

CODE OF BYLAWS
OF
MID-STATES CORRIDOR REGIONAL
DEVELOPMENT AUTHORITY

ARTICLE I

General

1. Name. The name of this organization, as a separate body corporate and politic of the State of Indiana, established pursuant to IC 36-7.6 et seq. (the "Act"), is the "Mid-States Corridor Regional Development Authority" (the "Authority").

2. Purpose. The purpose for which the Authority is formed is (a) to acquire, construct, equip, own, lease, and finance projects and facilities for lease to or for the benefit of eligible political subdivisions and (b) to fund and develop airport authority projects, commuter transportation district and other rail projects, regional transportation authority projects and services, economic development projects, intermodal transportation projects, regional trail or greenway projects, regional transportation infrastructure projects under IC 36-9-43, and any project that enhances the region with the goal of attracting people or business, that are of regional importance.

3. Duties. The Authority shall assist in the coordination of local efforts concerning projects that are of regional importance; assist a county, a municipality, a commuter transportation district, an airport authority, and a regional transportation authority in coordinating regional transportation and economic development efforts; and fund projects that are of regional importance.

4. Powers. The Authority has the powers granted to it under the Act. The Authority may do the following:

- (a) Finance, improve, construct, reconstruct, renovate, purchase, lease, acquire, and equip land and projects that are of regional importance.
- (b) Lease land or a project to an eligible political subdivision.
- (c) Finance and construct additional improvements to projects or other capital improvements owned by the development authority and lease them to or for the benefit of an eligible political subdivision.
- (d) Construct or reconstruct highways, roads, and bridges.
- (e) Acquire land or all or a part of one (1) or more projects from an eligible political subdivision by purchase or lease and lease the land or projects back to the eligible political subdivision, with any additional improvements that may be made to the land or projects.
- (f) Acquire all or a part of one (1) or more projects from an eligible political subdivision by purchase or lease to fund or refund indebtedness incurred on account of the projects to enable the eligible political subdivision to make a savings in debt service obligations or lease rental obligations or to obtain relief from covenants that the eligible political subdivision considers to be unduly burdensome.
- (g) Make loans, loan guarantees, and grants or provide other financial assistance to or on behalf of the following:
 - (i) A commuter transportation district.
 - (ii) An airport authority.
 - (iii) A regional transportation authority. A loan, a loan guarantee, a grant, or other financial assistance under this clause may be used by a regional transportation authority for acquiring, improving, operating, maintaining, financing, and acquiring, improving, operating, maintaining, financing, and supporting the following: (1) Bus services (including fixed route services and flexible or demand-responsive services) that are a component of a public transportation system. (2) Bus terminals, stations, or facilities or other regional bus authority projects.
 - (iv) A county.

- (v) A municipality.
- (h) Provide funding to assist a railroad that is providing commuter transportation services in a county containing territory included in the development authority.
- (i) Provide funding to assist an airport authority located in a county containing territory included in the development authority in the construction, reconstruction, renovation, purchase, lease, acquisition, and equipping of an airport facility or airport project.
- (j) Provide funding for intermodal transportation projects and facilities.
- (k) Provide funding for regional trails and greenways.
- (l) Provide funding for economic development projects.
- (m) Provide funding for regional transportation infrastructure projects under IC 36-9-43.
- (n) Hold, use, lease, rent, purchase, acquire, and dispose of by purchase, exchange, gift, bequest, grant, condemnation, lease, or sublease, on the terms and conditions determined by the development authority, any real or personal property.
- (o) After giving notice, enter upon any lots or lands for the purpose of surveying or examining them to determine the location of a project.
- (p) Make or enter into all contracts and agreements necessary or incidental to the performance of the development authority's duties and the execution of the development authority's powers under the Act.
- (q) Sue, be sued, plead, and be impleaded.
- (r) Design, order, contract for, construct, reconstruct, and renovate a project or improvements to a project.
- (s) Appoint an executive director and employ appraisers, real estate experts, engineers, architects, surveyors, attorneys, accountants, auditors, clerks, construction managers, and any consultants or employees that are necessary or desired by the development authority in exercising its powers or carrying out its duties under the Act.

- (t) Accept loans, grants, and other forms of financial assistance from the federal government, the state government, a political subdivision, or any other public or private source.
- (u) Use the development authority's funds to match federal grants or make loans, loan guarantees, or grants to carry out the development authority's powers and duties under the Act.
- (v) Except as prohibited by law, take any action necessary to carry out the Act.
- (w) Exercise condemnation power under IC 32-24-1.

ARTICLE II

Board

1. Members. The Authority Board (the "Board") is governed by five (5) members ("Members") appointed by written agreement among the executives of the units of government participating in the RDA (the "executives").

2. Term. Each member serves a four (4) year term and may be reappointed to subsequent 4 year terms. Removal of a member prior to expiration of the four year term requires written agreement by at least 3/4 of the executives. Should a vacancy occur, the executives shall fill a vacancy to serve the remainder of the vacant term.

3. Oath. Each member is required to take and subscribe an oath of office under IC 5-4-1.

4. Compensation. Members shall not receive compensation but may be entitled to a per diem for the member's participation in Board meetings. The amount of the per diem is limited to the amount authorized under IC 4-10-11-2.1(b).

ARTICLE III

Meetings of the Board

1. Annual Meeting. In January of each year, the Board shall hold an organizational meeting to elect a Chair, Vice-Chair and Secretary-Treasurer as described in Article V.
2. Regular Meetings. The Board shall meet at least quarterly at a place designated by the Board. Notices of all regular meetings shall be given, and meetings shall be held, in accordance with Indiana's Open Door Law (IC 5-14-1.5).
3. Special Meetings. Special meetings of the Board may be called by the Chair of the Board or any two (2) members of the Board.

ARTICLE IV

Procedures at Meetings

1. Voting. Affirmative votes of a majority of the Board are necessary to authorize any action of the Authority.
2. Quorum. The presence of a majority of the Board shall be necessary to constitute a quorum for the transaction of business at any meeting.
3. Order of Business. The regular order of business at all meetings of the Board shall be as follows:
 - (a) Roll call;
 - (b) Report of Secretary on giving notice of meeting;
 - (c) Approval of minutes of preceding meeting;
 - (d) Reports of officers, consultants and staff;
 - (e) Reports of Committees;

(f) Old business; and

(g) New business.

4. Consent Agendas. Any item of business before the Board may be placed on a consent agenda to be voted upon as a group unless otherwise required by statute, regulation or rule.

5. Action at Regular and Special Meetings. At all regular and special meetings of the Board, it shall be valid for the Board to act on any subject within the power of the Board.

ARTICLE V

Officers of the Board

1. Officers. The officers of the Board shall be Chair, Vice Chair(s), and Secretary-Treasurer.

2. Terms of Office. All officers of the Board shall be elected annually by the Board of Trustees and each shall hold office for a term of one (1) year or until their successors are duly elected.

3. Duties of Officers. The duties and powers of the officers of the Board shall be as follows:

(a) Chair. The Chair shall preside at all meetings of the Board and shall cause to be called regular and special meetings of the Board in accordance with these Bylaws. The Chair shall sign and make all contracts and agreements in the name of the Authority, subject to the approval of the Board, and shall enforce these Bylaws and perform all of the duties incident to the position and office and which are required by law.

(b) Vice Chair. Each Vice Chair shall have such powers and perform such duties as the Board or the Chair may, from time to time, assign or delegate.

(c) Secretary-Treasurer. The Secretary/Treasurer shall keep correct and complete books of account and minutes of the proceedings

of the Authority. The Secretary/Treasurer shall attend to the giving and serving of all notices required herein and by State law. The Secretary/Treasurer shall have the custody of all funds and securities of the Corporation and shall keep a complete and accurate account thereof and of all moneys received and paid out by the Secretary/Treasurer. It shall be his or her duty to furnish to the Board at their regular annual meeting or at any special meeting, upon receipt by the Board, complete and accurate account of the receipts and expenditures of the Authority for the preceding year or for such period as the board may require, together with a statement of financial condition of the Authority at the time of such report.

ARTICLE VI

Staff of the Authority

1. Executive Director. The Board may appoint an Executive Director of the Authority. The Executive Director shall be selected by the Board by the affirmative vote of a majority of the members of the Board provided 2/3 of the members are present at the meeting at which action is taken.

The Executive Director shall be the chief executive officer of the Authority and subject to control of the Board. The Executive Director shall manage, direct, and be responsible for the conduct of all affairs of the Authority, except those which by law or these Bylaws are made the specific responsibility of the Board, the Chair of the Board, or another officer of the Board. The Executive Director shall attend all meetings of the Board, Committee Meetings and shall report upon the affairs of the Board.

2. Other Staff. All other staff of the Authority shall be recommended to the Board by the Executive Director, if one has been elected, subject to the rules and policies as may from time to time be established by the Board.

3. Consultants. The Board may appoint and retain by affirmative vote of the majority of the Board, such consultants and advisors as the Board determines to be in the best interests of the Authority.

4. Other Officers of the Authority. The Board may appoint such other officers of the Authority as it desires and may prescribe their responsibilities and duties.

ARTICLE VII

Funds

1. Development Fund. The Authority shall establish and administer a development authority fund (the "Fund") in accordance with IC 36-7.6-4-1. The fund shall consist of the following:

- (a) Amounts transferred to the fund by units of government participating in the establishment of the Authority.
- (b) Amounts transferred to the fund as required under any interlocal agreements.
- (c) Appropriations, grants, or other distributions made to the fund by the state.
- (d) Money received from the federal government.
- (e) Gifts, contributions, donations, and private grants made to the fund.

2. Use of the Fund. Monies in the fund shall be used to carry out the duties, powers, and purpose of the Authority and shall not revert to any other fund.

3. Procurement. Use of the funds shall comply with Indiana's Public Purchasing statute (IC 5-22), Public Works statute (IC 36-1-12), and all applicable federal bidding statutes and regulations.

4. Contract Authorization and Execution of Documents. Except as otherwise expressly authorized by resolution of the Board, all contracts and other written instruments of any kind which are necessary to carry out the Authority's powers under the Act must be specifically approved and authorized by the Board.

ARTICLE VIII

Rules and Regulations

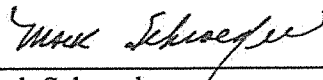
The Board may cause to be prescribed and promulgated rules and regulations concerning the conduct and coordination of programs and services to carry out its purpose under IC 36-7.6.

ARTICLE IX

Amendments

These Bylaws may be altered, amended, repealed or added to by an affirmative vote of a majority of the Board at any regularly called or specially called meeting.

SIGNED AND APPROVED this 11th day of May, 2018.



Mark Schroeder

Scott Blazey

Barry Day

Sue Ellspermann

Ken Mulzer Jr.

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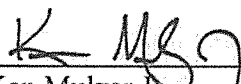
SIGNED AND APPROVED this 15 day of May, 2018.

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Ken Mulzer Jr.