



SIREPA

SOUTHEAST IOWA REGIONAL
ECONOMIC & PORT AUTHORITY

October 2, 2020

Meeting of the Board of Directors
3:00 pm – 4:00 pm

Via Zoom or in Person at SEIRPC Offices, West Burlington
Call-In: (312) 626-6799 Meeting ID: 856 0377 0960
<https://us02web.zoom.us/j/85603770960>

Agenda

I. Call to Order, Chair (Boyer):

Roll Call:

- a. Director Denise Boyer, Chair
- b. Director Mike Hickey, Vice-Chair
- c. Director Michael Dunn, Treasurer
- d. Director Jack Smith
- e. Director, Bob Dodds
- f. Director, Bruce Hardy
- g. Ex-Officio, Gary Folluo, Lee County Supervisor
- h. Ex-Officio, Rick Larkin, Lee County Supervisor
- i. Ex-Officio, Matt Larson, State Treasurer's Office

II. Consider Approval of Agenda of October 2, 2020 Meeting (Board Action)

III. Consider Approval of Minutes of September 24, 2020 Meeting (Board Action)

IV. Port Statistical Areas (Recommendation from subcommittee, Board Action)

V. Update Bylaws (draft bylaws, Board Action)

VI. Closed Session

To go into Closed Session for the purpose of: To discuss the purchase of particular real estate only where premature disclosure could be reasonably expected to increase the price the governmental body would have to pay for that property as per State Code, Chapter 21.5.1(j)

VII. To go back into regular meeting (Board Action)

VIII. Matters from the Floor

IX. Consider Adjournment (Board Action)



SIREPA

SOUTHEAST IOWA REGIONAL ECONOMIC & PORT AUTHORITY

Minutes of the SIREPA Board of Directors
Thursday, September 24, 2020
Via Zoom or in Person at SEIRPC Offices
211 N Gear Avenue, West Burlington, IA

I. Call to Order at 10:00 a.m. by Denise Boyer

Roll Call:

Members Present via Zoom: Director Denise Boyer (*Chair*); Director Mike Hickey (*Vice Chair*); Director Michael Dunn (*Treasurer*); Director Jack Smith; Director Bob Dodds; Director Bruce Hardy; Gary Folluo (*Ex-Officio*) in person; Rick Larkin (*Ex-Officio*); Matt Larson, Iowa Treasurer's Office (*Ex-Officio*)

Members Absent:

SEIRPC Staff Present: Mike Norris and Sherri Jones; Zach James via Zoom

Guest(s) Present: Dennis Fraise (Lee County Economic Development Group); Charles Bell (MAPC) and Nancy Snaadt (Alliant Energy) via Zoom

II. Consider Approval of Agenda (Board Action):

Dunn made a motion to approve the September 24, 2020 meeting agenda, second by Smith. All ayes, motion carried.

III. Consider Approval of Meeting Minutes (Board Action):

Dunn made a motion to approve the January 28, 2020 Meeting Minutes, second by Dodds. All ayes, motion carried.

IV. Port Statistical Areas Update (Board Information):

Norris briefly went over his memo noting that SEIRPC will host a meeting on January 30, 2021 at 10:00 a.m. in the SEIRPC offices, as an informational gathering to learn more about Port Statistical Areas (PSA) and their usefulness. He said the Lee County Board of Supervisors are looking to SIREPA for a recommendation on which board to port board to join. Charles Bell reviewed the additional information he emailed, and the group discussed options. Norris said the next step should be for the subcommittee to meet and either bring a recommendation or targeted discussion points for future meetings. Chair Denise Boyer appointed herself and Mike Dunn to serve on the subcommittee.

V. Strategic Plan Update (Board Information):

Norris reviewed his memo saying that SEIRPC staff have been involved in many calls and meetings since adopting the 2020 Strategic Plan. Staff focus remains on the Lee County Joint Education Center (JEC). This project has the highest potential of completion and will positively affect economic development, which is the primary reason SIREPA was created. He mentioned that staff encourages the board to revisit the plan and establish where the board would like SIREPA to be in the next two to three years.

VI. Closed Session (Board Action):

Dunn made a motion to go into Closed Session at 10:32 a.m. for the purpose of: To discuss the purchase of particular real estate only where premature disclosure could be reasonably expected to increase the price the governmental body would have to pay for that property as per State Code, Chapter 21.5.1(j), second by Smith. A roll call vote was taken. All ayes, motion carried.

VII. To go back into regular meeting (Board Action):

Dunn made a motion to go back into regular meeting at 11:25 a.m., second by Hickey. A roll call vote was taken. All ayes, motion carried.

VIII. Matters from the Floor:

Dunn asked if everyone had paid dues to date. Norris said he will check and give an update at the next meeting.

IX. Consider Adjournment (Board Action):

Hardy made a motion to adjourn at 11:27 a.m., second by Dodds. All ayes, motion carried.



Memo

To: SIREPA Board of Directors
From: Mike Norris, SEIRPC
Date: October 2, 2020
Re: Director and Member Liability

Director and Member liability is of primary importance to understanding how SIREPA can and should enter into projects – like the KL Megla / Joint Ed Center project.

Upon Iowa Code research and correspondence with attorney Jim Dennis, I've summarized below.

Municipal Member Liability:

- Article VIII Section 5 of SIREPA Bylaws state political subdivisions are not liable for debts of the Port Authority unless they become party to a written agreement (also stated in the Resolution passed by the county).
- Iowa Code Chapter 28J.24 states “Port authority revenue bonds and pledge orders issued under this chapter do not constitute a debt, or a pledge of the faith and credit, of the state or a political subdivision of the state...”

Board of Director's Liability:

- Article 6 of SIREPA bylaws state directors are not responsible for debts of the corporation, in addition to Iowa Code Chapter 28J.6

Please see Jim's correspondence and code references on the next page.

**

Mike,

I agree with your conclusion re liability for Municipal Members. Art VIII section 5 of the By Laws states that Political Subdivisions are not liable for debts of the Port Authority, unless they become a Party to a written agreement. This is also stated in the Resolution passed by the County.

With respect to Board Members liability, it is a general provision of law that Board members and shareholders are not responsible for debts of the corporation. I cannot imagine a situation where a Port Authority Board member would make him/herself liable by signing a personal guarantee for a Port Authority loan.

Board members are also immune from Civil Liability as set forth in 28J.6 and By Laws Article 6 with certain exceptions involving acting in bad faith, intentional misconduct or knowingly acting in violation of law.

By the way, I am the City Attorney for the City of Keokuk. I do not see that as a conflict now, but thought I should mention it.

I will call you later.

Jim

James F. Dennis
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On Wed, Sep 30, 2020 at 10:40 AM Mike Norris <MNorris@seirpc.com> wrote:

I think we need to shed light on the liability of the members personally, and to the municipal members of SIREPA (Fort Madison, Keokuk, Lee Co). the other items can wait for now.

Two issues with the municipal members:

1. Liability of debt default – it's my thought that if SIREPA were to purchase a facility they would only offer the land/improvements as security and not a corporate guaranty or ask for a co-sign from the municipal members. If the former path is taken I think the debt liability stops at foreclosure upon default.

28J.24 Bonds are payable solely from revenues and funds pledged for payment.

2. Liability of injury or otherwise – this is perhaps more of the issue for the members. My thought is that Iowa Code provides a firewall of sorts from the newly formed entity and its founders. Like Ch. 28H, Council of Governments, the liabilities of the COG are not the liabilities of the members

28H.4 Membership — liability of members.

1. Membership, appointments, and terms of office shall be governed by bylaws adopted by each council of governments.

2. A director, officer, employee, member, trustee, or volunteer of a council of governments is not liable for the debts or obligations of the council of governments. A director, officer, employee, member, trustee, or volunteer is not personally liable for a claim based upon an act or omission of the person performed in the discharge of the person's duties, except for acts or omissions which involve intentional misconduct or knowing violation of the law, or for a transaction for which the person derives an improper personal benefit.

90 Acts, ch 1157, §4

Mike Norris | Executive Director

**Bylaws of Southeast Iowa Regional
Economic and Port Authority**

**ARTICLE I
PURPOSE**

SECTION 1. Name and Purpose. The name of the port authority shall be the “Southeast Iowa Regional Economic and Port Authority” (hereinafter “Authority”). Except as otherwise provided herein, the Authority shall have the power to engage in and to do any lawful act concerning any and all lawful business for which the Authority may be organized under the provisions of Chapter 28J of the Code of Iowa. In conducting its business, the Authority shall foster and encourage the participation of private enterprise in the development of the Authority to the fullest extent practicable.

SECTION 2. Iowa Code. Any reference in these Bylaws to the Code of Iowa shall include amendments, from time to time, to the particular provisions referenced.

SECTION 3. Jurisdiction. The Authority shall have jurisdiction over real and personal property as set forth in Chapter 28J of the Iowa Code.

SECTION 4. Eminent Domain. The Authority shall not exercise any powers of eminent domain and such powers may only be exercised on behalf of the Authority by a political subdivision comprising the Authority.

SECTION 5. Zoning. The Authority shall only exercise its ability to zone real property with respect to its Facilities (as that term is defined in Chapter 28J of the Iowa Code).

**ARTICLE 11
OFFICES**

SECTION 1. Principal Office. The principal office of the Authority shall be located at 110 Main Street, Suite 200, Montrose, Iowa 52639, or at such other place as the Board may designate.

SECTION 2. Mailing Address. The mailing address of the Authority shall be 110 Main Street, Suite 200, Montrose, Iowa 52639, or at such other address as the Board of Directors may select.

**ARTICLE III
SEAL**

SECTION 1. The Authority elects to have no seal.

ARTICLE IV GOVERNANCE

SECTION 1. Board of Directors. The Authority shall be governed by a Board of Directors comprised of two Directors from each political subdivision comprising the Authority. With respect to the initial Board of Directors, one of the Directors appointed by each political subdivision comprising the Authority shall serve an initial term of ~~four~~ [two (2)] years. The remaining Directors on the initial Board of Directors shall serve an initial term of ~~six~~ [four (4)] years¹. All subsequently appointed Directors², shall serve four year terms, except any person appointed to fill a vacancy shall be appointed to only the unexpired term. At the expiration of the Directors' terms³, each political subdivision comprising the Authority shall appoint one successor Director to fill one of the vacancies created by the staggered terms. In the event of a vacancy on the Board, the political subdivision that appointed the Director creating the vacancy shall be entitled to appoint a Director to fill the vacancy. Directors may be reappointed. The number of directors comprising the Board may only be changed by resolution of the political subdivisions comprising the Authority. A Director shall hold office until that Director's successor shall have been elected and qualified, unless the term of office of that Director is sooner terminated by death, resignation, or removal. Except in the case of a vacancy, the term of each Board member shall commence on May 18th.

Notwithstanding any other provision of these Bylaws, the Treasurer of State, or its designee, shall serve as an ex officio non-voting member of the Board of Directors in accordance with the provisions of Section 12.30 of the Iowa Code.

SECTION 2. No Elected Officials. Except in connection with the initial Board, the Board of Directors shall not include a member of a legislative body of any political subdivision that is a part of the Authority. Any Board member elected to any such legislative office during the Board member's term of office on the Board, shall immediately be removed from the Board and a successor shall be appointed for the remaining term of the removed Director by the political subdivision that appointed the Director creating the vacancy.

SECTION 3. Director Qualifications. Each member of the Board of Directors shall have been a qualified elector of, or owned business or been employed in, one or more of the political subdivisions comprising the Authority for a period of at least three years preceding appointment to the Board.

SECTION 4. Regular Meetings. The Board shall hold regular meetings not less than quarterly.⁴

SECTION 5. Special Meetings. Special meetings of the board may be called by the Chairman of the Board and shall be called by the Chairman at the written request of at least two members of the Board of Directors.

¹ Amendment 1, May 21, 2008 – changed from 'two years'

² Amendment 1 – previously also included 'The remaining Directors on the initial Board of Directors'

³ Amendment 1 – changed from 'Every two years,'

⁴ Amendment 2, November 24, 2010 – changed from 'once per month'

SECTION 6. Public Meetings and Notice. All meetings of the Board of Directors shall be open to the public and preceded by a notice of the time, date, and place of each meeting, and the tentative agenda, in a manner reasonably calculated to apprise the public of that information. Reasonable notice shall include advising the news media who have filed a request for notice with the Authority and posting the notice on a bulletin board or other prominent place which is easily accessible to the public and clearly designated for that purpose at the office of the Authority. Notice conforming to the requirements of this Section shall be given at least twenty-four hours prior to the commencement of any meeting, unless for good cause such notice is impossible or impractical, in which case as much notice as is reasonably possible shall be given. Each meeting of the Board of Directors shall occur at a place reasonably accessible to the public, and at a time reasonably convenient to the public, unless for good cause such a place or time is impossible or impractical. When it is necessary to hold a meeting on less than twenty four hour's notice, or at a place that is not reasonably accessible to the public, or at a time that is not reasonably convenient to the public, the nature of the good cause justifying that departure from the normal requirements shall be included in the minutes of the meeting.

SECTION 7. Closed Session. Notwithstanding the requirements of Section 6, the Board of Directors may hold a session closed to the public for the reasons stated in, and as provided in, Section 21.5 of the Iowa Code or may close a meeting to the public during the consideration of financial and proprietary information, including trade secrets, submitted to the Authority or the agents of the Authority in connection with the relocation, location, expansion, improvement, or preservation of a business or nonprofit corporation (hereinafter "Proprietary Information") or during the consideration of any other information that is not a public record as contemplated by Section 28J.28 of the Iowa Code pursuant to a [an affirmative public] vote of ~~the majority~~ [either two-thirds of the members of the full Board or all] of the Directors present [at the meeting] on motion stating that such information is to be considered. [At the beginning of the closed session, the Chairman shall call the roll and each person present shall state his or her name and his or her interest in the matter to be considered.] Other matters shall not be considered during the closed session. Except as may be otherwise provided by law, Proprietary Information becomes a public record when there is a commitment, in writing, by the Authority to proceed with the relocation, location, expansion, improvement, or preservation.

SECTION 8. Electronic Meeting. The Authority may conduct a meeting by electronic means only in circumstances where such a meeting in person is impossible or impractical and only if the Authority provides public access to the conversation of the meeting to the extent reasonably possible; complies with the requirements of Section 6 of this Article; and keeps minutes or the meeting which include a statement explaining why a meeting in person was impossible or impractical. Nothing in this Section shall preclude the Authority from considering matters in closed session as provided in Section 7.

SECTION 9. Record of Final Action. All final actions of the Authority shall be recorded and the records of the Authority shall be open to public examination and copying pursuant to Chapter 22 of the Iowa Code, except as may be otherwise provided by law.

SECTION 10. Report To Director. Not later than April 1st of each year, the Secretary shall submit a report to the Director of the Iowa Department of Economic Development detailing the projects and activities of the Authority during the prior calendar year. The report shall include, but not be limited to, all aspects of those projects and activities, including the progress and status of the projects and their costs, and any other information the Director of the Department of Economic Development determines should be included in the report.

SECTION 11. Quorum and Voting. A majority of the Directors shall constitute a quorum for the purpose of holding a meeting of the Board of Directors. Except as otherwise provided in these Bylaws or by law, the affirmative vote of a majority of a quorum shall be necessary for any action taken by the Authority. A vacancy in the membership of the Board shall not impair the rights of a quorum to exercise all the rights and perform all the duties of the Authority. If there is not a quorum present at any meeting, the majority of the Directors present at such meeting may adjourn the meeting.

SECTION 12. Compensation. Each Director shall be entitled to receive compensation for services as a Director and reimbursement for reasonable expenses in the performance of the Director's duties in amounts as may be determined by the Board.

SECTION 13. Removal. A Director may be removed from office by affirmative vote of a majority of the Directors taken at a special meeting called for that purpose if the Director fails to attend three consecutive regular meetings of the Board. A Director may be removed by the political subdivision appointing the Director for misfeasance, nonfeasance, or malfeasance in office. If a Director is so removed, a successor shall be appointed by the political subdivision that appointed the Director for the remaining term of the removed Director.

ARTICLE V OFFICERS

SECTION 1. Election. After the initial appointment of the Board, the Board shall elect a Director as Chairperson, elect a Director as Vice Chairperson and appoint a Secretary, who need not be a Director who are to serve the following year. Said officers shall serve one year and will take office on the date they are elected to serve. Officers may be re-elected to the same office.

SECTION 2. Removal. Any officer elected by the Board may be removed from office by the Board whenever, in its judgment, the best interests of the Authority will be served thereby.

SECTION 3. Vacancies. If the position of any officer becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the Directors, by a majority vote, shall elect a successor, who shall hold office for the unexpired term during which such vacancy occurred.

ARTICLE VI **CHAIRMAN**

Section 1. **Chairman.** The Chairman shall be the principal executive officer of the Authority, and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Authority. The Chairman shall preside at all meetings of the Board of Directors. The Chairman shall perform, sign, execute, and acknowledge on behalf of the Authority, all instruments, bonds, contracts, and instruments affecting real estate, or which shall be authorized by resolution of the Board of Directors. The Chairman may authorize any other officer or Director or agent of the Authority to sign, execute, and acknowledge such documents or instruments in his/her place and stead. The Chairman shall generally have the general powers and duties of supervision and management usually vested in the office of president of a corporation and perform all such other duties as may be prescribed by the Board of Directors from time to time.

Section 2. **Committees.** The Chairman may appoint an advisory board and any special committees to assist the Authority. Any such advisory board or committee shall have no official capacity to act on behalf of the Authority. The Chairman shall be ex-officio a member of any such advisory board or committees. The members of any such advisory board or committee shall serve in such capacity without compensation.

Section 3. **Vice-Chairman.** The Vice-Chairman shall have all powers and authorities of the Chairman when the Chairman is incapable of acting for any reason. The Vice Chairman shall perform any and all duties as may be designated to him/her by the Board of Directors.

Section 4. **Secretary.** The secretary shall: (a) keep the minutes of the Board of Directors meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws as required by law; (c) be custodian of the appropriate records; (d) keep a register of the post office address, phone number, and e-mail address of each Director which shall be furnished to the Secretary by such Director; (e) have charge and custody of and be responsible for all funds and securities of the Authority, (f) receive and give receipts for monies due and payable to the Authority from any source whatsoever; (g) deposit all monies in the name of the Authority in such depositories as shall be qualified to receive deposits of county funds, which deposits shall be secured in the same manner as county funds are required to be secured, (h) perform any and all duties as may be designated to him/her by the Chairman of the Board of Directors, and (i) in general perform all of the duties incident to the office of the secretary and treasurer of a corporation.

SECTION 5. **Disbursement of Funds.** Funds of the Authority may only be disbursed in accordance with the rules and procedures adopted by the Board and any vouchers for such disbursements shall be signed by both the Secretary and the Chairman. The Secretary shall render to the Directors, at the regular meeting of the Board, or whenever they may require it, an account of all transactions and of the financial condition of the Authority.

SECTION 6. Bond. Before receiving any revenues of the Authority, the Secretary shall furnish a bond in such amount as shall be determined by the Board with sureties satisfactory to the Board.

ARTICLE VII **CIVIL IMMUNITY**

SECTION 1. Immunity. The Directors of the Authority shall not be personally liable for any monetary damages that arise from actions taken in the performance of the Director's official duties, except for acts or omissions that are not in good faith or that involve intentional misconduct, a knowing violation of law, or any transaction from which the Director derived an improper personal benefit.

ARTICLE VIII **FINANCES**

SECTION 1. Budget. The Secretary shall prepare an annual budget for the Authority and submit the same to the Board at a meeting held in the third-quarter of each calendar year for approval which shall constitute the budget for the following calendar year.

SECTION 2. Audit. The books and accounts of the Authority shall be audited annually by an independent certified public accountant or firm of certified public accountants in accordance with generally accepted auditing standards and principles, who shall be selected and employed by the Board of Directors directly and not through the medium of any person or persons charged with keeping such books and accounts, and who shall report directly to said Board.

SECTION 3. Bank. The bank of the ~~corporation~~ [authority] shall be any such bank as the Board of Directors may determine.

SECTION 4. Surplus Funds. Any surplus of funds as contemplated by Section 28J.13 of the Iowa Code shall be paid, in equal shares, to the general funds of the political subdivisions comprising the Authority.

SECTION 5. Political Subdivisions Not Liable for Debts. Except as provided in Chapter 28J with respect to dissolution of the Authority and except as may be set forth in a written agreement to which a political subdivision is a party, the political subdivisions comprising the Authority shall not be liable for any debts or obligations of the Authority.

ARTICLE IX
NEW MEMBERS

Section 1. Application to Joining Authority. A political subdivision which is contiguous to (a) a political subdivision which participated in the creation of the Authority, or (b) a political subdivision which proposes to join the Authority at the same time which is contiguous to a political subdivision which participated in the creation of the Authority may apply to join the Authority (hereinafter "Applicant").

Section 2. Terms Applicable to New Member. Upon receiving an application from an Applicant, the Board shall notify all political subdivisions that comprise the Authority of the application. Said political subdivisions shall provide terms acceptable to all political subdivisions that comprise the Authority upon which the Applicant can join the Authority. The Board shall notify the Applicant of the proposed terms and, if acceptable, the Applicant shall adopt a resolution proposing to join the Authority upon said terms. The Board shall, by resolution, either accept or reject the Applicant's resolution proposing to join the Authority.

Section 3. Effective Date. The Applicant's proposal to join the Authority shall become effective upon the Board's resolution accepting the Applicant's resolution proposing to join the Authority and, thereupon, the jurisdiction of the Authority shall include the joining political subdivision.

SECTION 4. Status of Member. Any applicant that joins the Authority shall be considered to have participated in the creation of the authority.

SECTION 5. Automatic Inclusion. Nothing in this article shall prevent a territory or city which was not included in the Authority from being automatically included in the Authority upon annexation to a city included within the Authority as provided in Section 28J.4(3) of the Iowa Code.

ARTICLE X
REVENUE BONDS AND PLEDGE ORDERS

SECTION I. Issuance of Revenue Bonds. In the event the Authority issues revenue bonds as contemplated by Chapter 28J of the Iowa Code, the board must adopt a resolution to issue the bonds by a majority of the total number of Directors at a regular or special meeting called for that purpose. In addition to the requirements of Article 4, Section 6 hereof, notice of said meeting shall be published at least once, not less than four nor more than twenty days, before the date of the meeting, in at least one newspaper that meets the requirements of Section 614.3 of the Iowa Code. The notice must include a statement of the date, time, and place of the meeting, the maximum amount of the proposed revenue bonds or pledge orders, the purpose for which the revenue bonds will be issued, and the net revenues to be used to pay the principal and interest on the revenue bonds.

SECTION 2. Objections Received. At the meeting, the Board shall receive oral or written objections from any resident or property owner within the jurisdiction of the Authority and, after all objections have been received and considered, the Board, at the meeting or a date to which it is adjourned, may take additional action for the issuance of the bonds or abandon the proposal to issue bonds.

SECTION 3. Signatures Required on Bonds. The Chairman and the Secretary shall sign all revenue bonds.

SECTION 4. Pledge Orders. The Board may issue pledge orders as contemplated by Chapter 28J of the Iowa Code pursuant to a resolution adopted by a majority of the total number of Directors at a regular or special meeting, ordering their issuance and delivery in payment for all or part of the cost of a project of the Authority. Pledge order may bear interest at rates not exceeding those permitted by Chapter 7A of the Iowa Code. The Pledge orders shall be executed by the Chairman and the Secretary.

SECTION 5. Property not Collateral. Except as provided in section 28J.20, the physical properties of the Authority shall not be pledged or mortgaged to secure the payment of revenue bonds, pledge orders, or refunding bonds, or the interest thereon.

SECTION 6. No Personal Liability. The Directors and the Secretary shall not be personally liable on the revenue bonds or the pledge orders or be subject to any personal liability or accountability by reason of the issuance thereof

ARTICLE XI **RULES OF ORDER**

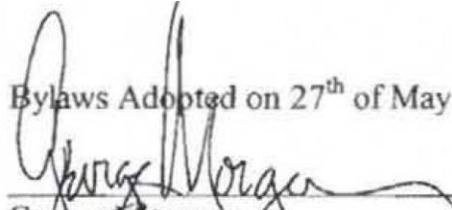
SECTION 1. The Board may adopt rules of order for the conduct of its meetings to the extent not inconsistent with these Bylaws or applicable law.

ARTICLE XII **AMENDMENTS**

SECTION I. Amendments Requiring a Vote From Each Political Subdivision. Article I, Sections 4 ~~And~~ [and] 5; Article VIII, Section 5, and ARTI CLE XII of these Bylaws may be altered or amended by the affirmative majority vote of two-thirds of the Board of Directors at any regular or special meeting of the Board provided said two-thirds is comprised of at least one Director from each political subdivision comprising the Authority.

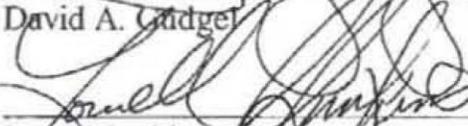
SECTION 2. Other Amendments. Except as provided in Article XII, Section 1, these Bylaws may be altered or amended by the affirmative majority vote of two-thirds of the Directors at any regular or special meeting of the Board, regardless of how said two-thirds is constituted.

Bylaws Adopted on 27th of May 2006 by the following:

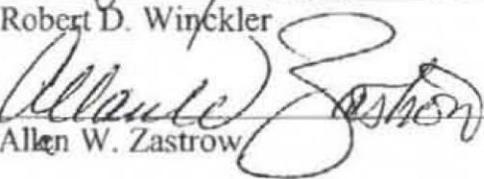

George Morgan


Steven J. Ireland


David A. Gidgel


Lowell Jenkins.


Robert D. Winckler


Allen W. Zastrow

SEIREPA BY-LAW

TABLE OF REFERENCES

Provisions of SEIREPA By-Laws	Corresponding Provisions of City/County Resolution	Corresponding Provisions of the Iowa Code
Article I		
Sec 1		28J.10
Sec 2		
Sec 3		28J.8
Sec 4		
Sec 5		
Article II		
Sec 1		28J.9(3)
Sec 2		
Article III		
Sec 1		28J.9(2)
Article IV		
Sec 1	Sec 4	28J.5(1) 28J.5(4) 12.30(2)
Sec 2	Sec 6	
Sec 3		28J.5(3)
Sec 4		
Sec 5		
Sec 6		
Sec 7		21.5 28J.28(3) 28J.28(2)
Sec 8		
Sec 9		28J.28(1)
Sec 10		28J.28
Sec 11		28J.5(7)
Sec 12		28J.5(8)
Sec 13		28J.5 (5)
Article V		
Sec 1		28J.5(6)
Sec 2		
Sec 3		28J,5(4) & (5)
Article VI		
Sec 1		
Sec 2		
Sec 3		

Provisions of SEIREPA By-Laws	Corresponding Provisions of City/County Resolution	Corresponding Provisions of Iowa Code, Chap 28J
Article VI		
Sec 4		28J.14
Sec 5		28J.14
Sec 6		28J.14
Article VII		
Sec 1		28J.6
Article VIII		
Sec 1		28J.13
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Sec 3		
Sec 4	Sec 7	28J.13
		28J.26
Sec 5		
Article IX		
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Sec 2		
Sec 3		
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Sec 5		
Article X		
Sec 1		28J.21(2.a.)
		614.3
		618.3
Sec 2		28J.21(2.b.)
Sec 3		
Sec 4		28J.21(9)
Sec 5		28J.21(10)
Sec 6		28J.21(11)
Article XI		
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Article XII		
Sec 1		
Sec 2		