Either party may terminate this contract by ninety (90) day written notice sent via certified mail.

Section 8. Miscellaneous.

- a) This Agreement is for independent contractor services of the Law Firm, and as such, the Authority is not required to maintain workers' compensation insurance, health insurance (or any health-based supplemental insurance), or professional liability insurance for the Law Firm.
- c) This Agreement comprises the entire agreement between the parties, and both parties represent that there are no promises or assurances beyond those contained in this document.
- d) The terms of this Agreement may only be amended or modified by written agreement by the parties.
- e) If any provision in this Agreement is deemed unconstitutional, invalid, or unenforceable, all remaining terms remain in effect for the duration of the Agreement, unless otherwise modified.

Joshua W. Danos, Member
Bordis & Danos, PLLC
1215 Government St.
Ocean Springs, Mississippi 39564
jdanos@bdpgulfcoast.com

Chairman
Ocean Springs Redevelopment Authority
1018 Porter Ave.
Ocean Springs, Mississippi 39564