

VILLAGE OF LOMBARD
REQUEST FOR BOARD OF TRUSTEES ACTION
For Inclusion on Board Agenda

Resolution or Ordinance (Blue) _____
Waiver of First Requested
Recommendations of Boards, Commissions & Committees (Green) _____
Other Business (Pink) _____

TO: PRESIDENT AND BOARD OF TRUSTEES

FROM: William T. Lichter, Village Manager

DATE: January 31, 2008 (B of T) Date: February 7, 2008

TITLE: Lombard Public Facilities Corporation - Amendments to By-Laws

SUBMITTED BY: Department of Community Development *W/alt*

BACKGROUND/POLICY IMPLICATIONS:

The Department of Community Development transmits for your consideration a resolution approving a proposed amendment and an amendment to the By-Laws of the Lombard Public Facilities Corporation. Please place this item on the February 7, 2008 Board of Trustees agenda.

Fiscal Impact/Funding Source:

Review (as necessary):

Village Attorney X

Finance Director X

Village Manager X

W/alt

Date

Date

Date

1/31/08

NOTE: All materials must be submitted to and approved by the Village Manager's Office by 12:00 noon, Wednesday, prior to the Agenda Distribution.



MEMORANDUM

TO: William T. Lichter, Village Manager

FROM: David A. Hulseberg, AICP, Assistant Village Manager/Director of Community Development *deh*

DATE: February 7, 2008

SUBJECT: Amendments of LPFC By-Laws

The Lombard Public Facilities Corporation (LPFC) is requesting Village Board approval to amend its By-Laws, more specifically in regards to the Open Meetings Act and annual meeting date.

With respect to the Open Meetings Act, the LPFC would continue to hold open meetings, but would like to reserve the right to go into closed session should the Corporation determine it to be in its best interest to do so. The desire to amend this portion of the Open Meetings Act is a result of proprietary information in connection with the operation and maintenance of the Westin Hotel and Convention Center needing to be discussed outside the context of the Open Meeting. Presently, the Open Meetings Act does not provide for that ability. The LPFC is not legally bound by the Open Meetings Act. Rather, it was by the Village Board direction that they operate in that fashion.

The LPFC currently holds their Annual Meeting on the first Monday in June, whereas the Master Operating Plan, Budget, and Master Capital Budget for the subsequent fiscal year are adopted. The Board of Directors wishes to change the Annual Meeting from the June date to the third Monday in December, thus amending Section 4.3 of the LPFC By-Laws.

Attached please find the following items for Village Board consideration as part of the February 7, 2008 Village Board meeting:

1. A draft resolution approving a proposed amendment and amendment to the By-Laws of the Lombard Public Facilities Corporation.

2. An approved resolution from the Lombard Public Facilities Corporation amending its By-Laws with regard to the Open Meetings Act, dated December 17, 2007.

3. An approved resolution from the Lombard Public Facilities Corporation amending its By-Laws to change the date of its Annual Meetings.

Recommendation: Staff recommends that the Village Board concur with the LPFC requests.

**A RESOLUTION APPROVING A PROPOSED AMENDMENT
AND AN AMENDMENT TO THE BY-LAWS OF THE
LOMBARD PUBLIC FACILITIES CORPORATION**

RESOLUTION NO. _____

WHEREAS, the Lombard Public Facilities Corporation (the "LPFC") is a not for profit corporation created and existing under the Illinois General Not for Profit Corporation Act of 1986 (805 ILCS 105/1 *et seq.*); and

WHEREAS, the Village of Lombard, DuPage County, Illinois (the "Village") created the LPFC by drafting its Articles of Incorporation and By-laws (the "By-laws") when the President and Board of Trustees of the Village (the "Village Board") adopted Ordinance No. 5351 on September 4, 2003 (as later amended by Ordinance No. 5534, adopted August 19, 2004; Ordinance No. 5613 adopted March 3, 2005, and Ordinance No. 5638, adopted May 5, 2005); and

WHEREAS, the Village Board has the authority under Article VII of the By-laws to approve all amendments to Article IV of the By-laws; and

WHEREAS, the Village Board has received and reviewed the "Resolution of the Lombard Public Facilities Corporation Requesting Approval of Village of Lombard to Amend its By-laws with Regard to the Open Meetings Act" adopted by the LPFC on December 17, 2007, (the "First Resolution"); a copy of which is attached hereto as Exhibit A and made a part hereof;

WHEREAS, the First Resolution proposes an amendment to Article IV of the By-laws; and

WHEREAS, the Village Board has no objection to the LPFC Board of Directors amending the By-laws consistent with the proposed amendment presented in the First Resolution; and

WHEREAS, the Village Board has received and reviewed the "Resolution of the Lombard Public Facilities Corporation to Amend its By-laws to Change the Date of its Annual Meeting" adopted by the LPFC on December 17, 2007 (the "Second Resolution"); a copy of which is attached hereto as Exhibit B and made a part hereof; and

WHEREAS, the Second Resolution amends Article IV of the By-laws; and

WHEREAS, the Village Board has no objection to the change of the date of the Annual Meeting for the LPFC as set forth in the Second Resolution;

NOW, THEREFORE, BE IT RESOLVED by the President and Board of Trustees of the Village of Lombard, DuPage County, Illinois, as follows:

Brigitte O'Brien
Village Clerk

ATTEST:

William J. Mueller
Village President

APPROVED by me this _____ day of _____, 2008.

ABSENT:

NAVS:

AYES:

follows:

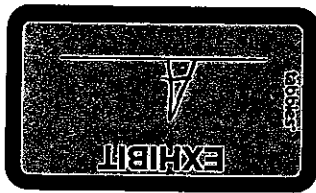
ADOPTED this _____ day of _____, 2008, pursuant to a roll call vote as the date of its Annual Meeting, is hereby approved.

3. That the Second Resolution, relative to the LPFC amending its By-laws to change

“The Corporation is not a public body as defined by Section 1.02 of Open Meetings Act and is therefore not subject to the Open Meetings Act (5 ILCS 120/1 *et. seq.*). However, it shall at all times voluntarily comply with the notice and agenda requirements of the Open Meetings Act, specifically 5 ILCS 120/2.01, 2.02, 2.03, and 2.04. The Corporation shall endeavor to hold open meetings, but shall reserve the right to go into closed session should the Corporation determine it to be in its best interests to go into closed session, and the Corporation shall not be required to meet the requirements of Section 2(c) of the Open Meetings Act in order to go into closed session. For such purposes, the Corporation's office shall always be deemed to be in Lombard, Illinois.”

it in its entirety with the following language:

1. That the recitals as set forth above are hereby incorporated herein by reference.
2. That the Board of Directors of the LPFC is hereby authorized to amend Section 4.8 of the By-laws of the LPFC, as requested in the First Resolution, by replacing



Meetings Act and is therefore not subject to the Open Meetings Act (5 ILCS 120/1 *et seq.*).
the following: "The Corporation is not a public body as defined by Section 1.02 of the Open
amendment By-Laws of the LPFC by replacing Section 4.8 of the By-Laws in its entirety with
Section 1. The LPFC requests the Village of Lombard to consent and approve the

THE LOMBARD PUBLIC FACILITIES CORPORATION, as follows:
NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF

into closed session.

Village's original intentions in creating the LPFC, while allowing the LPFC the discretion to go
the notice and agenda requirements of the Open Meetings Act to comply with the spirit of the
WHEREAS, the LPFC is requesting the Village's consent and approval to comply with

WHEREAS, some of the proprietary information is to remain confidential; and

context of an Open Meeting; and

connection with the operation and maintenance of the hotel and convention center outside the
WHEREAS, the LPFC has recognized a need to discuss proprietary information in

the Village; and

comply with the Open Meetings Act so as to provide a certain transparency to the residents of
WHEREAS, the Village, in creating the LPFC By-Laws, saw fit to require the LPFC to

within the corporate limits of the Village; and

order to finance the construction, operation and maintenance of a hotel and convention center
incorporated by the Village of Lombard (the "Village") for the sole purpose of issuing bonds in
WHEREAS, the Lombard Public Facilities Corporation (the "LPFC") was created and

RESOLUTION OF THE LOMBARD PUBLIC FACILITIES CORPORATION
REQUESTING APPROVAL OF VILLAGE OF LOMBARD TO AMEND ITS BY-LAWS
WITH REGARD TO THE OPEN MEETINGS ACT

Secretary

ATTEST:

President

APPROVED by me this 17th day of December, 2007.

ABSENT: KATZLER

NAYS:

AYES: SHELMAN, KENNEDY, MZEL, POWERS

ADOPTED this 17th day of December, 2007, pursuant to a roll call vote as follows:

herein.

Section 4. The Recitals are hereby incorporated into this Section 4 as if fully stated

Section 3. This Resolution shall be in full force and effect from and after its passage.

declaration shall not affect the validity of the remainder of the sections, phrases or provisions.

if any section, phrase or provision shall, for any reason, be declared to be invalid, such

Section 2. The provisions of this Resolution are hereby declared to be separable, and

be in Lombard, Illinois."

to go into closed session. For such purposes, the Corporation's office shall always be deemed to

shall not be required to meet the requirements of Section 2(c) of the Open Meetings Act in order

Corporation determine it to be in its best interests to go into closed session, and the Corporation

endeavor to hold open meetings, but shall reserve the right to go into closed session should the

Open Meetings Act, specifically 5 ILCS 120/2.01, 2.02, 2.03, and 2.04. The Corporation shall

However, it shall at all times voluntarily comply with the notice and agenda requirements of the



**RESOLUTION OF THE LOMBARD PUBLIC FACILITIES CORPORATION
TO AMEND ITS BY-LAWS TO CHANGE THE DATE OF ITS ANNUAL MEETINGS**

WHEREAS, the By-Laws of the Lombard Public Facilities Corporation (the "LPFC")
provide that the date of its Annual Meeting shall be the first Monday in June; and

WHEREAS, the Board of Directors of the LPFC recognizes that the Annual Meeting of
the Board of Directors should occur in the month of December in order to adopt the Master
Operating Plan and Budget and Master Capital Budget for the subsequent fiscal year.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF
THE LOMBARD PUBLIC FACILITIES CORPORATION, as follows:

Section 1. Section 4.3 of the By-Laws of the LPFC is hereby amended to change the
Annual Meeting from the first Monday in June to the third Monday in December.

Section 2. The provisions of this Resolution are hereby declared to be separable, and
if any section, phrase or provision shall, for any reason, be declared to be invalid, such
declaration shall not affect the validity of the remainder of the sections, phrases or provisions.

Section 3. This Resolution shall be in full force and effect from and after its passage.

Section 4. The Recitals are hereby incorporated into this Section 4 as if fully stated
herein.

ATTEST:

Jeffrey A. Moore
Secretary

John Sherman
President

APPROVED by me this 17th day of December, 2007.

ABSENT: KRATZGER

NAYS:

AYES: SHERMAN, KENNEDY, MITLS, POWERS

ADOPTED this 17th day of December, 2007, pursuant to a roll call vote as follows: