

City Council Chamber
Henry L. Brown Municipal Building
One Grand Street, Coldwater, MI 49036
8:00 A.M.

CITY OF COLDWATER DOWNTOWN DEVELOPMENT AUTHORITY
Wednesday October 26, 2022 Regular Meeting

AGENDA

ATTENDANCE

PUBLIC COMMENTS

CONSENT AGENDA (Item Numbers 1-4)

1. DDA Regular Meeting Minutes of September 28, 2022
2. Special Work Session Minutes of 10.06.2022
3. September 2022 Bills and Accounts: \$51,736.04
4. Organization Committee Minutes 9.28.22

END OF CONSENT AGENDA

5. Tibbits Update – Christine Delaney, Director
6. Chamber Update – Lori Hunt, Director
7. Director’s Report – Audrey Tappenden
8. Bylaws Draft Discussion – Audrey Tappenden

OLD BUSINESS

NEW BUSINESS

ADJOURNMENT

Next Meeting – November 16, 2022

Council Chamber
Henry L. Brown Municipal Bldg.
One Grand Street
Coldwater, Michigan



September 28, 2022
8:00 a.m.
(517) 279-9501
www.coldwater.org

COLDWATER DOWNTOWN DEVELOPMENT AUTHORITY
Regular Meeting

MEMBERS PRESENT: Brad Rockey, John Rucker, Michael Caywood, Chris Howell, Matt Biolchini, Makayla Bendele, Mayor Kramer, and Courtney Dirschell.

MEMBERS ABSENT: One vacancy.

OTHERS PRESENT: Audrey Tappenden, Dean Walrack, Shauna Chávez; plus, two others.

CALL TO ORDER: President Brad Rockey called the meeting to order at 8:00 a.m.

PUBLIC COMMENTS (unrelated to items on the agenda)

- None.

CONSENT AGENDA (Items 1-4)

1. DDA Regular Meeting Minutes of August 31, 2022.
2. July 2022 Bills and Accounts: \$50,821.00
3. Design Committee Minutes 8.30.22
4. Promotions Subcommittee Minutes 09.07.22

Board Action: Motion by Member Makayla Bendele, and seconded by Mayor Kramer, to approve the consent agenda items 1-4, as presented.

Ayes: 8

Nays: 0

Motion Carried:

END OF CONSENT AGENDA

5. Tibbits Update – Matt Biolchini
- Update on the upcoming Cultural and Community events.

Board Action: None, presentation only.

6. Director's Report – Audrey Tappenden

Board Action: None, presentation only.

7. November Meeting Date & Certified Local Government Presentation

Board Action: Motion by Member Michael Caywood and seconded by Member Courtney Dirschell to change the November 23, 2022, DDA Regular meeting to November 16, 2022.

8. Scheduling Accreditation Check-In Calls and Application-Based Services

OLD BUSINESS

- None.

NEW BUSINESS

Mayor Kramer made the following announcements:

- City Council entered into a lease agreement with a non-profit organization for a community center at the old Putnam building located at 11 E. Chicago St.
- Council also entered into a lease agreement with the Marshes at 71 and 73 W Chicago.
- Birdies and Brews will be opening in October.
- Ribbon cutting for Caywood Propane will be on October 6, 2022.

ADJOURNMENT – Next meeting October 26, 2022.

Noting no further business to come before the DDA Board, President Rockey adjourned the meeting at 8:30 a.m.



Deputy City Clerk
City of Coldwater

Council Chamber
Henry L. Brown Municipal Bldg.
One Grand Street
Coldwater, Michigan



October 6, 2022
9:00 a.m.
(517) 279-9501
www.coldwater.org

COLDWATER DOWNTOWN DEVELOPMENT AUTHORITY
HISTORIC DISTRICT COMMISSION
Special Workshop Meeting
Rebate Award Presentation

MEMBERS PRESENT: Brad Rockey, John Rucker, Michael Caywood, Chris Howell and Courtney Dirschell.

OTHERS PRESENT: Audrey Tappenden, Dean Walrack, Katie Higgs, Keith Baker, Shauna Chávez; plus, five others.

WORKSHOP DISCUSSION: Audrey Tappenden presented Caywood Propane with a rebate award. Caywood Propane gave those present a tour of the building.

Board Action: None.

ADJOURNMENT – Next meeting November 16, 2022.

Noting no further business to come before the DDA Board, President Rockey adjourned the meeting at 9:25 a.m.

A handwritten signature in blue ink that reads "Shauna Chavez". The signature is written in a cursive style.

Deputy City Clerk
City of Coldwater

CITY OF COLDWATER AND CBPU

BALANCE SHEET
SEPTEMBER 30, 2022

FUND 494 - DDA FUND

		<u>PRIOR YEAR</u>	<u>CURR YEAR</u>
<u>ASSETS</u>			
494.000.1003	CASH	.00	(37,708.04)
494.000.1007	CASH - INVESTMENT ACCOUNT	103,667.19	90,005.55
494.000.1024	CASH - SAVINGS - PARKING LOT	82,994.65	82,994.65
494.000.1200	ACCOUNTS RECEIVABLE	.00	4,075.00
	TOTAL ASSETS	<u>186,661.84</u>	<u>139,367.16</u>
 <u>LIABILITIES AND EQUITY</u>			
<u>LIABILITIES</u>			
494.000.2000	ACCOUNTS PAYABLE	<u>4,159.02</u>	<u>.00</u>
	TOTAL LIABILITIES	4,159.02	.00
 <u>FUND EQUITY</u>			
	UNAPPROPRIATED FUND BALANCE:		
494.000.3825	FUND BALANCE	106,500.89	137,256.35
	REVENUE OVER EXPENDITURES - YTD	<u>76,001.93</u>	<u>2,110.81</u>
	BALANCE - CURRENT DATE	<u>182,502.82</u>	<u>139,367.16</u>
	TOTAL FUND EQUITY	<u>182,502.82</u>	<u>139,367.16</u>
	TOTAL LIABILITIES AND EQUITY	<u>186,661.84</u>	<u>139,367.16</u>

CITY OF COLDWATER AND CBPU
DETAIL REVENUES WITH COMPARISON TO BUDGET
FOR THE 3 MONTHS ENDING SEPTEMBER 30, 2022

FUND 494 - DDA FUND

	CUR PRD ACTUAL	PY PRD ACTUAL	CURRENT YTD ACTUAL	PRIOR YTD ACTUAL	CURRENT BUDGET	VARIANCE	% OF BUDGET
<u>DDA</u>							
494.000.4050 TAX CAPTURE	.00	.00	88,794.14	81,866.74	100,000.00	(11,205.86)	88.79
494.000.5730 PA 86 - LCSA	.00	.00	.00	.00	1,500.00	(1,500.00)	.00
494.000.6640 INTEREST	.00	(42.03)	(29.29)	113.91	.00	(29.29)	.00
494.000.6750 CONTRIBUTION FROM PRIVATE ENT	16,925.00	1,100.00	16,925.00	1,100.00	5,000.00	11,925.00	338.50
494.000.6940 MISCELLANEOUS	1,178.00	500.00	1,178.00	927.00	.00	1,178.00	.00
494.000.6990 CONTRIB - GENERAL FUND	.00	.00	.00	.00	352,000.00	(352,000.00)	.00
TOTAL DDA	18,103.00	1,557.97	106,867.85	84,007.65	458,500.00	(351,632.15)	23.31
TOTAL FUND REVENUE	18,103.00	1,557.97	106,867.85	84,007.65	458,500.00	(351,632.15)	23.31

CITY OF COLDWATER AND CBPU
DETAIL EXPENDITURES WITH COMPARISON TO BUDGET
FOR THE 3 MONTHS ENDING SEPTEMBER 30, 2022

FUND 494 - DDA FUND

	CUR PRD ACTUAL	PY PRD ACUTAL	CURRENT YTD ACTUAL	PRIOR YTD ACTUAL	CURRENT BUDGET	VARIANCE	% OF BUDGET
<u>DDA</u>							
494.000.7022 TRAVEL/EDUCATION/TRAINING	410.00	9.55	574.54	9.55	6,000.00	5,425.46	9.58
494.000.7252 CONTRACTUAL SERVICES -CONTRA	19,000.00	1,000.00	21,000.00	3,000.00	60,950.00	39,950.00	34.45
494.000.7281 MEMBERSHIP & DUES	.00	.00	.00	.00	500.00	500.00	.00
494.000.7580 REBATE PROGRAM	.00	.00	.00	243.00	20,000.00	20,000.00	.00
494.000.7824 GENERAL DOWNTOWN MAINTENANC	4,100.00	3,800.00	4,100.00	3,800.00	21,000.00	16,900.00	19.52
494.000.8000 COMMUNITY PROMOTIONS	.00	.00	1,459.11	.00	7,000.00	5,540.89	20.84
494.000.9561 MISCELLANEOUS-58 WEST CHICAGO	24,088.73	349.47	77,623.39	953.17	28,000.00	(49,623.39)	277.23
494.000.9700 CAPITAL OUTLAY	.00	.00	.00	.00	350,000.00	350,000.00	.00
494.000.9908 FUNDING FOR OTHER PROJECTS	.00	.00	.00	.00	14,000.00	14,000.00	.00
TOTAL DDA	47,598.73	5,159.02	104,757.04	8,005.72	507,450.00	402,692.96	20.64
TOTAL FUND EXPENDITURES	47,598.73	5,159.02	104,757.04	8,005.72	507,450.00	402,692.96	20.64
NET REVENUES OVER EXPENDITURE	(29,495.73)	(3,601.05)	2,110.81	76,001.93	(48,950.00)	51,060.81	4.31

Report Criteria:

Report type: GL detail

Bank.Bank Number = 1

Invoice Detail.GL account = "4940007000"- "4940009999"

GL Period	Check Issue Date	Check Number	Payee	Invoice Number	Invoice Sequence	Invoice GL Account	Invoice Amount	Check Amount
87202								
58 W CHICAGO ST								
09/22	09/07/2022	87202	MICHIGAN GAS UTILITIES	0506415700	1	494.000.9561	56.61	56.61
Total 87202:								56.61
87207								
REPAIRS TO TAYLOR BLDG								
09/22	09/07/2022	87207	MULDER WATERPROOFING & S	19174	1	494.000.9561	3,745.00	3,745.00
Total 87207:								3,745.00
87297								
CARPET & LOOSE PAINT REMOVAL-60 W CHICAGO ST								
09/22	09/15/2022	87297	MID-STATE ASBESTOS REMOV	8520	1	494.000.9561	19,288.73	19,288.73
Total 87297:								19,288.73
87323								
QR Codes for Hosting								
09/22	09/16/2022	87323	CARD SERVICE CENTER	Tappenden A	2	494.000.8000	59.40	59.40
Port Survey Fees								
09/22	09/16/2022	87323	CARD SERVICE CENTER	Tappenden A	3	494.000.8000	10.00	10.00
Port Survey Fees								
09/22	09/16/2022	87323	CARD SERVICE CENTER	Tappenden A	4	494.000.8000	10.00	10.00
Port Survey Fees								
09/22	09/16/2022	87323	CARD SERVICE CENTER	Tappenden A	5	494.000.8000	10.00	10.00
Total 87323:								89.40
87358								
ADMIN FEE SERVICES FOR SEPTEMBER 2022								
09/22	09/27/2022	87358	CITY OF COLDWATER	48864 CUST	1	494.000.7252	1,000.00	1,000.00

GL Period	Check Issue Date	Check Number	Payee	Invoice Number	Invoice Sequence	Invoice GL Account	Invoice Amount	Check Amount
Total 87358:								1,000.00
87367								
MATCH ON MAIN AWARD-SPRING 2022								
09/22	09/27/2022	87367	EL TACO LOCO MEXICAN TAQU	092622	1	494.000.7252	18,000.00	18,000.00
Total 87367:								18,000.00
87393								
ANNUAL STATEWIDE CONFERENCE-AUDREY TAPPENDEN								
09/22	09/27/2022	87393	MICHIGAN DOWNTOWN ASSOC	E2581	1	494.000.7022	205.00	205.00
ANNUAL STATEWIDE CONFERENCE-LISA MILLER								
09/22	09/27/2022	87393	MICHIGAN DOWNTOWN ASSOC	E2581	2	494.000.7022	205.00	205.00
Total 87393:								410.00
87401								
FALL STREET DECORATIONS								
09/22	09/27/2022	87401	NEITZERT'S GREENHOUSE	30672	1	494.000.7824	4,100.00	4,100.00
Total 87401:								4,100.00
87421								
PAINTING EXTERIOR - CHILDRENS MUSEUM								
09/22	09/27/2022	87421	STP PAINTING	3800	1	494.000.9561	4,800.00	4,800.00
Total 87421:								4,800.00
202211970								
58 W CHICAGO ST								
09/22	09/25/2022	202211970	COLDWATER BOARD OF PUBLI	5124922	1	494.000.9561	246.30	246.30 M
Total 202211970:								246.30
Grand Totals:								51,736.04

Report Criteria:

Report type: GL detail

Bank.Bank Number = 1

Invoice Detail.GL account = "4940007000"-"4940009999"

1 Grand Street
Coldwater, MI 49036
8:30 A.M.

COLDWATER MAIN STREET PROGRAM

Organization Committee Meeting

September 28th, 2022

MINUTES

ATTENDANCE: Makayla Bendele, Chris Howell, Brad Rockey, and Audrey Tappenden

Bylaws Work Session

- A. The committee reviewed a draft of bylaws and proposed edits for the next draft; updates will be sent to committee via email for additional review. Aim to seek approval by DDA board in October

ADJOURNMENT: 09:05 AM



CITY of COLDWATER
Henry L. Brown Municipal Building
One Grand Street
Coldwater, Michigan 49036
(517) 279-9501 www.coldwater.org

October 21, 2022

Downtown Development Authority President & Board
City Hall – One Grand Street
Coldwater, Michigan

Re: Bylaws Draft

Dear DDA President and Board Members:

Establishing new bylaws is required in order remain in good standing with [Public Act 57 of 2018](#), the authorizing legislation for DDAs and other tax increment financing bodies in Michigan. Having updated bylaws is also a key component of achieving Redevelopment Ready Communities (RRC) certification, maintaining a preferential position when seeking funding through various grant programs, and meeting the requirements of the Michigan Main Street program.

In May of 2022, the board reviewed a working bylaws draft and provided feedback in several categories. In September of this year, the Organization committee met to review a subsequent draft and provide an additional round of feedback.

During the DDA's October meeting, the full board will review the bylaws for what is intended to be the last time before taking a formal vote in November.

Attached is the newest draft of the DDA bylaws for your review prior to October 26th meeting. There is also a quick summary of previous feedback and how it was incorporated into this draft. At the end of the summary is a list of items that have not been directly addressed by the board. Please make note of these and be ready to offer last comments before a final draft of the bylaws in presented in November.

Respectfully,

Audrey Tappenden
Main Street Director
Economic Development Coordinator
City of Coldwater

DDA Bylaws Draft – Summary of Feedback and Changes (2022)

At the previous bylaws work session (05/25) and Organization Committee Meeting (09/28) DDA Board members gave feedback on the following:

- Keep the officer section as written (done).
- Keeping the executive committee part of the standing committees, this includes the Chair, the Vice chair, and one additional board member (done).
- Standing committees should be listed in the bylaws (Executive committee, Design, Economic Vitality, Promotion, and Organization) with the power to create more committees as needed (done).
 - o No term limits
 - o No required service length, but option to include an annual pledge of service/intentions
- Board Member term limit: 2 four-year terms (8 years total) with a one-year break; may still volunteer and chair committees (done).
- Check definition of “interest” in Article III (Board of Directors), Section 2 (done).
 - o No definition provided in authorizing legislation. Currently interpreted to mean individuals who own property or businesses, manage property or businesses, live within the district, and/or work for downtown businesses and organization.
- Model the conflict-of-interest section off of Planning Commission draft bylaws; allows board to vote to determine conflicts of interest when uncertainties arise, and limits the amount of speaking/discussion a board member may have on a topic when a conflict of interest occurs (done).
- Remove limits on committee size; will vary based on number and scope of projects (done).
 - o Director implemented a minimum of two (a committee is assumed to be multiple people).
- Committee chairs: committee members asked whether these should be exclusively DDA board members, or if volunteers may be chairs, too. Based on feedback from fellow directors (copied below), committee chairs will be open to volunteers and board members alike (done).

Questions remaining for DDA Board member feedback:

- Committee chairs: appointed by Chair? Or another method? (Article IV, Section 5 and Article VI, Section 5)
- How to determine authority to sign for DDA expenses and how detailed should this be? (Article VIII)
- Youth chair/junior main street: recommend tackling later and/or add as a non-standing committee when the board is ready.
- Mission statement (Main Street says we should have a mission/vision statement)
 - o Sample statement:

The Coldwater Downtown Development Authority works to achieve strategic growth and vibrancy of the downtown district by cultivating partnerships and developing projects which promote, encourage, and contribute to its economic vitality, sense of place, and community pride.

Question remaining for staff: Seek input from City Attorney regarding need, or lack thereof, for indemnification clause.

CHARTER = Dark Blue

Public Act 57 = Red

Main Street = Light Blue

**CITY OF COLDWATER
DOWNTOWN DEVELOPMENT AUTHORITY
BY-LAWS**

ARTICLE I: PURPOSE AND POWERS

Section 1 – Mission Statement

The Coldwater Downtown Development Authority works to achieve strategic growth and vibrancy of the downtown district by cultivating partnerships and developing projects which promote, encourage, and contribute to its economic vitality, sense of place, and community pride.

Section 2 – Purpose

The City of Coldwater Downtown Development Authority ("DDA" or "the Authority") is to act in accordance with Public Act 57 of 2018, as amended, the Open Meetings Act; including, particularly, to correct and prevent deterioration in the DDA/TIF 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 DDA/TIF District. The DDA supplies the funding and the public and private sector leadership to provide for the future success and viability of the Coldwater DDA district.

Section 3 – Powers

The DDA shall have the powers to:

1. Prepare an analysis of economic changes taking place in the DDA/TIF district.
2. Study and analyze the impact of regional growth upon the DDA/TIF 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 DDA/TIF district.
4. Plan, propose, and implement an improvement to a public facility within the development area to comply with the barrier free design requirements of the state construction code promulgated

under the Stille-DeRossett-Hale single state construction code act, 1972 PA 230, MCL 125.1501 to 125.1531.

5. Develop long-range, plans, in cooperation with the Coldwater Planning Commission which is chiefly responsible for planning in the municipality, designed to halt the deterioration of property values in the downtown district and to promote the economic growth of the DDA/TIF district, and take such steps as may be necessary to persuade property owners to implement the plans to the fullest extent possible.
6. Implement any plan of development in the DDA/TIF district necessary to achieve the purposes of Act 57, in accordance with the powers of the Authority as granted by Act 57.
7. Make and enter into contracts necessary or incidental to the exercise of its powers and the performance of its duties.
8. 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 lessor or lessee, land and other property, real or personal, or rights or interests therein, which the Authority determines is reasonably necessary to achieve the purposes of this, and to grant or acquire licenses, easements, and options with respect thereto.
9. 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 DDA/TIF district for the use, in whole or in part, of any public or private person or corporation, or a combination thereof.
10. 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 for the payment of revenue bonds issued by the Authority.
11. Lease any building or property under its control, or any part thereof.
12. Accept grants and donations of property, labor, or other things of value from a public or private source.
13. Acquire and construct public facilities.
14. Create, operated and fund marketing initiative that benefit only retail and general marketing of the DDA/TIF District.
15. Contract for broadband service and wireless technology service in the downtown district.

16. Operate and perform all duties and exercise all responsibilities described in this section in a qualified township if the qualified township has entered into an agreement with the municipality under section 203(7).
17. Create, operate, and fund a loan program to fund improvements for existing buildings located in a downtown district to make them marketable for sale or lease. The board may make loans with interest at a market rate or may make loans with interest at a below market rate, as determined by the board.
18. Create, operate, and fund retail business incubators in the downtown district.
19. Prepare its own budget for approval by the City.
20. Utilize Tax Increment Financing (TIF) or other revenue measures throughout the DDA District or portions thereof as authorized under Act 57.

ARTICLE II: OFFICES

Section 1 – Offices

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

ARTICLE III: BOARD OF DIRECTORS

Section 1 – General Powers

The business and property of the Authority shall be managed and directed by the Board of Directors, consisting of all the members of who shall serve terms as provided in the ordinance creating the Authority.

Section 2 - Appointment

The DDA Board of Directors shall consist of the Mayor and eight (8) members, appointed by Mayor and subject to the approval by the Coldwater City Council. The members shall serve for a term of four (4) years. At least a majority of the members shall be persons having an interest in property located in the DDA/TIF district. At least one (1) of the members shall be a resident of the DDA/TIF district, if the DDA/TIF district has 100 or more persons residing within it. A member shall hold office until the member's successor is appointed. The Mayor shall serve without a term limit.

Section 3 - Selection of Board Members

In case of a vacancy prior to the end of a term, the new appointee shall serve until the end of the current vacancy. All terms shall last through September of a given year. The Mayor, with the consent of the City Council, shall appoint the members of the Board. Subsequent board members shall be

appointed in the same manner as the original appointments at the expiration of each member's term of office. With consent of the Mayor, DDA board members may conduct interviews with candidates to provide recommendations and feedback to the Mayor.

Section 4 - Removal of Members

If a member has missed three consecutive meetings, or more than one-third of the regularly scheduled meetings in a year, without being officially excused, then the member is automatically relieved from the appointment. The DDA Board may officially excuse a member via a majority vote of members present, in which case absence does not count. Pursuant to notice and an opportunity to be heard, a member of the Authority may be removed for a cause by the Coldwater City Council.

Section 5 – Expiration of Term; Continuation in Offices; Reappointment; Filling Vacancies

A Board member whose term of office has expired, and does not wish to renew, will create a vacancy until a new member is appointed. If a vacancy is created by the death, resignation, or removal of a member, a successor shall be appointed by the Mayor, with the approval of the Coldwater City Council.

Section 6 – Term Limits

Board members may serve up to two consecutive 4-year terms, after which a one (1) year sabbatical is required, before being considered for another appointment on this board. Board members may remain actively involved on standing committees and serve as volunteers at any point throughout their sabbatical.

Section 7 – Disclosure of Interests

A board member who has a direct interest in any matter before the Authority shall disclose his/her interest prior to the Authority taking any action with respect to the matter, which disclosure shall become a part of the record of the Authority's official proceedings. Further, any member making such a disclosure shall then refrain from participating in the Authority's decision-making processes relative to such a matter.

Section 8 – Compensation of Members

Members of the Board shall serve without compensation, but shall be reimbursed for actual and necessary expenses

ARTICLE IV: OFFICERS

Section 1 – Officers

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

Section 2 - Officer Selection

At the first regular meeting in each calendar year, the Downtown Development Authority shall elect from its membership a chairperson and vice chairperson, for a one (1) year term or any part thereof as

may be determined, and until a successor is designated. No term of office created under this section shall extend beyond the term of the member designated. No member shall hold more than one office at a time. All officers shall be eligible for re-election. The chairperson and vice-chairperson shall take office immediately following their election and shall hold office for a term of one year or until their successors are selected and assume office.

Section 3 - Removal

After notice and having been given an opportunity to be heard, the DDA Board of Directors may remove any officer elected or appointed by the DDA Board, whenever it judges that it is in the best interests of the DDA. Removal of a person from the position of an officer by the DDA Board of Directors shall not constitute removal of the person as a member of the Board of Directors.

Section 4 - Vacancies

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

Section 5 – Chair/President

- Serves as primary link between the board of directors and the DDA Director.
- Acts as a coordinator to facilitate decision-making process.
- Delegates responsibilities.
- Monitors accountability of the organization.
- Supervises DDA Director’s performance.
- Works with Executive Committee to determine board meeting agenda.
- Chairs board meetings.
- Calls special meetings when necessary.
- Appoints committee chairs with board input.
- Serves as a visible leader of the organization.

Section 6 - Vice-Chair/President

- Supports president and shares responsibilities as delegated by president.
- Performs presidential duties when president is unable to do so.
- In some cases, will take a more active role in monitoring committee activities.
- Works with Executive Committee to determine board meeting agenda.

ARTICLE V: EMPLOYMENT OF PERSONNEL & RECORD-KEEPING ROLES

Section 1 – Personnel

The DDA Board of Directors may employ personnel as deemed necessary by the DDA Board of Directors. Such personnel may include, but not be limited to, an Executive Director, secretary, treasurer, legal counsel, and support staff.

Section 2 - Director.

- Reports directly to the Chairperson of the Board and shall supervise any other staff members
- Maintains day-to-day operations, communication, and administrative duties
- Recruits Volunteers
- Serves as spokesperson for the organization and presents on the status of the program to outside entities
- Furnishes the board with information or reports governing the operation of the Authority as the Board requires

Section 3 – Secretary

- Serves as primary record keeper.
- Transcribes and prepares official board meeting minutes for approval by board and delivers them to the Executive Director.
- Maintains these documents in a format that is accessible by all board members and the Executive Director and that can be carried to meetings for use as a reference.
- The City Clerk will serve as the Secretary. The City Clerk is not a voting member of the DDA Board.

Section 4 – Treasurer

- Pays debts on time.
- Prepares monthly financial reports (should be submitted to the executive director for inclusion with the minutes of the next board meeting).
- Maintains all financial books and records in an auditable format, according to standard accounting practices.
- Provides financial information upon request.
- The City Finance Director will serve as the DDA Board’s Treasurer. The City Finance Director is not a voting member of the DDA Board.

ARTICLE VI: STANDING COMMITTEES

Section 1 – Standing Committees

Standing Committees of the DDA Board shall include the Executive Committee, Design Committee, Promotions Committee, Economic Vitality Committee, and Organization Committee. Additional, non-standing committees may be created at the discretion of the Board of Directors

Section 2 – Roles and Responsibilities of Standing Committees

- All standing committees should strive to align their projects and programs with the DDA’s strategic plans. Strategic plans include the DDA’s TIF amendments, Corridor Enhancement plans, Transformation Strategy, and other documents produced by the board.
- Executive Committee: The Executive Committee shall be comprised of the Chairperson, Vice-Chairperson, and one additional board member. The election of the third member will occur at the same time as the annual election of board officers. The committee shall create the agenda for board meetings; conduct a performance review of the DDA Executive Director and any

supporting staff each year in April; interview potential/applicant board members at the discretion of the mayor; and provide support to the board.

- Design: choose and implement projects which capitalize on the assets of the downtown's physical environment.
- Economic Vitality: choose and implement projects which strengthen the community's existing economic base by helping existing businesses and recruiting new ones, and converting unused space into productive property.
- Organization: choose and implement projects that lead to downtown stakeholders working toward a common goal, and engaging volunteers in the board's work
- Promotions: choose and implement projects that market the downtown's unique characteristics to residents, visitors, investors and business owners through advertising, retail activities, events, and marketing campaigns.

Section 3 – Standing Committee Membership

No fewer than two (2) Committee Members shall serve on each committee as regular members. No more than three (3) DDA Board Members shall serve on one committee. The DDA Board staff shall act as permanent consultants to each committee without needing to attend all meetings. Committee Members may include members of the general public. There will be no limit to the number of volunteers in service to any committee or its projects.

Section 4 – Term of Office

There shall be no limit to the number of terms of office for a committee member. Committee members will have no formal length of service or terms, but may be encouraged to sign an annual pledge outlining the goals and intentions of committee membership.

Section 5 – Chairperson

The Chairperson of each Standing Committee will be appointed by the Board Chair each year in January. Committee members who are interested in serving as chairperson may notify the board chair of their interest to be considered for the role.

Section 6 – Quorum

Unless otherwise provided in the resolution of the DDA board designating a committee, it shall not be necessary for a quorum to be present for the committee to act. The members of the committee present at a meeting of the committee shall be authorized to act.

Section 7 – Power of Committees

All committees shall determine and schedule their meeting times, dates, and locations. Each committee will notify the Executive Director of its meetings and will keep written reports of its proceedings and forward those reports to the Executive Director. Committees are encouraged to consult with outside sources and interface with other outside bodies for an exchange of ideas that might be presented to the Board of Directors for action. Committees are not authorized to enter into contracts or purchase agreements without the specific consent of the Board of Directors.

ARTICLE VII: MEETINGS

Section 1 - Meeting Notices

All meetings shall be posted according to the Open Meeting Act. The notices shall include the date, time and place of the meeting.

Section 2 - Annual Meeting

An annual meeting of the Board shall be held on in the month of January each year for the purpose of strategic planning, assessment of yearly goals, budget, and accomplishments, and electing officers and for the transaction of such other business as may come before the meeting. If the election of officers shall not be held on the day designated herein for any annual meeting or any adjournment thereof, the Board shall cause the election to be held at a regular or special meeting of the Board within 90 days of the annual meeting.

Section 3 - Regular Meetings

Regular meetings of the 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, 6 times a year, beginning in January, unless the 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. All meetings of the Coldwater DDA shall be open to the public and shall be conducted in compliance with the Open Meetings Act. (M.C.L. Section 15.261 et. seq)

Section 4 - Special Meetings

Special meetings shall be called at the request of the Chairperson, or upon written request to the secretary by any three (3) members of the DDA Board. Public Notice of the time, date, and place of the special meeting shall be given in a manner as required by the Open Meetings Act, and the Secretary shall send written notice of a special meeting to the Board members not less than 48 hours in advance of the meeting.

Section 5 – Public Meetings

All regular and special meetings, hearing, records and accounts shall be open to the public in accordance with the Freedom of Information Act, P.A. 443 of 1976 (MCLA 15.231 et seq.).

Section 6 - Quorum

A majority of the members of the Board 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 VII, Section 9), a majority of the remaining members of the Board then in office shall constitute a quorum for the transaction of business. Except in those cases where a larger majority is required by law, no motion, resolution or action shall be adopted or passed, nor shall any appointment be made, nor any person removed from office as permitted by these Rules, except by the affirmative vote of at least three (3) members of the Board, regardless of the number of membership vacancies or abstentions due to a Disclosure of Interest.

Section 7 - Motions

The chairperson shall restate motions before a vote is taken. The name of the maker and supporter of the motion shall be recorded.

Section 8 - Voting

An affirmative vote of the majority of the DDA Board shall be required for the approval of any requested action or motion placed before the DDA Board of Directors. Voting shall ordinarily be voice vote; provided however that a roll call vote shall be required if requested by any Board member or directed by the Chairperson. All members of the DDA Board of Directors including the Chairperson shall vote on all matters, but the Chairperson shall vote last. Any member may be excused or abstain from voting only if that person has a bonafide conflict of interest.

Section 9 – Conflicts of Interest

9.1 Board members shall vote on all matters unless there is a legitimate conflict of interest. If a member has a conflict of interest as to any matter before the Board, he or she shall not vote on the matter and shall not participate in the discussion of the matter. A motion shall be made and a vote shall be taken to confirm the conflict of interest and excuse the member from voting.

9.2 As used here, a conflict of interest shall at a minimum include, but not necessarily be limited to, the following:

- A. Issuing, deliberating on, voting on, or reviewing a matter concerning him or her.
- B. Issuing, deliberating on, voting on, or reviewing a matter concerning work on land owned by him or her
- C. Issuing, deliberating on, voting on or reviewing a matter involving a corporation, company, partnership, or any other entity in which he or she is a part owner, or any other relationship where he or she may stand to have a financial gain or loss.
- D. Issuing, deliberating on, voting on, or reviewing a case which is an action which results in a pecuniary benefit to him or her.
- E. Issuing, deliberating on, voting on, or reviewing a case where his or her employee or employer is:
 - 1. an applicant or agent for an applicant; or,
 - 2. has a direct interest in the outcome.

9.3 If there is a question whether a conflict of interest exists or not, the question shall be put before the Board. Whether or not a conflict of interest exists shall be determined by a majority vote of the remaining members of the Board.

Section 10 - Order of Business

Agenda. A written agenda for all regular and special meetings shall be prepared as follows. The recommended order of business may be:

- Attendance
- Public Comments
- Consent Agenda: Review and approval of minutes, bills and accounts, committee reports, etc.
- Director's Report
- Closed session/executive session
- Old Business
- New Business
- Committee/Project Updates
- Public Comments
- Adjournment

Section 11 - Parliamentary Procedure

Roberts Rules of Parliamentary Procedure (latest edition) shall guide the deliberations of the DDA Board unless suspended or modified by a majority vote of the Board.

Section 12 - Minutes

The minutes of any meeting of the DDA Board of Directors will be accessible to all members of the DDA Board for their review in the meeting packet prior to the next regularly scheduled meeting. The Secretary or recording secretary of the DDA Board shall prepare Board minutes. The minutes shall contain a brief synopsis of the meeting, including a complete restatement of all motions and recording of votes; complete statement of the conditions or recommendations made on any action; and recording of attendance. All communications, actions, and resolutions shall be attached to the minutes.

ARTICLE VIII: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1 - Contracts

The Board shall approve all contracts entered into by the DDA.

Section 2 – Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness shall be signed by the Director, the City Manager, or another designee of the board, and forwarded to the Treasurer of the City of Coldwater for the issuance of payment.

Section 3 - Deposits

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

Section 4 - Gifts

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

Section 5 – Budget

The Director and the Executive Committee shall prepare and submit an annual budget for the ensuing fiscal year, for approval by the DDA Board. The DDA Board of Directors shall set goals and objectives annually and approve a budget for the fiscal year beginning the first day of July. The DDA Board shall submit the annual budget to the Coldwater City Council by the end of June each year. The budget shall be adopted by the DDA Board after approval by the Coldwater City Council.

Section 6 – Policies

The Board may adopt written policies to carry out the requirements and intent of this Article.

ARTICLE IX: BOOKS AND RECORDS

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

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

ARTICLE X: FISCAL YEAR

The fiscal year of the Coldwater Downtown Development Authority shall begin on the first day of July and end the last day of June each year.

ARTICLE XI: POLITICAL CAMPAIGN ACTIVITY

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

ARTICLE XII: LEGAL COUNSEL

The DDA Board of Directors may retain legal counsel to advise the Board in the proper performance of its duties. The legal counsel shall represent the Board in actions brought by or against the DDA.

ARTICLE XIII: DISSOLUTION OF AUTHORITY

An Authority that has completed the purposes for which it was organized shall be dissolved by ordinance of the governing body. The property and assets of the Authority remaining after the satisfaction of the obligations of the Authority belong to the municipality.

ARTICLE XIV: AMENDMENTS

These by-laws may be altered, amended, or repealed, and new by-laws may be adopted by affirmative votes by six members of the DDA Board of Directors, and shall be approved by the City Council.

Written notice shall be given of intention alter, amend, repeal or to adopt new bylaws at a meeting. The full nature of the bylaw change shall be included in the notice.

ADOPTED BY THE DOWNTOWN DEVELOPMENT AUTHORITY:

APPROVED BY THE CITY OF COLDWATER: