

**NORTHWEST TAX INCREMENT FINANCE 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 Northwest Tax Increment Finance Authority of the City of Grosse Pointe Park (“TIFA”), established in 1986, is to act in accordance with what is now Part 3, Act 57 of 2018, the Recodified Tax Increment Financing Act, MCL §175.4101 *et seq.* (the “Act”) as such statute may from time to time be amended; including, particularly, to correct and prevent deterioration in the TIFA District; to increase property tax valuation; to encourage renovation or reuse of vacant or unsightly property; to create and implement development plans in the TIFA District; to promote the economic growth of the City of Grosse Pointe Park; and to encourage the expansion of commercial and other contributing enterprises in the TIFA District. The TIFA supplies the funding and the public and private sector leadership to provide for the future success and viability of the TIFA District.

B. Powers of the TIFA:

The Northwest Tax Increment Finance Authority of the City of Grosse Pointe Park (“TIFA”) may:

- a. Prepare an analysis of economic changes taking place in the City of Grosse Pointe Park and its environs as those changes relate to urban deterioration in the Development Area.
- b. Study and analyze the impact of growth upon the TIFA 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 TIFA, aids in the revitalization and growth of the Development Area.
- 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. MCL §175.1501 *et seq.*
- e. Develop long-range plans, in cooperation with the Planning Commission of the City of Grosse Pointe Park which is chiefly responsible for planning in the City, designed to halt the deterioration of the property values and to promote the

economic growth of the TIFA District, and take such steps as may be necessary to implement the plans to the fullest extent possible.

- f. Implement any plan of development in the TIFA Development Area necessary to achieve the purposes of Part 3 of Act 57 of 2018, in accordance with the powers of the TIFA as granted by Part 3 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 TIFA considers proper, own, convey, demolish, relocate, rehabilitate, or otherwise dispose of, or lease as lessor or lessee, land and other property, real or personal, or rights or interests therein which the TIFA determines is reasonably necessary to achieve the purposes of Part 3 of Act 57 of 2018, and to grant or acquire licenses, easements, and options with respect thereto.
- i. Improve land, prepare sites for buildings, including the demolition of existing structures, and construct, reconstruct, rehabilitate, restore, and preserve, equip, improve, maintain, repair, and operate any building, including any type of housing, and any necessary or desirable appurtenances to that property within the TIFA District for the use, in whole or in part, of any public or private person or corporation, or a combination thereof.
- j. Fix, charge, and collect fees, rents, and charges for the use of any building or property under its control, or a facility in the building or on the property, and pledge the fees, rents, and charges for the payment of revenue bonds issued by the TIFA.
- 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. Incur costs in connection with the performance of its authorized functions, including, but not limited to, administrative costs, and architects, engineers, legal, and accounting fees.

C. Goals:

- a. Improve communication and processes between the City and businesses and other institutions.

- b. Increase awareness of TIFA District through, among other things, the support of programming on Kercheval and Charlevoix such as the “After 6” and Winterfest events.
- c. Improve the physical and visual appearance of the TIFA District through various enhancements within the TIFA District which include continued entranceway improvements, softening the appearance of the commercial areas, improving vehicular and pedestrian circulation to reduce conflicts, addressing parking needs in the TIFA District and, whenever possible, in adjacent residential areas, compliant acting retail and office use by expanding compatible development including civic related programs to strengthen the TIFA Development Area, encourage renovation or reuse of vacant or unsightly property and/or conditioned improvements of facades.
- d. Improve the efficiency and effectiveness of the operating board, staff, and volunteers.
- e. To nurture community pride in and support of the TIFA District and the City.
- f. To promote the TIFA District through marketing, public relations, and communications strategies.
- g. To establish a coordinated effort among various organizations and agencies to support the revitalization of the TIFA District.
- h. To promote economic growth and increase property values in the TIFA District and to eliminate the causes of deterioration.
- i. To enhance the image of the TIFA District.
- j. To expand and diversify the mix of profit and non-profit enterprises and ownership thereof in the TIFA District.
- k. To strengthen residential development and renovation.
- l. To maintain and increase private sector investment and expansion.
- m. To encourage business excellence and quality in merchandise, services, and building appearance.
- n. 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:

- a. Design.
- b. Economic restructuring.

- c. Promotions.
- d. Organization.
- e. Financial Planning.

E. Funding Procedures:

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

ARTICLE II: OFFICES

Section I. Offices

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

ARTICLE III: BOARD OF DIRECTORS

Section I. General Powers of Board of Directors

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

Section II. Number, Tenure, and Qualifications

The TIFA Board of Directors shall consist of eleven (11) members appointed by the Mayor, subject to approval of the City Council. The members shall be appointed for a term of four years until the member's successor is appointed. 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 TIFA District. At least one of the members shall be a resident of the TIFA District, if the district has one hundred or more persons residing within it. Thereafter, each member shall serve for a term of four years.

Section III. Selection of Board Members

The Mayor, with the approval of the City Council, shall appoint the members of the TIFA 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 January 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 TIFA Board of Directors may then assist the Mayor in determining the best candidates for positions on the TIFA Board of Directors through a recruitment selection process that considers the needs of the TIFA Board of Directors, needs of the TIFA, and review of applicants. A person so appointed by the Mayor shall be declared a voting member of the TIFA Board of Directors upon approval by the City Council and taking the constitutional oath of office.

Before assuming the duties of office, a member shall qualify by taking and subscribing to the constitutional oath of office.

Section IV. Chairperson and the Vice Chairperson

The Chairperson and Vice Chairperson of the TIFA Board shall be elected by the TIFA Board of Directors.

Section V. 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 VI. 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 VII. Disclosure of Interests

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

Section VIII. Regular Meetings

Regular meetings of the TIFA Board of Directors shall be held at such time and place, as the Board shall from time to time determine subject to the approval of the City Council. 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 TIFA Board shall be open to the public and shall be conducted in compliance with the Open Meetings Act (MCL §15.261 *et. seq.*).

Section IX. Special Meetings

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

Section X. Informational Meetings

Each year, the TIFA Board 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 TIFA 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 TIFA. As an alternative to mailing notice of the informational meeting, the TIFA Board may notify the clerk of the governing body of each taxing jurisdiction levying taxes that are subject to capture by the TIFA by electronic mail. Informational meetings may be held in conjunction with other public meetings of the TIFA Board of Directors or the City Council.

Section XI. Notice of Meetings

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

Section XII. Quorum and Voting

A majority of the members of the TIFA 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 Interests (Article III, Section VII), a majority of the remaining members of the TIFA 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 TIFA Board of Directors unless the vote of a larger number is required by statute or elsewhere in these rules.

Section XIII. Public Meetings

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

Section XIV. Compensation of Members

Members of the TIFA 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 XV. Minutes of all Meetings

The minutes of any meeting of the TIFA Board of Directors will be mailed to all members of the TIFA Board of Directors for their review five calendar days prior to the next regularly scheduled meeting and shall be posted on the City's website. Minutes of the proceedings of regular or special meetings shall be prepared at the request of and provided to any member of the TIFA 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 (MCL §15.261 *et. seq*).

ARTICLE IV: TIFA DIRECTOR

Section I. TIFA Director

The TIFA Board of Directors may employ a Director (“TIFA Director”) subject to the approval of the governing body. A Board Member shall not be eligible to hold the position of Director. If no TIFA Director is appointed or serving, the City Manager shall fulfill all the duties of the TIFA Director.

Section II. Election and Term of Office

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

Section III. Oath and Bond

Before entering upon the duties of the officer, the TIFA Director shall take and subscribe to the constitutional oath of office and furnish a bond by posting a bond in the penal sum determined in a resolution established by TIFA Board of Directors, payable to the TIFA for the use and benefit of the TIFA, approved by the TIFA Board, and filed with the City Clerk. The premium on the bond shall be considered an operating expense of the TIFA, payable from funds available to the TIFA for expenses of operation.

Section IV. The TIFA Director’s Role

The TIFA 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 TIFA in the manner authorized by the Act. The Director shall attend all meetings of the TIFA Board of Directors, and shall render to the TIFA Board of Directors and to the City Council, a regular report covering the activities and financial condition of the TIFA.

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

Section V. Legal Counsel.

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

ARTICLE V: CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section I. Contracts

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

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 TIFA shall immediately be deposited into the appropriate fund or account to the credit of the TIFA 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 TIFA Board of Directors may accept, on behalf of the TIFA, any contribution, gift, bequest, or device for the general purposes or for any special purpose of the TIFA. The 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 TIFA Board a budget for the operation of the TIFA for the ensuing year. The TIFA 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 TIFA 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 TIFA Board after approval by the City Council.

ARTICLE VI: BOOKS AND RECORDS

The TIFA shall keep correct and complete books and records of account, shall also keep minutes of the proceedings of the TIFA 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 Authority shall be open to the public at all times.

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

ARTICLE VII: FISCAL YEAR

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

ARTICLE VIII: REPORTING

Section I.

- (1) Annually, on a form and in the manner prescribed by the Michigan Department of Treasury, the TIFA shall submit to the City Council, the governing body of a taxing unit levying taxes subject to capture by the TIFA, and the Michigan Department of Treasury a report on the status of the tax increment financing account. However, the TIFA 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 TIFA. The report shall include all of the following:
 - (a) The name of the TIFA.
 - (b) The date the TIFA 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.
 - (c) The date the TIFA began capturing tax increment revenues.
 - (d) The current base year taxable value of the TIFA District.
 - (e) The unencumbered fund balance for the immediately preceding fiscal year.
 - (f) The encumbered fund balance for the immediately preceding fiscal year.
 - (g) The amount and source of revenue in the account, including the amount of revenue from each taxing jurisdiction.
 - (h) The amount in any bond reserve account.
 - (i) The amount and purpose of expenditures from the account.
 - (j) The amount of principal and interest on any outstanding bonded indebtedness.
 - (k) The initial assessed value retained by the TIFA by property tax classification.
 - (l) The captured assessed value retained by the TIFA by property tax classification.
 - (m) The tax increment revenues received for the immediately preceding fiscal year.
 - (n) Whether the TIFA amended its Development Plan or its tax increment financing plan within the immediately preceding fiscal year and if the TIFA amended either plan, a link to the current development plan or tax increment financing plan that was amended.

- (o) Any additional information the City or the Michigan Department of Treasury considers necessary.
- (2) 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, MCL §141.424.

ARTICLE IX: 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 TIFA Board of Directors and subsequent approval by the City Council.

ARTICLE X: POLITICAL CAMPAIGN ACTIVITY

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

ARTICLE XI: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the TIFA 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 TIFA Board of Directors may adopt.

Adopted by the TIFA on March 4, 2020

Adopted by the City of Grosse Pointe Park on March 9, 2020