

RESOLUTION NO.: R-2017-100

Authorizing a Public Hearing for the
Improvement Plan for the Vista Improvement District

WHEREAS, pursuant to South Carolina Code §§5-37-10, et seq., municipalities are authorized to create municipal improvement districts; and,

WHEREAS, it is proposed that Columbia City Council create a Municipal Improvement District for the area described in the within referenced Improvement Plan, generally bounded as follows:

The Western boundary is: the western property line of property on the West side of Assembly Street from Elmwood Avenue to Gervais Street.

The Northern boundary is: the northern property line of property on the South side of Elmwood Avenue from Assembly Street to Marion Street.

The Eastern boundary is: the eastern property line of property on the East side of Marion Street from Elmwood Avenue to Gervais Street.

The Southern boundary is: the southern property line of property on the North side of Gervais Street from Assembly Street to Marion Street.

WHEREAS, it is the desire of Columbia City Council to receive public comments thereon; and,

WHEREAS, South Carolina Code §5-37-50 requires that certain resolutions be adopted and that a public hearing be held on the question of the creation of such a district; NOW, THEREFORE

BE IT RESOLVED by the Mayor and City Council of the City of Columbia this 21st day of November, 2017, that the attached "Improvement Plan for the Vista Improvement District dated October 24, 2017, (the "Improvement Plan") be and it is incorporated herein by reference and this Improvement Plan shall form the basis for a public hearing to be held before Columbia City Council on Tuesday, December 19, 2017 at 6:00 o'clock p.m. in Council Chambers, 3rd Floor, City Hall, 1737 Main Street, Columbia, South Carolina, 29201.

Requested by:

Councilmember Duval _____

Mayor

Approved by:

City Manager

Approved as to form:

ATTEST:

City Attorney

City Clerk

Introduced: 11/21/2017
Final Reading: 11/21/2017

ORIGINAL
STAMPED IN RED

Proposed Improvement Plan
Congaree Vista Business Improvement District
Columbia, South Carolina
10-24-2017

CONTENTS

Section Number		Page Number
I	The Vista BID Plan and How It Works	2
II	Proposed Vista BID Boundaries	4
III	Bylaws of the Congaree Vista Guild	5
IV	Proposed Vista BID Operating Plan	15
VI	District Governance & Recommended Board of Directors Structure	21

Section I

The Vista BID Plan and How it Works

The Congaree Vista Guild has undertaken the exploration of a Business Improvement District in the Vista neighborhood of downtown Columbia. Business Improvement Districts (BIDs) have been successfully implemented across the country in areas similar to the Vista as financing and organizational management tools. The basic premise of a BID is to use an additional assessment collected on properties within the district specifically for internal improvements as dictated by the priorities of the district such as infrastructure, security, promotion, or appearance.

Business Improvement Districts provide consistent funding to maintain and improve existing investment in, and attract new investment to urban centers. BIDs are private sector commitments to downtown districts. Not only does a BID provide funding for physical and related improvements, it also serves as an opportunity to strengthen private sector involvement, management, and accountability in downtowns. As such, BIDs are integral to securing the future viability of downtown districts. In an era of constant competition between suburban shopping malls and business parks, urban centers must find ways to remain competitive as a viable economic alternative for property and business owners, residents, and visitors.

Business Improvement Districts were created by the South Carolina Legislature (5-37-10, et. seq), allowing a voluntary assessment of property owners to provide improvements and to encourage development within the boundaries of the district. Established under the South Carolina Municipal Improvement Act, these self-help improvement districts operate as private sector investment in conjunction with municipalities. State law dictates that the Columbia City Council must approve the proposed plan by city ordinance.

BIDs are a practical and effective solution to many of the problems that plague urban centers. The self-improvement district is designed, created, governed, implemented, and renewed by those who pay for it. A BID allows for a wide range of services, including security, maintenance, marketing and promotions, economic and housing development, and special events. The bottom line? A Business Improvement District assesses real property and improvements on real property within a specified geographic boundary and then directs the proceeds back into the district to provide enhanced services that benefit the district and properties located within the district boundaries.

A 2011 study done by Rutgers University for the International Downtown Association estimates that more than 1,000 property-based business improvement districts (BIDs) or BID-like organizations are functioning throughout the United States. These are organizations led by the private sector and supported by special assessments. BIDs exist in nearly every state. A Business Improvement District provides enhanced improvements and activities such as security, maintenance and marketing, in addition to those provided by local government.

A Property Based Business Improvement District (PID) is based upon the "benefit assessment district" concept, which provides for an assessment on real property and improvements upon real property to be raised within a specific geographic district with the proceeds directed back

to the district to provide enhanced services that benefit the district and properties located within the district boundaries.

According to the 2016 Richland County Tax Assessor's Office, the total appraised taxable value of the proposed Vista BID district is over \$300 million.

The Congaree Vista Guild proposes an additional annual assessment equal to .000594 per dollar of the fair market value (as established by the Richland County Assessor) of each parcel be imposed for the purpose of funding the services and improvements contemplated by the Improvement Plan. For properties that have received approval under the Bailey Bill to have their appraised taxable values frozen, the annual assessment shall be applied against the Bailey Bill appraised value. Properties that are exempt from paying property taxes shall be exempt from the additional annual assessment. Owner-occupied residential property that is taxed, or will be taxed pursuant to Section 12-43-220(c) of the South Carolina Code of Laws shall be exempt from the additional annual assessment.

The collected revenue from an additional property tax assessment in the Vista will be divided among five major priorities of the Congaree Vista Guild with a strong emphasis on Clean & Safe. The mission of the Vista BID would include Clean & Safe, Organization, Cultural Development, Events, and Advocacy.

Section II

Proposed Vista BID Boundaries

The proposed Vista BID will include all properties inside the legal boundaries as created by City of Columbia ordinance with the exception of predetermined exempted properties based on use (i.e. agricultural and industrial uses and owner-occupied properties).

The southeast corner of the Laurel Street and Pulaski Street intersection shall serve as the point of beginning. From the point of beginning, proceed South on Pulaski Street three city blocks to Hampton Street. Follow Hampton Street in a easterly direction for five city blocks to the western property line of property on the West side of Assembly Street, at which point continue south on the western property line of property on the West side of Assembly Street to Pendleton Street, approximately five city blocks. The eastern boundary of the district is to butt up against the western boundary of the City Center Business Improvement District between Washington Street and Gervais Street. The City Center Business Improvement District boundary is a line that follows selected rear and side property lines in the three blocks fronting on Assembly Street between Washington Street to Gervais Street. From the intersection of Assembly and Pendleton Streets, progress west two city blocks to Lincoln Street and south four blocks to Blossom Street. Turn westerly on Blossom Street for three city blocks, then south on Pulaski Street for one block to Wheat Street. Follow Wheat Street east to the Congaree River. The shore of the Congaree River forms the western boundary of the proposed district from Wheat Street north to Laurel Street. Continue east on Laurel Street to Pulaski Street and the original point of beginning.

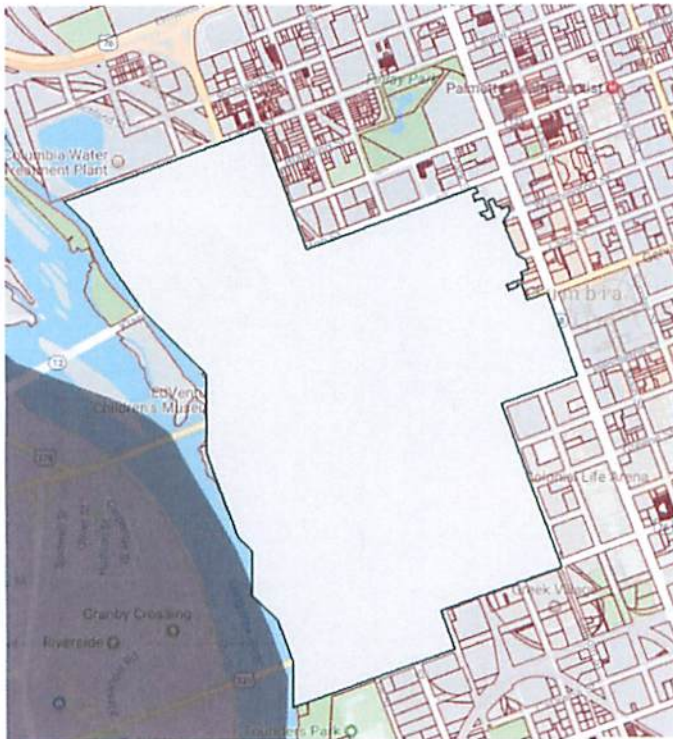


Figure 1 – Map of Proposed District

Section III

Bylaws of the Congaree Vista Guild

Article I

Name and Offices

1. **Name**: The name of the Corporation shall be The Congaree Vista Guild.
2. **Principal office**: The principal and initial Registered office of the Corporation shall be located at 701 Gervais Street, Suite 150-118 Columbia, SC, 29201.
3. **Other offices**: The corporation may have offices at such other places, either within or without the State of South Carolina, as the Board of Directors may from time to time determine, or as the business of the corporation may require. The Registered Office need not be identical with the principal place of business or other offices. The Board of Directors may change the Registered office at its discretion, after giving due notice of such change as required by law.

Article II

Object and Purpose

The Corporation is organized and operated exclusively for the purposes as defined under Section 501(c)(6) of the Internal Revenue code of 1986 (or any corresponding provision of any future United States Internal Revenue Law). In particular the Corporation is formed for the purpose of enhancing the economic vitality of Columbia's Congaree Vista area (geographically, this is the area from Elmwood Avenue south to Blossom Street, and from the Congaree River east to Sumter Street).

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Bylaws, the operations, activities and powers of the Corporation shall be limited to those permitted by an organization described in the Internal Revenue Code Sections 501(c)(6). Notwithstanding any other provisions of these Bylaws, the objects of purposes for which this corporation is organized are exclusively within the meaning of Section 501(c)(6) of the Internal Revenue Code. In benefiting and assisting the public, and developing and promoting business activities within the Congaree Vista area, this corporation is a nonprofit mutual benefit corporation.

In addition to the powers and authorities now or hereafter granted by law to nonprofit corporations by the State of South Carolina and subject always to these limitations, the specific purposes of the Corporation and the powers that it may exercise, are as follows:

- a. To have and exercise all rights and powers conferred on nonprofit corporation under the laws of South Carolina, including the power to contract, rent, buy or sell personal or real property, to lend and borrow money; provided, however, that this Corporation shall not, except in insubstantial degree, engage in any activities or

- exercise any powers that are not in furtherance of the primary purposes of this Corporation.
- b. To act as trustee under any trust incidental to the principal objectives of the Corporation, and receive, hold, administer, and expend funds subject to such trust.
 - c. To borrow money, contract debts, and issue bonds, notes, and debentures, and secure the payment or performance of its obligations with assets of the Corporation.
 - d. To do all other acts necessary or expedient for the administration of the affairs and in the advancement of the stated purposes of the Corporation.
 - e. To sue and be sued.

Article III

Board of Directors

1. **General powers:** The Board of Directors has the general power to (1) control and manage the affairs, funds and property of the Corporation; (2) disburse the Corporation's monies and dispose of its property in fulfillment of its corporate purpose; provided, however, that the fundamental and basic purposes of the Corporation shall not thereby be amended or changed, and provided further that 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 private individual. The board will annually approve the budget, and will ordinarily monitor its progress.

The Board appointments should reflect the diversity of the neighborhood and be filled by individuals whom represent various industries that exist. Guidelines of these positions, however not mandatory are as follows:

- 2 board positions shall be filled by members from the restaurant and bar industry
- 2 board positions shall be filled by members from the retail industry
- 2 board positions shall be filled by members from the arts community
- 1 board position shall be filled by an architect
- 1 board position shall be filled by an attorney
- 1 board position shall be filled by a non profit arts organization, museum or performance venue
- 1 board position shall be filled by a residential owner
- 1 board position shall be filled by or appointed by the Columbia Convention Center
- 1 board position (ex officio) shall be filled by Columbia Development Corp representative or City Economic Development representative
- No fewer than 80% of board members shall be directly affiliated with a business or property in the Vista.

2. **Executive Committee:** The Board may, by resolution adopted by a majority of the full Board, designate from among its members an Executive Committee consisting of three (3) or more members, and may delegate to such committee all the authority of the Board, or some portion thereof, except such authority expressly denied an executive committee by law.

3. **Executive Director:** The Board of Directors may appoint an Executive Director who shall be responsible to the Board for the management and staffing of the Corporation.

4. **Number and term:** The Board of Directors shall set the number of directors of the corporation, always having at least 3 directors. Each director shall hold office until the expiration of the term for which he is elected, and until his successor shall have been elected and placed in office, or until his earlier resignation, removal from office, death or incapacity. The Directors will serve without compensation, with the exception that expenses may be reimbursed. Directors are elected for a term of three (3) years, may serve two successive terms, and may be join the board again after one year off.

5. **Election:** Election of Directors for positions for which terms have expired or will expire (including positions for which vacancies were filled) shall ordinarily occur at the annual meeting of the Board of Directors by majority vote of the existing Directors for each position to be filled. Directors shall be eligible for reelection without limitation on the number of terms served. Elections of directors shall be by secret ballot.

6. **Resignation and removal:** Any Director may resign by giving written notice of his or her resignation to the Board or to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified in such notice, and the acceptance of such resignation shall not be necessary to make it effective. A Director may be removed from office, with or without cause, as follows: Any Director may be removed by a two-thirds (2/3) vote of the full quorum of the Board of Directors whenever, in the Board's judgment, the best interests of the corporation would be served; Any Director absent for three (3) consecutive meetings of the Board without prior notice to the chair may be removed from the Board by the President acting in his sole discretion. Notice of removal shall be given in writing to the Director not more than ten (10) days subsequent to such action. Election or appointment of a Director shall not of itself create any contract rights.

7. **Vacancies:** The Board of Directors may elect replacements to fill any vacancy occurring in the Board of Directors by reason of death, resignation or removal. This may be done at any regular meeting, or at a special called meeting. In the event that the Board is reduced to one Director or is left completely vacant, the Board of Advisors (together with any remaining Director, if there is only one) shall elect replacement Directors.

8. **Qualifications:** No persons shall be qualified to serve on the Board or Committees of the Corporation unless he or she is a person of good character, at least twenty-one years of age, and sincerely committed to the philosophy, mission, and ideals of the Congaree Vista Guild.

9. **Attendance** Board members unable to attend a regular meeting shall give an excuse to the president prior to the meeting. Absence from three (3) consecutive regular meetings of the board without an excuse deemed valid by the board and so recorded by the board may be construed as a resignation from the board.

Article IV

Meetings

1. **Regular Meetings:** The Board of Directors shall provide, by resolution, the time and place, either within or without the State of South Carolina, for the holding of an Annual meeting. The notice for the annual meeting shall include a tentative agenda and shall be

given ten days or more before the meeting. This meeting may include the election of Directors and officers, an annual financial review, or the transaction of any other such other business as may come before the meeting. The board may similarly meet three other times a year, so that meetings can be held at least once a quarter.

2. **Special meetings:** Special meetings of the Board of Directors may be called by the Chairman of the Board, the Executive Committee or a majority of the directors. Such meeting shall be held either within or without the State of South Carolina. At least one (1) days' notice by any usual and timely means of communication, including telephone, fax, U.S. mail (time permitting), or email shall be given, and shall include the main items which the meeting is being called to address.

3. **Quorum:** A quorum constitutes at least five (5) voting board members. Affirmative votes must be from a majority of qualified members present, with no less than five affirmative votes. If fewer than such number are present at a meeting, the majority of the Directors entitled to vote and present may adjourn the meeting from time to time without further notice.

4. **Conduct of the Meeting:** The President, or in his or her absence the Secretary, or in their absence, any Director named by the Board of Directors, shall preside at meetings of the Board.

5. **Telephone Participation:** Directors may participate in meetings of the Board of Directors through the use of conference telephone calls, Internet web conference, or similar communication equipment, so long as all Directors participating in the meeting can hear one another. Such participation shall constitute personal presence at the meeting and consequently shall be counted toward the required quorum and in any vote.

6. **Written Consent in lieu of a meeting:** In the absence of a meeting, actions may be taken by unanimous written consent. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a written consent, setting forth the action so taken, is signed by all members of the Board or of such committee, as the case may be. Individual letters, faxes, or email from each member setting forth the action so taken shall be sufficient, so long as all concur. Such written consent shall be filed with the minutes of the proceedings of the Board or committee.

Article V

Officers

1. **Officers:** The Officers of the Corporation shall be President, Secretary, Treasurer and such other officers and assistant officers as may be deemed necessary by the Board of Directors. One person may hold more than one (1) office, and any office may be left unfilled. Only members of the Board of Directors may serve as officers of the Corporation.

2. **Election and term:** The officers of the corporation shall be elected by the Board of Directors at its annual meeting, and each officer shall hold this office for one year and until his successors shall be elected and qualify, or until his earlier death, resignation,

retirement, removal or disqualification. Any vacancy, however occurring, in any office may be filled by the Board of Directors at any meeting of the Board.

3. **Resignation and removal**: Any Director may resign by giving written notice of his or her resignation to the Board or to the President or Secretary of the Corporation. Any officer or agent may be removed, with or without cause, by a simple majority vote of the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

4. **Duties**: The officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by this Corporation.

Article VI

Duties of Officers

1. **The President**: The President shall be the chief elected official of the Corporation; preside at all meetings of the Board and Executive Committee; appoint committees, standing and special, as may be deemed necessary; is ex-officio member of all committees; and the President has general supervision over the activities of the Board of Directors.

2. **The Vice-President** In the absence of the President, the Vice-president shall preside at all meetings of the Board of Directors and have all of the powers and duties of the president.

3. **The Secretary**: The Secretary is the recording officer of the Board of Directors and the custodian of its records; duties include recording minutes of meetings of the Executive Committee and regular meetings of the Board; keeping a file of all reports; conducting correspondence; performing related duties as may be assigned by the President and/or the Board of Directors. The Secretary shall assume the duties of the President in the absence of that officer.

4. **The Treasurer**: The Treasurer is the financial officer of the Board of Directors. He or she shall work with the Executive Director in preparation of budgets, financial reports, and other related duties as assigned by the President or the Board of Directors, and will regularly report to the Board on the financial status of the corporation. She or he shall also act as the Chair of any Finance Committee which may be created to assist with these duties.

Article VII

Executive Director

The Executive Director is the recording officer of the Board of Directors and the custodian of its records; duties include recording minutes of meetings of the Executive Committee and regular meetings of the Board; keeping a file of all reports; conducting correspondence; performing related duties as may be assigned by the President and/or the Board of Directors. The Executive Director is appointed by the Board of Directors and serves, without vote, as an ex-officio member of the Board and all Board Committees. The Executive Director is responsible for the management and staffing of the Corporation

and the implementation of policies as established by the Board of Directors. In the event there is no Executive Director, the President shall fulfill this role; while serving as Executive Director, the President is entitled to any usual and customary salary budgeted for the Executive Director.

Article VII

Committees

1. **Special Committees**: The President may appoint Special Committees at his discretion on an as needed basis for specific functions. The Chair and the members of each Committee shall be appointed by the President, and need not be a member of the Board of Directors. Such committees shall perform as the President or the Board of Directors may direct, and the size and any powers or limitations of the committee shall be defined at the time any committee is formed. Committees need not meet or report annually, but shall meet as needed at meeting times designated by the President. Committees may submit a written report to the Executive Director for distribution to the Board. Committees must operate within the confines of the mission and vision of the Congaree Vista Guild. The President or Board can disband any committee at their discretion.
2. **Presidential prerogative**: The President shall be entitled to visit or chair any committee meeting at any time at his or her discretion.

Article IX

Contracts, Checks and Deposits

1. **Contracts**: The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the corporation, and such authority may be general or confined to specific instances.
2. **Checks and drafts**: All checks, drafts or other orders for the payment of money issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation in such manner as shall from time to time be determined by resolution of the Board of Directors
3. **Deposits**: All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as the Board of Directors may direct.

Article X

Miscellaneous Provisions

1. **Amendment**: These Bylaws may be amended in any way not inconsistent with the Articles of Incorporation or the laws of the State of South Carolina or the United States. This may be done at any meeting of the Board of Directors by a two-thirds vote of those present, provided a quorum is present and provided that the amendment has been submitted in writing to the Board of Directors at least seven (7) days prior to such regular meeting.
2. **Dissolution**: The Board of Directors may cease business activities and dissolve the corporation. This shall be done at any regular meeting, provided that: (a) at least seven

(7) day's notice of a vote of dissolution has been given, (b) a quorum is present, and (c) at least two-thirds of those present and voting vote to dissolve the corporation. Upon dissolution of the Corporation, and after all its debts and expenses have been paid, at the discretion of the Board, any remaining assets of the corporation shall be distributed to the Columbia Development Corporation.

3. Indemnification: The organization shall indemnify its Directors and Officers to the extent permitted by South Carolina law, and may indemnify its employees and agents to the same or a narrower extent. The Board of Directors may obtain liability insurance coverage for any or all of the foundation's Directors, Officers, employees, or agents.

4. Personnel matters: Personnel matters shall be handled in Executive Session. The President shall be present and chair these meetings.

5. Racial Nondiscrimination Policy: The Congaree Vista Guild is committed to providing benevolent and merciful services without regard to race, religion, or national or ethnic origin.

6. Parliamentary authority: ROBERT'S RULES OF ORDER, NEWLY REVISED shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order this Board may adopt, and are not in conflict with the Bylaws of the Congaree Vista Guild or the Articles of Incorporation of the Corporation. At its discretion, the Board of Directors may elect a Parliamentarian to provide advice on the rules; the Parliamentarian need not be a member of the Board of Directors.

7. Fiscal year: The fiscal year of the Corporation shall end at midnight on June 30th of each year. The Board shall have the power to change the fiscal year.

Addendum
Conflict of Interest Policy

Article I

Purpose

The purpose of the conflict of interest policy is to protect the Congaree Vista Guild's (hereafter, the Corporation's) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Persons: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, or is an interested person, as defined by the Internal Revenue Service.

2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- b. A compensation arrangement with the Corporation or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest:

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The President or chair of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV **Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V
Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI
Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Article VII
Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations 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.
- c. When conducting the periodic reviews, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Section IV

Proposed Vista BID Operating Plan

Goal I CLEAN & SAFE

To provide a clean and safe neighborhood for the City's preeminent Art's & Entertainment District. The District would provide an additional level of cleaning and hospitality outreach services beyond the basic services provided by the City and the additional services would not be intended to replace the basic services that the City currently provides.

Goal II ORGANIZATION

To develop and maintain a stable, viable, and effective organization.

Goal III CULTURAL DEVELOPMENT

To promote the cultural development of the Vista and increase awareness of the vast array of businesses and services among visitors and residents alike. Hospitality Tax funds would remain the primary funding source.

Goal IV EVENTS

To provide support for annual events that promote the Vista and sustain local businesses.

Goal V ADVOCACY

To become a unified public voice and strong advocate for issues important to members of the Congaree Vista Guild. To include parking, cleanliness, appearance, and safety issues among others.

Clean & Safe

To provide a clean and safe neighborhood for the City's preeminent Art's & Entertainment District.

The Congaree Vista Guild has worked for the past five years to provide a Clean & Safe team with the specific goal of providing an enhanced level of cleanliness and hospitality ambassadors throughout the Vista Neighborhood. Those services have been funded through a patchwork of grants from both the City's General Fund and from Hospitality Tax grants. The Guild would like to secure a stable funding source for those services to allow for more effective planning and consistent services. Staffing of the Clean & Safe services within the BID will provide a secure and permanent assurance that these services will continue to be provided in a consistent manner.

Cleanliness, homelessness, and public safety are of the utmost concern for residents, employees, and visitors and present a potential problem for the Vista district. Under the plan presented here, the Vista BID would be responsible for providing neighborhood services to guarantee a clean, safe, and secure district for all. These services will be implemented based on desire and need as growth and development continues in the Vista. Clean & Safe services would be limited to the boundaries of the proposed business improvement district.

Organization

To develop and maintain a stable, viable, and effective organization.

The Congaree Vista Guild has operated as a neighborhood business organization for over 30 years. During the Vista Guild's strategic planning process, the neighborhood identified the need for a strong and sustainable neighborhood organization. The establishment of a BID is proposed as a way to implement the goal for a stable organization as set by the *Vista Guild Strategic Plan*.

Staffing of the potential BID will provide a permanent presence for the Vista Guild in both the neighborhood and as a city player. The primary function of the staff will be to coordinate initiatives of the Vista BID. Additionally, staff will work with related public, private, and non-profit organizations throughout Columbia on cooperative projects to ensure that the initiatives of the Vista BID benefit not only the property owners and businesses within the district, but throughout the Columbia City Center.

The Guild's staff is currently supported by a combination of City of Columbia Hospitality Tax Funds, Membership Fees, Sponsorships, and Event Revenue. The Guild has relied on a light-staffing model for all services except for Clean and Safe.

The light-staffing model has allowed the Guild to employ a single non Clean and Safe employee to act as Executive Director and to utilize the extensive resources of businesses located in the Vista to serve as independent contractors for professional services. These services may include:

- Marketing
- Advertising
- Public Relations
- Graphic Design and Artistic Direction
- Special Events
- Financial Management and Accounting

The Congaree Vista Guild BID Board of Directors intends to continue to utilize this light-staffing model with additional revenue from the Vista BID, for staffing, being primarily directed towards the support of the Clean and Safe program.

Neighborhood representation, marketing and promotional efforts, and advocating on behalf of the BID and its programs will continue to be priorities of the organization element of the proposed Vista BID. The visible day-to-day presence of the Vista Guild on the street and in the community in the form of Clean and Safe employees will provide the basis of BID Goal II: *To develop and maintain a stable, viable, and effective organization.*

Cultural Development

To promote the Vista and increase awareness of individual businesses and the cultural fabric of the Vista.

The Congaree Vista District of Columbia has been revitalized as the center of arts and entertainment in Columbia. The maintenance of existing businesses and the addition of similar retail and commercial businesses is crucial to the continued success of the Vista. It is the goal of a potential Vista BID to promote and encourage the growth of the artists' studios and galleries, design-oriented professional businesses, restaurants, entertainment venues, and consumer services in the neighborhood. Likewise, the expansion of the current business mix is an integral part of the cultural development of the Vista. Both can be accomplished with an emphasis on honing and increasing the cultural elements that make the Vista so attractive to residents and visitors alike.

It was determined during the planning process that a key priority of the Vista Guild is the continued promotion and branding of the Vista as a residential, business, and tourism destination. Additionally, the maintenance of the Vista's characteristic artistic and cultural qualities should be a main concern in business recruitment and development of a stable and economically viable urban district.

Strong advertising and marketing efforts directed toward residents of Columbia and visitors from across South Carolina and throughout the Southeast region will be the

primary activity of the Vista Guild in meeting its goal of Cultural Development. An ongoing general branding campaign and the promotion of specific cultural initiatives are part of the proposed marketing efforts. Working with public, private, and non-profit sectors throughout Columbia, the Vista Guild hopes to initiate and partake in cooperative advertising campaigns to promote the city to residents, businesses, and visitors alike.

The primary funding mechanism for cultural development under a Vista BID will be the Hospitality Tax Funds allocated to the Vista Guild based on an application filed annually with the City of Columbia. As demonstrated in recent years, Vista restaurants and entertainment venues contribute roughly 10% of all Hospitality Tax collections in Columbia. As such, the Vista Guild will continue to apply and expect to receive a significant portion of Hospitality Tax Funds to be used for marketing and promotional efforts aimed at increasing visitorship to the Vista.

Funds will also be allocated from the general BID annual budget to supplement the Hospitality Tax Fund amount. By financing cultural development in this manner, revenue collected from the BID assessment can be directed towards other key priorities of the Vista Guild. Attention given to maintaining and increasing cultural development meets the criteria of the Vista BID's Goal III: *To promote the Vista and increase awareness of individual businesses.*

Events

To provide and/or support ongoing events that promote the Vista community and support local businesses.

The Vista Guild has been very successful in the implementation of two annual events capitalizing on the arts and entertainment elements in the district. The Guild recognizes the importance of signature events as not only tourism-drivers, but also as fundraisers and promotional opportunities for the businesses in the Vista.

Vista Lights is in its 32nd year as an annual kick-off to the fall/winter holiday season. The event, held the third Thursday in November each year, draws the year's largest crowd to the Vista. The event was originally arts-based, and has endured several reincarnations in its nearly two decades. The Board of Directors of the Vista Guild, as well as several neighborhood business and property owners have expressed a desire to reinvent Vista Lights with an emphasis on the retail and dining businesses in the district.

The second annual Vista event, Artista Vista, is held each spring in late April or early May. This artist-run event has been supplemented by the Vista Guild's coffers for many years, and draws crowds of art-lovers from across South Carolina and throughout the Southeast region. Artista Vista aims to expand in the coming years to include local university and college art students, as well as statewide exhibitions and installation art.

The goal of a potential BID, based on the organizational and planning process to date, will be to increase the financial and creative contributions to both of the Vista's signature events: Vista Lights and Artista Vista. Both events are extremely successful but have

much room for growth and expansion. The targeted advertising of the events, as well as providing a variety of activities and offerings at each event will continue to draw local crowds and increase attendance, and therefore visitorship, to the Congaree Vista.

As part of a larger commitment to cooperation and coordination among public, private, and non-profit organizations in Columbia, a Vista BID hopes to aid in the cross-promotion of citywide events. The coordination of advertising and marketing efforts in reference to special events benefits the city as a whole, and helps to promote Columbia to a larger audience. Likewise, a Vista BID will work with the same organizations to increase promotion of its signature events, Vista Lights and Artista Vista.

This meets the Vista BID's Goal IV: *To provide and/or support ongoing events that promote the Vista community and support local businesses.*

Advocacy

To become a unified public voice and strong advocate about issues important to members of the Vista Guild.

As the Congaree Vista grows and develops, a consistent message of advocacy for the neighborhood, and by extension the downtown city center, will be necessary. Growth and development present opportunities and challenges for the district. The Vista Guild BID will be a voice for the interests of the neighborhood through clear and concise communication between property and business owners and municipal governments and similar organizations.

Parking

Throughout the Vista Guild strategic planning process, and since the adoption of the Vista Guild Strategic Plan, the issue of providing adequate parking has plagued the neighborhood. Identified as the top priority issue for growth and development of the area, the parking issue is a prime example of how the Vista BID will serve as both a proactive voice in initiating discussions and action to help alleviate the parking problem in the district.

Tourism

As the arts and entertainment district of Columbia and the center of tourism activities in the Midlands, the Vista BID will work with area attractions such as the South Carolina State Museum, Columbia Museum of Art, South Carolina State House, Historic Columbia Foundation, and Riverbanks Zoo, as well as the Columbia Metropolitan Convention Center, to insure a positive visitor experience to our neighborhood and our city.

Interagency Coordination

Obvious in the initiatives detailed above is the intrinsic coordination and cooperation with public, private, and non-profit organizations throughout Columbia. A synchronized message emanating from the organizations and municipalities in the Midlands presents a solid message to residents, potential businesses, and visitors about quality of life issues in South Carolina's capital city.

The potential Vista BID aims to be a voice for the neighborhood, including property and business owners, residents, and visitors. It will be in constant communication with municipal

and regional governments, civic and non-profit organizations, business leagues and educational institutions in the Midlands on behalf and in the best interest of all parties involved. This voice will serve to meet Goal V of the Vista BID proposal: ***To become a unified public voice and strong advocate about issues important to members of the Vista Guild.***

Section V

District Governance & Recommended Board of Directors Structure

The Vista BID shall be operated and governed by the Board of Directors of the Congaree Vista Guild. The Board of Directors is designed to reflect the diversity of the neighborhood and is filled by individuals that represent various industries within the neighborhood. The specific breakdown is spelled out in Article III, Section 1 of the Bylaws of the Congaree Vista Guild which are included above.

Upon creation of the Vista BID by Columbia City Council, the existing Vista Guild Board of Directors will be responsible for the operation and governance of the newly created district.

Subsequent Vista BID Board of Director appointments, with the exception of any appointments made by public representatives, will be nominated and recommended by the existing Board of Directors on an annual basis.