

**DOWNTOWN DEVELOPMENT AUTHORITY OF THE
CITY OF GROSSE POINTE PARK
GROSSE POINTE PARK, MICHIGAN
AMENDED AND RESTATED BY-LAWS**

ARTICLE I: PURPOSE

Section I. Statement of Purpose

A. Purpose:

The purpose of the Downtown Development Authority of the City of Grosse Pointe Park (“DDA”), established June 21, 1984, is to act in accordance with what is now Part 2, Act 57 of 2018, the Recodified Tax Increment Financing Act, MCLA §125.4101 *et seq.* (the “Act”) as such statute may from time to time be amended; including, particularly, to correct and prevent deterioration in the DDA District; to encourage renovation or reuse of vacant or unsightly property; to create and implement development plans in the DDA District; to promote the economic growth of the DDA District; and to encourage the expansion of commercial and other contributing enterprises in the DDA District. The DDA supplies the funding and the public and private sector leadership to provide for the future success and viability of the DDA District.

B. Powers of the DDA:

- (1) The DDA may:
 - a. Prepare an analysis of economic changes taking place in the DDA District.
 - b. Study and analyze the impact of metropolitan growth upon the DDA District.
 - c. Plan and propose the construction, 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 District.
 - d. 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. MCLA §125.1501 *et seq.*
 - e. Develop long-range plans, in cooperation with the Planning Commission which is chiefly responsible for planning in the municipality, designed to halt the deterioration of the property values in the DDA District and to promote the economic growth of the DDA District, and take such steps as may be necessary to persuade property owners to implement the plans to the fullest extent possible.

- f. Implement any plan of development in the DDA District necessary to achieve the purposes of Part 2 of Act 57 of 2018, in accordance with the powers of the DDA as granted by Part 2 of Act 57 of 2018.
 - g. Make and enter into contracts necessary or incidental to the exercise of its powers and the performance of its duties.
 - h. Acquire by purchase or otherwise, on terms and conditions and in a manner the DDA considers 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 in property which the DDA determines is reasonably necessary to achieve the purposes of this act, and to grant or acquire licenses, easements and options with respect to that property.
 - i. 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 to that property within the DDA District for the use, in whole or in part, of any public or private person or corporation, or a combination of them.
 - j. 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 DDA.
 - k. Lease any building or property under its control or any part of a building or property.
 - l. Accept grants and donations of property, labor or other things of value from a public or private source.
 - m. Acquire and construct public facilities.
 - n. Create, operate, and fund marketing initiatives that benefit only retail and general marketing of the DDA District.
 - o. Contract for broadband service and wireless technology service in the DDA District.
 - p. Create, operate, and fund a loan program to fund improvements for existing buildings located in the DDA District to make them marketable for sale or lease. The DDA 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 DDA Board.
 - q. Create, operate, and fund retail business incubators in the DDA District.
- (2) It is the express determination of the DDA Board to create, operate, or fund a retail business incubator in the DDA District, the DDA Board shall give preference to tenants who will provide goods or services that are not available or that are

underserved in the downtown area. If the DDA Board creates, operates, or funds retail business incubators in the downtown district, the DDA Board and each tenant who lease space in a retail business incubator shall enter into a written contract that includes, but is not limited to, all of the following:

- (i) The lease or rental rate that may be below the fair market rate as determined by the DDA Board;
- (ii) The requirement that a tenant may lease space in the retail business incubator for a period not to exceed 18 months;
- (iii) The terms of a joint operating plan with 1 or more other businesses located in the DDA District;
- (iv) A copy of the business plan of the tenant that contains measurable goals and objectives;
- (v) The requirement that the tenant participate in basic management classes, business seminars, or other business education programs offered by the authority, the local chamber of commerce, local community colleges, or institutions of higher education, as determined by the DDA Board.

C. Goals:

- (1) Improve communication and processes between the City and businesses and other institutions.
- (2) Increase awareness of DDA District.
- (3) Create and/or otherwise support a profit and non-profit base that will support and complement one another.
- (4) Improve the physical and visual appearance of the DDA District through various enhancements within the DDA District which includes continued entranceway improvements, soften the appearance of the commercial area, improve vehicular and pedestrian circulation to reduce conflicts, address parking needs in the development area and, whenever possible, in adjacent residential areas, compliant acting retail and office use by expanding compatible development including civic related programs to strengthen the DDA District, encourage renovation or reuse of vacant or unsightly property and/or conditioned improvements of facades.
- (5) Improve the efficiency and effectiveness of the operating board, staff, and volunteers.
- (6) To nurture community pride in and support of the DDA District.

- (7) To promote the DDA District through marketing, public relations, and communications strategies.
- (8) To establish a coordinated effort among various organizations and agencies to support the revitalization of the DDA District.
- (9) To promote economic growth and increase property values in the DDA District and to eliminate the causes of deterioration.
- (10) To enhance the image of the DDA District.
- (11) To expand and diversify the mix of profit and non-profit enterprises and ownership thereof in the DDA District to include retail, restaurants, and offices within the district.
- (12) To strengthen residential development and renovation.
- (13) To maintain and increase private sector investment and expansion.
- (14) To encourage business excellence and quality in merchandise, services, and building appearance.
- (15) To create a business district that is unique, diverse, friendly, comfortable, active, urban, cutting edge, accessible, creative, and cultural.

D. Goals Will be Achieved Through Long Term Commitment to Following Areas:

- (1) Design.
- (2) Economic restructuring.
- (3) Promotions.
- (4) Organization.
- (5) Financial Planning.

E. Funding Procedures:

Requests for project funding must be submitted to the DDA Board.

ARTICLE II: OFFICES

Section I. Offices

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

ARTICLE III: BOARD OF DIRECTORS

Section I. General Powers of Board of Directors

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

Section II. Number, Tenure, and Qualifications

The DDA Board of Directors shall consist of nine members, appointed by the Mayor, subject to approval of the City Council. The members shall be appointed for a term of four years. Of the members first appointed, an equal number of the members shall be appointed for one year, an equal number for two years, an equal number for three years, and an equal number for four years, as near as is practicable. At least a majority of the members shall be persons who have an interest in property located in the DDA District. At least one of the members shall be a resident of the DDA District, if the district has one hundred or more persons residing within it. A member shall hold office until the member's successor is appointed and assumes the office. Thereafter, each member shall serve for a term of four years. The Mayor shall be a member of the DDA Board of Directors.

Section III. Selection of Board Members

The Mayor, with the approval of the City Council, shall appoint the members of the DDA 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. All terms shall be effective October 1.

In case of a vacancy prior to the end of a term, the new appointee shall serve until the end of the current vacancy.

The Mayor, in determining the best candidates for positions on the DDA Board of Directors, shall engage in a thorough recruitment selection process that considers the needs of the DDA Board of Directors, needs of the DDA, and review of applicants. A person so appointed by the Mayor shall be declared a voting member of the DDA Board of Directors upon approval by the City Council and taking the constitutional oath of office.

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

A Board Member whose term of office has expired shall continue to hold office until his or her successor has been appointed. If a vacancy is created by the death, resignation, or removal of a Board Member, a successor shall be appointed by the Mayor for the unexpired term only without the need for City Council approval.

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 City Council. Removal of a member is subject to review by the Wayne County Circuit Court.

Section VI. Disclosure of Interests

A Board Member who has a direct financial interest in any matter before the DDA Board of Directors shall disclose his or her interest prior to the DDA Board of Directors taking any action with respect to the matter, which disclosure shall become a part of the record of the DDA Board of Directors' official proceedings. Board Members shall be subject to the provisions of MCLA §15.321, *et. seq.* (Conflict of Interest as to Contracts), MCLA §15.341, *et. seq.* (Standards of Conduct and Ethics), and any applicable provisions of the City's Charter and Code of Ordinances.

Section VII. 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. The Chairperson of the DDA Board of Directors 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 DDA shall be open to the public and shall be conducted in compliance with the Open Meetings Act (MCLA §15.261 *et. seq.*).

Section VIII. Special Meetings

Special meetings of the DDA Board of Directors may be called by the Board Chairperson, the Director, or any three (3) Board Members. The person or persons authorized to call special meetings of the DDA Board of Directors may fix any place within the City as the place for holding any special meeting.

Section IX. Informational Meetings.

Each year, the DDA Board of Directors shall hold not fewer than two (2) informational meetings. Notice of an informational meeting shall be posted on the City's website not less than 14 days before the date of the informational meeting. Not less than 14 days before the informational meeting, the DDA Board shall mail notice of the informational meeting to the governing body of each taxing jurisdiction levying taxes that are subject to capture by the DDA. As an alternative to mailing notice of the informational meeting, the DDA Board may notify the clerk of the governing body of each taxing jurisdiction levying taxes that are subject to capture by the DDA by electronic mail. Informational meetings may be held in conjunction with other public meetings of the DDA Board of Directors or the City Council.

Section. X. Notice of Meetings

Except as otherwise provided by law, all meetings of the DDA Board of Directors shall be preceded by public notice in accordance with the Open Meetings Act, as amended.

Section XI. Quorum and Voting

A majority of the members of the 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 VI), a majority of the remaining members of the DDA Board of Directors shall constitute a quorum for the transaction of business.

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

Section XII. Public Meetings

The meetings of the Board shall be open to the public and the DDA Board of Directors shall adopt rules consistent with the Open Meetings Act governing its procedures and the holding of meetings subject to the approval of City Council.

Section XIII. Compensation of Members

Members of the 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.

Section XIV. Minutes of all Meetings

The minutes of any meeting of the DDA Board of Directors will be mailed to all members of the DDA Board of Directors for their review four calendar days 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 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 (MCLA §15.261 *et seq.*).

ARTICLE IV: OFFICERS

Section I. Officers

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

Section II. Election and Term of Office

Officers of the DDA Board of Directors shall be elected annually by the DDA Board at the first DDA meeting after October 1. If the election of officers shall not be held at such meeting, such election shall be held within 90 days of such meeting. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified. A term of office is one year. No member shall hold more than one office of the DDA at a time.

Section III. 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 of Directors whenever it judges that it is in the best interest 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 IV. Vacancies

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

Section V. Chairperson

The Chairperson shall preside at all meetings of the DDA Board of Directors and shall discharge the duties of the presiding officer. To qualify as a candidate for Chairperson in an election, the

Board Member must have served at least one full year on the 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 that position by the Chairperson or by the DDA Board of Directors. To qualify as a candidate for Vice Chairperson in an election, the Board Member must have served at least one full year on the DDA Board of Directors to be eligible.

Section VII. Secretary and Recording Secretary

The DDA Board of Directors may appoint a Secretary who shall record, review, and sign those documents as required by law.

The Recording Secretary shall record, review, and present to the DDA Board of Directors for approval all DDA Board of Directors meeting minutes, committee minutes, and correspondence. In the absence of a secretary, the DDA Board of Directors shall perform said duties.

Section VIII. Treasurer

The City Treasurer shall act as the DDA Treasurer. The Treasurer shall review and present to the DDA Board of Directors for approval all DDA fund and expense reports. 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, City Manager, and Director of the DDA.

Section X. Board Powers

The responsibilities of the Executive Board shall be to advise the DDA Director on the finances, personnel, and administration of the DDA.

ARTICLE V: EMPLOYMENT OF 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, a Director and legal counsel. The DDA Board of Directors may employ and fix the compensation of a Director, subject to the approval of the City Council.

Section I. DDA Director

The DDA Board of Directors may employ a Director (“DDA Director”) subject to the approval of the City Council. A Board Member shall not be eligible to hold the position of Director. If no

DDA Director is appointed or serving, the City Manager shall fulfill all the duties of the DDA Director.

Section II. DDA Director Term of Office

The DDA Director shall serve at the pleasure of the DDA Board of Directors.

Section III. The DDA Director's Role

The Director shall be the Officer of the DDA. The Director shall service at the pleasure of the DDA Board of Directors and a member of the DDA Board of Directors is not eligible to hold the position of Director. The Director shall report directly to the Chairperson of the DDA Board of Directors. The Director shall, subject to the approval of the Board of Directors, supervise, and be responsible for the preparation of plans and the performance of the functions of the DDA in the manner authorized by the Act. The Director shall attend all meetings of the DDA Board of Directors, and shall render to the DDA Board of Directors and to the City Council, a regular report covering the activities and financial conditions of the DDA.

Before entering upon the duties of his or her office, the Director shall take and subscribe to the constitutional oath.

Section IV. Oath and Bond

Before entering upon the duties of the office, the DDA Director shall furnish a bond, by posting a bond in the penal sum outlined in the ordinance establishing the DDA payable to the DDA for use and benefit of the DDA, approved by the Board of Directors, and filed with the clerk. The bond premium shall be deemed as an operating expense of the DDA, payable from funds available to the authority for expenses of operation.

Section V. Legal Counsel.

Legal counsel shall advise the DDA Board of Directors in the proper performance of its duties.

ARTICLE VI: CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section I. Contracts

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

Section II. Checks, Drafts, etc.

All orders for the payment of money, notes, or other evidences of indebtedness shall be signed by the Director and forwarded on to the Finance Director of the City of Grosse Pointe Park for signature and for the issuance of payment.

Section III. Deposits

All funds of the DDA shall immediately be deposited into the appropriate fund or account to the credit of the DDA in such banks, trust companies, or other depositories as the Finance Director of the City of Grosse Pointe Park may select.

Section IV. Gifts

The DDA Board of Directors may accept, on behalf of the DDA, any contribution, gift, bequest, or device for the general purposes or for any special purpose of the DDA. The DDA Director shall inform the City of Grosse Pointe Park in writing of the receipt of such gifts.

Section V. Budget

The Director and the Board shall prepare and submit for the approval of the DDA Board a budget for the operation of the DDA for the ensuing year. The DDA Board of Directors shall set goals and objectives annually in April to develop and approve a budget for the fiscal year beginning the first day of July. The DDA Board of Directors shall submit an annual budget to the City Council by the end of April for inclusion in the annual budget presentation to City Council for City approval. The budget shall be adopted by the DDA Board after approval by the City Council.

ARTICLE VII: BOOKS AND RECORDS

The DDA shall keep correct and complete books and records of account, shall also keep minutes of the proceedings of the DDA Board of Directors, and shall keep at the principal office a record giving the names and addresses of the Board Members. All books and records of the DDA shall be open to the public at all times.

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

ARTICLE VIII: FISCAL YEAR

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

ARTICLE IX: INFORMATION

Section I.

- (1) Annually, on a form and in the manner prescribed by the Michigan Department of Treasury, the DDA shall submit to the City Council, the governing body of a taxing unit levying taxes subject to capture by the DDA, and the Michigan Department of Treasury a report on the status of the tax increment financing account. However, the DDA may submit by electronic means a report described in this Section to the City Council and the governing body of a taxing unit levying taxes subject to capture by the DDA. The report shall include all of the following:
 2. The name of the DDA.

3. The date the DDA was formed, the date the tax increment financing plan is set to expire or terminate, and whether the tax increment financing plan expired during the immediately preceding fiscal year.
 4. The date the DDA began capturing tax increment revenues.
 5. The current base year taxable value of the DDA District.
 6. The unencumbered fund balance for the immediately preceding fiscal year.
 7. The encumbered fund balance for the immediately preceding fiscal year.
 8. The amount and source of revenue in the account, including the amount of revenue from each taxing jurisdiction.
 9. The amount in any bond reserve account.
 10. The amount and purpose of expenditures from the account.
 11. The amount of principal and interest on any outstanding bonded indebtedness.
 12. The initial assessed value retained by the DDA by property tax classification.
 13. The captured assessed value retained by the DDA by property tax classification.
 14. The tax increment revenues received for the immediately preceding fiscal year.
 15. Whether the DDA amended its Development Plan or its tax increment financing plan within the immediately preceding fiscal year and if the DDA amended either plan, a link to the current development plan or tax increment financing plan that was amended.
 16. Any additional information the City or the Michigan Department of Treasury considers necessary.
- (1) The report described in Section 1 above, shall be filed with the Michigan Department of Treasury at the same time as the annual financial report is filed with the Michigan Department of Treasury under section 4 of the Uniform Budgeting and Accounting Act, 1968 PA 2, MCL §141.424.

ARTICLE X: AMENDMENTS TO BY-LAWS

These by-laws may be altered, amended, or repealed, and new by-laws 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 by-laws at such meeting. The full nature of the bylaw change shall be included in the notice. Adoption of bylaw changes shall require affirmative votes by six members of the DDA Board of Directors and subsequent approval by the City Council.

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: PARLIAMENTARY AUTHORITY

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

Adopted by the DDA on February 2, 2021.

Adopted by the City of Grosse Pointe Park on December 21, 2020.