



Town of Hilton Head Island
TOWN COUNCIL MEETING
Tuesday, February 15, 2022, 3:00 PM
AGENDA

The Town Council meeting will be held in-person at Town Hall in the Benjamin M. Racusin Council Chambers. The meeting can be viewed on the [Town of Hilton Head Island](#) website, the [Town's Public Meetings Facebook Page](#), the [Beaufort County Channel](#) and Spectrum Channel 1304.

1. Call to Order

2. FOIA Compliance Public notification of this meeting has been published, posted, and distributed in compliance with the South Carolina Freedom of Information Act and the requirements of the Town of Hilton Head Island.

3. Roll Call

4. Invocation

Pastor Todd Cullen - Hilton Head Island Community Church

5. Pledge to the Flag

6. Approval of the Agenda

7. Approval of the Minutes

a. Regular Meeting - January 18, 2022

8. Report of the Town Manager

a. Items of Interest

b. Overview of Hilton Head Hospital's Operational Conditions and Discussion of Future Needs - Joel Taylor, CEO Hilton Head Regional Hospital

c. Presentation of Check to Expanding Company - RX Industries - John O'Toole, Executive Director of the Beaufort County Economic Development Corporation

d. Status Update on the Beaufort County Solid Waste and Recycle Program - Eric Greenway, Beaufort County Administrator

e. Status Update of the Student Art Mural Temporary Exhibition - Jenn McEwen, Director of Cultural Affairs

f. Capital Improvement Program Quarterly Status Update - Jennifer Ray, Capital Program Manager

9. Reports of the Members of the Town Council

- a. General Reports from Town Council
- b. Report of the Lowcountry Area Transportation Study – Councilman Stanford
- c. Report of the Lowcountry Council of Governments – Councilwoman Becker
- d. Report of the South Carolina Floodwater Commission – Councilman Brown
- e. Report of the Southern Lowcountry Regional Board – Councilman Lennox
- f. Report of the Beaufort County Airports Board – Councilman Ames
- g. Report of the Community Services & Public Safety Committee – Councilman Harkins
- h. Report of the Public Planning Committee – Councilman Ames
- i. Report of the Finance & Administrative Committee – Councilman Lennox

10. Appearance by Citizens

Citizens who wish to address the Mayor and Town Council during Appearance by Citizens must contact the Town Clerk at 843.341.4701 no later than 12:00 p.m. the day of the meeting.

Citizens may submit written comments concerning any of the items on the agenda through the eComment portal. The eComment portal can be found by following this link: [February 15, 2022 Town Council Meeting Information](#)

11. Unfinished Business

- a. Second Reading of Proposed Ordinance to Amend Chapter 1 of Title 8 (Beaches), of the Municipal Code of the Town of Hilton Head Island, South Carolina, by amending Section 8-1-112 relating to the Definition of Beach; and providing for severability and an effective date.
- b. Consideration of the Final Draft of the Affiliated Agency Application

12. New Business

- a. Consideration of a Resolution Dedicating a Garden in Honor of Sally Krebs for her Service with the Town of Hilton Head Island.
- b. Consideration of a Resolution of the Town Council of the Town of Hilton Head Island, South Carolina, authorizing the Town Manager to enter into an agreement with the Hilton Head Plantation Property Owners' Association to provide funding assistance for the maintenance and renourishment of Pine Island Beach.

- c. First Reading Proposed Ordinance 2022-05 to amend the Municipal Code of the Town of Hilton Head Island South Carolina, Sections 2-5-15 and 2-5-16, to provide for regular and special meetings and public hearing of the Town Council and Town Boards & Commissions by electronic means; to amend Section 2-5-80, to specify the Rules of Decorum apply to all public meeting bodies for the Town of Hilton Head Island; and providing for severability and an effective date.
- d. Consideration of a Resolution by the Town Council of the Town of Hilton Head Island to authorize the Town Manager to prepare the necessary documents to establish a nonprofit Economic Development Corporation to coordinate and implement economic plans and initiatives with an emphasis on the Historical Neighborhoods of Hilton Head Island.
- e. Discussion of Hilton Head Island Representation on the Beaufort County Citizens Advisory Committee Regarding a Possible 2022 Transportation Sales Tax

13. Adjournment



Town of Hilton Head Island
TOWN COUNCIL
Tuesday, January 18, 2022, 3:00 p.m.
MEETING MINUTES

Present from Town Council: John J. McCann, *Mayor*; Bill Harkins, *Mayor Pro-Tempore*; David Ames, Tamara Becker, Alex Brown, Tom Lennox, Glenn Stanford, *Town Council Members*

Present from Town Staff: Marc Orlando, *Town Manager*; Josh Gruber, *Deputy Town Manager*; Angie Stone, *Assistant Town Manager*; Shawn Colin, *Advisor to the Town Manager*; Chris Yates, *Interim-Director of Community Development*; Jeff Buckalew, *Interim-Director of Infrastructure Services*; Missy Luick, *Senior Planner*; Krista Wiedmeyer, *Town Clerk*

1. Call to Order

Mayor McCann called the meeting to order at 3:00 p.m.

2. FOIA Compliance

Ms. Wiedmeyer confirmed compliance with the South Carolina Freedom of Information Act.

3. Roll Call

Attendance was confirmed by way of roll call.

4. Pledge to the Flag

5. Invocation – Rabbi Brad Bloom – Congregation Beth Yam

Rabbi Bloom delivered the invocation.

6. Approval of the Agenda

Mr. Harkins moved to approve. Mr. Stanford seconded. The motion carried 7-0.

7. Approval of the Minutes

a. Town Council Regular Meeting – January 4, 2022

Mr. Harkins moved to approve the minutes listed on the agenda. Mr. Stanford Seconded. The motion carried 7-0.

8. Report of the Town Manager

a. Items of Interest

b. Presentation of the 2021 Utility Tax Credit Award – Ashley Feaster, Economic/Community Development Manager, Palmetto Electric

Mr. Colin gave a quick overview of the project associated with the Utility Tax Credit Award before turning it over to Ms. Feaster who “virtually” presented the check and congratulated the Town.

c. Design Review Board Bi-Annual Update – Cathy Foss, Chairwoman

Ms. Foss delivered a report from the Design Review Board, reviewing the last six months of Board activity.

- d. Status Update of the Gullah-Geechee Land & Cultural Preservation Project Workplan – Anne Cyran, Interim Comprehensive Planning Manager

Ms. Cyran reviewed and provided an update on the Gullah-Geechee Land & Cultural Preservation Project Workplan to the Mayor and Town Council and answered questions posed.

9. Reports of the Members of the Council

- a. General Reports from Town Council

Mrs. Becker spoke about the recent vehicle break ins that have occurred throughout the island. She wanted to remind everyone to be sure to remove all their personal belongings from their cars and be sure to lock them at night.

Mr. Brown asked for confirmation that Mr. Taylor, the CEO of Hilton Head Regional would be at an upcoming meeting to discuss housing with Town Council. Mayor McCann confirmed.

- b. Report of the Community Services & Public Safety Committee – Councilman Harkins

Mr. Harkins reported that the Committee met on January 13, 2022 where they discussed and approved the code updates related to the beach definition. He also reported that a discussion was had about an agreement with Hilton Head Plantation and the Town for beach renourishment of Pine Island.

- c. Report of the Public Planning Committee – Councilman Ames

Mr. Ames reported on the upcoming public forums on short-term rentals.

- d. Report of the Finance & Administrative Committee – Councilman Lennox

Mr. Lennox reported that the Committee considered the Affiliated Agency Application and would be forwarding the recommendation to approve to the Town Council. He said they discussed the redistricting schedule and process and planned to begin getting the workshops and meetings set up. Mr. Lennox reported that the Committee met with the Town's Auditor to discuss the recent audit and that Mr. Troyer presented an update on the Town's financials.

10. Appearance by Citizens

Mr. Hoagland was called upon several times to address Town Council but did not respond.

11. Unfinished Business

- a. Second Reading of Proposed Ordinance 2022-01 Authorizing the Execution of a Termination for an Easement Located at 9 Bayberry Lane, Hilton Head Island, South Carolina.

Mr. Harkins moved to approve. Mr. Stanford seconded. With no discussion, the motion carried 7-0.

12. New Business

- a. First Reading of Proposed Ordinance to Amend Chapter 1 of Title 8 (Beaches), of the Municipal Code of the Town of Hilton Head Island, South Carolina, by amending Section 8-1-112 relating to the Definition of Beach; and providing for severability and an effective date.

Mr. Harkins moved to approve. Mr. Stanford seconded. Mr. Buckalew reviewed the ordinance and answered questions posed to him by Town Council. With limited discussion, the motion carried 7-0.

13. Adjournment

The meeting adjourned at 3:48 p.m.

Approved: February 15, 2022

Krista M. Wiedmeyer, Town Clerk

John J. McCann, Mayor

DRAFT

MEMORANDUM

TO: Marc Orlando, Town Manager
FROM: Jennifer McEwen, Director of Cultural Affairs
RE: Recommendation to approve temporary student art installations
DATE: February 2, 2022

Recommendation: Staff recommends that Town Council approves the plan to install student artwork for a temporary public art exhibit.

Summary: The Community Foundation of the Lowcountry funded an artist-in-residence at Hilton Head High School with the outcome being student submissions for public exhibition.

Background: In 2021, the Community Foundation of the Lowcountry provided a \$10,000 grant to the Office of Cultural Affairs to facilitate a 2D visual arts artist-in-residence opportunity at Hilton Head Island High School. Local professional artist, Amiri Farris was selected to go into the school after conversations with the 2D teacher and the combined efforts for both her mural unit and Gullah unit, in which she teaches Farris's work. The final project for the students was the submission of their own mini mural inspired by the ecology, history or people of Hilton Head Island. 49 students submitted work and the selections were vetted by the 19 members of the Arts Council of Hilton Head. The top 25 submissions will be printed as 24"x36" free standing murals and install at 4 public parks, Jarvis Creek, Island Rec Center, Sailing & Rowing, and Coligny Beach Park. The installations will be on display from March 1 – September 12, 2022.

Mockup of Art Installation:





270 RED CEDAR STREET | SUITE #102 | BLUFFTON, SC 29910
PH: (843) 757-7057 | FAX: (843) 757-8057

IT IS THE RESPONSIBILITY OF THE CLIENT TO REVIEW THIS PROOF CAREFULLY AND CHECK THAT PHONE NUMBERS, EMAILS, WEB SITES, NAME SPELLINGS, ADDRESSES AND OTHER TEXT HAVE BEEN PORTRAYED AS INTENDED - AS WELL AS SIZES, QUANTITIES AND DESIGN.

BY SUBMITTING THE ARTWORK APPROVAL THE CLIENT ACKNOWLEDGES THAT THEY HAVE CAREFULLY REVIEWED THE PROOF AND THAT THE AFOREMENTIONED CRITERIA HAVE BEEN VERIFIED AS CORRECT AND READY FOR PRODUCTION. SHOULD ANY ERRORS BE FOUND DURING PRODUCTION; OR IF ANY LATE STAGE CHANGES ARE REQUESTED, THE CLIENT AGREES TO ASSUME RESPONSIBILITY FOR 1/2 OF THE COST ASSOCIATED WITH THE REMAKING THE PRODUCT(S).

PROOF
ORDER: 000000

COMPANY: HILTON HEAD CULTURE AND ARTS ADVISORY COMMITTEE

CLIENT: JENN McEWEN - jennm@hiltonheadislandsc.gov

SDS REP: ANDREW DAVIS - adavis@sign-dsign.com

FILE NAME: 000000 MURAL SIGNS **VERSION:** V3 **DATE:** 01/31/2022

QTY: ? | MURAL SIGNS



■ SW 7659: GRIS ■ SW 7069: IRON ORE

MATERIALS: 1.5" THICK ROUTED HDU FACE WITH RAISED BORDERS & COPY ON A SMOOTH, RECESSED BACKGROUND.

FINISHING: PAINTED ON ALL SIDES AS NOTED. BACK & RETURNS TO MATCH THE FACE. MURALS FULL COLOR PRINTED DECALS APPLIED TO RAISED SURFACE ON SIGN FACE.

MOUNTING: FACES SCREWED TO PAINTED POST. SIGN STANDS 4' AG AT FINISH.

NOTES: COLORS TO MIMIC EXISTING TRAIL SIGNS



ALL GRAPHICS ARE THE EXCLUSIVE PROPERTY OF SIGN D' SIGN UNTIL FINAL PAYMENT HAS BEEN RECEIVED.

THIS PROOF
PREPARED BY



Alicia Benbennick
GRAPHIC ARTIST

abenbennick@sign-dsign.com

PLEASE
NOTE

*COLORS PORTRAYED ON THIS PROOF MAY DIFFER IN REAL LIFE DUE TO THE DIFFERENCES IN DIGITALLY GENERATED IMAGES FROM SCREEN TO SCREEN. INK PIGMENTS WILL DIFFER FROM PAINT PIGMENTS DUE TO THE DIFFERENCES IN MEDIA AND SELECTED FINISHES.

*COLORS NOT PROVIDED WITH PANTONE NUMBERS WILL BE MATCHED TO PANTONE COLORS FOR PRODUCTION CONSISTENCY DURING PRINTING AND PAINTING.



TOWN OF HILTON HEAD ISLAND

Staff Report Memo

TO: Marc Orlando, ICMA~CM, *Town Manager*
FROM: Jennifer Ray, ASLA, *Capital Program Manager*
VIA: Shawn Colin, AICP, *Senior Advisor to the Town Manager*
CC:
DATE: January 28, 2022
SUBJECT: FY22 CIP Quarterly Report – Quarter 2

The Town's Fiscal Year 2022 Capital Improvement Program (FY22 CIP) was approved June 2, 2021. This quarterly report provides transparency and accountability regarding the FY22 approved CIP. Reports will be updated on a quarterly basis for the following periods:

- FY22 Quarter 1: July 1 – September 30, 2021
- FY22 Quarter 2: October 1 – December 31, 2021
- FY22 Quarter 3: January 1 – March 31, 2022
- FY22 Quarter 4: April 1 – June 30, 2022

Reports will include information regarding the scope, schedule, and cost of projects included in the FY22 CIP and will be presented to Town Council as well as posted on the Town's webpage as part of the CIP Hub/Dashboard.

Attachment:
CIP Quarterly Report – FY22 Quarter 2 (October 1 – December 31, 2021)



CAPITAL IMPROVEMENTS PROGRAM

FY22 QUARTER 2 REPORT – 01/03/2022

TOWN OF HILTON HEAD ISLAND, SC

This Quarterly Report of the Town's Capital Improvement Program (CIP) provides transparency and accountability regarding the FY22 approved CIP and reports on capital project budgets, scope/status, and schedules.

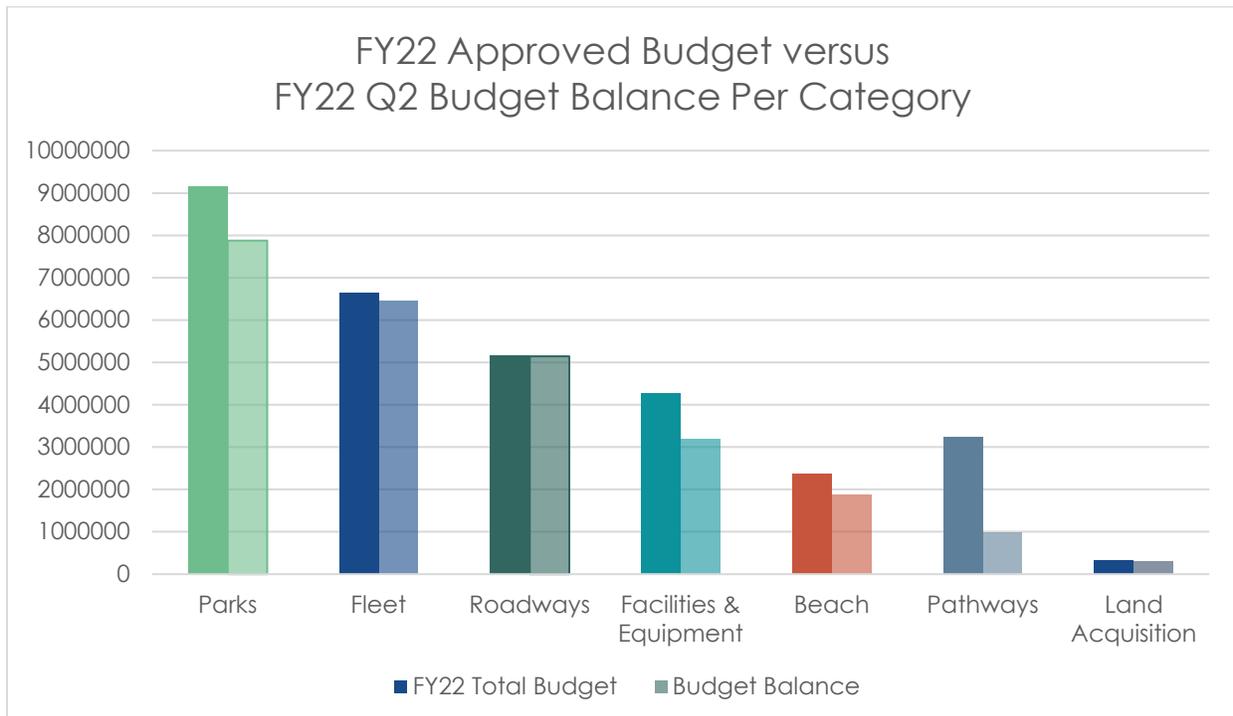
Budget

Budget Balance per Category through 12/30/2021

TOWN OF HILTON HEAD ISLAND - CAPITAL PROGRAM FY22 CAPITAL IMPROVEMENT PLAN - BUDGET BALANCE PER CATEGORY THROUGH 12/30/2021

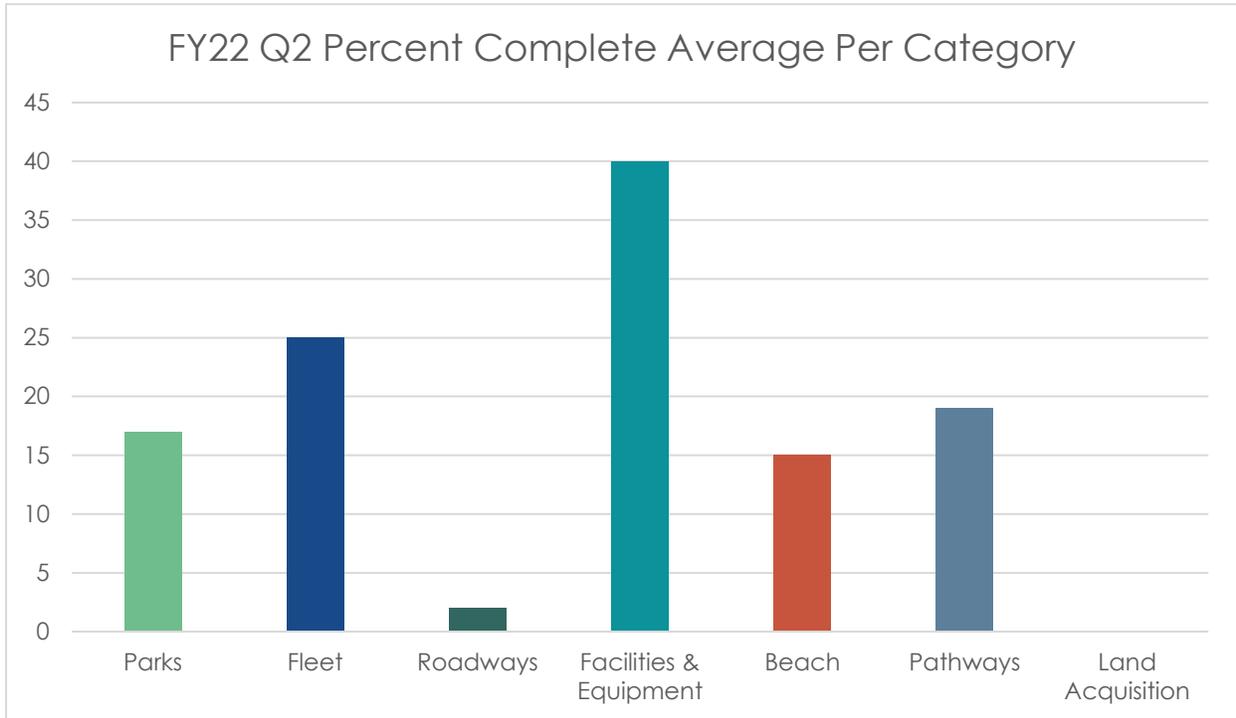
PROJECTS	FY22 TOTAL BUDGET	EXPENDED TO DATE	AMOUNT ENCUMBERED	PROJECT BUDGET BALANCE	PERCENT COMPLETE
BEACH	\$ 2,373,523	\$ 250,339	\$ 243,075	\$ 1,880,109	21%
PATHWAYS	\$ 3,237,459	\$ 284,366	\$ 1,980,675	\$ 972,418	70%
ROADWAYS	\$ 5,167,964	\$ 24,120	\$ -	\$ 5,143,844	0%
PARKS	\$ 9,144,476	\$ 660,321	\$ 608,910	\$ 7,875,245	14%
FACILITIES AND EQUIPMENT	\$ 4,272,800	\$ 613,671	\$ 478,215	\$ 3,188,914	26%
FLEET	\$ 6,642,868	\$ 76,129	\$ 112,364	\$ 6,454,375	3%
LAND ACQUISITION	\$ 324,068	\$ 17,073	\$ 3,563	\$ 303,432	6%
HOUSING	\$ -	\$ -	\$ -	\$ -	
TOTAL	\$ 44,018,834	\$ 3,301,085	\$ 6,630,529	\$ 34,087,221	

Budget Balance per Category versus FY22 Approved Budget (through 12/30/2021)



Scope

Percent Complete (Scope) Average per Category (through 12/30/2021)



Status

Project Status Reports have been prepared by Project Managers for each FY22 CIP project and include milestones accomplished during the quarter, an estimated percent complete, and a budget snapshot. Project Status Reports for each FY22 CIP project can be accessed via the CIP Dashboard on the Town's website.

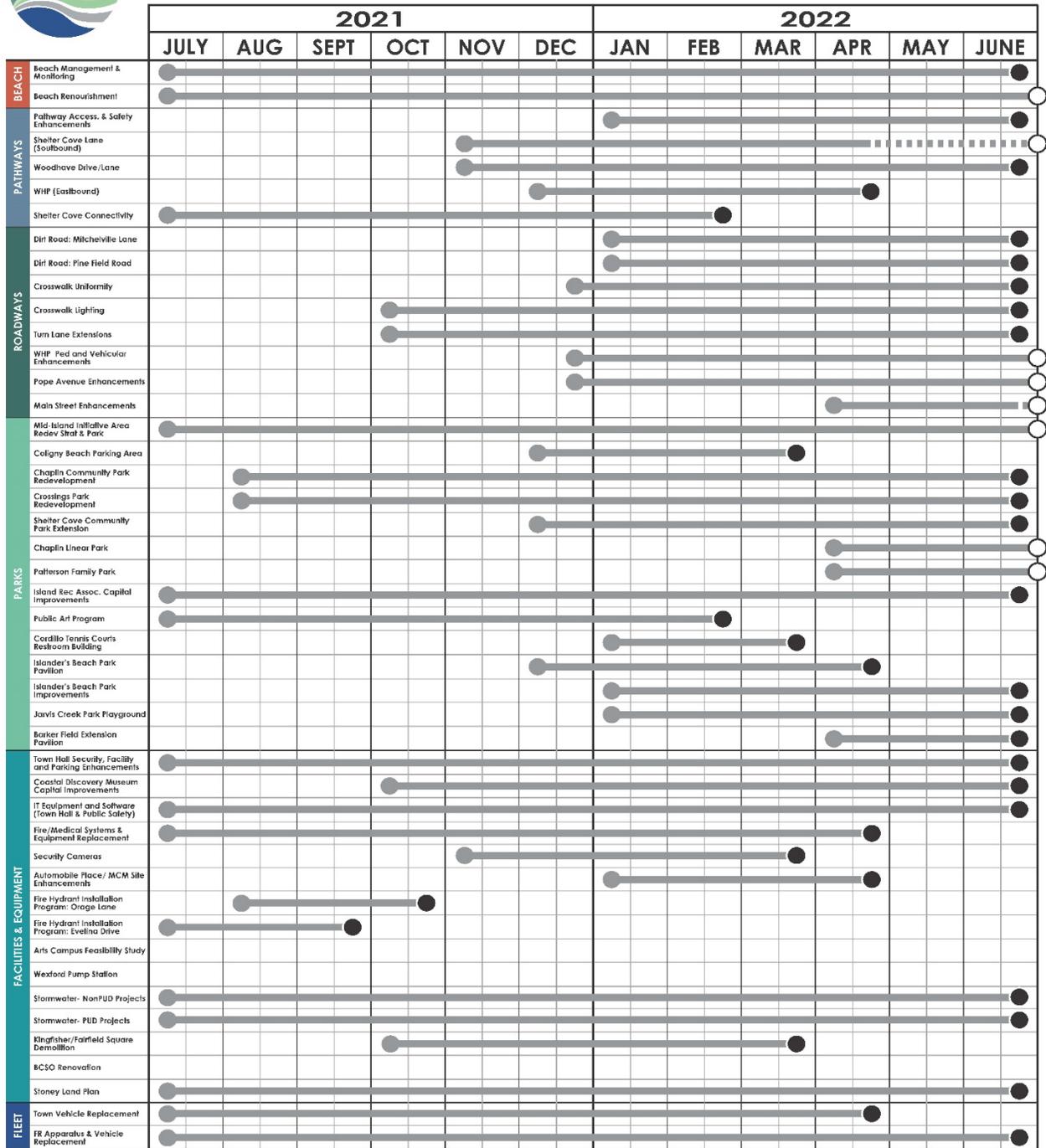
[Capital Projects Dashboard \(arcgis.com\)](https://arcgis.com)

Schedule

Overall project schedule including all FY22 Capital Projects (through 12/30/2021)



Fiscal Year 2022 Projects | Schedule



Updated: 12-30-2021



TOWN OF HILTON HEAD ISLAND

Staff Report Memo

TO: Town Council
FROM: Joshua A. Gruber, Deputy Town Manager
VIA: Marc Orlando, Town Manager

DATE: January 19, 2022
SUBJECT: Second Reading of Proposed Ordinance 2022-02, Amending Chapter 1 of Title 8 (Beaches), Section 8-1-112 relating to the Definition of Beach, of the Municipal Code of the Town of Hilton Head Island

Recommendation:

Staff recommends Town Council approve the second reading of Proposed Ordinance No. 2022-02 which amends Chapter 1 of Title 8 (Beaches), Section 8-1-112 relating to the definition of beach.

There have been no changes since the first reading on January 18, 2022.

AN ORDINANCE OF THE TOWN OF HILTON HEAD ISLAND

ORDINANCE NO.

PROPOSED ORDINANCE NO. 2022-02

AN ORDINANCE TO AMEND CHAPTER 1 OF TITLE 8 (BEACHES), OF THE MUNICIPAL CODE OF THE TOWN OF HILTON HEAD ISLAND, SOUTH CAROLINA, BY AMENDING SECTION 8-1-112 RELATING TO THE DEFINITION OF BEACH; AND PROVIDING FOR SEVERABILITY AND AN EFFECTIVE DATE.

WHEREAS, the Town Council originally adopted Chapter 1 of Title 8 on April 7, 1987 and subsequently amended the definition of “beach” on May 17, 1994; and

WHEREAS, the beaches on Hilton Head Island are a singular and unique resource of Hilton Head Island which are used as a park for the enjoyment of the Town’s residents, visitors, and guests; and

WHEREAS, the Town of Hilton Head Island’s Strategic Plan for Fiscal Year 2022 includes the priority of implementing beach resilience and a renourishment plan; and

WHEREAS, the Town Council finds that due to the heightened utilization of Mitchelville Park area beaches and Pine Island beach, it is necessary to include these beach areas in the Town’s beach renourishment program; and

WHEREAS, the Town Council finds it desirable to geographically extend the Town’s beach area as defined in the Municipal Code of the Town of Hilton Head Island, South Carolina, Chapter 1 of Title 8, which will effectively allow the use of Beach Preservation Fees to be used in managing, monitoring and renourishing these additional beach areas.

NOW, THEREFORE, BE IT ORDERED AND ORDAINED BY THE TOWN COUNCIL FOR THE TOWN OF HILTON HEAD ISLAND, SOUTH CAROLINA, AND IT IS HEREBY ORDERED AND ORDAINED BY AND UNDER AUTHORITY OF SAID TOWN COUNCIL, AS FOLLOWS:

NOTE: Underlined and bold-face typed portions indicate additions to the municipal code. ~~Stricken~~ portions indicate deletions to the municipal code.

Section 1: Amendment. That Section 8-1-112 (1) (Definitions) of the Municipal Code of The Town of Hilton Head Island, South Carolina, is hereby amended as follows:

“Section 8-1-112. Definitions.”

For the purposes of this chapter, the following terms, phrases, words and their derivations shall have the meaning given herein:

~~(1) Beach shall mean that area lying between the low water mark of the Atlantic Ocean, commencing at Port Royal Sound at the southern shore of Fish Haul Creek and the first property line of property lying closest in proximity to the water, hence southward along the Atlantic Ocean to Port Royal Sound at Port Royal Beach Club.~~

~~Additionally, "beach" shall mean that area lying between the low water mark of the Atlantic Ocean, commencing at Port Royal Sound at Port Royal Beach Club and the first property line of property lying closest in proximity to the water, hence southward along the Atlantic Ocean to the southern boundary of Tower Beach Club at Calibogue Sound, and shall extend out from the mean low water mark for a distance of one hundred fifty (150) yards into the water.~~

~~Additionally, "beach" shall mean that area lying between the low water mark of the Calibogue Sound, commencing at the southern boundary of Tower Beach Club and the property line of property lying closest in proximity to the water, hence northward along the Calibogue Sound to the southern shore of Braddock Cove at Calibogue Sound and shall extend from the mean low water mark for a distance of seventy five (75) yards into the water.~~

(1) As used in this Ordinance, "Beach" shall mean:

(a) commencing at the southern shore of Braddock Cove, the area lying between the mean low water mark of Calibogue Sound and the property line of property lying closest to Calibogue Sound or the Atlantic Ocean, south west, south east along Calibogue Sound and north east along the Atlantic Ocean to the Tower Beach Club, and extending from the mean low water mark of Calibogue Sound and the Atlantic Ocean for a distance of seventy-five (75) yards into the waters of Calibogue Sound and the Atlantic Ocean;

(b) commencing at Tower Beach Club, the area between the mean low water mark of the Atlantic Ocean and the first property line of property lying closest to the Atlantic Ocean, northeast along the Atlantic Ocean to the Port Royal beach Club, and extending from the mean low water mark of the Atlantic Ocean for a distance of one hundred fifty (150) yards into the waters of the Atlantic Ocean;

(c) commencing at the Port Royal Beach Club, the area lying between the mean low water mark of the Atlantic Ocean or Port Royal Sound and the first property line of property lying closest to the Atlantic Ocean or Port Royal Sound, then northwestward along the Atlantic Ocean or Port Royal Sound to the southeast terminus of the Rock Revetment at Dolphin Head Recreation Area, and extending from the mean low water mark of Port Royal Sound for a distance of seventy-five (75) yards into the waters of Port Royal Sound;

(d) commencing at southeast terminus of the Rock Revetment at Dolphin Head Recreation Area, the area lying between the low water mark of Port Royal Sound, and the seaward boundary of the Rock Revetment, then northwest along Port Royal Sound to the northwest terminus of the Rock Revetment at Dolphin Head Recreation Area, and extending from the mean low water mark of Port Royal Sound for a distance of seventy-five (75) yards into the waters of Port Royal Sound; and

- (e) commencing at the northwest terminus of the Rock Revetment at Dolphin Head Recreation Area, the area lying between the low water mark of Port Royal Sound and the vegetated marshes and vegetated upland northwest and west along Port Royal Sound to the northern shore of Park Creek and extending from the mean low water mark of Port Royal Sound for a distance of seventy-five (75) yards into the waters of Port Royal Sound.

Section 2: Severability. If any section, phrase, sentence, or portion of this Ordinance is for any reason held invalid or unconstitutional by any court of competent jurisdiction, such portion shall be deemed a separate, distinct, and independent provision, and such holding shall no affect the validity of the remaining portions thereof.

Section 3: Effective Date. This ordinance shall be effective upon adopting by the Town Council of the Town of Hilton Head Island, South Carolina.

PASSED, APPROVED, AND ADOPTED BY THE COUNCIL OF THE TOWN OF HILTON HEAD ISLAND ON THIS _____ DAY OF _____, 2022.

By: _____
John J. McCann, Mayor

ATTEST:

By: _____
Krista Wiedmeyer, Town Clerk

First Reading: _____, 2022

Revised First Reading _____, 2022

Second Reading: _____

APPROVED AS TO FORM:

Curtis L. Coltrane, Town Attorney

Introduced by Council Member: _____



EXHIBIT B

Proposed Beach Limits

- Addition- Fish Haul Creek to Park Creek
- Existing- Braddock Cove to Fish Haul Creek

Town of Hilton Head Island
 Proposed Beach Limit Additions
 January 2022





TOWN OF HILTON HEAD ISLAND

Staff Report Memo

TO: Town Council
FROM: John M. Troyer, Director of Finance
VIA: Marc Orlando, Town Manager
CC: Cindaia Ervin, Krista Wiedmeyer
DATE: February 1, 2022
SUBJECT: Affiliated Agencies Application

Recommendation: Staff recommends Town Council adopt the Affiliated Agency Application.

Summary: As part of the Strategic Planning process, Town Council directed staff to plan, create and execute a new process for Affiliated Agency Application and Funding. Staff has worked with the Finance and Administrative Committee to plan and develop an application process.

Once the application is approved, the Affiliated Agencies will be able to document the public good derived from their funding from the Town and give them a platform to make requests for the new fiscal year.

Once the application is approved, the Finance and Administrative Committee will be able to better evaluate the requests for funding to make recommendations to the full Town Council – which will be presented for their consideration with the proposed budget for FY 2022-2023.

With the Finance and Administrative Committee’s recommendations, Town Council will be able to consider and make final funding decisions for Affiliated Agencies for the new fiscal year.

Background: As Town Council considered budget proposals, Council members wanted additional documentation and transparency for consideration of requests from Affiliated Agencies before future funding decisions would be made. The Affiliated Agency application before Town Council is a result of direction from Town Council to develop a process, input from staff and the Finance and Administrative Committee and input from Town Council members.



TOWN OF HILTON HEAD ISLAND, SOUTH CAROLINA

Fiscal Year 2023 Affiliated Agencies Grant Application

All applications must be fully completed and submitted electronically to the Town of Hilton Head Island no later than 4:00 p.m. on Friday, February 4, 2022.

This application package includes the following:

1. Guideline for Applications
2. Affiliated Agency Funds Application
3. Application Submission

Applications will first be reviewed by Town Finance Staff and Senior Staff. The Finance & Administrative Committee will then review the applications and will select agencies to make presentations outlining their funding request and answer any questions. Those selected will be notified by email (please make sure to provide a valid email address) of the day and time scheduled for its presentation. The Finance & Administrative Committee will, after its review, submit a recommendation on affiliated agency funding requests to Town Council as part of the annual fiscal year budget and adoption process.

The Committee requests each applicant adhere strictly to the guidelines and requirements provided herein.

Failure to correctly complete the application in its entirety, may disqualify what may be an otherwise qualifying application.

GUIDELINES FOR APPLICATIONS FOR AFFILIATED AGENCIES FUNDS

NOTES REGARDING THE APPLICATION

The purpose of this program is to provide a transparent process to consider grant requests using public funds and to document the proposed public benefit of each funding request. It is the intention of this program to make limited grants to agencies and non-profit organizations providing services for public benefit that are not tourism related. Tourism grants and support is provided through ATAX grants administered by the Town ATAX committee. Affiliated Agency grants will be recommended by the Town Finance & Administrative Committee to Town Council annually. It is not the intention of this type of grant to be recurring. “Out of cycle” or “emergency” grant applications are discouraged.

Applications will be reviewed using the following criteria to determine if it serves a public purpose:

- 1. Is there a goal or benefit to the public by virtue of the project?**
- 2. Will public or private parties be the primary beneficiary?**
- 3. How speculative in nature is the project?**
- 4. On balance, what is the probability that the public interest will ultimately be served and to what degree?**

1. Summary of Requesting Agency

- a. Describe the organization, its mission and background
- b. Provide the full name, postal mailing address, email address and telephone number of a primary contact person, given the authority and responsibility to represent the application before the Committee, must be included in this section.
- c. List the organization’s current annual budget and the requested grant amount.

2. Description of Operations

- a. Describe the organization purpose/uses of requested funding and demonstrate how funding will provide public benefit.
- b. The description must state what is intended to be accomplished by the Affiliated Agency grant funds, and the source and amount of other funds to be committed to the project.
- c. Describe the impact to the organization should it not be fully funded for the fiscal year 2023 grant request.
- d. What are the future capital projects or changes in the service delivery scope that might impact future operations or financial requests?

3. Funding

- a. Provide a brief description on how the organization is currently funded.
- b. Provide a summary of current and previous governmental funding applied for, and/or received, for fiscal year 2021, 2022 and fiscal year 2023.

4. Financials

- a. Provide copies of Fiscal Year 2020 and 2021 audited financial statements
- b. Provide a copy of the current budget detailing all anticipated revenues and expenses.

5. Measuring Effectiveness:

- a. Please identify the project/operating objectives and budget
- b. Please identify how operational metrics will be tracked to demonstrate goal achievement.
- c. Please identify how the metrics accrue to a public benefit
- d. Please identify your service area and provide statistics of clients served
- e. Please identify any partner agencies
- f. Please identify a proposed/expected timeline to achieve objectives
- g. Please identify any partners/contractor comments
- h. Please identify any other sources of funding requested or received.

6. Submission Requirements:

- a. All funding requests are to be submitted electronically by Friday, February 4, 2022, via the Towns online Affiliated Agency Grant Application

2022

AFFILIATED AGENCY GRANT APPLICATION

For Office Use Only	Time Received:	By:
Date Received:		

Applications will not be accepted if submitted after 4:00 P.M. on February 4, 2022

A. Summary of Grant Request:

ORGANIZATION NAME: _____

Contact Name: _____ Title: _____

Address: _____

Email Address: _____ Contact Phone: _____

Total Budget: _____ **Grant Amount Requested:** _____

Provide a brief summary of the intended use of the grant and how the funding would be used. (100 words or less)

B. DESCRIPTION OF OPERATIONS:

1. For reporting purposes, give a brief description of the organization. (250 words or less)

2. Describe in detail how the grant would be used. (250 words or less)

3. What impact would partial funding have on the activities if full funding were not received? What would the organization change to account for partial funding? (100 words or less)

4. What is the expected public benefit to these expenditures to the Island's citizens, visitors, and/or the Town? (100 words or less)

5. Additional comments (250 words or less)

FUNDING:

1. Please describe how the organization is currently funded. (100 words or less)

2. Please also estimate, as a percentage, the source of the organization's total annual funding.

_____ Government Sources	_____ Private Contributions, Donations & Grants
_____ Corporate Support, Sponsors	_____ Membership Dues, Subscriptions
_____ Ticket Sales, or Sales & Services	_____ Other

3. Please provide a summary of previous governmental funding applied for, or received, for fiscal year 2022 and fiscal year 2023. (100 words or less)

4. Please provide a summary of other sources of funding sought or secured for this initiative. (250 words or less)

D. FINANCIAL INFORMATION:

Fiscal year disclosure: Start Month: _____ End Month: _____

Financial Statement Requirements:

1. The upcoming year's operating budget for the organization.
2. The previous two years and current year profit and loss reports for the organization.
3. The previous two years and current year balance sheets.

E. MEASURING EFFECTIVENESS:

1. **List any award amounts received in fiscal year 2021 and/or 2022? How were those funds used? To what extent were your objectives achieved? (200 words or less)**

2. **What impact does this have on the success of the organization and how did it benefit the community? (200 words or less)**

3. **How does the organization measure the effectiveness of both the overall activity and of individual programs? (200 words or less)**

G. Executive Summary:

Provide an executive summary using the Effectiveness Measurement spreadsheet provided or your own format. If creating your own format, please refer to the Effectiveness Measurement sample spreadsheet and use the criteria as a guideline. (1300 words or less)



**AFFILIATED AGENCIES GRANT APPLICATION
TOWN OF HILTON HEAD ISLAND, SOUTH CAROLINA**

APPLICATION FINAL CHECKLIST

(Complete and return this list with the application)

- The application is being filed by the **February 4, 2022, 4:00 PM** deadline.
- We have reviewed and followed the application guidelines.
- We have supplied the requested Financial Data.
- We will be prepared to make a verbal presentation to the Committee and answer questions when we are scheduled to do so.

Please contact Cindaia Ervin at 843-341-4646

or email

cindaiae@hiltonheadislandsc.gov

if you have any questions or concerns.

**AFFILIATED AGENCIES
EFFECTIVENESS MEASUREMENT**

Please refer to the *SAMPLE Effectiveness Measurement Form* for examples. When completing this form, please expand, contract, or add to the sections as needed (but contain the form to a total of approximately 2 pages). You may choose to use your own format instead of this form, and if doing so, please use the criteria below as a guideline. Regardless of format, **each applicant should choose how they measure degree of success. Applicants need to explain why this is an effective measurement technique that reflects results and how that relates to the objective.**

TOPIC	THE PLAN	BUDGET	ACTUAL SPENT	RESULTS <i>When possible, provide planned results vs. actual results, and/or current year vs. prior year results .</i>
Total		\$ -	\$ -	

Total		\$ -	\$ -	

Total		\$ -	\$ -	

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**AFFILIATED AGENCIES
EFFECTIVENESS MEASUREMENT**

Please refer to the *SAMPLE Effectiveness Measurement Form* for examples. When completing this form, please expand, contract, or add to the sections as needed (but contain the form to a total of approximately 2 pages). You may choose to use your own format instead of this form, and if doing so, please use the criteria below as a guideline. Regardless of format, **each applicant should choose how they measure degree of success. Applicants need to explain why this is an effective measurement technique that reflects results and how that relates to the objective.**

TOPIC	THE PLAN	BUDGET	ACTUAL SPENT	RESULTS <i>When possible, provide planned results vs. actual results, and/or current year vs. prior year results .</i>
Total		\$ -	\$ -	

Total		\$ -	\$ -	

Total		\$ -	\$ -	

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Memo



To: Marc Orlando, ICMA-CM, Town Manager
From: Angie Stone, Assistant Town Manager
RE: Resolution for the Creation and Naming of a Pollinator Garden
Date: February 2, 2022

Recommendation

Adopt a resolution to create a pollinator garden at Jarvis Creek Park and name it in honor of the contributions of Salome “Sally” Krebs. Staff recommends approving the Resolution.

Background

Sally Krebs joined the Town of Hilton Head Island on March 19, 1986, as the Natural Resource Administrator where she was responsible for refining and enforcing the Town’s first Tree Protection Ordinance, reviewing all development plans, and working closely with developers to protect the Island’s natural resources. During her time as Natural Resource Administrator she became affectionately known as the “Tree Lady”.

In 2012 she was named the Town’s first Sustainable Practices Coordinator where she played an active role in public education. Most recently she led efforts to maintain the Town’s certification status as a Certified Audubon Sustainable Community and was recognized for Environmental Stewardship by Audubon International.

Sally also played a key role in the monitoring piping plovers and nesting sea turtles, and in educating the community on the importance of biodiversity. One of the largest and most impactful projects of Sally’s career was her involvement in the creation and construction of Jarvis Creek Park.

Sally retired on January 3, 2022, after 35+ years of service to the Town. She will continue serve as an adjunct professor at the University of South Carolina Beaufort.

Conclusion

The creation and naming of a pollinator garden in Sally’s honor at Jarvis Creek Park will provide tangible, beautiful and functional recognition of her dedication and efforts on behalf of the Island’s natural environment and enhancing its sustainability.

A RESOLUTION OF THE TOWN COUNCIL OF THE TOWN OF HILTON HEAD ISLAND, SOUTH CAROLINA, HONORING THE CONTRIBUTIONS OF SALOME “SALLY” KREBS BY PLANTING AND NAMING A POLLINATOR GARDEN IN HER HONOR

WHEREAS, Salome “Sally” Krebs served the Town of Hilton Head Island with distinction from March 19, 1986 through her retirement on January 3, 2022; and

WHEREAS, Sally Krebs first joined the Town as its Natural Resources Administrator and later became its Sustainable Practices Coordinator; and

WHEREAS, during her time serving the Town, its residents and visitors, Sally Krebs drafted ordinances and policies to protect the Island’s natural environment, provided educational materials and presentations, and reviewed thousands of development plans; and

WHEREAS, her work served to educate residents and visitors on sustainable practices and the vital importance of the Island’s natural environment and to preserve those resources; and

WHEREAS, her dedication, passion and knowledge resulted in statutory protection and public interest in preservation that will benefit residents and visitors well into the future; and

WHEREAS, Sally Krebs was a key contributor to the design and construction of Jarvis Creek Park; and

WHEREAS, Jarvis Creek Park was developed as a creative solution to enhance water quality and preserve the natural environment; and

WHEREAS, in her role as an educator, Sally Krebs regularly conducted groups of residents and visitors through the park, offering lessons in environmental protection and appreciation; and

WHEREAS, the creation of a pollinator garden at Jarvis Creek Park will add another environmental protection and beautification component to this park; and

WHEREAS, naming the pollinator garden for Sally Krebs would be a most fitting tribute to a dedicated public servant.

NOW, THEREFORE, BE IT RESOLVED BY THE TOWN COUNCIL FOR THE TOWN OF HILTON HEAD ISLAND, SOUTH CAROLINA:

1. A pollinator garden be created at Jarvis Creek Park and be dedicated to the contributions of Sally Krebs to our Island’s sustainability efforts and shall now be known as the Sally Krebs Pollinator Garden.

MOVED, APPROVED, AND ADOPTED THIS 15th DAY OF FEBRUARY, 2022.

John J. McCann, Mayor

ATTEST:

By: _____
Krista M. Wiedmeyer, Town Clerk

A RESOLUTION OF THE TOWN OF HILTON HEAD ISLAND
RESOLUTION NO. 2022-__

A RESOLUTION OF THE TOWN COUNCIL OF THE TOWN OF HILTON HEAD ISLAND, SOUTH CAROLINA, AUTHORIZING THE TOWN MANAGER TO ENTER INTO AN AGREEMENT WITH THE HILTON HEAD PLANTATION PROPERTY OWNERS' ASSOCIATION TO PROVIDE FUNDING ASSISTANCE FOR THE MAINTENANCE AND RENOURISHMENT OF PINE ISLAND BEACH.

WHEREAS, the Hilton Head Plantation Property Owners' Association, Inc. (hereinafter, the "Association") has a program of renourishing the beaches on "Pine Island" located within the municipal limits of the Town of Hilton Head Island, South Carolina (hereinafter, the "Town"), to combat erosion of the beaches; to preserve Pine Island; to preserve the tidal marsh landward of Pine Island; and, to protect the hydraulic outlet of Park Creek and its confluence with Skull Creek; and

WHEREAS, the Pine Island Beach is used for sightseeing, fishing and recreation by members of the general public,

WHEREAS, the Town's Strategic Action Plan for Fiscal Year 2022 includes an initiative to increase storm protections and resiliency in implementing the beach renourishment program, and to further include efforts to facilitate a partnership with Hilton Head Plantation representatives to pursue cooperative renourishment of the Pine Island Beach as a part of the Town's 2025 beach renourishment project, and

WHEREAS, in the Town's Budget fiscal year 2021/2022, the sum of One Hundred Thousand (\$100,000.00) Dollars was approved by the Town for allocation to the Association, for the purpose of assisting with the renourishment of Pine Island beaches; and

WHEREAS, the Town and the Association have negotiated an Agreement by which the Town will provide some funding for the renourishment of the Pine Island beaches for a period of three (3) years, a copy of which is attached hereto as Exhibit "A" (hereinafter, the "Agreement"), and

WHEREAS, the Town Code has been amended to revise the limits of the defined beach to include the Pine Island Beach area, and

WHEREAS, the Town's Community Services and Public Safety Committee met on January 13, 2022, reviewed the Agreement, and voted to recommend Town Council approve the Agreement, and authorize the Town to enter into the Agreement with the Association to assist in the renourishment of Pine Island Beach, and

WHEREAS, the Town Council for the Town finds that the proposed Agreement is in the best interest of and will provide benefits to the general health safety and welfare of the citizens of the Town of Hilton Head Island, South Carolina.

NOW, THEREFORE, BE IT, AND IT HEREBY IS, RESOLVED BY THE TOWN COUNCIL FOR THE TOWN OF HILTON HEAD ISLAND, SOUTH CAROLINA:

- 1. The Town Manager is hereby authorized to execute the Agreement between The Town of Hilton Head Island, South Carolina, and the Hilton Head Plantation Property Owners' Association, Inc., in a form and substance similar to the document attached hereto as Exhibit "A."
- 2. The Town Manager is hereby authorized to take all other and further actions as may be necessary to complete the obligations of the Town as set out in the Agreement, which is authorized hereby.

PASSED AND APPROVED BY THE TOWN COUNCIL ON THIS 15th DAY OF FEBRUARY 2022.

John J. McCann, Mayor

ATTEST:

By: _____
Krista M. Wiedmeyer, Town Clerk

APPROVED AS TO FORM:

Curtis L. Coltrane, Town Attorney

Introduced by Council Member: _____



TOWN OF HILTON HEAD ISLAND

Staff Report Memo

TO: Town Council
VIA: Marc Orlando, Town Manager
Curtis Coltrane, Town Attorney
FROM: Jeff Buckalew, Interim Infrastructure Services Director
COPY: Josh Gruber, Deputy Town Manager
DATE: February 8, 2022
SUBJECT: Consideration of an agreement with Hilton Head Plantation POA to assist in the renourishment Pine Island Beach

Recommendation:

Consider an agreement with Hilton Head Plantation Property Owners Association (HHP POA) to assist in the renourishment Pine Island Beach.

Summary:

The HHP POA seeks assistance from the Town in the renourishment of the Pine Island Beach area in the interim, until the next major beach renourishment project. The assistance is to be in the form of funding and cooperation and endorsement during the design and permitting phases. The agreement shall include a term of three years and an annual amount not to exceed \$100,000 per year (attached).

Background:

At the January 13, 2022 Special Community Services & Public Safety Committee meeting, the committee voted unanimously to recommend approval of the agreement between the Town and Hilton Head Plantation.

The Town's Strategic Action Plan for FY 22 includes an initiative to increase storm protections and resiliency in implementing the beach renourishment program. This shall include efforts to facilitate partnership with Hilton Head Plantation representatives to pursue cooperative renourishment of the Pine Island Beach as a part of the Town's 2025 beach renourishment project.

In a separate action, the Beach Ordinance is proposed to be revised to modify the limits of the defined beach to include the Pine Island area.

STATE OF SOUTH CAROLINA)
)
COUNTY OF BEAUFORT) AGREEMENT

The Hilton Head Plantation Property Owners’ Association, Inc. (hereinafter, the “Association”) and the Town of Hilton Head Island, South Carolina (hereinafter, the “Town”) make this Agreement (hereinafter, the “Agreement”) on this ___ Day of _____, 2022.

RECITALS

Whereas, the Association has a program of renourishing the beaches on “Pine Island” located within the limits of Hilton Head Plantation to combat erosion of the beaches; to preserve Pine Island; to preserve the tidal marsh landward of Pine Island; and, to protect the hydraulic outlet of Park Creek and its confluence with Skull Creek; and

Whereas, the beaches of Pine Island, the channel of Park Creek and the surrounding marshes are used for sightseeing, fishing and recreation by members of the general public,

Whereas, protection and improvement of the beaches, tidal and other marshes and other natural resources in the Town is and has been a priority of Town; and

Whereas, in the Town’s Budget fiscal year 2021/2022, the sum of One Hundred Thousand (\$100,000.00) Dollars was approved by the Town for allocation to the Association, for the purpose of assisting the Association with the renourishment beaches on Pine Island; and

Whereas, the Town and Association desire to enter into this Agreement by which the Association will continue to renourish and maintain the beaches of Pine Island as described in this Agreement, and the Town will provide funding to assist in that work under the terms and conditions set out in this Agreement.

Now, therefore, for and in consideration of the sum of One Dollar, and the exchange and performance of the mutual promises, undertakings and covenants described in this Agreement, the receipt and sufficiency of which is acknowledged, the Town and the Association agree as follows:

1. The Association shall undertake a program of renourishment of the beaches on Pine Island to preserve Pine Island; to preserve the tidal marsh landward of Pine Island; and to protect the hydraulic outlet of Park Creek and its confluence with Skull Creek.
 - (a) The funds to be delivered under this Agreement from the Town to the Association are public funds, and the Association must comply with the competitive sealed bidding requirements of the Town’s procurement code [§ 11-1-111, *Municipal Code of the Town of Hilton Head Island* (1983)], for all contracts related to the program of renourishment of the beaches on Pine Island.

- (b) The Association must deliver documentation to the Town to verify that it has complied with the requirements of Article of the Town procurement code [§ 11-1-111, *Municipal Code of the Town of Hilton Head Island* (1983)], including
 - (i) A copy of the notice to bidders,
 - (ii) A copy of the log showing receipt of bids,
 - (iii) A copy of the document showing evaluation of the bids,
 - (iv) A copy of the notification and award to the successful bidder.
- (c) The Association must also deliver documentation to the Town to verify that the public funds were used only for the renourishment of the beaches of Pine Island, including the invoices to which any public funds were applied, and proof of payment of the invoices.
- (d) All documentation to be delivered to the Town under this Article 1 must be delivered to Mr. John Troyer, Finance Director for the Town of Hilton Head Island, One Town Center Court, Hilton Head Island SC 29928, within thirty (30) days following:
 - (i) the award of any contract for all or any part of the renourishment of the beaches of Pine Island; or,
 - (ii) the payment of any invoice to which all or any part of the public funds was applied.

2. The funds delivered by the Town to the Association as described and conditioned in this Agreement shall not exceed the sum of One Hundred Thousand (\$100,000.00) Dollars in any fiscal year during the term of this Agreement. The Association acknowledges that the funds delivered under this Agreement may be used by the Association solely for the renourishment of the beaches on Pine Island. The funds delivered under this Agreement may not be used for maintenance or any other work related the rock revetment extending from Pine Island to the beach at Hickory Forest, or for any other purpose. The Association acknowledges that, under this Agreement, the Town has no obligation of any kind related to the rock revetment extending from Pine Island to the beach at Hickory Forest.

3. The Term of this Agreement shall commence on the date this Agreement set out above, and the Term shall end on the date which is three (3) years from the date this Agreement set out above.

4. Any payments to be made by the Town under the terms of this Agreement shall be made from funds that budgeted by the Town in any given fiscal year during the Term of this Agreement. The Town and the Association intend that the payment obligations of the Town shall constitute a current expense of the Town and shall not in any way be construed to be a debt of the Town in contravention of any applicable constitutional or statutory limitations concerning indebtedness of the Town, nor shall anything contained herein constitute a pledge of general tax revenues, funds, money or credit of the Town.

5. The Association acknowledges that the obligation of the Town to make the payments to the Association set out in this Agreement is contingent on funds being budgeted in each fiscal year during the Term of this Agreement. In the event the Town does not include the payment of the funds described in this Agreement in its budget for any fiscal year during the Term of this Agreement, then the payment to the Association for that fiscal year will not be made by the Town, and the obligation will not carry forward to any subsequent fiscal year. The Association acknowledges that if Town does not include the payment of the yearly amount described in this Agreement in its budget for any fiscal year during the Term of this Agreement, then the payment for that fiscal year will not be made, and such is not a breach of the Town's obligations under this Agreement.

6. The Association shall be responsible for providing both a cost-effective design and project schedule that are acceptable to the Town and that are permissible by all applicable regulating agencies.

7. The Association shall be responsible for obtaining and complying with all necessary local, state, and federal permits for the work associated with and to be completed with the public funds provided pursuant to this Agreement.

8. Should any part of this Agreement be rendered void, invalid, or unenforceable by any court of law, such a determination shall not render void, invalid, or unenforceable any other part of this Agreement.

9. This Agreement has been made and entered into in the State of South Carolina, and the laws of South Carolina shall govern the validity and interpretation of this Agreement in the performance due hereunder.

10. This Agreement may not be modified unless such modification is in writing and signed by both parties.

11. The Association may not assign this contract without the prior written approval of the Town.

12. The Association shall defend, indemnify, and hold harmless the Town, its officers, directors, agents, and employees from and against any and all actions, costs, claims, losses, expenses, and/or damages, including attorney's fees, whether incurred prior to the institution of litigation, during litigation, or on appeal arising out of or resulting from the conduct of any activity hereby authorized or the performance of any requirement imposed pursuant by this Agreement, however caused or occasioned, unless caused by the willful misconduct or gross negligence of the Town.

13. The parties hereto intend that no master/servant, employer/employee, or principal/agent relationship will be created by this Agreement. Nothing contained herein creates any relationship between the Town and the Association other than that which is expressly stated herein. The Town

is interested only in the results to be achieved under this Agreement, and the conduct and control of the agents and employees of the Association and the methods utilized by the Association in fulfilling its obligations hereunder shall lie solely and exclusively with the Association and its agents and employees shall not be considered agents or employees of the Town for any purpose. No person employed by the Association shall have any benefits, status, or right of employment with the Town.

14. The Association, by signing this Agreement, hereby certifies that Association shall comply with all applicable requirements of the South Carolina Illegal Immigration Reform Act, S.C. Code Ann. §41-8-10 (2007) et seq., (the "Act"), and that Association covenants and agrees as follows:

14.1. Association shall not knowingly or intentionally employ any unauthorized alien and, unless excluded from coverage of the "Act", shall verify the work authorization of all newly hired employees performing work under the contract by either:

(a) registering and participating in the Federal Work Authorization Program (E-verify) and verifying the work authorization of every new hired employee within five (5) business days after employing employee; or

(b) employing only workers who, at the time of said employment:

- (i) possess a valid South Carolina driver's license or identification card; or are eligible to obtain a South Carolina driver's license or identification card by providing proof of name, social security number and date and place of birth;
- or,
- (ii) possess a valid driver's license or identification card from another state deemed by the Executive Director Department of Motor Vehicles to have requirements at least as strict as those in South Carolina.

The Association may choose either option 1 (a) or option 1 (b) but acknowledges that the Association cannot use both.

14.2. The Association agrees to provide to the Town all documentation requested by it to establish either:

(a) the applicability of the South Carolina Illegal Immigration Reform Act to the Association,

or,

(b) compliance with the South Carolina Illegal Immigration Reform Act by the Association.

14.3. Association agrees to include in any contracts with its sub-contractors, language requiring its sub-Associations to:

(a) comply with the applicable requirements of Title 8, Chapter 14 of the South Carolina Code of Laws,

and.

(b) include in their contracts with the sub-contractors, language requiring the sub-contractors to comply with the applicable requirements of Title 8, Chapter 14 of the South Carolina Code of Laws.

14.4. The Association acknowledges and agrees that it shall comply with requirements of the Immigration Reform and Control Act of 1986 including the non-discrimination provisions thereof and shall complete all required 1-9 documentation for all workers employed by it.

14.5. The Association certifies it shall comply with all state, federal, and local laws, rules, regulations, and orders applicable to it in performance of work under the contract.

In Witness whereof, the parties hereto have affixed their signatures hereto the date first written hereinabove.

WITNESSES:

HILTON HEAD PLANTATION
PROPERTY OWNERS' ASSOCIATION, INC.

By: _____
T. Peter Kristian

Its: General Manager

WITNESSES:

THE TOWN OF HILTON HEAD ISLAND,
SOUTH CAROLINA

By: _____
Marc A. Orlando

Its: Town Manager



TOWN OF HILTON HEAD ISLAND

Staff Report Memo

TO: Town Council
FROM: Joshua Gruber, Deputy Town Manager
VIA: Marc Orlando, Town Manager
DATE: 01/27/2022
SUBJECT: Revisions to Town Code Pertaining to Electronic/Virtual Meetings/Proposed Ordinance 2022-05

Recommendation:

Staff recommends that the Town Council adopt the proposed revisions to the Town Code which will allow for electronic or virtual meetings of the Town Council, its committees, and its boards and commissions to meet electronically without the prerequisite need to be under a declared state of emergency.

Summary:

In 2020, the Town's Code pertaining to how it conducts its meetings was amended to clearly allow for the use of electronic or virtual platforms. At that time, additional language was adopted that made it a prerequisite to be under a declared state of emergency to call for the public meeting to be conducted electronically or virtually. With the ongoing and ever-changing nature of the COVID-19 pandemic, it has become apparent that the Town Council and its committees, boards and commissions should have the ability to call for electronic or virtual meetings without the need to be under a declared state of emergency. As such, staff has submitted the proposed changes to the Town Code that would allow for such actions to occur and continue to remain in compliance with the South Carolina Freedom of Information Act.

Background:

At its January 18, 2022, meeting, the Town Council Finance & Administrative Committee unanimously voted to recommend to Town Council approval of Proposed Ordinance 2022-05 with a few modifications.

AN ORDINANCE OF THE TOWN OF HILTON HEAD ISLAND

AN ORDINANCE TO AMEND THE MUNICIPAL CODE OF THE TOWN OF HILTON HEAD ISLAND, SOUTH CAROLINA, SECTIONS 2-5-15 and 2-5-16, TO PROVIDE FOR REGULAR AND SPECIAL PUBLIC MEETINGS AND PUBLIC HEARINGS OF THE TOWN COUNCIL AND TOWN BOARDS AND COMMISSIONS BY ELECTRONIC MEANS; TO AMEND SECTION 2-5-80, TO SPECIFY THE RULES OF DECORUM APPLY TO ALL PUBLIC MEETING BODIES FOR THE TOWN OF HILTON HEAD ISLAND; AND PROVIDING FOR SEVERABILITY AND AN EFFECTIVE DATE.

WHEREAS, the Town of Hilton Head Island, South Carolina is a political subdivision, organized under the laws of the State of South Carolina operating pursuant to state and municipal law of that State; and

WHEREAS, at times it may become impractical or impossible for the Town Council for The Town of Hilton Head Island, South Carolina, or any Town Board or Commission to hold regular in-person public meetings, special meetings, or public hearings at Town Hall; and

WHEREAS, during the extended pandemic, beginning in March of 2020 and continuing to date, along with ongoing technological advances and trends towards electronic meeting attendance, Town Council has conducted its regular public meetings and special meetings in person, electronically, and in a hybrid manner where some members are in physical attendance and others attending electronically; and

WHEREAS, Town Council, its Boards and Commissions have successfully live-streamed the meetings on the internet to enable anyone who wishes to observe, hear, and comment when appropriate during the meeting are able to do so; and

WHEREAS, for the meetings that have been held in this fashion, the agenda and the documents to be reviewed by Town Council at the electronic meetings are posted on the internet in advance of the meetings, and a method is available for citizens and others to submit their comments in writing or to phone into the meeting to verbally share their comments related to any agenda item in advance of the electronic meeting for consideration by Town Council or board and commission members; and

WHEREAS, Town Council declares that the purpose of this ordinance is to increase public participation, not limit public participation, at all regular and special public meetings; and

WHEREAS, the Town Council for The Town of Hilton Head Island, South Carolina, has determined that it is in the best interests of the Town, and its citizens and residents to adopt amendments to its ordinance allowing for regular and special public meetings to be conducted in-person, electronically, or a combination thereof.

NOW, THEREFORE, BE IT ORDERED AND ORDAINED BY THE TOWN COUNCIL OF THE TOWN OF HILTON HEAD ISLAND, SOUTH CAROLINA; AND IT IS ORDAINED BY THE AUTHORITY OF THE TOWN COUNCIL THAT THE MUNICIPAL CODE OF THE TOWN OF HILTON HEAD ISLAND, SOUTH CAROLINA, SHALL BE AMENDED AS FOLLOWS:

Underlined and bold-face typed text indicates additions to the Municipal Code of the Town of Hilton Head Island, South Carolina. ~~Stricken~~ text indicates deletions from the Municipal Code of the Town of Hilton Head Island, South Carolina.

Section 1. Amendment to the Municipal Code of the Town of Hilton Head Island. The Municipal Code of the Town of Hilton Head Island, South Carolina, is hereby amended as follows:

Sec. 2-5-15. Public Meetings and Public Hearings of Town Council and Boards and Commissions, ~~with Final Decision-Making Authority by Electronic means during Declared State of Emergency.~~

- ~~(a) During any state of emergency in The Town of Hilton Head Island, South Carolina, declared by the Governor of South Carolina, or by The Mayor of The Town of Hilton Head Island, the Town Council, for The Town of Hilton Head Island, and any Boards and Commissions of The Town of Hilton Head Island, South Carolina, with final decision making authority, may conduct regular and special public meetings and public hearings solely and exclusively by means of telephone conference call, broadcast video, internet livestream, or such other forms of electronic transmission of video and audio as may become available from time to time. Any such electronic meeting shall be conducted in conformity with standards set out in this Section 2-5-15, and the South Carolina Freedom of Information Act [S. C. Code Ann. § 30-4-10, *et seq.* (Supp. 2020)].~~
- (a) **Regular meetings, special meetings and/or public hearings of the Town Council and any of its Boards and Commissions may be held at Town Hall, may be held electronically, or by a combination thereof with some members in physical attendance and others attending electronically.**
- (i) No less than ~~five (5) days~~ **24 hours** prior to the beginning of any meeting to be conducted under the authority of this Section 2-5-15, a complete agenda package shall be posted on the Town of Hilton Head Island web page. Any citizen may comment on any agenda item through the “Open Town Hall” application, or such other application as may be used from time to time by the Town for that purpose, at any time up to two hours prior to the commencement of the public meeting. All comments made through the “Open Town Hall” application or such other application as may be used from time to time by the Town for that purpose, will be forwarded to Town Council or the members of the Board or Commission prior to the commencement of the meeting.
- (ii) **If a meeting is scheduled to be an in-person meeting, any member of the Town Council or Board or Commission who desires to attend by way of electronic media must receive prior approval from the Mayor or Chairperson of the Board or Commission.** At the beginning of any meeting to be conducted under the authority of this Section 2-5-15, the presiding officer shall poll the members of the Town Council, or Board or Commission, to confirm attendance, and any member of the Town Council, or Board or Commission attending by way of electronic media shall be considered present for the purpose of constituting a quorum.
- (iii) Throughout the duration of any meeting to be conducted under the authority of this Section 2-5-15, all members of the Town Council, or a Board or Commission, as well as any officials, staff, or presenters required to speak at the meeting, must have the capability to be heard at all

times by any other member of the Town Council, or a Board or Commission, and by the general public.

- (iv) Any vote of the Town Council, or a board or commission, must be conducted by individual voice vote of the members of the town council, or a board or commission, who shall verbally indicate their vote on any matter by stating “yes” or “no” or equivalent statement or by a show of a visual affirmative or negative vote. All of the members Town Council, or a Board or Commission, who shall verbally indicate their vote on any matter by stating “yes” or “no” or equivalent statement. All individual votes shall be recorded by the clerk, secretary, or presiding officer as appropriate. Council members as well as Board and Commission members in attendance by telephonic or other electronic means shall have all rights, including, but not limited to, the right to make motions, second motions, and discuss and vote on all matters under consideration.
- (v) Any meeting to be conducted under the authority of this Section 2-5-15, shall be recorded or minutes kept in the same manner as an in a solely in- person meeting as required by the South Carolina Freedom of Information Act.
- (vi) All members of Town Council, or a board or commission, or any officials, staff, or other presenters shall identify themselves and be recognized prior to speaking. Members of the Town Council, or a Board or Commission shall comply with the rules of the Town Council, or a board or commission as they relate to procedural matters.
- (vii) In any meeting to be conducted under the authority of this Section 2-5-15, executive sessions shall be permitted in accordance with the terms of S. C. Code Ann. § 30-4-10, *et seq.* (Supp. 2020) and the Town Council, or a Board or Commission shall properly announce its reason for going into executive session in conformity with the terms of S. C. Code Ann. § 30-4-70 (Supp. 2020). The executive session may be held ~~using a separate telephone, broadcast video, internet based, or other~~ via in person attendance, an electronic platform, or ~~any a~~ combination of electronic and in person attendance ~~them~~, provided that the executive session shall not be broadcast, made available to the public for viewing or listening, or be distributed by any other means to the public.
- ~~(viii) For the purpose of any Public Hearing of the Town Council, or any Board or Commission with final decision-making authority, if the electronic meeting platform has sufficient capability to allow members of the public to submit comments, either in written form or by voice, during the Public Hearing, then Town Council or the board or commission will allow public comment in whichever form the capabilities of the electronic meeting platform allow. In the event that the electronic meeting platform does not have sufficient capability to allow members of the public to submit comments, either in written form or by voice, during the meeting, the complete agenda package for the Public Hearing shall be posted on the Town’s web page five (5) days prior to the date and time of the Public Hearing. Any citizen may comment on any agenda item through the “Open Town Hall” application on the Town’s web page, or such other application as may be used from time to time by the Town for that purpose, at any time up to two hours prior to the commencement of the public hearing. All comments made through the “Open Town Hall” application or such other application as may be used from time to time by the Town for that purpose, will be forwarded to Town Council or the members of the board or commission prior to the commencement of the Public Hearing. Any comments submitted by the public shall be made a part of the record.~~

- (viii) With respect to any electronic meeting of Town Council or its Boards and Commissions, and subject to the terms of the applicable agenda for such meeting, members of the public may also participate electronically as follows:
- (1) Public Comments for Electronic Meetings. Individuals wishing to provide written comments for any public comment period, to include public hearings, may submit written comments to the clerk no later than two hours prior to any meeting in accordance with the instructions printed on the meeting agenda. In the absence of established procedures for admitting individuals desiring to make public comment into the electronic forum, the Town Clerk, or other person as designated by the Mayor, may read such comments aloud during the applicable public comment period.
 - (2) If the electronic meeting platform utilized by the Town has sufficient capability to allow members of the public to submit comments during a meeting or public hearing, in written form, by voice, or by video, then general public comment, public comment on old business and public comment on new business agenda items, and public hearings shall be taken using the method the electronic meeting platform supports, and shall be otherwise be conducted in accordance with all other rules and procedures of council. Notices of public meetings and public hearings shall include detailed instructions regarding the manner in which the public comment shall be held.
- (b) Section 12.5.80, rules of decorum, shall apply during electronically hosted meetings in accordance with this section. Except in the case of an emergency meeting of the Town Council for the Town of Hilton Head Island, South Carolina, during any state of emergency in The Town of Hilton Head Island, South Carolina, declared by the Governor of South Carolina, or by The Mayor of The Town of Hilton Head Island, in the event of any conflict between the text of this Section 2-5-15, and the text of any other Ordinance or adopted rule of procedure of the Town, the terms of this Section 2-5-15, shall control.
- ~~Sec. 2-5-16. Public Meetings of Boards and Commissions That Do Not Have Final Decision-Making Authority by Electronic Means.~~
- (a) ~~In addition to times where there is a state of emergency in The Town of Hilton Head Island, South Carolina, declared by the Governor of South Carolina, or by The Mayor of The Town of Hilton Head Island, Boards, Committees and Commissions of The Town of Hilton Head Island, South Carolina, that do not have any final decision making authority, may conduct regular and special public meetings and public hearings solely and exclusively by means of telephone conference call, broadcast video, internet livestream, in person by physical attendance, electronically, or such other forms of electronic transmission of video and audio as may become available from time to time. A decision to hold any meeting by any such electronic means must be by affirmative vote of two-thirds (2/3) majority of the membership of the Board, Committee or Commission, to conduct any subsequent meeting or meetings by electronic means. Any such electronic meeting shall be conducted in conformity with standards set out in this Section 2-5-16, and the South Carolina Freedom of Information Act [S. C. Code Ann. § 30-4-10, et seq. (Supp. 2020)].~~
 - (i) ~~No less than five (5) days prior to the beginning of any meeting to be conducted under the authority of this Section 2-5-16, a complete agenda package shall be posted on the Town of~~

~~Hilton Head Island web page. Any citizen may comment on any agenda item through the “Open Town Hall” application, or such other application as may be used from time to time by the Town for that purpose, at any time up to two hours prior to the commencement of the public meeting. All comments made through the “Open Town Hall” application or such other application as may be used from time to time by the Town for that purpose, will be forwarded to the members of the Board, Committee or Commission prior to the commencement of the meeting.~~

- ~~(ii) At the beginning of any meeting to be conducted under the authority of this Section 2-5-16, the presiding officer shall poll the members of the Board, Committee or Commission, to confirm attendance, and any member of the Board, Committee or Commission attending by way of electronic media shall be considered present for the purpose of constituting a quorum.~~
- ~~(iii) Throughout the duration of any meeting to be conducted under the authority of this Section 2-5-16, all members of the Board, Committee or Commission, as well as any officials, staff, or presenters required to speak at the meeting, must have the capability to be heard at all times by any other member of the Board, Committee or Commission, and by the general public.~~
- ~~(iv) Any vote of the Board, Committee or Commission, must be conducted by individual voice vote of the members of the Board, Committee or Commission, who shall verbally indicate their vote on any matter by stating “yes” or “no” or equivalent statement. All individual votes shall be recorded by the clerk, secretary, or presiding officer as appropriate.~~
- ~~(v) Any meeting to be conducted under the authority of this Section 2-5-16, shall be recorded or **minutes kept in the same manner as an in person meeting as required by the South Carolina Freedom of Information Act.**~~
- ~~(vi) All members of the Board, Committee or Commission, or any officials, staff, or other presenters shall identify themselves and be recognized prior to speaking. Members of the Board, Committee or Commission shall comply with the rules of the Board, Committee or Commission as they relate to procedural matters.~~
- ~~(vii) In any meeting to be conducted under the authority of this Section 2-5-16, executive sessions shall be permitted in accordance with the terms of S. C. Code Ann. § 30-4-10, *et seq.* (Supp. 2020) and the Board, Committee or Commission shall properly announce its reason for going into executive session in conformity with the terms of S. C. Code Ann. § 30-4-70 (Supp. 2020). The executive session may be held using a separate telephone, broadcast video, internet-based, or other electronic platform, or any combination of them, provided that the executive session shall not be broadcast, made available to the public for viewing or listening, or be distributed by any other means to the public.~~

Sec. 2-5-80. - Rules of decorum.

- (1) Rules of decorum.

While any meeting of **Town Council, its Boards or Commissions** is in session, the following rules of decorum shall be observed:

- (a) Any person who speaks at a council, **board or commission** meeting shall conduct himself or herself in a manner appropriate to the decorum of the meeting and shall not use any profane, abusive or obscene language nor any fighting words or otherwise engage in disorderly conduct. Any person who makes such remarks or otherwise engages in disorderly conduct which disrupts, disturbs or otherwise impedes the orderly conduct of a council,

board or commission meeting shall, at the discretion of the mayor, or in his absence, the mayor pro tempore, or such chairperson of the meeting, be barred from further audience before council, the board, or commission during that meeting and may be removed from the building.

~~(b) Any law enforcement officer who is serving as security during the meeting of council shall carry out all orders and instructions given by the mayor or in his absence, the mayor pro tempore, for the purpose of maintaining order and decorum at the council meeting. Upon instruction of the mayor, or in his absence, the mayor pro tempore, it shall be the duty of such law enforcement officer to remove from the council meeting any person who is disturbing the proceedings of council.~~

~~(e)~~**(b)** This section in no way limits any person from being charged or arrested for criminal conduct which occurs during the course of a council meeting or during the course of a person being removed from a council meeting pursuant to this section.

Section 2. Severability. If any section, phrase, sentence or portion of this Ordinance is for any reason held invalid or unconstitutional by any court of competent jurisdiction, such portion shall be deemed a separate, distinct, and independent provision, and such holding shall not affect the validity of the remaining portions thereof.

Section 3. Effective Date. This Ordinance shall be effective upon adoption by the Town Council of the Town of Hilton Head Island, South Carolina.

PASSED, APPROVED, AND ADOPTED BY THE COUNCIL FOR THE TOWN OF HILTON HEAD ISLAND ON THIS _____ DAY OF _____, 2022.

By: _____
John J. McCann, Mayor

ATTEST:

By: _____
Krista M. Wiedmeyer, Town Clerk

First Reading: _____, 2022

Second Reading: _____, 2022

APPROVED AS TO FORM:

Curtis L. Coltrane, Town Attorney

Introduced by Council Member:



TOWN OF HILTON HEAD ISLAND

Staff Report Memo

TO: Town Council
FROM: Joshua Gruber, Deputy Town Manager
VIA: Marc Orlando, ICMA-CM, Town Manager
DATE: February 10, 2022
SUBJECT: Formation of a Historic Stoney Neighborhood Economic Development Corporation

Recommendation:

Within the Town's adopted Strategic Action Plan is an initiative that requests the creation of an economic development corporation to support the historic and culturally sensitive Stoney community neighborhood on Hilton Head Island. To accomplish this objective, staff recommends that Town Council adopt a Resolution authorizing the Town Manager to take certain steps necessary to begin the process of forming a nonprofit economic development corporation. It is understood that these actions are very preliminary in nature and that subsequent actions will need to be taken by the Town Council to effectively form this organization. Those actions include the adoption of corporation by-laws, the appointment of a Board of Directors, the formalization of an annual budget, and the potential hiring or appointment of staff to manage the organization among other elements.

Background:

An economic development or redevelopment corporation is an organization whose mission is to support a particular community through the promotion of economic prosperity within a specific geographical area. While the functions of these entities can vary between jurisdictions, they generally exist to assist property owners and businesses within a particular geographical area thereby creating a vibrant, dynamic, and sustainable neighborhood in the process.

The formation of a Historic Stoney Neighborhood Economic Development Corporation would foster and promote economic growth within this community by focusing on the following core areas:

- Promotion of Cultural Resources and Protection of Cultural Assets
 - Neighborhood Sustainability
 - Quality of Life Enhancements
 - Entrepreneurialism
 - Business Attraction, Expansion, and Retention
 - Land Planning/Development Assistance
 - Providing Financial Opportunities
-

Process for Creating an Economic Development Corporation:

A. Resolution Authorizing the Town Manager to Proceed with Preparing Drafts of the Necessary Documentation to Form a Historic Stoney Community Economic Development

The first step in the creation of a local government derived economic development corporation is for the legislative body of the local government to adopt a Resolution authorizing the drafting of the documents that will be necessary to legally form the corporation. This document is utilized to tell the story about what is desired to be achieved through the creation of this entity, the goals or other objectives that are sought to be obtained, and any additional information that may prove relevant to understanding the intent of the local governmental body.

A copy of the draft Resolution authorizing staff to proceed with these preliminary actions has been prepared for Town Council consideration and has been enclosed as Attachment A.

B. Drafting of Articles of Incorporation, Application for Nonprofit Status, Organizational By-laws, Business Plan, and Annual Budget

Following the authorization of the local governing body to commence with the corporation's formation, it is necessary to draft a series of legal documents to accomplish this task. These legal documents include articles of incorporation, an application for nonprofit status with the United States Internal Revenue Service, organizational by-laws, and a business plan. The Articles of Incorporation outlines the individual or individuals who are charged with being "incorporator(s)" of the organization and generally outlines the purpose, structure and other attributes that describe how the corporation will exist as a legally recognized and separate commercial entity. The application for nonprofit status outlines why the activities of the organization should be exempt from federal taxation. The organizational by-laws will detail the entity's purpose, membership, powers and other technical provisions for its management and operation. The business plan will lay out how the organization will operate from a revenue and expense standpoint as well as an annual budget that will outline the resources that the organization will need on an annual basis to carry out its operational objectives.

Sample articles of incorporation have been enclosed as Attachment B. Sample by-laws have been enclosed as Attachment C.

C. Resolution to Approve the Filing of the Articles of Incorporation, Application for Nonprofit Status, Organizational By-laws, Business Plan, and Annual Budget

Once approved by Town Council, staff would submit the approved articles of incorporation with the South Carolina Secretary of State. Once accepted, the Historic Stoney Neighborhood Economic Development Corporation would be created as a separate legal entity existing under the laws of the State of South Carolina.

D. Establishment of Board of Directors for Corporation and Implementation of Business Plan

Once the Historic Stoney Neighborhood would exist as a separate legal entity, the Town Council would begin appointing members to the board of directors as outlined in the organizational by-laws. It would also begin to implement its adopted business plan. This could include the hiring of any necessary staff as outlined within the plan and/or the adopted budget.

TOWN OF HILTON HEAD ISLAND, SOUTH CAROLINA

RESOLUTION NO. _____

A RESOLUTION BY THE TOWN COUNCIL OF THE TOWN OF HILTON HEAD ISLAND TO AUTHORIZE THE TOWN MANAGER TO PREPARE THE NECESSARY DOCUMENTS TO ESTABLISH A NONPROFIT ECONOMIC DEVELOPMENT CORPORATION TO COORDINATE AND IMPLEMENT ECONOMIC PLANS AND INITIATIVES WITH AN EMPHASIS ON THE HISTORICAL NEIGHBORHOODS OF HILTON HEAD ISLAND.

WHEREAS, on December 7, 2021, Town Council of the Town of Hilton Head Island adopted the Town of Hilton Head Island Strategic Action Plan (Resolution 2021-19), which includes the strategic initiative of exploring the creation of a local economic development corporation with a particular emphasis on economic prosperity in historic neighborhoods of Hilton Head Island; and

WHEREAS, Town Council desires to explore the creation of a 501(c)(3) with a mission to assist businesses within historical neighborhoods of Hilton Head Island to get started, to succeed, and to grow; and

WHEREAS, Town Council further finds that such an organization would foster and promote economic growth in historic neighborhoods by focusing on the following core areas: cultural protection; quality of life enhancements; entrepreneurialism; business attraction, expansion, and retention; land planning/development assistance; and providing financial and economic opportunities; and

WHEREAS, Town Council believes that the success of a nonprofit economic development corporation will result in creating vibrant and dynamic historical

neighborhoods on Hilton Head Island.

WHEREAS, pursuant to S.C. Code Section 33-31-202, Articles of Incorporation shall be filed with the S.C. Secretary of State's Office to legally create the corporation as a separate legal entity; and

WHEREAS, once the economic development corporation shall exist as a separate legal entity within the State of South Carolina, it shall be necessary for the Town to undertake additional actions relative to the functions and operations of the corporation; and

WHEREAS, such additional actions shall include, but not necessarily be limited to the establishment and identification of an initial board of directors for the corporation, overseeing the adoption of corporation bylaws by the board, the development and adoption of an operational budget which shall include all officers or employees of the corporation if such are anticipated, and the identification of any necessary capital expenditures or other start up expenses that may be required in order to successfully stand up the organization; and

WHEREAS, once the organization has been formed and the board of directors have been convened, it shall be necessary for the organization to submit an Application for Recognition of Exemption with the United States Internal Revenue Service to achieve non-profit status.

NOW, THEREFORE, BE IT, AND IT HEREBY IS, RESOLVED BY THE TOWN COUNCIL FOR THE TOWN OF HILTON HEAD ISLAND, SOUTH CAROLINA, THAT the Town Council hereby authorizes the Town

Manager to prepare the necessary documents to establish a nonprofit economic development corporation as a separate legal entity to coordinate and implement economic plans and initiatives with an emphasis on the historical neighborhoods of Hilton Head Island. This action is approved with the express understanding that such actions are very preliminary in nature and that additional Town Council actions will be necessary in order to successfully create an economic development corporation.

MOVED, APPROVED, AND ADOPTED ON THIS _____ DAY OF _____, 2022.

John J. McCann, Mayor

ATTEST:

Krista M. Wiedmeyer, Town Clerk

APPROVED AS TO FORM

Curtis L. Coltrane, Town Attorney

Introduced by Council Member: _____

ARTICLES OF INCORPORATION

ARTICLE I

Name, Location and Offices

- 1.1 Name.** The name of this corporation shall be Beaufort County Economic Development Corporation (hereinafter, “Corporation”).
- 1.2 Registered Office and Agent.** Corporation shall maintain a registered office in the State of South Carolina, and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of South Carolina law.
- 1.3 Principal Office.** The principal office of the corporation shall be located in Beaufort County, South Carolina (the “County”) at the following address:

_____.

ARTICLE II

Purposes and Governing Instruments

- 2.1 Nonprofit Corporation.** The corporation shall be organized and operated as a nonprofit corporation under the applicable provisions of South Carolina law. The corporation shall operate with appointed directors as provided in Article III.
- 2.2 Charitable Purposes.** The corporation is a nonprofit corporation, the purposes of which, as set forth in the articles of incorporation, are exclusively charitable within the meaning of Section 501(c)(6) of the Internal Revenue Code. The purpose of the Corporation is to *(i) promote and assist in the development of business concerns in Beaufort County, (ii) otherwise provide administrative organization to the redevelopment effort directed towards the County and (iii) to engage in those activities which are in furtherance of, or related to, the purposes herein.* The principal objective of the Corporation shall be to benefit the County and surrounding area economically by fostering increased employment opportunities and by expansion of business and industry, thereby lessening the burdens of government and combating community deterioration. Towards this end, the corporation shall combine technical assistance, financial assistance, and other incentives to leverage and facilitate private development.
- 2.3 Governing Instruments.** The corporation shall be governed by its articles of incorporation and bylaws.

ARTICLE III

Board of Directors

3.1 Authority and Responsibility of the Board of Directors.

- (a) Except as otherwise provided in the articles of incorporation of the corporation or in the bylaws, authority of the corporation and the government and management of the affairs of the corporation shall be vested in the Board of Directors; and all the powers,

duties, and functions of the corporation conferred by the articles of incorporation, state statutes, common law, court decisions, or otherwise, shall be vested in the Board of Directors.

- (b) The governing body of the corporation shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the management, affairs and property of the corporation; shall determine its policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the corporation as shall be deemed advisable. Under no circumstances, however, shall any actions be taken which are inconsistent with the articles of incorporation and the fundamental and basic purposes of the corporation, as expressed in the articles of incorporation.
- (c) The Board of Directors shall not permit any part of the net earnings or capital of the corporation to inure to the benefit of any member, trustee, officer, director, or other private person or individual.
- (d) The Board of Directors may, from time to time, appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the corporation.
- (e) The Board of Directors is authorized to employ such person or persons, including an executive director or officer, attorneys, trustees, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the corporation, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.
- (f) The Board of Directors is hereby committed to exercise its authority hereunder solely in the best interests of the corporation.

3.2 Composition. The Board of Directors shall consist of seven (7) members. One (1) member appointed by each of the following four (4) municipalities: City of Beaufort, Town of Bluffton, Town of Hilton Head and Town of Port Royal, one (1) member as appointed by Beaufort County Council and two (2) members appointed by the Board of Directors. Members of the Board of Directors shall serve without compensation, but may be reimbursed for reasonable expenses incurred for or on behalf of the corporation.

3.3 Terms of Office. The term of office for the Directors shall begin upon appointment or election and shall continue for two (2) years. No member of the Board of Director shall serve in that capacity for more than three (3) terms, but shall be eligible to serve again as a Director after two years have elapsed. The terms of the Director shall be staggered so that approximately on-half (1/2) of Directors terms shall expire each year.

3.4 Attendance, Resignation and Removal. Members of the Board shall be required to attend meetings. Failure to attend three (3) regular meetings of the Board of Directors in a twelve (12)

month period without excuse acceptable to the Board of Directors shall operate as a tender of resignation. A Board member who fails to meet this minimum standard shall be removed from membership on the Board, unless such failure to attend is excused for good cause by the Chairman.

3.6 Vacancies. Vacancies on the Board of Directors arising by reason of expiration of term, resignation, removal, death, disability, refusal to serve, or otherwise, shall be filled for the new term or the unexpired term. Any replacement director shall serve as a member of the Board of Directors until the expiration of his or her term, or the unexpired term of his or her predecessor, as the case may be, and until his or her successor is appointed.

3.7 Committees of the Board of Directors. By resolution adopted by a majority of directors present at a meeting at which a quorum is present, the Board of Directors may designate from among its members one or more committees, each consisting of three (3) or more directors. Except as prohibited by law, each committee shall have the authority as set forth in the resolution establishing said committee. See also Article VIII ("Committees of Directors").

ARTICLE IV Administrative Staff

4.1 Authority and Responsibility. The Board of Directors may recommend employment of administrative staff, including an executive director, to assist in the day-to-day management of the affairs of the corporation consistent with the direction of the Board of Directors. These duties include, but are not limited to, the following administrative functions: (a) Policies and Procedures. (b) Fiscal Matters not specifically designated to others. (c) Submitting and implementing annually approved work programs and projects. (d) Performance of such functions as may be required from time to time by the Bylaws as assigned by the Chairperson. Administrative staff shall serve at the pleasure of the Board of Directors.

ARTICLE V Bylaws

5.1 Power to Adopt Bylaws. The Board of Directors shall have the power to adopt, alter, or amend, bylaws. All changes will take effect only upon review and approval from County Council.

5.2 Conditions. Action by the Board of Directors with respect to adopting, altering, amending or repealing these bylaws shall be taken by the affirmative vote of at least two-thirds of all directors then holding office.

ARTICLE VI Tax-Exempt Status

6.1 Tax-Exempt Status. The affairs of the corporation at all times shall be conducted in such a manner as to assure its status as a "publicly supported" organization as defined in section 509(a)(1) or section 509(a)(2) or section 509(a)(3) of the Internal Revenue Code, and so in other ways to qualify for exemption from tax pursuant to section 501(c)(6) of the Internal Revenue Code.

DONE, this _____ day of _____, 2015.

COUNTY COUNCIL OF BEAUFORT COUNTY

BY: _____
D. Paul Sommerville, Chairman

APPROVED AS TO FORM:

Thomas J. Keaveny, II

ATTEST:

Suzanne M. Rainey, Clerk to Council

**BYLAWS OF
DON RYAN CENTER FOR INNOVATION, INC.
ADOPTED MARCH 14, 2017.**

ARTICLE I

NAME, SEAL AND OFFICES

1.1 Name. The name of this Corporation is Don Ryan Center for Innovation, Inc. (the "Corporation").

1.2 Seal. The Board of Directors may adopt, use and alter a corporate seal at pleasure. The seal shall be kept at the principal office of the corporation. Failure to affix the seal to any corporate instrument, however, shall not affect the validity of that instrument.

1.3 Offices. The principal office of the corporation shall be located in the Town of Bluffton, County of Beaufort, State of South Carolina. The Board may at any time, or from time to time, change the location of the principal office from one location to another within said Town and county.

ARTICLE II

**OBJECTIVE, PURPOSE, ACTIVITIES AND
DISPOSITION OF ASSETS ON DISSOLUTION**

2.1 Objective. The Corporation's objective is to be organized and operated exclusively as a South Carolina public benefit nonprofit corporation existing for the benefit of the Town of Bluffton (the "Town"), a municipal corporation of the State of South Carolina and its surrounding region

2.2 General Purpose. The Corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profits of the Corporation is or shall be distributable to, or inure to the benefit of, its Directors or officers except to the extent permitted under the laws of South Carolina relating to nonprofit corporations. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Bylaws or the Corporation's Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 115 of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any subsequent United States internal revenue law) (the "IRC"), or (b) by a corporation, contributions to which are deductible under IRC Section 170(c)(1). In no event, however, shall the corporation engage in activities that are not permitted to be carried on: by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations, as they now exist or as they may be amended.

2.3 Specific Purposes. The Corporation is an instrumentality of the Town organized and operated to assist the Town in the following governmental functions and accomplish the following governmental purposes:

(a) To accept, buy, sell, own, hold, develop, lease, operate, mortgage, insure, pledge, assign, transfer or otherwise receive or dispose of interest in real and personal property including transferred development rights.

(b) To engage in the economic development of the Town for the benefit of the Town and the region;

(c) To pursue a wide range of activities and projects, including, but not limited to, developing programs to assist technology start up businesses and/or the relocation of technology based businesses to the region, business recruitment and retention, and for the purpose of carrying on its objects and purposes;

(d) To provide small business start up and development resulting in expanded employment, economic prosperity and business opportunities for businesses and residents and to provide such charitable services that are associated with such specific purposes as allowed by law;

(e) To make contracts and guaranties, incur liabilities, borrow money, issue notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of any of its property, franchises, or income;

(f) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

(g) To engage in any and all lawful activities necessary or incident to the foregoing purposes, except as limited herein;

(h) To do any other act or thing incident to or in connection with the foregoing purposes or in advancement thereof but not for the pecuniary profit or financial gain of its Directors or officers except as permitted under the South Carolina Nonprofit Corporation Act of 1994. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Section 33-31-302 of the Code of Laws of South Carolina 1976 as amended.

2.4 Distribution on Dissolution. The properties and assets of the corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Director or officer of the corporation. On liquidation or dissolution, all remaining properties and assets of the corporation shall be distributed and paid over to the Town of Bluffton and used for public purposes, or paid over to such organization (or organizations) organized and operated exclusively for charitable purposes, which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE III

ARTICLE 3: MEMBERSHIP

3.1 Sole Member. The Town of Bluffton, a municipal, shall be the sole member of the corporation and is referred to in these bylaws as the "Sole Member." The Sole Member shall act through the Town Council in accordance with its Charter, the Town's Municipal Code, applicable state laws and these bylaws.

3.2 Rights of Membership. The Sole Member shall have the right to vote on: the election and removal of Directors of the Board, subject to the provisions of Article IV of these bylaws; the disposition of all or substantially all of the corporation's assets; any merger and its principal terms and any amendment of those terms; any election to dissolve the corporation; any amendment of the Articles of Incorporation or bylaws; and such other matters as set forth in these bylaws and the Law. In addition, the Sole Member shall have all rights afforded members under the Law and these bylaws. The corporation may benefit, serve, or assist persons who are not members.

The Sole Member shall not be entitled to any dividend or any part of the income of the corporation, except as may be necessary to fulfill any contractual obligations between the corporation and the Sole Member.

3.3 Termination of Membership. The membership shall only terminate upon the resignation of the Sole Member, on reasonable notice to the corporation.

3.4 Expulsion, Suspension or Termination of Membership. The Sole Member may not be expelled or suspended, and no membership or membership rights may be terminated or suspended.

3.5 Transfer of Membership. The membership, or rights arising from membership, shall only be transferred by an official act of the Town of Bluffton.

3.6 Liability for Debts or Obligations. The Town, as the Sole Member of the corporation, is not, as such, liable for the debts, liabilities or obligations of the corporation.

ARTICLE IV

BOARD OF DIRECTORS

4.1 Powers. Subject to the provisions and limitations of the South Carolina Nonprofit Corporation Act of 1994, as amended (the "Act") and any other applicable laws of the State of South Carolina, and subject to any limitations in the Articles of Incorporation and these bylaws regarding actions that require approval of the Sole Member, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. The Board may delegate the management of the day-to-day operation of the business of the corporation to a committee composed of Directors, or other person, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

4.2 Number and Qualifications. The Board of Directors (the "Board") of the Corporation shall consist of up to eleven (11) voting Directors (the "Directors") appointed by the Sole Member at its discretion, and such additional Ex Officio members appointed by the Directors pursuant to Section 4.5 of these Bylaws.

4.3 Director Appointments and Classification. Appointments of the Director seats shall be as follows:

(a) The Mayor of the Town of Bluffton shall serve as a Director.

(b) The remaining ten (10) Directors shall be appointed by the Sole Member at its discretion at a regular meeting of the Sole Member. However, if all of the Directors to be elected are not elected at any regular meeting of the Sole Member, they may be elected at any special meeting of the Sole Member held for that purpose.

4.4 Director Terms.

The initial Directors, save and except as otherwise provided, shall have staggered terms of one, two, or three years. It is the intent of these bylaws to have and maintain staggered terms of office for the Directors and to provide that no more than one-third (1/3) of the Directors' offices expire in any given year. Thereafter, appointments of Directors shall occur upon expiration of the initial term and every three (3) years thereafter by the Sole Member at a regular meeting of the Sole Member. However, if all of the Directors to be elected are not elected at any regular meeting of the Sole Member, they may be elected at any special meeting of the Sole Member held for that purpose. Directors appointed to any newly created seat established by an amendment of these bylaws shall serve for a term of three (3) years. No Director shall serve more than three (3) full three (3) year terms. Any partial term less than one-half plus one day of a full term shall not be considered as a full term. Any partial term more than half the full term shall be considered a full term. Terms for each Director shall begin on July 1 and expire on June 30. Each Director, including a Director appointed to fill a vacancy, shall hold office until expiration of the term for which appointed and until a successor has been appointed and qualified.

The following Directors are subject to alternate Terms are as follows:

(a) The Mayor of the Town of Bluffton whose term on the Board shall coincide with the Mayor's term in office.

4.5 Ex Officio Appointments, Classification, and Terms. The Board shall also consist of certain Ex Officio (the "Ex Officio") members, whose memberships include the right to attend meetings of the Board and to speak at Board meetings but not the right to vote. The Directors shall be responsible for the appointment of all Ex Officio Members in accordance with these Bylaws. The Directors shall appoint the following mandatory Ex Officio members as prescribed below:

(a) One (1) representative consisting of a member of the Town of Bluffton Town Council to be appointed by the Directors upon notification by the Town of Bluffton Town Council whose term on the Board shall coincide with the Council member's term in office; and

(b) One (1) representative consisting of the Town's Finance Director, or their designee as approved by the Sole Member, to serve as an Ex Officio who shall serve without term limits, so long as they continue employment with the Town of Bluffton.

(c) One (1) representative consisting of the CEO to serve as an Ex Officio who shall serve without term limits, so long as they continue employment with the Town of Bluffton.

Further, the Directors may appoint up to five (5) at-large Ex Officio members to the Board from the following community and industry sectors: Marketing & Communications organizations, Healthcare/Technology organizations, Chambers of Commerce, Hospitality organizations, a Don Ryan Center for Innovation Graduate Innovator and other similar organizations as determined by Town Council, who shall serve for a term of three (3) years and may serve a maximum of three (3) consecutive terms. Any partial term less than of one-half plus one day of a full term shall not be considered as a full term. Any partial term more than half the full term shall be considered a full term. Terms for each Ex-Officio member shall begin on July 1 and expire on June 30. Each Ex-Officio member, including an Ex-Officio member appointed to fill a vacancy, shall hold office until expiration of the term for which appointed and until a successor has been appointed and qualified.

4.6 Resignation. A Director or Ex-Officio member may resign at any time by delivering written notice to the Board, the Chair or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later date. Appointments to fill vacant seat(s) shall be in accordance with Article 4 of these Bylaws for the duration of that seat's term.

4.7 Removal/Vacancies. The Town Council may, with or without cause, remove any Director from the Board. The Directors may, with or without cause, remove any Ex-Officio member from the Board. An Ex Officio member of the Board or officer, who ceases to hold that office, shall be deemed automatically removed from the Board of Directors. Appointments to fill vacant seat(s) shall be in accordance with Article 4 of these By-Laws for the duration of that seat's term.

4.8 Attendance. All Directors and Ex-Officio members shall be required to attend at least two-thirds (2/3) of the scheduled and/or special meetings of the Board held during each fiscal year of the Corporation. A Director or Ex-Officio member shall be deemed in attendance if participating by telephone. Any absence excused by a majority vote of the Directors shall not count as an absence for purposes of this Section. Failure of any Director or Ex-Officio member to satisfy this attendance requirement may result in removal of the subject Director or Ex-Officio member by the Sole Member.

4.9 Education Partners. Recognizing the importance of promoting and enhancing programs and initiatives to further workforce development to maintain and improve competitiveness for the region, the Board desires to provide for Education Partners as advisors on applicable matters. Education Partners are non-voting, advisory members on matters pertaining to initiatives, training, and programs as necessary. Education Partners may include representatives from local and regional institutions such as the Beaufort County School District, Savannah College of Art and Design, Technical College of the Lowcountry, University of South Carolina Beaufort, and other similar organizations as determined by the Board.

4.10 Meetings. The Corporation shall hold an annual meeting each June, or as soon thereafter as possible, for the purpose of electing officers of the Board and for transacting such other business as may come before the Board. The meeting shall be held at the principal office of the Corporation or such other location within or without the State of South Carolina as specified by the Board of Directors. Other regular meetings of the Board shall be held monthly at such times as are fixed by the Board. Except as otherwise provided by law, any business may be transacted at any meeting of the Board of Directors.

4.11 Special Meetings. Special meetings of the Board of Directors may be called for any lawful purpose or purposes by the Chair, Sole Member, or at least twenty-five percent (25%) of the Directors then in office.

4.12 Notice of Meetings. Notice of the time, date and place of any regular or special meeting shall be given at least one day prior thereto. Notice may be communicated in person, by telephone, electronic mail, telegraph, teletype or other form of wire or wireless communication or by mail or private carrier or any other lawful means. A Director's attendance at or participation in a meeting waives any required notice of the meeting, unless the Director upon arriving at the meeting (or prior to the vote on a matter not properly noticed in conformity with the law or the Corporation's Articles of Incorporation or these Bylaws) objects to and does not thereafter vote for or assent to the objected to action. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourning.

4.13 Participation by Telecommunications. Any Director may participate in, and, for purposes of Section 4.8 above, be regarded as present at, any meeting of the Board of Directors by means of conference telephone or any other means of communication by which all persons participating in the meeting can hear each other at the same time.

4.14 Quorum. A majority of the Directors in office immediately before the meeting shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present at the meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

4.15 Action. The Directors shall take action by the affirmative vote of a majority of the Directors participating in a meeting at which a quorum is present, or the affirmative vote of a greater number of Directors where required by the Articles, these Bylaws, the Act or otherwise by law.

4.16 Action Without Meeting. To the fullest extent permitted by the Act and the Freedom of Information Act ("FOIA"), the Board of Directors may take action without a meeting by written consent as to such matters and in accordance with such requirements and procedures authorized by the Act and FOIA. Unless otherwise permitted by the Act and FOIA, such written consent must be signed by all Directors and included in the minutes filed with the corporate records reflecting the action taken.

4.17 Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless (i) such Director objects at the beginning of the meeting, or promptly upon arrival, to holding the meeting or transacting business at the meeting, (ii) the Director votes against the action and the vote is entered in the minutes of the meeting, (iii) the Director's dissent or abstention for the action taken is entered in the minutes of the meeting, or (iv) the Director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after the adjournment of the meeting. The right to dissent shall not apply to a Director who voted in favor of such action.

4.18 Committees. The Board of Directors may from time to time designate one or more Committees, who shall render advice to the Board of Directors and oversee specified activities designated by the Board of Directors. Any such Committee may be designated as a standing Committee appointed annually or as a special Committee for specific circumstances or transactions with a limited

duration. Each Committee shall be composed of at least two (2) Directors and such other persons as specified from time to time by the Board of Directors, who shall all serve at the pleasure of the Board of Directors. The duties, constitution, and procedures of any Committee shall be prescribed by the Board of Directors but no Committee shall be granted authority to act upon any matter without approval from the Board of Directors. The Board of Directors shall designate one member of each Committee as its Chair. The Board of Directors shall appoint members to Committees as it deems advisable. The Chair of each Committee shall schedule all Committee meetings and provide appropriate notice to all Committee members and the Secretary. All appointed members of the Committee, including the Chair, shall have a vote on all matters coming before the Committee. Minutes of Committee meetings shall be kept. The results of each vote shall be recorded in the minutes. Minutes of all Committee meetings shall be provided to the Secretary within thirty (30) days after any Committee meeting, but shall remain subject to modification by the Committee at its next meeting.

4.19 Committee Meetings. A majority of each Committee's voting members shall constitute a quorum for the transaction of business by the Committee, and each Committee shall take action by a majority of the Committee's voting members participating in a meeting at which a quorum of the Committee is present. Special meetings of any Committee may be called at any time by any Director who is a member of the Committee or by any person entitled to call a special meeting of the full Board of Directors. Except as otherwise provided in this section, the conduct of all meetings of any Committee, including notice thereof, and the taking of any action by such Committee shall be governed by this Article. Procedures shall be established for all Directors to receive schedules of all Committee meetings, agendas and copies of Committee meeting minutes to keep the Directors informed of matters under consideration by all Committees. In addition, Directors who are not serving on specific Committees are encouraged to attend Committee meetings of interest and participate in such meetings as non-voting members. In this manner, Directors can provide guidance and assistance to the Committees during the process of formulating recommendations to the Board of Directors and gain a better understanding of all of the factors considered by the Committee in making such recommendations.

4.20 No Compensation. Directors, save and except the CEO, shall not receive compensation for serving as a member of the Corporation's Board of Directors. The Board of Directors may by resolution authorize the payment or reimbursement of direct out-of-pocket expenses incurred of each Director related to the Director's service to the Corporation.

4.21 Order of Business. Unless otherwise determined by the Chair, the order of business at the annual meeting, to be set as the first Annual meeting of the Board of Directors in a fiscal year, and so far as practicable at all other meetings of the Board of Directors, shall be as follows:

1. Call to Order;
2. Acknowledge compliance with FOIA;
3. Determination of a quorum;
4. Approval of agenda (amendments if necessary);
5. Reading and disposal of all unapproved minutes;
6. **Public Comment;**
- 7**6.** Reports from the CEO;
- 8**7.** Reports of Officers and Committees, if applicable;

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98. Election of Officers and Appointment of Committees, if applicable;
- ~~109.~~ Unfinished business, if applicable;
110. New business; and
- ~~124.~~ Adjournment.

Unless, and to the extent determined by the Board of Directors or the Chair of the meeting, meetings of the Board of Directors shall not be required to be held in accordance with the current edition of Roberts Rules of Order.

4.22 Agenda. The CEO shall prepare an agenda for each meeting prior to or during a meeting. Each Director of the Corporation shall receive a copy of the agenda and it shall be available for public inspection when it is distributed to the Directors.

The Chair may add an item to an agenda as allowed by law at any time; provided, however, that if a Director objects to an item added after the agenda was distributed to the Directors no action may be taken at that meeting with respect to that item. Any Director may request the Chair to place an item on a future agenda by making such a request at a Board of Director meeting.

4.23 Freedom of Information Act. The Board of Directors and all Committees shall at all times comply with the South Carolina Freedom of Information Act, which includes satisfying the notice provision for all meetings. The Board of Directors may hold closed sessions as provided by the Freedom of Information Act.

Full and accurate minutes of the Corporation's proceedings shall be kept and shall be open to inspection by the public. The results of each vote shall be recorded in the minutes.

4.24 Board Contacts with Public. Board members shall not represent any contacts they have with the media or other members of the public as being representative of the Corporation unless the Corporation has formally taken a position on the matter. Individual Directors shall not release information to the media or the public when that information has been provided to them by the Corporation's attorney as part of a Confidential Attorney-Client memorandum or as part of a Corporation closed session held in compliance with applicable law.

ARTICLE V

OFFICERS

5.1 In General. The Officers of the Corporation shall consist of a Chair, a Vice Chair, a CEO, a Treasurer, and a Secretary and may also include assistant secretaries and other officers and agents as the Board of Directors deems advisable from time to time. The Chair, Vice Chair, and Secretary shall be elected by the Board of Directors to serve at the pleasure of the Board of Directors. Except as may otherwise be provided by the Act, the Corporation's Articles of Incorporation or these Bylaws, the Chair, Vice Chair, and/or Secretary may be removed by the Directors at any time, with or without cause. Any vacancy, however occurring, in any office must be filled by the Directors for the unexpired term. One person may hold two or more offices. Each Officer shall exercise the authority

and perform the duties as may be set forth in these Bylaws and any additional authority and duties as the Board of Directors shall determine from time to time.

5.2 Election of Officers. Officers shall be elected at the earliest convenient time in the first year and then annually at the Annual Meeting of the Board of Directors. The Directors shall elect a Chair, Vice Chair, and Secretary. Officers will be elected by a majority vote of those Directors attending the meeting at which the nominations are made. If the Chair is not available at such meeting, the Vice Chair for the Corporation may preside for the purpose of electing Officers only; thereafter, the new Chair shall preside.

5.3 Chair. The Chair shall be elected by the Board of Directors and shall serve at the pleasure of the Board of Directors and the Town Council. The Chair shall preside at all meetings of the Board of Directors and shall undertake such additional duties and obligations as may from time to time be specified by the Board. Except as otherwise provided herein and as may be specifically limited by resolution of the Board of Directors or an authorized Committee thereof, the Chair shall have full authority to execute on the Corporation's behalf any and all contracts, agreements, notes, bonds, certificates, instruments and other documents. The Chair shall also perform such other duties and may exercise such other powers as are incident to the office of chief executive officer and as are from time to time assigned to him by the Act, these Bylaws or the Board of Directors.

5.4 Vice Chair. The Board of Directors may elect one or more Vice Chairs to serve in such capacities as specified by the Board of Directors from time to time (but such authority shall not exceed that of the Chair), with a Vice Chair designated by the Board of Directors to preside over meetings of the Board of Directors in the absence of the Chair. Except as otherwise determined by the Board of Directors, each Vice Chair shall serve under the direction of the Chair and shall perform such duties and may exercise such powers as are incident to the office.

5.5 Chief Executive Officer. The Sole Member (Town of Bluffton) shall hire, employ, or retain the services of a Chief Executive Officer ("CEO") who shall serve at the pleasure of the Town Manager. The CEO shall, subject to the control, advice and consent of the Town Manager: supervise and conduct the activities and operations of the corporation; keep the Board fully informed; freely consult with the Board concerning the activities of the corporation; and see that all orders and resolutions of the Board are carried into effect. The CEO shall be empowered to act, speak for or otherwise represent the corporation between meetings of the Board.

The CEO may sign, with permission of the Sole Member any deeds, mortgage, bonds, contracts, or other instruments which the Board has authorized to be executed, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be delegated by the Board to some other officer or agent; and, in general, the CEO shall perform all duties incident to the office of CEO and such other duties as may be prescribed by the Board from time to time.

5.6 Treasurer. The Treasurer shall be the Finance Director (or equivalent officer) of the Town and shall be the chief financial officer of the Corporation. The Treasurer shall be responsible for all financial matters presented to the Corporation, including the establishment and maintenance of the Corporation's bank accounts and all financial accounting related to the oversight of the Corporation's books and records. The Treasurer shall perform such other duties as are incident to the office of Treasurer, and shall have such other powers and duties as may be conferred upon him or her by the Board.

5.7 **Secretary.** The Secretary shall be appointed by the Board of Directors and (a) keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) insure that minutes of all Committee meetings are provided as required herein; (d) be custodian of the corporate records of the Corporation; (e) keep a register of the address of each member of the Board of Directors; (f) authenticate records of the Corporation when such authentication is required; and (g) in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the Chair or the Board of Directors. The Secretary may be assisted in the performance of these duties by a designee of the CEO

ARTICLE VI

INDEMNIFICATION

6.1 **Scope.** The Corporation shall indemnify, defend and hold harmless the Corporation's Offices and Directors to the fullest extent permitted by, and in accordance with the Act. This plan of indemnification shall constitute a binding agreement of the Corporation for the benefit of the Officers and Directors as consideration for their services to the Corporation, and may be modified or terminated by the Board of Directors only prospectively. 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, insurance, provision of law, or otherwise, as well as their rights under this Article VI.

6.2 **Indemnification Plan.** The Board of Directors may from time to time adopt an Indemnification Plan implementing the rights granted in Section 6.1. This Indemnification Plan shall set forth in detail the mechanics of how the indemnification rights granted in Section 6.1 shall be exercised, provided that the Indemnification Plan shall include that the Directors shall not be indemnified until twenty (20) days after effective written notice is given to the South Carolina Attorney General, as set forth in Section 33-31-855(d) of the Act.

6.3 **Insurance.** The Board of Directors 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 incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.

ARTICLE VII

TRANSACTIONS

7.1 **Procurement.** The Board of Directors shall adopt and the Corporation shall abide by an appropriate procurement code.

7.2 **Contracts.** The Board of Directors may authorize any Officer or Officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

7.3 **Loans.** The Board of Directors may authorize any Officer or Officers, or agent or agents, to contract any indebtedness and grant evidence of indebtedness and collateral therefor in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

7.4 **Checks, Drafts, Etc.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by any two of the Chair, Vice Chair or Treasurer.

7.5 **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

7.6 **Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

7.7 **Voting of Shares in Other Corporations Owned by the Corporation.** Subject always to the specific directions of the Board of Directors, any share or shares of stock or membership interest issued by any other corporation and owned or controlled by the Corporation may be voted at any shareholders' or members' meeting of the other corporation by the Chair or by any other Officer specifically designated by the Board of Directors. Whenever, in the judgment of the Chair, or in his absence, of any designated Officer, it is desirable for the Corporation to execute a proxy or give a shareholders' or members' consent in respect to any share or shares of stock or membership interest issued by any other corporation and owned or controlled by the Corporation, the proxy or consent shall be executed in the name of the Corporation by the Chair without necessity of any authorization by the Board of Directors. Any person or persons designated in the manner above stated as the proxy or proxies of the Corporation shall have full right, power and authority to vote such share or shares of stock or membership interest issued by the other corporation.

ARTICLE VIII

RECORDS/ANNUAL AUDIT

8.1 **Forms of Records.** When consistent with good business practices, any records of the Corporation may be maintained in other than written form if such other form is capable of reasonable preservation and conversion into written form within a reasonable time.

8.2 **Corporate Records.** The Corporation shall keep as permanent written records a copy of the minutes of all meetings of its Board of Directors, a record of all actions taken by the Directors without a meeting, and a record of all actions taken by Committees of the Board of Directors. The

Corporation shall maintain appropriate accounting records. The Corporation or its agent shall maintain a record of the name and address, in alphabetical order, of each Director. The Corporation shall keep a copy of the following records at its principal office:

- (a) its Articles of Incorporation or restated Articles of Incorporation and all amendments thereto currently in effect;
- (b) its Bylaws or restated Bylaws and all amendments thereto currently in effect;
- (c) a list of the names and business or home address of its current Directors and Officers; and
- (d) the Corporation's most recent report of each type required to be filed by the Corporation with the South Carolina Secretary of State.

8.3 Adoption of Corporation Budget. The corporation shall annually prepare and submit to the Town Manager of the Sole Member a Corporation Budget. The Corporation Budget shall be in complete and final form, be based on reasonable assumptions in connection with an appropriate due diligence review that has been approved by the Board and contain its best estimate of revenue and expenditures of the corporation for the next succeeding fiscal year.

8.4 Annual Audit. Within one hundred eighty (180) days after the close of each fiscal year of the Corporation, the Board of Directors shall cause an audit to be completed regarding the financial condition of the Corporation and an appropriate report issued to the Town. Such audit services shall be undertaken in accordance with accounting practices generally applicable to audits of governmental units by the certified public accounting firm then providing audit services to the Town for the applicable fiscal year, or such other firm of certified public accountants as may be selected by the Board of Directors from time to time.

8.5 Maintenance and Inspection of Articles and Bylaws. The corporation shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the Sole Member and Directors at all reasonable times during office hours.

8.6 Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns. The corporation shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three (3) years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

8.7 Maintenance and Inspection of Other Corporate Records. The corporation shall keep adequate and correct books and records of accounts; written minutes of the proceedings of its Sole Member, Board and committees of the Board, except for advisory committees; and a record of each Director's name and address. All such records shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal office of the corporation. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the corporation shall turn over to his or her successor or the Chair of the Board, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of the corporation as have been in the custody of such officer,

employee, or agent during his or her term of office.

Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the corporation, subject to the execution of a confidentiality agreement for confidential records and documents as determined by counsel to the corporation. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

ARTICLE IX

STANDARD OF CARE

9.1 General. A Director shall perform the duties of a Director, including duties as a member of any committee of the Board on which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) One or more officers or employees of the corporation whom the Director believes to be reliable and competent in the matters presented;
- (b) Counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence; or
- (c) A committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence, so long as the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in these bylaws, a person who performs the duties of a Director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions that exceed or defeat a public or charitable purpose to which the corporation, or assets held by it, are dedicated.

9.2 State Law on Conflicts of Intent. All Directors shall comply with South Carolina Non-Profit Corporation Act and the Ethics Reform Act, and the Rules of Conduct from the Ethics Reform Act on all issues concerning conflicts of interest.

9.3 Reimbursement and Advances for Expenses. The corporation may reimburse Directors, officers or employees for expenses reasonably incurred in the performance of the duties of the Director, officer or employee and may advance money to a Director, officer or employee of the

corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or Director, so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

9.4 Periodic Reviews. The Board shall conduct periodic reviews to ensure that the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits payable to employees and consultants are reasonable, based on competent survey information and the result of arm's length bargaining.

(b) If applicable, whether partnerships and joint ventures conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

When conducting the periodic review as provided for above, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

ARTICLE X

MISCELLANEOUS

10.1 Fiscal Year. The fiscal year of the Corporation shall end on June 30 of each calendar year.

10.2 Amendments. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Sole Member and the Town of Bluffton Town Council with concurrence by a majority vote of the Board of Directors then in office; provided that the notice of any meeting at which the Bylaws are to be amended shall state that the purpose or one of the purposes of the meeting is to consider an amendment to the Bylaws and shall be accompanied by a copy or summary of the proposed change or state the general nature of the change.

10.3 Severability. If any provision of these Bylaws or the application thereof to any person or circumstances shall be held invalid or unenforceable to any extent by a court of competent jurisdiction, such provision shall be complied with or enforced to the greatest extent permitted by law as determined by such court, and the remainder of these Bylaws and the application of such provision to other persons or circumstances shall to be affected thereby and shall continue to be complied with and enforced to the greatest extent permitted by law.

10.4 Usage. In construing these Bylaws, feminine or neuter terms and pronouns shall be substituted for masculine forms and vice versa, and plural terms shall be substituted for singular forms and vice versa, in any place in which the context so requires. The section and paragraph headings contained in these Bylaws are for reference purposes only and shall not affect in any way the meaning

or interpretation of these Bylaws. Terms such as "hercof", "hereunder", "hereto", and words of similar import shall refer to these Bylaws in the entirety and all references to "Articles", "Paragraphs", "Sections", and similar cross references shall refer to specified portion of these Bylaws, unless the context clearly requires otherwise. Terms used herein which are not otherwise defined shall have the meanings ascribed to them in the Act. All references to statutory provisions shall be deemed to include corresponding sections of succeeding law.

10.5 Conflict Between Bylaws, Articles of Incorporation and the Act. The Corporation's Articles of Incorporation and the Act (as either may be amended from time to time) are incorporated herein by reference. Any conflict between the terms of these Bylaws, the Corporation's Articles of Incorporation or the Act shall be resolved in the following order: (1) the Act; (2) the Corporation's Articles of Incorporation; and (3) these Bylaws.

The foregoing are certified to be the true and complete Bylaws of the Corporation as adopted by the Sole Member and the Town of Bluffton Town Council at a duly called meeting held on _____; and enacted upon the concurrence of the Board of Directors, per Section 10.2 above, at a duly called meeting held on _____.

Chair

Date of Certification: _____

(Corporate Seal)



TOWN OF HILTON HEAD ISLAND

Staff Report Memo

TO: Mayor & Town Council
FROM: Joshua Gruber, Deputy Town Manager
CC: Marc Orlando, Town Manager
DATE: February 9, 2022
SUBJECT: Beaufort County Citizens Advisory Committee – 2022 Transportations Referendum

Background: At their January 24, 2022 meeting, the Beaufort County Council approved a resolution establishing a Citizens Advisory Committee to study the feasibility of placing a penny sales tax on the ballot in November for transportation projects. In addition to the 11 appointees by each county council member, the resolution calls for each municipality to appoint one individual from its jurisdiction to serve on the committee. Chairman Passiment has provided each municipality with criteria for appointing an individual to the committee, included herein as “Attachment A”.

The committee will be charged with completing and preparing recommendations to be presented to the County Council for approval. The recommendations are as follows:

- a. Create a proposed project list and/or categories for the referendum question(s).
- b. Amount of the sales tax to be collected; and/or the duration of the sales tax collection period.

Meetings shall begin as called by the Chairman of County Council, as soon as practicable after all members are appointed, and will complete its work by April 29, 2022.

Attachments:

Attachment A – Criteria for Appointing Citizen
Copy of the Resolution from Beaufort County

ATTACHMENT A

The 2020 census has been conducted and the county population now stands at 187,117. The county will continue to grow, as this is one of the most desirable places to live, work and play in South Carolina. There are major areas that will have to be addressed over the next 10 years until the new census is conducted. They are in no special order:

- Growth in the Health Care system
- Growth in Education, both private, public and at TCL and USCB
- Growth in tourism
- Growth in the hospitality sector
- Growth in retail
- Growth in manufacturing

In order to meet the growth in the areas above we will need to have the following:

- A skilled and unskilled Workforce
- Housing at all levels

Each member of this committee will represent either a district of the county or a municipality within Beaufort County.

The task of the committee is to make recommendations for a variety of infrastructure projects that will benefit your district or municipality as the county and municipalities address the growth areas described above, regardless of what another district or municipality will recommend.

Since the penny sales tax will be for transportation purposes, you should recruit someone who will focus on the following:

- Road improvements – repairs, replacement of existing roads or new roads.
- Bridges – repairs or replacement of bridges or new bridges
- Sidewalks – repairs, replacement or new sidewalks
- Bike and pedestrian paths – repair, replacement or new paths.
- Golf cart paths – repair, replacement or new golf cart paths.

The projects recommended will have a total value that will be raised over a period of time. Since a penny may provide as much as \$40 to \$50 million per year the duration of the penny sales tax period may be as follows:

- Four years
- Eight years
- Ten years
- Some other length

By using the above criteria, we should have a group that will focus on tasks needed to be successful

RESOLUTION 2022/ _____

A RESOLUTION CREATING A CITIZENS ADVISORY COMMITTEE TO MAKE RECOMMENDATIONS TO COUNTY COUNCIL REGARDING A POSSIBLE 2022 TRANSPORTATION SALES TAX

WHEREAS, the consensus of the County Council has been to pursue a 2022 referendum for the imposition of another transportation sales tax (the “Sales Tax”); and

WHEREAS, County Council now wishes to create a citizens advisory committee to make certain recommendations regarding the proposed Sales Tax.

NOW, THEREFORE, BE IT RESOLVED by Beaufort County Council, in meeting duly assembled, as follows:

1. A citizens committee is hereby established that consists of one appointee from each of the eleven council districts and one from each of the six-county municipalities for a total of seventeen members. Appointments should be communicated to the Chairman of County Council no later than _____, 2022, who shall then convene a meeting of the committee.
2. The committee shall elect a chairman and vice chairman, and adopt rules of procedure. All meetings of the committee must comply with the SC Freedom of Information Act.
3. Jared Fralix, ACA for Engineering, will serve as the lead Beaufort County Staff liaison to the committee, and will prepare lists, proposals and other documentation for the committee’s consideration.
4. The citizen’s committee is charged with completing and preparing the following recommendations:
 - a. A proposed project list and/or categories for the referendum question(s);
 - b. The amount of the sales tax to be collected; and/or
 - c. The duration of the sales tax collection period.
5. The committee shall begin meetings as called by the Chairman of County Council, as soon as practicable after all members are appointed, and will complete its work by April 29th, 2022.
6. The recommendations must comply with the requirements and limitations of the State enabling act.
7. The committee’s recommendations shall be presented to County Council for consideration, adoption, and/or revision of the recommendations.

BE IT SO RESOLVED, this _____ day of January, 2022.

COUNTY COUNCIL OF BEAUFORT COUNTY

By: _____
Joseph Passiment, Chairman

ATTEST:

Sarah w. Brock, Clerk to Council