

CHAPTER 9

INDUSTRIAL DEVELOPMENT CORPORATION

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1-9-1: **DEFINITIONS:** As used in this chapter, the following words shall have the following meanings:

ACT: Title 50, chapter 27, Idaho Code.

BOARD OF DIRECTORS: The board of directors of the public corporation.

CORPORATION: The industrial development corporation of Cassia County, Idaho.

COUNTY: The county of Cassia, Idaho.

FACILITIES: Land, rights in land, buildings, structures, docks, wharves, machinery, transmission equipment, landscaping, utilities, approaches, roadways and parking, handling and storage areas, and similar ancillary facilities.

INDUSTRIAL DEVELOPMENT FACILITY OR INDUSTRIAL DEVELOPMENT FACILITIES: Manufacturing, processing, production, assembly, warehousing, transportation, pollution control, solid waste disposal, and energy facilities.

1-9-2: **CREATION OF CORPORATION; POWERS:**

- A. Creation: The county of Cassia does hereby create a public corporation to carry out the purpose of chapter 27, title 50, Idaho Code, (the "Act"), as that law may from time to time hereinafter be amended.
- B. Name: The name of the public corporation shall be "The Industrial Development Corporation of Cassia County, Idaho" (the "corporation").
- C. Powers: The corporation shall have all the powers and be subject to all the limitations and provisions contained in the act, as that law may hereinafter from time to time be amended.

1-9-3: **CHARTER:** A charter shall be issued to the corporation by the board of county commissioners, which shall grant to the corporation authority to act pursuant to the act. A copy of the initial charter to be issued is attached to ordinance 85-1, in the county clerk's office, and marked exhibit A. Said charter may be amended from time to time by the board of county commissioners and shall contain the limitations set forth in the act.

1-9-4: **BOARD OF DIRECTORS:**

- A. Designation; Quorum: The board of directors of the corporation shall be designated and appointed by the board of county commissioners of Cassia County, Idaho. A majority of the members of the board of directors shall constitute a quorum.
- B. Officers; Bylaws: The affairs of the corporation shall be conducted and carried out by the board of directors. The board shall elect from among its own members a president, a vice president, a treasurer and a secretary, one of whom shall be eligible to hold two (2) offices. The board of directors shall adopt bylaws (rules and regulations) governing the conduct of the corporation.
- C. Compensation: Members of the board of directors shall serve with such compensation as may be provided in the bylaws to be adopted by the board of directors.

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1-9-5: **CONFLICT OF INTEREST:** No director, officer, agent or employee of the corporation shall have directly or indirectly any financial interest in any property to be included in or any contract for property, service or materials to be furnished or used in connection with any industrial development facilities financed through the corporation.

1-9-6: **POWERS:** The corporation shall have all the powers granted by, as well as limited by, the act and shall include the following:

- A. Construction Of Facilities: To construct and maintain one or more industrial development facilities.
- B. Lease Of Facilities: To lease to a lessee all or any part of any industrial development facility for such rentals and upon such terms and conditions, including options to purchase, as its board of directors considers advisable and not in conflict with the act.
- C. Sale Of Facilities: To sell by installment contract or otherwise and convey all or any part of any industrial development facility for such purchase price and upon such terms and conditions as its board of directors considers advisable, which are not in conflict with the act.
- D. Loans: To make loans for the purpose of providing temporary or permanent financing or refinancing of all or part of the project cost of any industrial development facility, including the refunding of any outstanding obligations, mortgages, or advances issued, made, or given by any person for the project costs; and to charge and collect interest on the loans for the loan payment upon such terms and conditions as its board of directors considers advisable which are not in conflict with the act.
- E. Revenue Bonds: To issue revenue bonds for the purpose of financing all or part of the project cost of any industrial development facility and to secure the payment of the revenue bonds as provided by the act.
- F. Mortgage And Encumbrance: As security for the payment of the principal of and interest on any revenue bonds issued and any agreements made in connection therewith, to mortgage, pledge, or otherwise encumber any or all of its industrial development facilities or any part or parts thereof, whether then owned or thereafter acquired, and to assign any lease or

- mortgage and repledge any security conveyed to the corporation, to secure any loan made by the corporation and to pledge the revenues and receipts therefrom.
- G. Suing And Defending: To sue and be sued, complain, and defend in its corporate name.
 - H. Contracts: To make contracts and to execute all instruments necessary or convenient for the carrying out of its business.
 - I. Corporate Seal: To have a corporate seal and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
 - J. Financial Assistance: Subject to the limitations of section 50-2706, Idaho Code, to borrow money, accept grants from, or contract with, any local, state, or federal governmental agency or with any financial public or private corporation.
 - K. Bylaws: To make and alter bylaws not inconsistent with its charter for the administration and regulation of the affairs of the corporation.
 - L. Collection Of Fees and Charges: To collect fees or charges from users or prospective users of industrial development facilities to recover actual or anticipated administrative costs.
 - M. Surplus Fees And Charges: To expend surplus fees or charges collected from users or prospective users of industrial development facilities for construction of public facilities including, but not limited to, sidewalks, landscaping, water and sewer systems, roads, and extension of utility services and roads, but such expenditures shall be limited to projects which are within the limits and purposes of this chapter; and to conduct or contract for studies to determine features needed by local governments to foster economic development.
 - N. Financing: To execute financing incidental to the powers enumerated in this subsection.
 - O. Operation As Other Than Lessor, Seller, Lender: The corporation created under this chapter may not operate any industrial development facilities as a business other than as lessor, seller, or lender. The purchase and holding of mortgages, deeds of trust, or other security interests and contracting for any servicing thereof is not considered the operation of an industrial development facility.

- P. **Location Of Facility:** The Corporation created by this chapter may not exercise any of the powers authorized in this section or issue any revenue bonds with respect to any industrial development facility unless the industrial development facility is located wholly within the boundaries of the county.
- Q. **County Not To Aid Corporation:** The county of Cassia may not give or lend any money or property nor exercise its power of eminent domain in aid of the corporation. This provision shall not preclude the county from dealing with the corporation on an arm's length basis.
- R. **Approval Required For Revenue Obligations:** The corporation may not issue revenue obligations except upon approval of Cassia County, and upon approval of the city within whose planning jurisdiction the proposed industrial development facility lies.

1-9-7: **INDEMNIFICATION:** Every person who was or is a party, or is threatened to be made a party to, or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or a person of whom he is the legal representative is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the law of the state of Idaho from time to time against all expenses, liability and loss (including attorney fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. Such rights of indemnification shall be a contract right which may be enforced in any manner desired by such person. Such right of indemnification shall not be exclusive of any other right which such directors, officers, or representatives may have or hereafter acquire, and without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of stockholders, provision of law, or otherwise, as well as their rights under this section. The board of directors may adopt bylaws from time to time with respect to indemnification to provide at all times the fullest indemnification permitted by the laws of the state of Idaho, and may cause the corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, against any liability asserted against such person and

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incurred in any such a capacity or arising out of such status, whether or not the corporation would have the power to indemnify such person.

1-9-8:

NET EARNINGS; DISSOLUTION OF

CORPORATION: Any net earnings of the

corporation, beyond those necessary for retirement of indebtedness incurred by it, shall inure to the county of Cassia, and not for the benefit of any other person. Alteration of the charter of or dissolution of or audits of the corporation shall be as provided by the act and by subsequent resolutions of the county. Upon dissolution of the corporation, title to all property owned by the corporation shall vest in the county of Cassia.

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INTERPRETATION: This chapter shall be liberally construed to effect its purpose.