

D-27220

**RESOLUTION ESTABLISHING A CITIZENS BASEBALL STADIUM
REVIEW COMMITTEE**

WHEREAS, the City of Winston-Salem (hereinafter “City”) has agreed to acquire the land and the baseball stadium at the intersection of First Street and Peters Creek Parkway (hereinafter “Baseball Stadium”) and to defray some of the hard costs associated with the construction of the Baseball Stadium (hereinafter “Project”); and

WHEREAS, the City of Winston-Salem desires to create a Citizens Baseball Stadium Review Committee to review the payments made on the Project, to track its progress, to monitor minority contractor/service provider participation in the Project, and to monitor stadium operations after completion;

NOW, THEREFORE, BE IT RESOLVED, by the City Council of the City of Winston-Salem that there is hereby established a Citizens Baseball Stadium Review Committee (hereinafter “Committee”), as described below.

Section 1: PURPOSE.

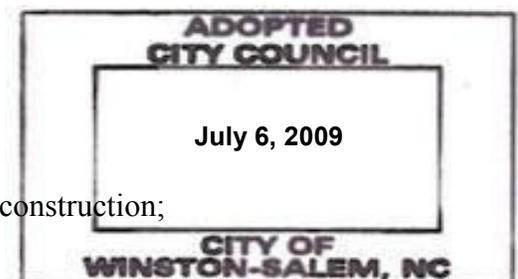
The purpose of the Committee shall be to:

- (1) Provide public oversight of the expenditure of City funds for Baseball Stadium construction;
- (2) Following construction, review quarterly financial statements and attendance figures related to the operation of the Baseball Stadium for the purpose of assessing the project’s ability to repay the City; and
- (3) Prepare reports for the City Council and the public regarding the above two purposes.

Section 2: DUTIES.

The duties of the Committee shall be to:

- (1) Review documents pertaining to the progress of construction;



- (2) Promptly review statements, invoices, and other documents pertaining to payments to be made the contractor(s);
- (3) Review the developers' and/or contractors' reports detailing participation in the Project by minority vendors and contractors;
- (4) Review quarterly financial statements and attendance figures related to the operation of the Baseball Stadium related to payment of debt owed to the City;
and
- (5) Provide regular reports to the City Council and to the public.

Section 3: MEMBERSHIP AND APPOINTMENT.

The Committee shall be composed of eleven (11) voting members, who shall be residents of the City. These members shall represent a cross-section of the City. Efforts should be made to appoint members with experience in the following fields:

- (1) Institutional or commercial construction;
- (2) Engineering/Architecture;
- (3) Financial Management;
- (4) Banking;
- (5) Sports Management; and
- (6) Marketing/Promotions.

There shall be at least three general members who represent the citizenry at large. The City Council shall appoint all members of the Committee upon recommendation of the Mayor.

No Committee member shall have a private, personal, or monetary interest, either direct or indirect, in connection with the Baseball Stadium, or any financial venture associated therewith. The following is a non-comprehensive list of individuals with prohibited interests: any developer, contractor, employee, or other person associated with the Project, and any business partner, affiliate, assign, successor-in-interest, heir, or relative thereof. The term "relative" shall include a spouse, lineal descendant, lineal

ascendant, sibling, spouse's lineal descendant, spouse's lineal ascendant, spouse's sibling, and the spouse of any of these individuals. In addition, no Committee member may be employed by, transact business with, or have a fiduciary or familial relationship with any member of the City Council, the Mayor or any City officer. Committee members shall abide by the City's ethics policy. If it is determined that a Committee member has a prohibited interest or relationship, or has failed to abide by the City's ethics policy, said member shall be removed from the Committee by the City Council.

The current Chairs of the Finance and the Public Works Committees of the City Council shall be ex-officio non-voting members of the Citizens' Oversight Committee.

Section 4: CONFIDENTIALITY.

In the course of discharging their duties, Committee members may be given access to confidential information, as set forth in N.C.G.S. § 132-1.2, and as further defined in N.C.G.S. § 66-152. Accordingly, before being appointed to the Committee, Committee members shall be required to sign a confidentiality agreement prohibiting disclosure of any such information that is designated or indicated as "confidential" or as a "trade secret" at the time of disclosure to the City or Committee.

Section 5: TERM.

Each appointee shall serve a four-year term. No appointee shall serve more than two full consecutive four-year terms, except as provided herein. To provide for continuity, five of the initial eleven appointees to the Committee shall serve two-year terms and may be reappointed to two additional four-year terms. Appointees shall hold their appointments until their successors are appointed and qualified. Any vacancy resulting from a cause other than expiration of term shall be filled only for the unexpired portion of the term. Service for less than fifty percent (50%) of a normal term shall not be deemed a term, and service for more than fifty percent (50%) of a normal term shall be

deemed a term, as per Section 2-62 of the Winston-Salem Code of Ordinances. The members of the Committee shall serve without compensation.

Section 6: OFFICERS.

One of the eleven (11) members shall be selected annually to serve as the Chair of the Committee.

Chair. The Mayor shall designate one of the eleven (11) members as Chair of the Committee. The Chair shall decide on all points of order and procedure, subject to this resolution, unless directed otherwise by a majority of the Committee in session at the time. The Chair shall appoint any sub-committees found necessary to investigate any matters before the Committee. Any and all such sub-committee meetings shall be subject to the open meetings law, in the same manner as Committee meetings.

Vice Chair. A Vice Chair shall be elected by the Committee from among its members in the same manner and for the same term as the Chair (unless earlier terminated as a result of death, resignation, or removal). The Vice Chair shall serve as acting Chair, in the Chair's absence and, at such times, shall have the same powers and duties as the Chair.

Other Officers. Should the Chair and the Vice Chair be absent at any meeting, the Committee shall elect a temporary Chair to serve at the meeting.

Executive Secretary. The City Manager's Office shall designate an Executive Secretary for the Committee. The Executive Secretary, subject to the direction of the Chair, shall keep or cause to be kept all records, shall prepare all correspondence of the Committee for the signature of the Chair, shall arrange for all required public notices, shall notify Committee members of pending meetings and their agendas, and shall generally supervise the clerical work of the Committee. The Executive Secretary shall keep the minutes of every meeting of the Committee, and shall comply, in every respect,

with Section 2-61 of the Winston-Salem Code of Ordinances. Copies of all correspondence and other documents pertaining to the Committee shall be maintained in chronological order by the Executive Secretary, in a separate file.

Section 7: REMOVAL.

Members of the Committee shall serve at the pleasure of the City Council, and may be removed by the City Council. In order for the Committee to carry out its duties and responsibilities, it is necessary for all members to attend the meetings. If any member is absent for two consecutive regular meetings, without excuse granted by the Committee, the Chair or Vice Chair may notify such member in writing of such member's absences, and if such member fails to attend the next regular meeting, the Committee may, by majority vote of the remaining members, request that the position be vacated and a replacement be made by the City Council.

Section 8: STAFF SUPPORT.

The Committee shall be provided staff support from the City Manager's Office, the City Attorney's Office, the City Engineering Division, and the City Finance Department. An Assistant City Manager shall serve as the lead staff person to the Committee.

Section 9: MEETINGS.

During construction of the Baseball Stadium, the Committee shall hold regular meetings not less than once per month to discuss the reports received by the Committee members and its reports to the City Council. Once construction of the Baseball Stadium has been completed and all construction payments have been reviewed, the Committee shall hold regular meetings not less than once per quarter to review the financial reports relating to the operation of the Baseball Stadium and to prepare reports to the City

Council and to the public. Special and emergency meetings may be called by the Chair or any two (2) members of the Committee, signing a call for such meeting. A schedule of all the Committee's regular meetings shall be filed with the City Secretary, showing the time and place of the Committee's meetings, and any changes in its schedule of regular meetings shall be reported to the City Secretary at least seven (7) days before the first meeting held pursuant to the revised schedule.

Section 10: QUORUM.

All meetings shall be duly convened only when a quorum is present. A quorum shall consist of six (6) members of the Committee.

Section 11: VOTING.

An affirmative vote equal to a majority of all the members of the Committee not excused from voting on the question in issue shall be required to take any action.

Section 12: RULES OF PROCEDURE.

The Committee shall adopt such additional rules of procedure as may be necessary for the proper discharge of its duties, and shall file the rules of procedure with the City Secretary.