



# The City of Ferndale

## Agenda

**Monthly meeting of the DDA Board of Directors to conduct regular business. Downtown Development Authority Meeting**

**THURSDAY, JANUARY 12, 2023 @ 8:00 AM**

**Ferndale City Hall**

**City Council Chamber**

**300 East Nine Mile Road**

**Ferndale, MI 48220**

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1. **Call to Order & Roll Call**
  2. **Approval of Agenda** Chair asks those in favor to say, "aye", those opposed to say "no". Any member may ask for a change in the agenda to add or move an item. The entire Board must vote on the change.
  3. **Community Reports** Updates from any community organizations in attendance such as the Ferndale Area District Library, representatives of other Boards and Commissions, etc. (3 minute time limit)
  4. **Call to Audience** Members of the public are invited to speak on any topic. (3 minute time limit)
  5. **Presentations**
    - 5.a [Highlights of 2022: A Report of Key Statistics and Trends](#)
    - 5.b [New Board of Directors Policy Review](#)
    - 5.c [2023 Conference Attendance Planning](#)
  6. **Consent Agenda** These items are not discussed in detail, and are voted on as a whole. Any member may ask during Approval of Agenda discussion that an item be moved from Consent to Regular Agenda. Chair asks those in favor to say, "aye", those opposed to say "no".
    - 6.a [Approval of Minutes from December 8, 2022](#)
  7. **Regular Agenda** These items are discussed and voted on individually. Chair asks those in favor to say, "aye", those opposed to say "no". Any member may move for a exact count.
    - 7.a Presentation of Draft Budget from DDA Executive Director Lena Stevens
    - 7.b [Nomination of Board Officers](#)
  8. **Call to Board Members** Members are provided an opportunity to share general updates, questions, concerns, etc.

9. **Information Items from Executive Director** General updates, dates to remember, and other items from the Executive Director. Any member can request that the Director come prepared to speak on a certain topic during this portion of the meeting.
10. **Adjournment**



January 12, 2023

Downtown Development Authority

**CITY OF FERNDALE  
REQUEST FOR COUNCIL ACTION**

**FROM:** Lena Stevens

**SUBJECT:** Highlights of 2022: A Report of Key Statistics and Trends

**SUGGESTED ACTION**

No action

**Agenda Item Category**

Operational Item

**Agenda Item Deadline Date**

2023-01-06

**Item Description**

Reviewing statistics for business retention, gain, and loss helps the DDA can make informed decisions. By understanding current trends, we can identify areas of opportunity and develop strategies to capitalize on them. This will help create a vibrant and thriving downtown that will attract businesses, residents, and visitors alike.

**Item Background**

The Ferndale Downtown Development Authority (DDA) gathers data each quarter and reports that information to Main Street Oakland County and the national Main Street America program. Soon, data may also be gathered on other topics such as Diversity, Equity, and Inclusion. This template will be used to report those statistics, along with staff insight to the DDA Board of Directors each quarter. A final annual report will be completed using the same template each year.

**Item Costs**

n/a

**GL#**

n/a

**CIP#**

n/a

## **Additional Notes**

### **ATTACHMENTS:**

[2022 Review Statistics and Trends Report.pdf](#)

## Highlights of 2022: A Review of Key Statistics and Trends

*Dates Included: Calendar Year 2022*

The Ferndale Downtown Development Authority (DDA) gathers data each quarter and reports that information to Main Street Oakland County and the national Main Street America program. Soon, data may also be gathered on other topics such as Diversity, Equity, and Inclusion. This template will be used to report those statistics, along with staff insight to the DDA Board of Directors each quarter. A final annual report will be completed using the same template each year.

Reviewing statistics for business retention, gain, and loss helps the DDA can make informed decisions. By understanding current trends, we can identify areas of opportunity and develop strategies to capitalize on them. This will help create a vibrant and thriving downtown that will attract businesses, residents, and visitors alike.

### Summary of Calendar Year 2022

It is bitter-sweet to say goodbye to long-standing neighbors such as Rose Frame Shop and Foley & Mansfield, but it has been exciting to welcome new energy this year. The interconnectivity between downtown and other areas of the City of Ferndale has been strengthened with businesses opening second locations, expanding, and renovating.

### Trends Observed

In 2022, the Downtown Ferndale new business mix focused on upscale in-person dining experiences, specialty retail, and the service industry. Many incoming businesses also invested substantially in their spaces with modern, inviting designs. There was 1 net increase in the number of restaurants downtown with Mezcal activating a previously vacant former restaurant location and later expanding into an adjacent retail space. The net number of service-oriented businesses was reduced by 1 but added the much needed service of healthcare with Ascension Medical Group and a design studio with Lunar North. The number of salons increased by 1 with the addition of My Salon Suite, which created opportunities for over 40 individual entrepreneurs in the self-care industry. The retail sector added strong players with Quix Chocolate, Olive's Bloombox, and Jade Social. For retail, 1 location was converted from a salon, 1 location was new, and 1 location was former retail. While there was technically a net reduction of retail of 1 business, the Cupcake Station will return in 2023 as Bakehouse 46. Finally, there was a net reduction in entertainment businesses of 1 with VR Zone.

The Covid-19 pandemic has had a lasting impact on small businesses in Oakland County Michigan, with many challenges taking shape as the pandemic moved towards being endemic in 2022. The combination of inflationary costs, lowered customer spending, and staffing shortages have placed a financial strain on small businesses throughout the region. Inflationary costs can make investments for updating equipment and expanding services more expensive, as well as driving up the cost of keeping a shop or store running day to day.

For restaurants, the popularity of online ordering and delivery services has remained strong, driven largely by customers who want to order food from small restaurants without having to dine in. There has also been an increase in the popularity of plant-based and vegan options on restaurant menus. Many small restaurants are offering vegetarian and vegan options in response to customer demand for healthier, more sustainable food choices.

The use of technology and social media to market and promote small businesses has become increasingly critical to success. Learning how to engage with users on Instagram, Facebook, and TikTok can take a lot of staff resources, and several of our small businesses have expressed interest in receiving support in improving social media strategies.

***Quick Highlights: business gains/expansions in 2022:***

- **Mezcal:** Over 10 months in the making, the brother and sister duo behind Mezcal has brought an authentic Mexican cuisine to the ground level of Lofts on Nine. Their focus and attention to detail, with custom artwork covering every inch is a great montage to the previous establishment, Conserva.
- **Quix Chocolate:** Located next to Ascension Medical Group on West Troy Street. Owner, David Ogloza, transferred to the USA from Belgian while working a corporate job and opened the first ever, "Chocoladehus Quix" in Ferndale.
- **Jade Social:** Serendipity played a huge role in owner, Liz Fons, in selecting her first brick and mortar location in Downtown Ferndale. DDA staff stumbled upon the initial walk through she was taking of this property during the Funky Ferndale Art Fair.

***Quick Highlights: Notable business in development for early 2023:***

- Jim Shaffer & Associates (real estate services in former Pearle Vision)
- Luisa's
- Bakehouse 46 (bakery in former Cupcake Station)
- Syndicate (restaurant in former Ferndale Auto Glass)

***Quick Highlights: Notable business losses in 2022:***

- **Rose Frame Shop:** Serving clients like the Henry Ford Museum and many for over 75 years at the same location on Woodward, John Rose, is surely missed.
- **Cupcake Station:** Business owner and property owner, Todd Gildersleeve, has partnered with Blakes Cider Mill in 2020, transforming all locations to Bakehouse46. The location here in Ferndale is last to undergo construction and hopes to open in July of 2023.
- **Foley & Mansfield:** Opened in 2008, after extensive renovations that protected the historic integrity of the 1915 building, which was originally part of the Ferndale Public Schools. A 100 year anniversary plaque for this building was placed in 2015 and made possible by the efforts Foley & Mansfield made in their preservation efforts.

## New, Expanded, and Relocated Businesses in TIF District

Business Name	Q *	Type & Description	Substantial Renovation or Build Out	New	Expansion of Existing Dwtn* Business	Relocated within Dwtn*	Relocated within Ferndale or 2 <sup>nd</sup> Ferndale location?
<b>Mezcal</b>	1	<b>Restaurant</b> Authentic Mexican cuisine	X	X			
<b>Lunar North</b>	1	<b>Service</b> Design and animation studio	X	X			
<b>Hair Salon</b>	3	<b>Salon</b> Private hair salon (no official name)					
<b>Tigerlily</b>	3	<b>Restaurant</b> Sleek Japanese pub	X	X			
<b>Living Room Hair Lounge</b>	3	<b>Salon</b> Hair salon, Spa	X		X		
<b>Quix Chocolate</b>	3	<b>Retail</b> Belgian chocolatier	X	X			
<b>Ascension Medical Group</b>	3	<b>Service</b> Healthcare, primary care for all ages	X	X			
<b>Golden Another Salon</b>	3	<b>Salon</b> Boutique salon		X			
<b>Olive's Bloombox</b>	3	<b>Retail</b> Garden market and floral design	X	X			X
<b>My Salon Suites</b>	4	<b>Salon</b> Community of up to 40 beauty professional, individual suites	X	X			
<b>Jade Social</b>	4	<b>Retail</b> Home accent and stationary studio	X	X			
<b>Mezcal</b>	4	<b>Restaurant</b> Authentic Mexican cuisine	X		X		
<b>Bags &amp; Beads</b>	4	<b>Retail</b> Clothing	X			X	

\*Dwtn – Downtown abbreviation

\*Q – Quarter abbreviation

## Closed Businesses in the TIF District

Business Name	Quarter	Type & Description	Relocated in Ferndale outside of Downtown
Rose Frame Shop	1	<b>Retail</b> Frame shop in business for over 75 years	
Foley & Mansfield	1	<b>Service</b> Law firm, headquartered in California.	
DYE Salon	1	<b>Salon</b> Hair salon - Remember you are Beautiful!	<b>X</b>
Cordial Expressions	2	<b>Retail</b> CBE products	
Pearl Vision	2	<b>Service</b> Eye care and optical retailer	
Ciasi Salon	2	<b>Salon</b> Hair salon	
Stella Shoes	3	<b>Retail</b> Boutique shoe store	
VR Zone	3	<b>Entertainment</b> Virtual reality arcade	
WSI Staffing	3	<b>Service</b> Employment agency	<b>X</b>
Rock Lobster	3	<b>Restaurant</b> Seafood cafe	
Cupcake Station	3	<b>Retail</b> Specialty cupcakes for all occasions	





## Businesses In Development in TIF District

Business Name	Type	Address	Previously
Jim Shaffer & Associates	Service	22757 Woodward	Pearl Vision
Luisa's	Retail	22851 Woodward	New Coffee Roasters
Unknown	Multi-purpose	279 West Nine Mile	Rosie O'Grady's
Bakehouse46	Retail	301 West Nine Mile	Cupcake Station
TBD	TBD	221 West Troy (the Dot)	New
Syndicate	Restaurant	140 Vester St.	Auto Glass
TBD	TBD	311 West Troy Street	New

### Private Investment in TIF District

Business Name	Annual Totals Only
Mezcal	
Lunar North	
Hair Salon	
Tigerlily	
The Living Room Hair Lounge	
Quix Chocolates	
Ascension Medical Group	
Golden Another Salon	
Olive's Bloombox	
Bags & Beads	
My Salon Suite	
Jade Social	
<b>Annual Total 2022 \$2,534,000</b>	

### DDA Investment in TIF District

Activity	Cost
Outdoor Furnishings	\$76,500
Advertising/Marketing	\$32,900
DDA Events*	\$30,500
Landscaping/Maintenance	\$200,000
Downtown Resource Officer	\$30,000*
Contributions to The dot Debt Service	\$55,000
<b>Annual Total 2022 \$425,000</b>	

\* **Events List:** PATIO Zone, PPE Kits, Business Meetups, Parking Spotlights, Movies in the Parks, Nine on Nine concert series, Busking concert, Halloween Trick or Treat, Ribbon Cuttings, Santa Parade, Jingle & Mingle

\* **Downtown Resource Officer** Cost will be \$60,000 annually. Current staff was hired mid-year.



January 12, 2023

Downtown Development Authority

**CITY OF FERNDALE  
REQUEST FOR COUNCIL ACTION**

**FROM:** Lena Stevens

**SUBJECT:** New Board of Directors Policy Review

**SUGGESTED ACTION**

No action. Will vote to adopt in February 2023.

**Agenda Item Category**

Operational Item

**Agenda Item Deadline Date**

2023-01-06

**Item Description**

Three new policies will be presented for review and discussion. These policies have been drafted by the Executive Director based on the DDA bylaws as well as best practices in the industry.

New Board of Directors Policy Presentation

- a. Orientation and Pledge, signed at time of appointment
- b. Conflict of Interest Agreement, signed annually in January
- c. Training Agreement, signed annually in January

**Item Background**

Being on the Ferndale Downtown Development Authority (DDA) Board of Directors is an incredible opportunity to shape the future of an organization and have a direct impact on its success. It is a chance to be part of a team that is responsible for making decisions that will affect the growth and development of Downtown Ferndale. By being on the Board of Directors, you can help ensure that the organization is making the best decisions possible and that it is on the right track for success.

These policies for members of the Board of Directors are designed to ensure that the organization operates with integrity and transparency, and that the public trust is upheld.

Our goal is to improve organizational resiliency by ensuring the DDA is a strong organization that can remain consistent through leadership changes. To achieve this, we document existing policies, procedures, and programs in a clear, easy-to-understand format to ensure standardization across all

processes and increase engagement.

**Item Costs**

n/a

**GL#**

n/a

**CIP#**

n/a

**Additional Notes**

**ATTACHMENTS:**

[Board of Directors Orientation and Pledge.pdf](#)

[Conflict of Interest Agreement.pdf](#)

[FY23 Board of Directors Training Agreement.pdf](#)

## **Board of Directors Orientation & Pledge**

### **A Policy for Members of the Ferndale Downtown Development Authority (DDA) Board of Directors**

#### **Summary**

Do you have what it takes to be a part of the Ferndale Downtown Development Authority (DDA) Board of Directors? Being on the DDA Board of Directors is an incredible opportunity to shape the future of an organization and have a direct impact on its success. It is a chance to be part of a team that is responsible for making decisions that will affect the growth and development of Downtown Ferndale. By being on the Board of Directors, you can help ensure that the organization is making the best decisions possible and that it is on the right track for success.

#### **Why serve on the Ferndale DDA Board of Directors?**

Volunteering for your community can be a rewarding and fulfilling experience for several reasons. Some of the benefits of serving on the Ferndale DDA Board of Directors include:

- *Making a difference:* As a member of a Board of Directors, you can make a positive impact on your community or the organization that you serve. You can use your skills, expertise, and experience to help shape the direction and policies of the organization and to contribute to its success.
- *Developing leadership skills:* Serving on a Board of Directors can provide an opportunity to develop and hone your leadership skills, such as decision-making, problem-solving, communication, and collaboration. These skills can be valuable in both your professional and personal life.
- *Networking and professional development:* Being on a Board of Directors can provide opportunities to connect with other leaders in your field and to learn from their experiences. You may also have the opportunity to attend training and development programs or to participate in professional development activities as part of your board service.
- *Personal fulfillment:* Serving on a Board of Directors can be a fulfilling experience because it allows you to give back to your community or the organization that you care about. It can also provide a sense of purpose and accomplishment, as you contribute to the success and impact of the organization.

Overall, being on a Board of Directors can be an exciting and rewarding experience that allows you to make a difference, develop your leadership skills, connect with others, and find personal fulfillment.

## Why were DDAs created in Michigan?

Downtowns are the heart of a community, and they play a vital role in the economic, social, and cultural life of a region. They serve as the hub for commerce, entertainment, and civic activity, and they often play a key role in attracting new businesses and investment to the entire community.

DDAs in Michigan were created after World War II as a tool for communities to combat economic decline in downtowns when consumer habits were trending towards shopping malls located away from city centers. The strategies have evolved over time, but the goal has remained the same - encourage private investment in downtown through the reinvestment of public money into projects aimed at attracting businesses and patrons. By providing a dedicated source of funding and support for downtown revitalization, DDAs can help revitalize and rejuvenate downtown areas, which can have a positive impact on the local economy and the overall quality of life in the community.

DDAs are independent public bodies that are funded largely through tax increment financing (TIF), which captures the increase in property taxes from the date of their establishment, resulting from new development within a designated downtown district. They may also work with other organizations and stakeholders, such as city governments, local businesses, property owners, and community groups, to develop and implement strategies to support the growth and vitality of the downtown area.

***DDAs are typically focused on a range of activities, such as:***

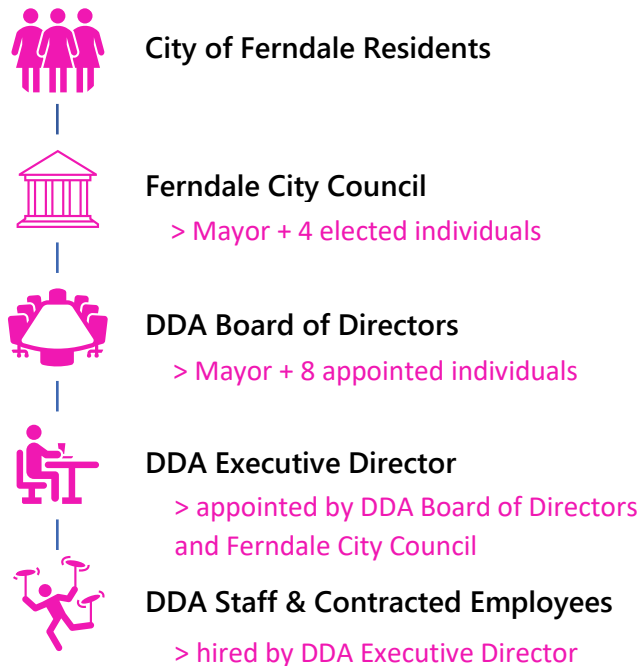


## Organizational structure – who does what?

The Board of Directors is the governing body of an organization and sets the overall direction and policies, while the Executive Director is the executive responsible for managing the day-to-day operations and implementing the policies and strategies set by the board.

The Board of Directors is responsible for setting the overall direction and policies for the organization, and for ensuring that the organization is financially sound and operates in a way that is consistent with its mission and values. The board is composed of volunteers who are appointed by the Ferndale City Council in accordance with state law, with the intend of create a group that is representative of the downtown district.

The Executive Director, on the other hand, is responsible for managing the organization's staff, programs, and resources. The Executive Director reports to the Board of Directors and is responsible for implementing the policies and strategies that the board has approved. The Executive Director is also responsible for managing the budget, overseeing the operations of the organization, and representing the organization to the public and other stakeholders. It is the job of the Board of Directors to give both positive feedback and constructive criticism to the Executive Director in an effort to improve the organization and it's services.



## Who is served by the Ferndale DDA?

The boundary of the Ferndale DDA is separated into two categories: the Tax Increment Financing (TIF) District which automatically channels funding from other taxing jurisdiction to the DDA as property values increase over the years, and the Extended DDA Boundary. The Extended DDA Boundary does not generate funding for the Ferndale DDA in the same way as the TIF District. Both areas are assessed a small property tax millage designed to support the operations of the Ferndale DDA and the downtown parking system. See the section below for more detail on these funding mechanisms. [A map of the Ferndale TIF District Boundary can be found online here or in Attachment A.](#)

All funds raised by the TIF District must be spent on improvements and services within the TIF District as per State law. Properties located in the Extended DDA Boundary have access to informational and training services offered by the Ferndale DDA, and may be able to participate in certain programs as well. For example, the Ferndale PATIO Zone (Social District) boundary stretches outside of the TIF District and is administered by the Ferndale DDA. Outreach along the Woodward Corridor regarding road construction in 2022-2023 is also being administered by the Ferndale DDA. All properties within the DDA boundaries also benefit from access to a cohesive, well managed parking system and the new parking structure on West Troy Street.

Figure 1: Ferndale DDA Boundary Map. See a larger version in Attachment A.



**Tax Increment  
Financing  
(TIF) District**

**Extended DDA  
Boundary  
(Non-TIF)**





## How is the Ferndale DDA funded?

The Ferndale Downtown Development Authority (DDA) was created in 1981 to promote the revitalization and growth of Downtown Ferndale. The Ferndale DDA is an independent public body funded through through tax increment financing (TIF), voted property tax, grants, and other contributions/sponsorships.

Changes in State policy since the 1980's have modified where and how DDAs capture revenue in Michigan. For example, Proposal A in 1997 removed school mileages from tax increment financing captures. In 2017, library taxes became exempt from capture as well. As policy has evolved, so have the plans and funding mechanisms of the Ferndale Downtown Development Authority. Currently, the Ferndale Area District Library contributes to the Ferndale DDA voluntarily based on 2-year agreements.

More information on the Ferndale DDA Budget can be found online at:

<https://downtownferndale.com/about-the-dda/financials/>



### ***The Ferndale TIF District***

The primary source of funding for the Ferndale DDA, generating around \$500,000 annually. In Michigan, tax increment financing (TIF) districts are a designated area within a community where the increase in property taxes resulting from new development is redirected (or captured) from several organizations to be spent on projects within the TIF District. TIF districts very often created by a Downtown Development Authority (DDA), and these funds can only be spent within the TIF District as per State law.

The Ferndale TIF District captures the increase in property taxes from the base value of property in 1981 of \$5,702,600 to present day. In 2021 value was assessed at \$26,509,610. The increased tax revenues are then redirected to the Ferndale DDA from other organizations.

[A map of the Ferndale TIF District Boundary can be found online here](#)  
(red boundary)

### *Jurisdictions subject to capture from the Ferndale TIF District:*

- City of Ferndale: Operating Millage, Additional Voted Millage, Debt Service, Refuse Disposal
- Ferndale Area District Library (voluntary agreement signed every 2 years)
- Oakland County: Operating Millage, Parks & Recreation
- Oakland Community College
- Huron-Clinton Metropolitan Authority
- Oakland County Public Transit Authority



### ***Voted Property Tax***

The Ferndale DDA is also funded in part by a small, voted property tax levied in the downtown area. This practice was first considered in 1992, and then officially adopted in 1997 to create funding for DDA operations and allow some DDA funds to be transferred to the City of Ferndale for parking lot improvements.

The levy in 1997 was 2 mills and it was applied within the TIF District and the Extended DDA Boundary which included adjacent property along East and West Nine Mile Road at that time.

In 2007, the Extended DDA Boundary was expanded to include areas north on Woodward between Breckenridge Street and Oakridge Street, south on Woodward between Saratoga and Marshall Street, slightly east on Nine Mile Road at Paxton Street, and slightly west on Nine Mile Road at Pinecrest Avenue.

In 2021, the DDA voted operating millage was 1.286. The tax is currently applied within the [entire DDA Boundary as indicated by the green line in this map.](#) (green boundary)



### ***Grants***

Grants can be a useful source of funding for DDAs because they do not need to be repaid and can provide the necessary resources to implement projects and initiatives. There are many different types of grants that DDAs may be eligible to receive, including federal grants, state grants, county grants, and private grants. While this has not been a substantial component of the Ferndale DDA budget in recent years, strategies are being put into place to increase utilization of grant funding.



### ***Sponsorships***

Sponsorships can provide DDAs with the necessary resources to implement projects and initiatives that may not be possible without additional funding. In exchange for their sponsorship, businesses and organizations may receive recognition or marketing opportunities, such as signage or promotional materials, which can help to promote their brand or business. Sponsorships can also help to build relationships between DDAs and the community, as they can demonstrate the support and commitment of local businesses and organizations to the improvement of the downtown area. Recent sponsorship examples include Jim Shaffer and Associates and LIV Cannabis for the Ferndale PATIO Zone.

### **How does the Ferndale DDA plan their work?**

On December 14, 1981, the Ferndale City Council adopted a Tax Increment Financing and Development Plan which is a legally required document which guides the Ferndale DDA on how to spend funds captured by the TIF District. That plan has been amended by the DDA Board of Directors and the Ferndale City Council in 1989, 1993, 1997, 2007, and 2012.

Various other planning processes have been undertaken to further guide operations. Initiated in 2018, the Downtown Ferndale Possibilities Plan was designed to create better informed discussion, generate ideas, and help people visualize possibilities. Caring for existing resources is only one piece of the puzzle. Development can change the face of a community and visioning exercises like this can make space for big ideas before a development project is on the table.

The plan begins with a complete understanding of downtown through a parcel-by-parcel investigation, as well as an extensive inventory of all capital assets. It then uses this information along with stakeholder input to imagine downtown's full potential and envision its future in both the near- and long-term. Deeply rooted in providing a cutting-edge downtown experience, the Possibilities Plan also aligns with the City's Master Land Use Plan to assure the continued harmonious development throughout downtown. As necessary, the Ferndale DDA may also undertake other studies and plans. The Experience Plan for The dot parking development was developed by Ideation Orange with feedback from the Downtown Development Authority, City of Ferndale, and the Ferndale Arts and Cultural Commission to activate the areas with public art and artistic wayfinding. To date the following elements have been implemented: entry mural, colored "dots" in stairwell and painted blocks near elevator bays to assist in wayfinding, hidden song lyrics on each floor.

The most recent retail market analysis was conducted in 2016. Once supply chains and business turnover stabilize, it is the intent of the Ferndale DDA to update this analysis and potentially conduct additional research into public perception of Downtown Ferndale.

All of these plans are available on the Downtown Ferndale website:

<https://downtownferndale.com/about-the-dda/planning/>

### **How do the Ferndale DDA and the City of Ferndale work together?**

Much of the work of the Ferndale DDA is done through contractual relationships with the City of Ferndale. Downtown landscaping, maintenance, and snow removal is handed through a contract with the Department of Public Works. The Downtown Resource Officer salary is shared between the Ferndale DDA and the Ferndale Police Department. The office space in City Hall is leased annually. These are critical elements to support operations, but a strong collaborative working relationship between these two organizations has value beyond financial measurement.

Overall, collaboration is an important aspect of effective government operations and can help to ensure that agencies are able to meet the needs of the public and address complex challenges facing the community. Working in close connection with City of Ferndale staff and leadership can help to:

- **Improve efficiency and effectiveness:** By working together, both organizations can share resources, knowledge, and expertise, which can help to improve the efficiency and effectiveness of their operations.
- **Solve complex problems:** Many problems facing government organizations are complex and require a multi-faceted approach to solve. Collaboration can help to bring together different perspectives and expertise to address these problems.
- **Increase accountability:** Collaboration can help to increase accountability by ensuring that different groups are working together to achieve shared goals and objectives.
- **Foster better relationships:** Better relationships lead to more effective communication and coordination, and ultimately better service.
- **Enhance public trust:** When government organizations work together effectively, it can help to enhance public trust in government by demonstrating that agencies are working to address the needs and concerns of the community.

**Welcome to the Board of Directors for the Ferndale Downtown Development Authority (DDA)! As a member of the Board, you will play a critical role in shaping the future of Downtown Ferndale and ensuring that it is a vibrant and thriving place for residents, businesses, and visitors. If you read this far, go tell the Executive Director and get a free coffee (paid by them personally of course!)**



## DDA BOARD OF DIRECTORS PLEDGE

I, \_\_\_\_\_, agree to serve on the Board of Directors for the Ferndale Downtown Development Authority (DDA). I understand that as a member of the Board of Directors I will be responsible for directing the work of the Executive Director and for setting the overall direction and policies for the organization. This includes but is not limited to:

- Setting the budget and financial policies
- Approving projects and initiatives that support the revitalization and growth of Downtown Ferndale
- Participating in planning and development activities to ensure that the downtown area meets the needs of the community
- Promoting the downtown area and working to attract new businesses and investment
- Ensuring that the DDA operates transparently and with integrity
- Attending and preparing for regular board meetings on the second Tuesday of each month at 8am
- Participating in at least one training opportunity annually

As a member of the Board of Directors, I have a responsibility to act in the best interests of the DDA and the downtown community. This includes being mindful of conflicts of interest and taking steps to avoid them, as well as upholding the highest ethical standards and operating with transparency.

It is also important to stay informed about issues related to the DDA and Downtown Ferndale, and to be an active and engaged member of the Board. This may involve participating in meetings, reading materials and reports, and staying in touch with the Executive Director and other staff.

Finally, I acknowledge that the Board of Directors serves in a leadership role and is responsible for setting the direction and policies for the DDA. This means that I should be prepared to make difficult decisions and to lead by example.

I acknowledge that I have read and understand the orientation materials and this Board of Directors Pledge and agree to abide by its terms. I understand that failure to meet the expectations outlined in this pledge could result in my removal from the Ferndale DDA Board of Directors.

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

## **Conflict of Interest Agreement**

### **A Policy for Members of the Ferndale Downtown Development Authority Board of Directors**

#### **Summary**

When a member of the Ferndale DDA Board of Directors has a conflict of interest, they should recuse themselves from any decision-making or involvement in the matter. A conflict of interest occurs when someone has a personal or financial interest in the outcome of a decision or situation. The goal of recusing oneself is to maintain impartiality and avoid any potential bias. Recusal can also help avoid the **perception** of a conflict of interest. It is important to be mindful of the perception of a conflict of interest because it can affect public trust and confidence in an organization or individual. Even if there is no actual conflict of interest, the appearance of one can erode public trust and damage the reputation of the organization or individual. Therefore, it is important to take steps to avoid or address the perception of a conflict of interest in order to maintain the integrity and credibility of the organization or individual.

#### **What is the purpose of this policy?**

This policy for members of the Ferndale Downtown Development Authority (DDA) is designed to ensure that the organization operates with integrity and transparency, and that the public trust is upheld. When it comes to ethical decision making, the Ferndale DDA takes proactive steps to ensure that even the perception of a conflict of interest is avoided. Establishing a Conflict of Interest Agreement is an essential step in this process, as it can help protect the organization from potential ethical dilemmas.

On a practical level, public trust is also important to government function because it enables government officials to effectively carry out their duties. Without the trust of the public, it is difficult for government to gain support for its policies and initiatives, which can hinder its ability to effectively govern. In addition, a lack of public trust can lead to cynicism and apathy towards government, which can undermine its ability to serve the needs of the people.

#### **When will Board of Directors members agree to this policy?**

This policy will be signed annually by each member of the Board of Directors.

## Definitions

**Conflict of interest:** A conflict of interest occurs when a member has a personal or financial interest in a matter that could influence their judgment or actions as a member of the DDA. This includes situations where a member, or a family member or business associate, stands to gain or lose financially because of a decision made by the DDA.

**Public perception:** The perception of a conflict of interest refers to the way that a conflict of interest is perceived or understood by others. It is the subjective interpretation of a situation in which a person may or may not have a personal or financial interest that could influence their judgment or actions. Perception of a conflict of interest can be affected by a variety of factors, including the nature and extent of the interest, the circumstances surrounding the situation, and the individual's role or position.

**Disclosure of conflicts:** Members should disclose any actual or potential conflicts of interest directly to the Executive Director, Board Chair before a meeting, and to the rest of the DDA Board of Directors during a regular meeting before participating in any discussions or voting on a matter. This disclosure should include any financial or personal interest that could be affected by the matter at hand.

**Abstention from voting:** If a member has a conflict of interest in a matter, they should abstain from voting on the issue during regular meetings.

**Abstention from discussion:** In some cases, a member may be required to recuse themselves from participating in discussions or decision-making on a particular matter entirely.

**Consultation with the Executive Director:** If a member is unsure whether they have a conflict of interest, they should raise the issue with the Executive Director. The Executive Director will provide guidance on the appropriate course of action.

## Examples of when someone should recuse themselves due to a conflict of interest include:

1. When they have a financial stake in the outcome of a decision.
2. When they have a personal relationship with someone involved in the decision that could in perception or reality impact their ability to make an impartial decision.
3. When they have a personal or professional relationship with someone who stands to benefit from the decision.
4. When they have a personal or professional relationship with someone who stands to be harmed by the decision.

## **CONFLICT OF INTEREST AGREEMENT**

I, \_\_\_\_\_, understand that as a member of the Board of Directors for the Ferndale Downtown Development Authority, it is important to avoid conflicts of interest, and the public perception of conflicts of interest, in order to maintain the integrity and credibility of the organization. A conflict of interest occurs when I have a personal or financial interest in a matter that could influence my judgment or actions as a member of the DDA Board of Directors. This includes situations where a member, or a family member or business associate, stands to gain or lose financially because of a decision I make. This can also include situations in which a conflict of interest could be reasonably perceived by the public.

### **To avoid conflicts of interest, I agree to the following:**

I will avoid taking any action or making any decisions that could be perceived as self-serving or that could compromise the integrity of the Ferndale DDA.

I will disclose any actual or potential conflicts of interest to the DDA Executive Director and to the DDA Board Chair prior to a meeting and take their guidance into account.

If I am involved in a matter that presents a conflict of interest, I will abstain from participating in any voting on the matter. If the conflict of interest is significant, I may be required to recuse myself from the matter entirely including discussions or attendance during all or part of a meeting in which the matter is discussed.

If I am unsure whether a situation presents a conflict of interest, I will the DDA Executive Director and the DDA Board Chair to make a determination.

I understand that failure to disclose conflicts of interest or to follow this Conflict of Interest Agreement could result in my removal from the DDA Board of Directors.

I acknowledge that I have read and understand this Conflict of Interest Agreement and agree to abide by its terms.

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_



## **FY23 Training Agreement**

### **A Policy for Members of the Ferndale Downtown Development Authority Board of Directors**

#### **Summary**

Training is important for the Board of Directors of a Downtown Development Authority (DDA) because it can help to ensure that they have the knowledge and skills necessary to effectively govern and oversee the work of the DDA. This can include training on topics such as:

- The role and responsibilities of a DDA board member
- The laws and regulations that govern the work of the DDA
- The DDA's mission and goals
- The economic and social context in which the DDA operates
- Best practices for board governance and decision-making
- Strategies for promoting economic development and revitalization in the downtown area

Training can also help to build the capacity of DDA board members to effectively collaborate with other agencies and stakeholders, such as local businesses, community organizations, and government officials. This can be especially important in helping the DDA to achieve its goals and objectives.

In addition, training can help to build the confidence and credibility of DDA board members by providing them with the knowledge and skills they need to effectively represent the interests of the community and make informed decisions. This can help to enhance the public's trust in the DDA and its ability to effectively serve the community.

#### **What is the purpose of this policy?**

This policy is designed to ensure that members of the Board of Directors are aware of training opportunities and are meeting the annual training requirement for board members.

#### **When will Board of Directors members agree to this policy?**

This agreement will be completed and signed annually by each member and each board member will notify the Executive Director when a training session has been completed.

#### **How is training paid for?**

The cost of training will be covered by the Ferndale Downtown Development Authority subject to availability of funds and within the parameters set forth in the annual budget. This may include travel and accommodations as necessary.

## **FY23 TRAINING OPPORTUNITIES**

### **VIRTUAL Downtown Management Training Series- Michigan Downtown Association**

*\*these sessions have already been purchased by the Ferndale DDA for use by our members and staff*

- Demystifying DDAs: <https://attendee.gotowebinar.com/recording/2983877066797134863>
- TIF Update: <https://attendee.gotowebinar.com/recording/3301766767429706764>
- Effective Board Member: <https://attendee.gotowebinar.com/recording/2685994075433212161>
- Reporting Requirements: <https://attendee.gotowebinar.com/recording/4925620095798185478>
- Meeting Management: <https://attendee.gotowebinar.com/recording/4268185809135787009>
- Downtown Management Basics:  
<https://attendee.gotowebinar.com/recording/4692912856589431814>
- Dropbox Folder w/ webinar supplements:  
<https://www.dropbox.com/sh/gjqb6f24irdqww8/AABpTorXL7wTv3xHbjALLse-a?dl=0>

### **2023 Michigan Downtown Association Spring Workshop & Lansing Advocacy Day**

March 8 & 9

East Lansing, Michigan *\*virtual option will be available*

#### **Perceptions - Debunking Myths and Changing Narratives to Create Strong Downtowns**

Does your community truly understand the importance of a downtown management organization? Do you? Whether your town has a 'parking problem' or you are 'just a party planner', the MDA Annual Spring Workshop will offer you resources and tools to easily convey your organization's true worth while bolstering your management skills. Take control of the spin and create your organization's story through effective communications, marketing, and management.

### **2023 Main Street Now Conference**

March 28-29

Boston, Massachusetts

### **2023 International Downtown Association Annual Conference**

October 4-6

Chicago, Illinois

### **Main Street Oakland County Services and Trainings**

*\* will be shared as they become available*

<https://www.oakgov.com/advantageoakland/planning/main-street/Pages/default.aspx>



### **FY23 TRAINING AGREEMENT**

I, \_\_\_\_\_, understand that as a member of the Board of Directors for the Ferndale Downtown Development Authority, I am required to participate in a minimum of one training session annually to ensure I continue to build on my knowledge and skills. Trainings will be identified by the Executive Director, but the Board of Directors chair may approve additional training opportunities as they arise. It is my responsibility to participate in these sessions and use what I learn to help improve the operations of the Ferndale DDA.

**To meet the annual training requirement for the Ferndale Downtown Development Authority Board of Directors, I agree to the following:**

Participate in at least one training session annually.

Report to the Executive Director when training has been completed.

If I identify a training session that is not included on this list, I will seek a recommendation from the DDA Board of Directors Chair before proceeding with training.

The cost of training will be covered by the Ferndale Downtown Development Authority subject to availability of funds and within the parameters set forth in the annual budget.

I acknowledge that I have read and understand this Training Agreement and agree to abide by its terms.

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_



January 12, 2023

Downtown Development Authority

**CITY OF FERNDALE  
REQUEST FOR COUNCIL ACTION**

**FROM:** Lena Stevens

**SUBJECT:** 2023 Conference Attendance Planning

**SUGGESTED ACTION**

Identify members who are interested in attending a conference for professional development in 2023.

**Agenda Item Category**

Operational Item

**Agenda Item Deadline Date**

2023-01-06

**Item Description**

The purpose of this discussion is to identify members who are willing and interested to travel to conferences for training in 2023. This will provide DDA staff with adequate time to plan for travel and accommodations. Note that ample opportunities exist for virtual or regional trainings, for those who are not interested in travel or in-person training at this time. Conference attendance is not required to fulfill the training requirement for the DDA Board of Directors.

Training is important for the Board of Directors of a Downtown Development Authority (DDA) because it can help to ensure that they have the knowledge and skills necessary to effectively govern and oversee the work of the DDA. In addition, training can help to build the confidence and credibility of DDA board members by providing them with the knowledge and skills they need to effectively represent the interests of the community and make informed decisions. This can help to enhance the public's trust in the DDA and its ability to effectively serve the community.

**Item Background**

Currently identified conferences in 2023 include:

2023 Michigan Downtown Association Spring Workshop & Lansing Advocacy Day

March 8 & 9, 2023

East Lansing, Michigan \*virtual option will be available

## Perceptions - Debunking Myths and Changing Narratives to Create Strong Downtowns

Does your community truly understand the importance of a downtown management organization? Do you? Whether your town has a "parking problem" or you are "just a party planner" the MDA Annual Spring Workshop will offer you resources and tools to easily convey your organization's true worth while bolstering your management skills. Take control of the spin and create your organizations story through effective communications, marketing, and management.

### 2023 Main Street Now Conference

March 28-29, 2023

Boston, Massachusetts

### 2023 International Downtown Association Annual Conference

October 4-6, 2023

Chicago, Illinois

### Item Costs

The current budget for DDA Staff and Board of Director Training is \$15,000. To date only \$38 of that funding has been utilized since July 1, 2022. Average cost per attendee varies largely depending on travel, but an estimate per conference of \$2000-\$3000 is reasonable if air travel is required. Subject to budget availability, the DDA covers all travel and conference registration costs and provides a per diem for food for staff and board members. Given that training and education has been underprioritized due to the pandemic, it is the recommendation of the Executive Director than conference attendance be prioritized for any interested board members.

### GL#

248-000-873-000

### CIP#

n/a

### Additional Notes

### ATTACHMENTS:



January 12, 2023

Downtown Development Authority

**CITY OF FERNDAL  
REQUEST FOR COUNCIL ACTION**

**FROM:** Lena Stevens

**SUBJECT:** Approval of Minutes from December 8, 2022

**SUGGESTED ACTION**

Approval of Minutes from December 8, 2022

**Agenda Item Category**

Operational Item

**Agenda Item Deadline Date**

2023-01-06

**Item Description**

Meeting minutes are notes that are recorded during previous meetings. They highlight the key issues that are discussed, motions proposed or voted on, and activities to be undertaken.

**Item Background**

n/a

**Item Costs**

n/a

**GL#**

n/a

**CIP#**

n/a

**Additional Notes**

**ATTACHMENTS:**

[DDA Board Meeting Minutes\\_December 8, 2022.pdf](#)



**Monthly Meeting of the Downtown Development Authority (DDA) Board of Directors**  
**THURSDAY, DECEMBER 8, 2022 @ 8:00 AM**  
**Council Chambers**  
**300 E Nine Mile, Ferndale, MI 48220**

**1. CALL TO ORDER: 8:08 AM**

MEMBERS PRESENT: Chair PJ Jacokes, Jerome Raska, Omar George, Treasurer Sarah Brown, and Mayor Melanie Piana, Metari Harris, Jess Minnick, Toly Ashkenazi, JeDonna Dinges

MEMBERS ABSENT: N/A

STAFF PRESENT: Lena Stevens, Executive Director; Sommer Realy, Engagement Manager

GUESTS: Jordan Wright, on behalf of the Executive Director of the Ferndale Area District Library

AUDIENCE: N/A

**2. APPROVAL OF AGENDA**

*AYES* – Chair PJ Jacokes, Jerome Raska, Omar George, Treasurer Sarah Brown, Mayor Melanie Piana, Metari Harris, Jess Minnick, Toly Ashkenazi, JeDonna Dinges

*NAYS- None*

*All ayes, motion carries.*

**3. COMMUNITY REPORTS**

- a. Jordan Wright, of the Ferndale Area District Library presented on behalf of the executive director, Jenny Marr. Events: Team based movie trivia at 215 West, Cookie swap, Vision board workshop, Yoga. Register online at Ferndale Library. Library cards available to all employees that work in the city of Ferndale. Check out no traditional items, such as laser level.

**4. CALL TO AUDIENCE: N/A**

**5. PRESENTATIONS**

**5.a Discussion: Nomination of Board Officers**

Executive board is made up of the four positions Chair, Vice Chair, Treasurer and Secretary. Appointment takes place every two years. Members Pj Jacokes is currently Chair and expires 2/2024, eligible to serve again. Member Sarah Brown is currently Treasurer. Positions that need to be filled Vice-Chairperson and Secretary. In January of 2023, we nominate members for the positions and vote in February 2023. Member Sarah Brown stated she would be willing to be appointed as vice chairperson Member Metari Harris asked Member Brown for insight on her experience as treasurer Executive Director, Lena Stevens mentioned the importance of a secretary so that engagement manger can grow further into her role and help with presentations.

Member Metari Harris shows interest in Secretary position, requested recording meetings to assist with minutes.

**5.b PA 57 Compliance Overview**

The PA 57 was created in the 80's, since then laws have been revamped with additional guidelines from state. Required to submit a simple finance spreadsheet by end of December. Two public information meetings are required, virtual meetings scheduled for December 28 and 29 of 2022. Meetings are open to the public; audience is the taxing jurisdiction.

**6. CONSENT AGENDA**

**a. *Approval of Minutes from November 10, 2022***

Chair PJ Jacokes, Jerome Raska, Omar George, Treasurer Sarah Brown, Mayor Melanie Piana, Metari Harris, Jess Minnick, Toly Ashkenazi, JeDonna Dinges

*AYES* – Chair PJ Jacokes, Jerome Raska, Omar George, Treasurer Sarah Brown, and Mayor Melanie Piana

*NAYS- None*

***All ayes, motion carries.***

**7. Regular Agenda**

**7.a Budget Workshop #1**

Executive Director, Lena Stevens provided presentation highlighting the following.

Year in review

250k – facilities maintenance, DPW downtown crew, landscaping, holiday lights

40k in 22 / 26k in 21 – Capital improvements

60k – Contributions to general fund – transfers to the City of Ferndale to share with police department budget for downtown resource office

16k – Contractual services – Woodward moves outreach strategy, franco

180k – Staff expenses, health insurance and all fees, includes the benefit of the engagement manager position

7k – Special programs, staff time and vendors at events, patio zone, snow ice removal, ribbon cutting services

Current – July 2022 forward

Promo campaign, Fall in Love with Ferndale this Winter

TikTok

Holiday lights and décor in planters

Trick-or-Treat

High levels of business engagement

Planning efforts – Vision Committee – Meet your Neighbor Series, focus on DEI seasons and not so focused on holidays



Items to increase spending and focus:

Capital outlay  
Annual report  
Event policy  
Office organization  
Part time staff  
Mural program

Potential Changes FY 2023

Website  
Event staff support  
Update to lighted wayfinding signage  
Bike racks and benches  
One on one social media training  
Members express following on wayfinding: security cameras, vandalism, evergreen, placement of directions signage, business listing, the overall importance.

FY 2024 – Discussion

West Nine Mile Street scape planning  
Sidewalk/curb repair  
Withington Alley  
Members express following: City of Ferndale's master plan includes three leading plans including biking safety and mobility. West Nine Mile has been identified as unsafe for biking, needs a curb management plan, the future of technology being incorporated into streetscapes. Showed interest to incorporate pick up location/spots, grant management, shared street concept, "urban scouting", kiddie rides.

**7.b Approve 2023 DDA Meeting Calendar**

Proposed 2023 Meeting Calendar - Ferndale DDA Board of Directors

February 9

March 9

April 13

May 11

June 8

July 13

August 10

September 14

October 12

November 9

December 14

Motion by Treasurer Sarah Brown and seconded Toly Toly Ashkenazi to approve the 2023 meeting calendar

AYES – Chair PJ Jacokes, Omar George, Treasurer Sarah Brown, Metari Harris, Jess Minnick, Toly Ashkenazi, JeDonna Dinges

NAYS – None

***All ayes, motion carries.***

#### **8. Information Items from Executive Director**

Patio Zone cup ordering process. Started two years ago, could be time to change the supply ordering process to encourage more engagement and ownership.

Engagement Manager, Sommer Realy presented the new/moved businesses that is done every month at the Ferndale Business Beat monthly meeting.

#### **9. Call to Board Members**

Jess Minnick stated, Oakland County 40 under 40 nomination is open – January 11<sup>th</sup>,  
Hello Alice business resource – 25k grants / restaurant disaster fund / Keep it  
local 51% \$5,000 December 16, Small business growth fund  
Pop up at Holiday Marketplace at Campus Martius Park in Detroit  
JeDonna mentioned; Margaux & Max is open to the public  
Omar George mentioned, working with Penske for greener grand prix. June 2<sup>nd</sup>, 2023.

#### **10. ADJOURNMENT**

Motion by Member Raska seconded Treasurer Sarah Brown to adjourn the meeting at 10:34 AM

AYES – Chair PJ Jacokes, Omar George, Treasurer Sarah Brown, Jess Minnick, JeDonna Dinges

NAYS – None

***All ayes, motion carries.***

**CITY OF FERNDALE  
REQUEST FOR COUNCIL ACTION**

**FROM:** Lena Stevens

**SUBJECT:** Nomination of Board Officers

**SUGGESTED ACTION**

Nominate individuals to serve in four roles: Chairperson, Vice-Chairperson, Secretary, and Treasurer.

**Agenda Item Category**

Operational Item

**Agenda Item Deadline Date**

2023-01-06

**Item Description**

Every two years, the DDA Board of Directors must nominate individuals to serve in four roles: Chairperson, Vice-Chairperson, Secretary, and Treasurer. Currently, the roles of Vice-Chairperson and Secretary are unfilled. Pj Jacokes serves as Chairperson and Sarah Brown serves as Treasurer. Candidates for Chairperson and Vice-Chairperson must have served on the board for one full year. Secretary and Treasurer can be filled by newer board members.

As nominations for the Offices of the Ferndale DDA Board of Directors shall be recommended in at least one meeting prior to the meeting in which the nominations will be considered, the DDA Board of Directors will vote on these nominations in February 2023.

**Item Background**

Refer to Article IV: Officers and The Executive Board in the attached bylaws for further details on the roll of each officer.

**Item Costs**

n/a

**GL#**

n/a

**CIP#**

n/a

**Additional Notes**

**ATTACHMENTS:**

[Ferndale DDA By-Laws Update May 2020.pdf](#)

**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 June 9, 2016; adopted by City of Ferndale June 27, 2016  
Amended and adopted by DDA on May 14, 2020; adopted by the City of Ferndale May 26, 2020

**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 57 of the Public Acts of 2018, 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 exercise all powers provided by Act 57 of the Public Acts of 2018.

**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 complement 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 developing plans and focusing on projects as defined within those plans.

## **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 the Chief Executive Officer of the City of Ferndale or his or her designee from the governing body of the municipality and not less than 8 or more than 12 members as determined by the governing body of the municipality. 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 voting members shall be persons having an interest in property located in Downtown Ferndale. At least one of the voting 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, with a limit of two consecutive terms. Upon serving two consecutive terms a member can be eligible for appointment again only after a period of four years

### **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.

### **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. The Board Member shall not vote on the matter.

Section VII – Strategic Planning Meetings:

A Strategic Planning Meeting of the Ferndale DDA Board of Directors shall be held as needed (the frequency will depend on the needs of the organization at the time) for the purpose of strategic planning, assessment of 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.

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. The Chairperson has the authority to cancel a regular meeting.

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 two voting Board Members. 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 voting 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 voting members of the Ferndale DDA Board of Directors eligible to vote shall constitute a quorum for the transaction of business.

The vote of majority of voting 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 biennially by the Board at a regular or special meeting held in the first quarter of the year. If the election of officers shall not be held at such meeting, such election shall be held within 90 days of such meeting. Nominations for the Offices of the Ferndale DDA Board of Directors shall be recommended in at least one meeting prior to the meeting in which the nominations will be considered.

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 voting Board member.

Section III – Removal:

After notice and having been given an opportunity to be heard, the Ferndale DDA Board of Directors may without cause 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 of an officer 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 and such other duties as may from time to time be assigned by the Ferndale DDA Board. 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. Such personnel may include, but not limited to an Executive Director, treasurer, secretary, legal counsel, ambassador, 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.

In the absence of the Executive Director or in the event of his or her inability or refusal to act, the City Manager, or his or her designee, shall carry out the duties and responsibilities of the Executive Director.

#### 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. The Executive Director shall be responsible for all other staff hiring selections. 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 Executive Director and employee.

### **Article VI: Standing Committees**

#### Section I – Standing Committees:

Standing committees of the Ferndale DDA Board of Directors shall be the design committee, 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 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 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 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 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 into 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 Ferndale DDA Board of Directors shall set goals and objectives annually 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 March for inclusion in the annual budget presentation to City Council held prior to April 30 of each year for City approval.

## **Article IX: Books and Records**

The staff of the City of Ferndale, on behalf of, and in concert with the Ferndale DDA, shall keep correct and complete books and records of account. The Ferndale DDA shall 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: Fiscal Year**

The fiscal year of the Ferndale DDA 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.

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