



**FERNDALE DDA
BOARD OF DIRECTORS MEETING
THURSDAY, May 12, 2016
8:00 A.M. Board Meeting**

Ferndale City Hall; Council Chambers
300 E. Nine Mile Rd., Ferndale, MI

AGENDA

- I. Call to Order
 - A. Roll Call
 - B. Dismissals
 - C. Consideration of Minutes: April 2016
 - D. Consideration of Agenda

- II. Consent Agenda
 - A. DDA Staff/Committees Report

- III. Call to Audience (no more than 3 minutes per person – 15 min. total allotted)

- IV. Community Organization Reports
 - A. Chamber of Commerce
 - B. Woodward Avenue Action Association
 - C. Ferndale Public Schools

- V. **Action Items**
 - A. Michigan Main Street Executive Director Retreat

- VI. Regular Agenda & Info Items
 - A. Strategic Planning – Elevator Pitch & Values
 - B. ‘Champions’ Roles
 - C. Promotions Committee: Upcoming Events
 - D. By-Laws Revisions

- VII. Call to Committee Chairs, Board Members & Staff (not more than 3 minutes)

- VIII. Adjournment

CALENDAR OF EVENTS

May

- May 3**
Design Committee 6pm
- May 4**
Biz Dev Committee 5pm
- May 5**
Promotions Committee 5pm
Cinco de Miles 6pm
- May 9**
City Council Mtg. 7pm
- May 12**
DDA Board of Directors 8am
- May 14**
BBQ Rib Burn Out IX 12pm
- May 19**
Downtown Bike Rodeo
- May 23-26**
National Main Street
Conference
- May 23**
City Council 7pm
- May 25**
Promotions Committee 5pm
- May 30**
Memorial Day – closed
Memorial Day Parade

June

- TBA June**
Art of the Cocktail
- June 1**
Executive Committee 3pm
Biz Dev Committee 5pm
- June 4**
Ferndale Pride
- June 5**
Ferndale Color Run
- June 7**
Design Committee 7pm
- June 9**
DDA Board of Directors 8am
- June 13**
City Council 7pm
- June 22**
Promotions Committee 7pm
- June 27**
City Council 7pm

July

- July 4**
Independence Day – closed
- July 5**
Design Committee 7pm
- July 6**
Executive Committee 3pm
Biz Dev Committee 5pm
- July 11**
City Council 7pm
- July 14**
DDA Board of Directors 8am
- July 15-17**
Pig & Whiskey
- July 21**
Get Reel Movie
- July 25**
City Council 7pm
- July 27**
Promotions Committee 7pm

**The mission of the Ferndale DDA is:
Work together to drive, deliver, and advance the great downtown Ferndale experience.**



FERNDALE DOWNTOWN DEVELOPMENT AUTHORITY
BOARD OF DIRECTORS MEETING
THURSDAY, APRIL 14, 2016 at 8:00 A.M.
FERNDALE DDA OFFICE
149 W. 9 MILE
FERNDALE, MI 48220

I. CALL TO ORDER

A. Roll Call 8:02 a.m.

DDA Board Members Present: Mindy Cupples, Ed Lane, Michael Hennes, Jacki Smith, PJ Jacokes, Jerome Raska and Dean Bach (8:03)

DDA Board Members Absent: Jay McMillan, Chris Johnston, Mayor/Council

Staff Present: Cindy Willcock and Michelle Delacourt

Guests: Joe Gacioch and Justin Lyons (City of Ferndale), Carol Jackson and Kim Hart (Ferndale Area Chamber of Commerce), Gaal Karp and Elizabeth Masserang (Ferndale Haus/PM Environmental)

B. Dismissals: Jay McMillan (work), Chris Johnston, Mayor/Council, Barry Hicks (ill)

C. Approval of Minutes March 2016

Motion by Director Hennes, seconded by Director Smith to approve the March 2016 minutes as presented. All Ayes, motion carries.

D. Approval of Agenda

Motion by Director Raska, seconded by Director Lane approve agenda as presented. All Ayes, motion carries.

II. CONSENT AGENDA

A. DDA Staff Reports

B. Finance Report

Motion by Director Lane, seconded by Director Raska to approve the Consent Agenda as presented. All Ayes, motion carries.

III. CALL TO AUDIENCE

Assistant City Manager Gacioch explained that the City is rolling out the Residential Parking Zone (RPZ) program, with April being orientation month and enforcement slated to begin in May. Surveys and traffic counts on the streets in question are being done and the program will again be measured in the fall. They are also developing a business program that will offer more variety as well as providing more information regarding loading zones and other matters. Chair Bach noted that there seems to be a lot of confusing on parking, especially the use of long-term passes and Director Raska inquired as to whether parking information was being put out on the Forum or anyplace else, suggesting this may help clarify things for the community. Gacioch noted that parkferndale.com would be launching in late June as a resource for all things parking related in Ferndale.

The City is partnering with graduate students from the University of Michigan School of Information's Citizen Interaction Design (CID) program which teams municipal governments with students and will "explore new ways by which local government can communicate and interact with its citizenry." The new partnership will start immediately, with the program kicking off in the fall.

IV. COMMUNITY ORGANIZATION REPORTS

- A. Chamber of Commerce Jackson/Hart
Carol Jackson introduced new Executive Director Kim Hart, a local resident, noting that they Chamber is excited to have her on board and she comes from a very diverse background. ED Hart stated she has been a Ferndale resident for 14 years, loves the city and has a background in fundraising. The Chamber is working on the Rainbow Run which is 8 weeks away. This year they have chosen 3 non-profits to benefit from the run – Camp Casey, GUTS and the Ferndale Police Auxiliary. Hart is looking forward to meeting and working with the DDA, Board and businesses.
- B. Woodward Avenue Action Association (WA3)
No report given
- C. Ferndale Public Schools/Citizens for a Fair Ferndale
The Ferndale Education Foundation fundraiser dinner, with its Grammy's theme, is slated for Thursday, April 21st at the Magic Bag.

V. ACTION ITEMS

- A. Consideration of an Interlocal Agreement with City BRA
City Planner Justin Lyons presented an overview of the proposed request by the Ferndale Haus development for a Brownfield Plan for reimbursement of eligible expenses for the project on the current Save-a-Lot site. This reimbursement would come from TIF revenues and would be for up to \$2.1 million over 13-15 years. The process for this approval calls for review and recommendations by three parties: the Brownfield Redevelopment Authority (BRA), which has approved the plan; City Council, who have also approved the plan; and the DDA, since this is located within the DDA and TIF district and requires waiver of TIF for the time period. Details are further explained in the agreement.

Elizabeth Masserang of PM Environmental, who are working with the developers, noted that the request is for 13 years, up to 15 for contingency. The diversion of the TIF capture will also help contribute to public infrastructure such as improvements to the alley way, Schiffer Park, etc. The developers seek to partner with the DDA on improvements during that period of capture. Developer Gaal Karp also noted that because the development will have to put parking underground to accommodate the number of units they want, building costs increase significantly and this agreement will allow them to recoup some of those costs, thereby allowing them to keep rents more affordable. It was also clarified that the DDA will continue to collect TIF funds on the current property value and after the end of the agreement will then realize the incremental increase.

Motion by Director Hennes, seconded by Director Smith to authorize the Chairman to sign a Interlocal Agreement with the City Brownfield Redevelopment Authority in accordance with an approved Brownfield Plan for the project commonly referred to as Ferndalehaus (430 W. Nine Mile); subject to minor modification by the City Attorney for effectuation. All Ayes, motion carries.

- B. Operations Manager Employment Contract
Cindy Willcock served as Operations Manager prior to being appointed as Interim Executive Director in May of 2015. With the hiring of a permanent Executive Director, it is being recommended that she return to her previous title. In an

effort to align DDA staff salaries and benefits with similar non-union City employees, an updated employment contract is being presented. Chair Bach explained that the ED went over the contract with the Executive Board and they approved it.

Motion by Director Raska, seconded by Director Hennes authorize the Executive Director and Chairman to sign the employment agreement with the Operations Manager as presented, subject to minor modification by the City Attorney to effectuate the agreement. All Ayes, motion carries.

C. Consideration of Budget

By Charter, City Council is tasked with amending and approving budgets for the current and upcoming fiscal years by the end of April each year. Worst-case scenario budgets are presented here and are not set in stone. Board Treasurer Smith explained that the current budget reflects a dip into reserves \$11,873, down from a previous amount of approximately \$30,000. She also noted that the FY 2016-17 budget is healthy and is currently assuming 3 full-time staff members with full benefits. Chair Bach also noted that there are ongoing discussions about the City DPW taking over the downtown maintenance contract. Director Smith pointed out that other changes regarding events include aligning event income and expenses within the budget and looking into having a third party put on events for the DDA.

Motion by Director Raska, seconded by Director Cupples to approve and recommend that City Council adopt the proposed Fiscal Year 2015-16 Amended Budget and proposed Fiscal Year 2016-17 Recommended Budget. All Ayes, motion carries.

D. Consideration of BUILD Application for Howe's Bayou

The Board previously decided to table approval of the BUILD request until it was determined if there was enough money in the current fiscal year budget to pay the applicant. The application had previously been reviewed and recommended by the Design Committee.

Motion by Director Smith, seconded by Director Raska to approve the BUILD application request for reimbursement as presented for the amount of \$4,825. Ayes: Directors Cupples, Lane, Smith, Jacokes, Raska and Chair Bach; Nays: None; Abstention: Director Hennes. Motion carries.

VI. REGULAR AGENDA & BUSINESS INFO ITEMS

A. Main Street Oakland County 2016 Awards Event

The Main Event, MSOC's annual awards ceremony will be held on Thursday, April 28th at the Royal Oak Music Theater. Downtown Ferndale has nominated The Magic Bag for outstanding sign and Rick Ax for volunteer of the year. Board support at the event would be appreciated.

B. By-Laws Revisions

Proposed minor changes to bylaw language were included in the Board packet. Director Cupples explained that they were mainly updates, giving the Executive more authority to perform duties such as purchasing and managing the office, as well as removing references to the Main Street 4-point approach. Chair Bach

noted that he would like to have the ED present to discuss the changes and requested that this item be placed on the May Board agenda.

C. Strategic Planning

Kathryn Baker has been working with the ED and the Business Development Committee on the elevator pitch. Additional updates to be given at the May Board meeting.

VII. CALL TO COMMITTEE CHAIRS, BOARD MEMBERS & STAFF

Operations Manager Willcock noted that upcoming ribbon cuttings for new businesses in the district include Loose Cannon Clothing on April 15th and Atom Art on April 16th.

City Planner Lyons provided an update on the development of the property next to Hungry Howie's, noting that it would include 2 floors of office space and it is anticipated that foundations will be poured soon.

Assistant City Manager Gacioch announced that after interviewing 2 candidates for the prime consultant for parking, the selection committee unanimously selected Carl Walker and were hoping to have an agreement to Council for approval on April 25th.

Chair Bach noted that the BBQ Rib Burn Out will be May 14th and he is also working with the organizers of Ferndale Pride for a fundraiser on May 21st.

VIII. ADJOURNMENT

Motion by Director Hennes, seconded by Director McMillan to adjourn meeting. All Ayes, meeting adjourned at 9:00 a.m.

May 2016

Consent Agenda

Sample Motions:

- A. *To approve the consent agenda in its entirety.*
- B. *To approve the consent agenda, excluding Items ____ (Letter/Letter & Number) ____.*

Committee Summaries

Business Development

- Elevator Pitch and Value Discussion – members of the committee finalized the elevator pitch and value message and recommend it be taken to the Board of Directors for consideration.
- Retention Program – the committee is in the process of creating a retention packet and discussed how the retention program will function. Several topics were covered, including: scheduling appointments; message to be delivered; talking points; graphic interface; and other relevant pieces to provide a message to the businesses as they visit them. Executive Director Hicks proposed that he or Heather Coleman-Voss (Michigan Works) accompany volunteers on visits initially to provide training and assistance to those who have not conducted retention visits before.
- Attraction Opportunity – Chairman Ax requested that the Executive Director, Mayor, and an enthusiastic retailer join him to talk to a potential downtown retail business. The meeting is in the process of being set up.

Promotions

- Committee discussed the Get Reel movie series happening the third Thursday of each month from July-September. Movies were chosen and Manager Willcock will research licensing costs and finalize sponsorship packages.
- The Art of the Cocktail event was discussed and the third Thursday in June (June 16th) was chosen as a date for the event, however, due to scheduling conflicts with one of the hosts, may be moved to June 23rd or 30th. Additional sponsors and interactive art installations were discussed.
- Pitch Black will begin working on outlining and developing a marketing plan to better streamline promotions for annual events that are known well in advance.

Design

- The committee has divided up tasks to clean-up the design guidelines started several years ago and will be reviewing the guidelines for content accuracy and to update photos. The goal will be

to publish the guidelines this year and to start using them during the Architectural Review Committee meetings. The Committee did review several proposed changes from member Bowerman-Hagfors.

- The committee plans to discuss sponsorship opportunities at a future meeting with regard to potentially having sponsors for flower baskets/arrangements, benches, or other art/public infrastructure downtown.
- Partnering with local artists, businesses, and SMART was discussed to redesign and sponsor bus shelters around the City. The bus shelters would resemble creative shelters seen in other cities such as Chicago.

Informational Items

Outreach

- Business visits: Ferndale Haus Lofts, Elegance by Design, Mother Fletcher's, Smooth Vapes, Any Time Fitness, Southern Belle's Bistro, New Way Bar, The Basco, Valentine's, M-Brew, China Ruby, 8 Degrees Plato, Detroit Comics, Rouge, Art Van Pure Sleep
- Partner Meetings: City of Ferndale, Ferndale Chamber of Commerce, Ferndale Public Schools, Oakland County, Michigan Downtown Association, Downtown Detroit Partnership

Property & Business Development

- Former Rent-A-Center – Grenadier moving forward with renovations; working to get additional parking on site and improvement to alley
- Former Rainy Day Hobbies – Southern Belle's Bistro is now open!
- Former Pizza Hut –construction of a multi-tenant building is ongoing; 2 out of three spaces available in the building have been leased
- Former Hodges Subaru – currently being renovated and will be an Art Van Pure Sleep; there is no known 'official' opening date.
- Church site – to be a mixed-use development by Northstar Properties
- Save-A-Lot site – Demolition of the former grocery store will begin in May. The developer will be discussing plans for Schiffer Park with the DDA Executive Director and City Staff. It is proposed that there will be 90 residential units with some office/retail on the first floor.

New Businesses/Expansions/Retention

- Otus Supply Co. – under construction; \$3.5million investment; no known completion date
- Former Lisa D's and Dangerous Curves is going to be a Barber Shop and a Vape Shop
- Old House next to Hungry Howie's has been demolished and will become a new mixed use development with possible retail/residential or office.
- Personal service/salon business considering relocating from Rochester
- Working with two new potential retail prospects

Planning & Policies

- The Executive Director has drafted some suggested edits to the DDA's By-Laws and has included in this month's packet for discussion. No action is needed at this time, but feedback is

appreciated so that the By-Laws may be amended at a future meeting. This is being done based on feedback received during previous Board Meetings and the Strategic Planning sessions.

Communication & Marketing

- Website Redesign – the new website has launched and staff is working with Pitch Black on posting content. Business information will be updated throughout the month of May.
- Pitch Black will allocate hours to work on a marketing strategy for annual events while the focus on social media will be more in-house. This will not result in an increase in the cost of services from Pitch Black.
- Chairman Bach and the Executive Director will schedule a meeting with The Social Connection to discuss future events (coordination, promotion, sponsorships, ect.). This is in coordination with the Board's discussion to outsource some of the DDA events.

Administrative

- The DDA has moved into their new office in the basement of City Hall at 300 E. Nine Mile Road – come check out the new space! A big shout-out to Jay McMillan for providing a dumpster, the DPW Staff that did an awesome job helping move everything, and all the others that I may have forgotten to mention here that deserve a big thank-you!
- The Executive Director is looking at various cloud-based project management applications to streamline projects and allow easy access for all Board and Committee members to check the status of projects and provide updates. This may be feasible with minimal to no cost based on a reduction of licenses for Adobe software products.
- The Executive Director gave a presentation and the amendments to Budget Year FY 15-16 and proposed Budget for FY 16-17 were approved by City Council at their regular meeting on April 25th.
- Oakland County Main Street hosted their Annual 'Main Event' on April 28th. Chairman Bach, DDA Staff, and City Council/City Staff attended. Two potential award recipients attended as well (Carey Denha, The Magic Bag; Rick Ax, Biz Dev Chair) – A BIG CONGRATULATIONS TO RICK AXE FOR BEING THE MAIN STREET VOLUNTEER OF THE YEAR!!!



MEMO

To: DDA Board of Directors
From: Barry Hicks, Ferndale DDA Executive Director
CC: none
Date: 05/06/16
Re: 2016 Michigan Main Street Executive Director Retreat

The Michigan Main Street Program hosts an Executive Director Retreat each year where Main Street Managers from around the state can share experiences and ideas regarding how to best serve and improve their respective communities. Members of the Oakland County Main Street Program enjoy the benefit of having the County pay for registration, some meals, speakers, and training sessions at no cost to the local Main Street programs. Oakland County is asking local programs to respond as soon as possible so as to register and pay for their local Main Street Managers. The Conference will take place September 11th-13th and will be at the Radisson in Kalamazoo.

Cost Breakdown of 2016 Michigan Main Street Executive Director Retreat:

• Registration:	\$0	(paid in full by Oakland County)
• Travel	\$160	
• Meals:	\$80	
• Hotel:	\$350	
TOTAL	\$590	

Recommended Action

To APPROVE the allocation of funding in the FY 2016-17 Budget and for the Executive Director to attend the 2016 Michigan Main Street Executive Director Retreat.

**FERNDALE DOWNTOWN DEVELOPMENT AUTHORITY
FERNDALE, MICHIGAN
BY-LAWS**

Adopted by the Ferndale DDA: June 11, 2002

Adopted by the City of Ferndale: June 24, 2002

Amended and adopted by DDA on Month Day, 2016; adopted by City of Ferndale Month Day, 2016

Article I: Purpose

Section I – Statement of Purpose and Mission

A. Mission Statement:

The mission of the Ferndale Downtown Development Authority is to create a vibrant urban downtown district in Ferndale by promoting economic growth and preventing or correcting deterioration through the implementation of economic restructuring, design, promotions and organizational plans developed by the Ferndale DDA Board of Directors on behalf of the business owners, property owners, residents and volunteers within Downtown Ferndale.

Also, the purpose of the Ferndale Downtown Development Authority is to act in accordance with Act 197 of the Public Acts of 1975, as such statute may from time to time be amended; including particularly to correct and prevent deterioration in the downtown district; to encourage historical preservation; to create and implement development plans in the district; to promote the economic growth of the district; and to encourage the expansion of commercial enterprises in the downtown district. The Ferndale DDA supplies the funding and the public and private sector leadership to provide for the future success and viability of the Ferndale DDA district.

B. The Ferndale DDA shall have the powers to:

1. Prepare an analysis of economic changes taking place in the downtown district;
2. Study and analyze the impact of metropolitan growth upon the downtown district.
3. Plan and propose the construction, the renovation, repair, remodeling, rehabilitation, restoration, preservation, or reconstruction of a public facility , an existing building, or a multiple-family dwelling unit which may be necessary or appropriate to the execution of a plan, which in the opinion of the Board, aids in the economic growth of the downtown district;
4. Develop long-range plans, in cooperation with the agency which is chiefly responsible for planning in the municipality, designed to halt the deterioration of the property values in the downtown district and to promote the economic growth of the downtown district, and take such steps as may be necessary to persuade property owners to implement the plans to the fullest extent possible;

5. Implement any plan of development in the downtown district necessary to achieve the purposes of Act 197, in accordance with the powers of the Authority as granted by Act 197;
6. Make and enter into contracts necessary or incidental to the exercise of its powers and the performance of its duties;
7. Acquire by purchase or otherwise, on terms and conditions and in a manner the Authority deems proper, or own, convey, or otherwise dispose of, or lease as lesser or lessee, land and other property, real or personal, or rights or interest therein, which the Authority determines is reasonably necessary to achieve the purposes of this act, and to grant or acquire licenses, easements and options with respect thereto;
8. Improve land and construct, reconstruct, rehabilitate, restore and preserve, equip, improve, maintain, repair, and operate any building, including multiple-family dwellings and any necessary or desirable appurtenances thereto, within the downtown district for the use, in whole or in part, of any public or private person or corporation, or a combination thereof;
9. Fix, charge and collect fees, rents, and charges for the use of any building or property under its control or any part thereof, or facility therein, and pledge the fees, rents, and charges of the payment of revenue bonds issued by the Authority;
10. Lease any building or property under its control, or any part thereof;
11. Accept grants and donations of property, labor or other things of value from a public or private source;
12. Acquire and construct public facilities;
13. Prepare its own budget for approval by the City;
14. Utilize Tax Increment Financing (TIF) or other revenue measures throughout the DDA District or portions thereof as authorized under Act 197 or Public Act 120 of 1961.

C. Goals:

1. Improve communication and processes between city and businesses;
2. Increase awareness of Downtown Ferndale;
3. Create a business base that will support and compliment one another;
4. Increase foot traffic and business sales in Downtown Ferndale;
5. Improve the physical and visual appearance of Downtown Ferndale;
6. Improve the efficiency and effectiveness of the operating board, staff and volunteers;
7. To nurture community pride in and support of Downtown Ferndale;
8. To promote Downtown Ferndale through marketing, public relations and communications strategies;
9. To establish a coordinated effort among various organizations and agencies to support the revitalization of Downtown Ferndale;
10. To promote economic growth and increase property values in Downtown Ferndale and to eliminate the causes of deterioration;
11. To enhance the image of Downtown Ferndale;

12. To expand and diversify the retail mix in Downtown Ferndale
13. To strengthen residential development and renovation;
14. To maintain and increase private sector investment and expansion;
15. To encourage business excellence and quality in merchandise, services and building appearance;
16. To create a business district that is unique, diverse, friendly, comfortable, active, urban, cutting edge, accessible, creative, and cultural;

D. Goals will be achieved through ~~long term commitment to the Main Street Oakland County Program and the National Main Street 4-Point Approach~~ following the Strategic Plan and focusing on projects which includes, but is not limited to:

1. Branding and communication
2. Providing business resources
3. Supporting the downtown experience
4. Creating a volunteer base with a variety of experience and expertise
5. Gathering, organizing, and providing relevant data

- ~~1. Design~~
- ~~2. Economic Restructuring~~
- ~~3. Promotions~~
- ~~4. Organization~~

Article II: Offices

Section I – Offices:

The Ferndale DDA may have such offices as the Ferndale DDA Board of Directors may determine or the affairs of the Authority may require from time to time.

Article III: Board of Directors

Section I – General Powers:

The affairs of the Ferndale DDA shall be managed by its Board of Directors

Section II – Number, Tenure, and Qualifications:

The Ferndale DDA Board of Directors shall consist of not less than 8 and not more than 12 voting members, including the Chief Executive Officer of the City of Ferndale, and not more than 3 Ex-Officio non-voting members. The voting members shall be appointed for a term of four years, except that of the members first appointed and shall include an equal number of Board of Directors appointed for one year, an equal number for two years, an equal number for three years, and an equal number for four years. At least a majority of the members shall be persons having an interest in property located in Downtown Ferndale. At least

one of the members shall be a resident of Downtown Ferndale, if the district has one hundred or more persons residing within it. A member shall hold office until the member's successor is appointed and assumes the office. Thereafter, each member shall serve for a term of four years.

The Ex-Officio members shall include the executive director by virtue of office of the Chamber of Commerce, Woodward Avenue Action Association and School Board. The Ex-Officio members may appoint a representative of their organization to attend Ferndale DDA Board of Director meetings.

Section III – Selection of Board Members:

The Chief Executive Officer of the City of Ferndale, with the consent of the City Council, shall appoint the voting members of the Board. Subsequent voting Board members shall be appointed in the same manner as the original appointments at the expiration of each member's term of office.

The Chief Executive Office of the City of Ferndale may ask for the assistance or advice of the Ferndale DDA Board of Directors on selecting voting Board Members for appointment. The Ferndale DDA Board of Directors may then assist the Chief Executive Officer of the City of Ferndale in determining the best candidates for positions on the Ferndale DDA Board of Directors through a thorough recruitment selection process that considers the needs of the Ferndale DDA Board of Directors, needs of the Ferndale DDA and review of applicants. A person so appointed by the Chief Executive Officer of the City of Ferndale shall be declared a voting member of the Ferndale DDA Board of Directors upon taking the oath of office.

The Ferndale DDA Board of Directors shall approve Ex-Officio representative members of the Board after considering the recommendations of the Ex-Officio member.

Section IV – Expiration of Term; Continuation in Offices; Reappointment; Filling Vacancies:

Board Members whose term of office has expired shall continue to hold office until his successor has been appointed. If a vacancy is created by the death, resignation, or removal of a member, a successor shall be appointed by the Chief Executive Officer of the Municipality.

Section V – Removal:

Pursuant to notice and after having been given an opportunity to be heard, a member of the board may be removed for cause by the governing body, removal of a member subject to review by the circuit.

Section VI – Disclosure of Interests:

A Board Member who has a direct interest in any matter before the Ferndale DDA Board of Directors shall disclose his interest prior to the Ferndale DDA

Board of Directors taking any action with respect to the matter, which disclosure shall become a part of the record of the Ferndale DDA Board of Directors' official proceedings.

Section VII – Annual Strategic Planning Meetings:

~~An annual Strategic Planning Meeting~~ of the Ferndale DDA Board of Directors shall be held ~~in the month of January each year, beginning with the year 2000, as needed (the frequency will depend on the needs of the organization at the time)~~ for the purpose of strategic planning, assessment of ~~yearly~~ goals and accomplishments ~~as established at the previous Strategic Planning Meeting(s),~~ and for the transaction of such other business as may come before the meeting. A bi-annual meeting of the Ferndale DDA Board of Directors shall be held in the ~~month January~~ first quarter of the calendar year, beginning with the year ~~2002~~2017, for the election of officers. ~~If the election of officers shall not be held on the day designated herein for any annual meeting or any adjournment thereof,~~ ~~the~~ The Ferndale DDA Board of Directors shall cause the election to be held at a regular or special meeting of the Ferndale DDA Board of Directors ~~within 90 days of the annual meeting.~~ Nominations for the Offices of the Ferndale DDA Board of Directors shall be recommended in ~~December at least one meeting prior to the meeting in which the nominations will be considered.~~ December at least one meeting prior to the meeting in which the nominations will be considered.

Section VIII – Regular Meetings:

Regular meetings of the Ferndale DDA Board of Directors shall be held at such time and place, as the board shall from time to time determine. Regular meetings shall be held, at a minimum, once per month, unless the Ferndale DDA Board of Directors determines otherwise. The Chairperson shall determine the specific time and day of each month that regular meetings shall be held based on the availability of Board members.

Section IX – Special Meetings:

Special meetings of the Ferndale DDA Board of Directors may be called by or at the request of City Council, the Board Chairperson or any Board Member. The person or persons authorized to call special meetings of the Ferndale DDA Board of Directors may fix any place within the City of Ferndale as the place for holding any special meeting of the Ferndale DDA Board of Directors called by them.

Section X – Notice of Meetings:

Except as otherwise provided by law, all meetings shall be preceded by public notice in accordance with Public Act 267 of the Public Acts of 1976, as amended.

Section XI – Quorum and Voting:

A majority of the members of the Ferndale DDA Board of Directors then in office shall constitute a quorum for the transaction of business. In the event that effective membership is reduced because of Disclosure of Interest (Article III, Section 6), a majority of the remaining members of the Ferndale DDA Board of Directors eligible to vote shall constitute a quorum for the transaction of business.

The vote of majority members present at a meeting at which a quorum is present shall constitute the action of the Ferndale DDA Board of Directors unless the vote of the larger number is required by statute or elsewhere in these rules.

Section XII – Public Meetings:

The meetings of the Board shall be public.

Section XIII – Compensation of Members:

Members of the Ferndale DDA Board of Directors shall serve without compensation, but shall be reimbursed for actual and necessary expenses subject to authorization by a vote of two-thirds of the majority of the Board members then eligible to vote.

Section XIV – Minutes of all Meetings:

The minutes of any meeting of the Ferndale DDA Board of Directors will be mailed to all members of the Ferndale DDA Board of Directors for their review prior to the next regularly scheduled meeting. Minutes of the proceedings of regular or special meetings shall be prepared at the request of and provided to any member of the Ferndale DDA Board of Directors or the City Council. Minutes of closed meetings shall be maintained in conformity with and shall be subject to the provisions of the Open Meetings Act, Act 267 of the Public Acts of 1976, as amended.

Article IV: Officers and The Executive Board

Section I – Officers:

The officers of the Ferndale DDA Board of Directors shall be a Chairperson, Vice-Chairperson, Secretary and Treasurer.

Section II – Election and Term of Office:

Officers of the Ferndale DDA Board of Directors shall be elected bi-annually by the Board at the regular bi-annual meeting of the Ferndale DDA Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held within 90 days of such meeting. Each officer shall hold office until his successor shall have been duly elected and shall have qualified. The same person in the same office may serve a maximum of two consecutive terms. A term of office is two years. No member shall hold more than one office at a time. An officer must be a current Board member.

Section III – Removal:

After notice and having been given an opportunity to be heard, the Ferndale DDA Board of Directors may remove any officer elected or appointed by the Ferndale DDA Board of Directors whenever it judges that it is in the best interest of the Ferndale Board of Directors.

Section IV – Vacancies:

A vacancy in office because of death, resignation, removal, disqualification or otherwise, may be filled by the Ferndale DDA Board of Directors for the unexpired portion of the term.

Section V – Chairperson:

The Chairperson shall preside at all meetings of the Ferndale DDA Board of Directors and shall discharge the duties of the presiding officer. To qualify as a candidate for Chairperson in an election, the Board member must have served one full year on the Ferndale DDA Board of Directors to be eligible.

Section VI – Vice-Chairperson:

In the absence of the Chairperson or in the event of his inability or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. Any Vice-Chairperson shall perform such other duties as from time to time may be assigned to him by the Chairperson or by the Ferndale DDA Board of Directors. To qualify as a candidate for Vice-Chairperson in an election, the Board member must have served one full year on the Ferndale DDA Board of Directors to be eligible.

Section VII – Secretary

The Secretary shall record, review and present to the Ferndale DDA Board of Directors for approval all Ferndale DDA Board of Directors meeting minutes, committee minutes and correspondence.

Section VIII – Treasurer

The Treasurer shall review and present to the Ferndale DDA Board of Directors for approval all Ferndale DDA fund and expense reports created by the Executive Director of the Ferndale DDA and the Finance Director of the City of Ferndale. In the absence of the Executive Director of the Ferndale DDA or Finance Director of the City of Ferndale, the Treasurer will be responsible for all tracking of all funds, expenses and revenues.

Section IX – Executive Board Members:

The Executive Board shall be made up of the Chairperson, Vice-Chairperson, Treasurer and Executive Director.

Section X—Executive Board Powers:

The responsibilities of the Executive Board shall be to advise the Executive Director on the finances, personnel and administration of the Ferndale DDA. The Executive Board shall finalize the annual budget to be approved by the Ferndale DDA Board of Directors and then presented to City Council for approval.

Article V: Employment of Personnel:

The Ferndale DDA Board of Directors may employ personnel as deemed necessary ~~by the Ferndale DDA Board of Directors~~. Such personnel may include, but not limited to an Executive Director, treasurer, secretary, legal counsel, ambassador, ~~and~~ maintenance staff, and other staff as necessary to achieve the goals and objectives of the Ferndale DDA.

Section I—The Executive Director Role:

The Executive Director shall report directly to the Chairperson of the Ferndale DDA Board of Directors. The Executive Director shall supervise all other staff, contractors, and consultants of the Ferndale DDA.

The Executive Director shall have the authority to spend DDA funds within the approved budget line items. In the event that funds need to be reallocated to accommodate a new or different goal or objective of the DDA the Executive Director shall have the authority to do so up to \$5,000 item without prior consent from the DDA Board of Directors. The Executive Director shall notify the DDA Board of Directors of this action at their next regular meeting.

Section II—Employment Contract & Hiring

The Executive Director shall sign a written contract of employment signed and approved by the Chairperson with majority support from the board of Directors and Vice Chairperson of the Ferndale DDA Board of Directors. The Executive Director shall ~~present~~ be responsible for all other staff hiring selections ~~to the Ferndale DDA Board of Directors for approval~~. The Executive Director will be responsible for all personnel decisions and will inform the DDA Executive Board of all hiring, disciplinary, and termination actions. Employment agreements shall be prepared by the Executive Director and reviewed by legal counsel prior to execution. All employment agreements will be signed by the ~~staff, Executive Director and Chairperson of the Board for all staff recommended by the Executive Director.~~

Article VI: Standing Committees

Section I – Standing Committees:

Standing committees of the Ferndale DDA Board of Directors shall be the design committee, ~~economic restructuring~~ business development committee, promotions committee and the organizational committee. These committees may be restructured or ceased by the DDA Board of Directors at any time. Additional committees may be formed if necessary to accomplish goals and objectives as outlined in the Strategic Plan.

Section II – Standing Committee Structure:

No fewer than three committee members and no more than eight committee members shall serve on each committee. No more than four Ferndale DDA Board of Directors shall serve on one committee. The DDA Executive Director

shall act as a permanent consultant to each committee without needing to be in attendance at all meetings. The committees shall include outside consultants, residents of the city and business people of the DDA district appointed by vote of the Ferndale DDA Board of Directors deemed necessary.

Section III – Term of Office:

Each member of the standing committee shall continue as such until ~~the next annual meeting of the members of the Ferndale DDA Board of Directors and until~~ his successor is appointed, ~~unless such member resigns, or~~ unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section IV – Chairperson:

One member of each committee shall be appointed Chairperson by the Ferndale DDA Board of Directors and does not have to be a DDA Board Member.

Section V – Quorum:

Unless otherwise provided in the resolution of the Ferndale DDA Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum, and the acts of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section VI – Power of Committees:

Standing committees shall determine and schedule their meeting times, dates (minimum of monthly) and locations; consult with outside sources; interface with other city-appointed Boards and Commissions for an exchange of ideas that would then be presented to the Ferndale DDA Board of Directors prior to any action of the Ferndale DDA Board of Directors.

The committees could interface by inviting member(s) of such boards and commissions to a committee meeting, members(s) of the committee attending said Board's meeting, telephone consultation, and written correspondence; make recommendations to the Ferndale DDA Board of Directors for approval; act on decisions made by the Ferndale DDA Board of Directors as delegated by said Board of Directors that are within the authority and means of Ferndale DDA Board of Directors. Standing committees do not have the authority to take action without the approval of the Ferndale DDA Board of Directors; make decisions without the approval of the Ferndale DDA Board of Directors; act on proposed plans without approval of the Ferndale DDA Board of Directors; make recommendations between committees without Ferndale DDA Board of Directors approval; and enter into contracts or purchase agreements.

Section VII – Duties:

The duties of the committees are to notify the DDA Executive Director and Chairperson of all meeting times, dates and locations; keep written ~~minutes~~

summaries of each meeting to be filed with the Ferndale DDA; keep the DDA Executive Director informed of the events of each meeting by means of the Chairperson if unable to attend; fulfill charges of and answer to the Ferndale DDA Board of Directors; present ~~monthly~~ committee reports at Ferndale DDA Board of Directors meetings as necessary; act in the best interest of the Ferndale DDA at all times.

Article VII: Advisory Committees

Section I - Committees of Members:

The Ferndale DDA Board of Directors, by resolution adopted by a majority of the members present at any meeting, may designate and appoint one or more committees to advise the Ferndale DDA Board of Directors, except as otherwise provided in such resolution. The members of such committee may be Board Members, outside consultants or community leaders as authorized by the Ferndale DDA Board of Directors and appointed whenever it is deemed in the best interest of the Ferndale DDA. The Ferndale DDA Board of Directors if deemed in the best interest of the Ferndale DDA may remove any member of an advisory committee.

Section II – Term of Office:

Each member of a committee shall continue as such until ~~the next annual meeting of the members of the Ferndale DDA Board of Directors and until~~ his successor is appointed, unless such member resigns, or unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section III – Chairperson:

The Ferndale DDA Board of Directors shall appoint one member of each committee the chairperson of the advisory committee.

Section IV – Quorum:

Unless otherwise provided in the resolution of the Ferndale DDA Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum, and the acts of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Article VIII: Contracts, Checks, Deposits and Funds

Section I – Contracts:

The Board may authorize the chairperson, executive director, agents or agents of the Ferndale DDA, to enter into any contract or execute and deliver any instrument in the name of and on the behalf of the authority, and such authorization may be general or confined to specific instances.

The Executive Director shall enter in to contracts without further consideration by the DDA Board of Directors for those items that are included in an approved budget.

Section II – Checks, Drafts, etc.:

All orders for the payment of money, notes or other evidences of indebtedness shall be signed by the executive director and forwarded on to the Finance Department of the City of Ferndale for the issuance of payment. If for any reason the Ferndale DDA establishes a bank account outside of the City of Ferndale's bank account, then all checks, drafts, and orders for payment of money, notes or other evidences of indebtedness shall be co-signed by two persons of the Executive Board.

Section III – Deposits:

All funds of the Ferndale DDA shall immediately be deposited into the appropriate fund or account to the credit of the Ferndale DDA in such banks, trust companies or other depositories as the Ferndale DDA Board of Directors may select.

Section IV – Gifts:

The Board of Directors may accept on behalf of the Ferndale DDA any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Ferndale DDA. The Executive Director shall inform the City of Ferndale of the receipt of such gifts. The identity of the donor need not be reported should the donor wish to remain anonymous.

Section V – Budget:

The committees of the Ferndale DDA shall submit proposed objectives and goals to the Ferndale DDA Board of Directors in December for the development of an annual budget. The Ferndale DDA Board of Directors shall set goals and objectives annually in January to develop and approve a budget for the fiscal year beginning the first day of July. The Ferndale DDA Board of Directors shall submit an annual budget to the City of Ferndale Finance Department by the end of ~~January-March~~ for inclusion in the annual budget presentation to City Council held prior to April ~~4-30~~ of each year for City approval.

Article IX: Books and Records

The Ferndale DDA shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its members, Ferndale DDA Board of Directors, and committees having any of the powers of the Ferndale DDA Board of Directors, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Authority shall be open to the public at all times.

The Executive Director shall provide the Treasurer, Ferndale DDA Board of Directors and City of Ferndale with regular financial reports of the activities of the revenues received and expenditures made by the Ferndale DDA.

All bank accounts maintained by the Ferndale DDA shall incorporate the words "Ferndale Downtown Development Authority" in the title of such accounts. Upon the creation of any new accounts, the Authority shall so advise the City of Ferndale.

Article X: Calendar Year

The calendar year of the corporation shall begin on the first day of July and end the last day of June each year.

Article XI: Amendments to Rules

These rules may be altered, amended, or repealed and new rules may be adopted by a majority of the members appointed and serving if written notice is given of intention to alter, amend, or repeal or to adopt new rules at such meeting. The full nature of the rule change shall be included in the notice. Adoption of rule changes shall require affirmative votes by five members of the Ferndale DDA Board of Directors. Changes in these rules are subject to approval by the City Council.

Article XII: Political Campaign Activity

The Ferndale DDA shall not expend funds of the Ferndale DDA or otherwise contribute to the advocacy of any political candidate or ballot question.

Article XIII: Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Ferndale DDA Board of Directors in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the DDA Board of Directors may adopt.