

RULES GOVERNING THE MANISTEE, MICHIGAN DOWNTOWN DEVELOPMENT AUTHORITY

ARTICLE I. PURPOSES AND POWERS

The purpose or purposes for which the Authority is organized are as follows: To act as a Downtown Development Authority in accordance with Act 197 of the Public Acts of 1975, as amended (the "Act") including, but not limited to: to correct and prevent deterioration in the Downtown Development District, to encourage historic preservation, to create and implement development plans, and to promote economic growth. In furtherance of these purposes, the Authority shall have all of the powers which now or hereafter may be conferred by law on Authorities organized under Act 197, Public Acts of 1975 as amended; and Public Law 9- 1- 646, being the Federal Uniform Relocation Assistance and Real Property Acquisition Policies Act of 1970. The power or authority given under Public Acts 197 is as follows:

- a. Prepare an analysis of economic changes taking place in the downtown district.
- b. Study and analyze the impact of metropolitan growth upon the downtown district.
- c. Plan and propose the construction, the renovation, repair, remodeling, rehabilitation, restoration, preservation, or reconstruction of a public facility, an existing building, or a multiple-family dwelling unit which may be necessary or appropriate to the execution of a plan which, in the opinion of the board, aids in the economic growth of the downtown district.
- 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- Hal single state construction code act, 1972 PA 230, MCL 125. 1501 to 125. 1531.
- e. Develop long-range plans, in cooperation with the agency which is chiefly responsibility 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 downtown 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 downtown district necessary to achieve the purposes of this act, in accordance with the powers of the Authority as granted by this act.
- 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 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 of interests therein, which the Authority determines is reasonably necessary to achieve the purposes of this act, and to grant or acquire licenses, easements, and options with respect thereto
- i. Improve land and construction, reconstruct, rehabilitate, restore and preserve, equip, improve, maintain, repair, and operate any building including multiple family dwellings, and any necessary or desirable appurtenances thereto, within the downtown district for 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 any part thereof, or facility therein, and pledge the fees, rents, and charges for the payment of revenue bonds issued by the Authority.
- k. Lease any building or property under its control, or any part thereof 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 downtown district.
- o. Contract for broadband service and wireless technology service in the downtown district.
- p. 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 3(7).

- q. 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.
- r. Create, operate, and fund retail business incubators in the downtown district.

ARTICLE II. BOARD OF DIRECTORS

Section 1. General Powers

The Authority shall be under the supervision and control of a Board of Directors who may exercise all powers provided in Act 57 of the Public Acts of 2018, as amended.

Section 2. Number, Tenure, and Qualifications

The Board of Directors shall consist of nine persons. The Chief Executive Officer (City Manager) and eight (8) Board members all appointed by the City Manager, subject to the approval of the City Council. If appointed by the City Manager, the City Council may approve the Mayor or a designated City Council person to the Board to serve in their capacity as a public official whose term expires upon expiration of their term as a public official. The members shall be appointed for four year terms. At least five of the members shall be persons having an interest in property located in the downtown district or an officer, member, trustee, principal or employee of a legal entity having an interest in property located in the downtown district. At least one of the members shall be a resident of the downtown district, if the downtown district has one hundred or more persons residing within it. The term of office shall begin the First day of July.

Section 3. Selection of Board Members

The Mayor of the City of Manistee with the advice and 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. Before assuming the duties of office, a member shall qualify by taking and subscribing to the constitutional oath of office.

Section 4. Compensation of Members

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

Section 5. Expiration of Term, Continuation in Office, Reappointment, and Filling Vacancies

If a vacancy is created by the death, resignation, or removal of a member, a successor shall be

appointed by the Mayor of the City of Manistee to fill the unexpired term.

Section 6. Removal

Pursuant to proper notice and an opportunity to be heard, a member may be removed from office for cause by the City Council.

Section 7. Board Absences.

In order to maintain the maximum participation of all appointed Downtown Development Authority Board members at all scheduled meetings, the following is the attendance guide and Board member replacement policy for "excused" and "unexcused" absences:

1. When appointed, each Board member should state his/her willingness and intention to attend each scheduled meeting of the Downtown Development Authority.
2. In the event of unplanned personal matters, business trips, family vacation trips, changed job requirements, sickness, or other physical disabilities that prohibit the Board member from attending the scheduled meeting; the Board Chair or staff liaison to the Downtown Development Authority should be notified as soon as possible prior to the time of the scheduled meeting of their inability to attend. The Board member upon this notification will receive an "excused absence" for the involved scheduled meeting.
3. If any Board member is absent from two (2) consecutive scheduled meetings without an "excused absence" for any of the two (2) meetings, the Board member shall be reported in writing to the City Manager. The City Manager will contact the Board member in writing and question his/her continued ability or interest in being on the board, giving the member a chance to rectify the attendance issue or submit a resignation.
4. There will be no limit on the number of consecutive "excused absences" for any Board member. However, if the Board member is repeatedly absent for at least 33% of the yearly scheduled meetings, that member will also be reported in writing to the City Manager. The City Manager will contact the Board member in writing and question the member's continued ability or interest to be on the Board. The Board member will be considered for an appointment nullification when the absences total four in the calendar year.
5. The appointment nullification action would be initiated by the City Manager and forwarded on to the City Council for official action.

Section 8. Disclosure of Interest

A board member who has a direct interest in any matter before the Authority shall disclose his 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 disclosure shall then refrain from participating in the Authority's decision-making process relative to such matter.

ARTICLE III. OFFICERS

Section 1. OFFICERS

The officers of the Authority Board of Directors shall be a Chairman, Vice-Chairman, Secretary, and Treasurer. The Chairman shall be the Chief Executive Officer of the City, or as elected by the board.

Section 3 Filling of Vacancies

A vacancy in any of the officer positions may be filled by the board for the unexpired portion of the term.

Section 4. Chairman

The Chairman shall preside at all meetings of the board and shall discharge the duties of a presiding officer.

Section 5. Vice-Chairman

In the absence of the Chairman or in the event of his inability or refusal to act, the Vice Chairman shall perform the duties of the Chairman and when so acting shall have all the powers and be subject to all restrictions of the Chairman.

ARTICLE IV. MEETINGS

Section 1. Annual Meeting

The Annual Meeting shall be held in conjunction with the first regular monthly meeting after the beginning of the new fiscal year. The election of officers shall occur at the annual meeting. If the election of officers should not occur at the 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 ninety days of the annual meeting

Section 2. Regular Meetings

Regular meetings of the board shall be held at 8:30 a.m. on the second Wednesday of each month at a location agreed to by the board. In the event the meeting day shall fall on a holiday, the meeting will occur on the following day.

Section 3. Special Meetings

Special meetings of the board may be called by the Chairman, by the Vice-Chairman in the absence of the Chairman, by the Executive Director, by any three members, or by the City Council by giving twenty-four hour notice to the Board of Directors of the meeting

Section 4. Notice of Meetings

Notice of all meetings shall be posted at the Downtown Development Authority Office and in accordance with the Michigan Open Meetings Act (MCL 15.261 et seq.). Notice to the board of directors and to the public shall be the responsibility of the Executive Director.

Section 5. Agenda

The Chairman may direct the Secretary or Executive Director to prepare the agendas for all meetings and send them to the board members at least twenty-four hours prior to a meeting. Any member of the Authority may request an item to be placed on the Agenda. Approval of the agenda, including items added or deleted, shall be one of the first items of business at each meeting.

Section 6. Quorum and Voting

A majority of the members of the board 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 II, Section ⁸), a majority of the remaining members eligible to vote shall constitute the action of the board.

Section 7. Rules of Order

Robert' s Rules of Order is adopted as the Board Guideline of parliamentary procedure. The purpose of Robert' s Rules of Order is to provide an organized and orderly procedure for addressing business before the Board of Directors, without elevating form over substance in the conduct of Board meetings.

Section 8. Public Comment During Meetings

The Manistee Downtown Development Authority wishes to provide for orderly public comment during its meetings and wishes to express its procedure for allowing public comment at its meetings in compliance with Open Meetings Act, Public 267 of the Public Acts of 1976.

1. At any meeting, any interested person may address the Board of Directors of the Manistee Downtown Development Authority on any agenda item prior to the vote on that agenda item if recognized by the Chairman or upon request of any two Board members present.
2. Any interested person may address the Board of Directors on any matter relevant to the purposes and powers of the Authority during the agenda item designated for public comment.
3. The Chairman shall have the authority to limit and terminate any public comment that becomes disruptive, repetitive, or impedes the orderly progress of the meeting. The Chairman shall control the order and duration of any public comment, subject to appeal.
4. Any public comment may be limited in time to not more than five (5) minutes.
5. Prior to engaging in public comment, each person shall identify themselves and the group that is being represented.

ARTICLE V. EMPLOYMENT OF PERSONNEL

Section 1. Executive Director

The board may employ and fix the compensation of an executive director, subject to the approval of the City Council. The executive director shall serve at the pleasure of the board. A member of the board is not eligible to hold the position of executive director. The executive director shall be the chief executive officer of the Authority. Subject to the approval of the board, the executive director shall supervise, and be responsible for, the preparation of plans and the performance of the functions of the Authority in the manner authorized by Act 197 of the Public Acts of 1975 as amended. The executive director shall attend the meetings of the board, and shall render to the board and to the City Council a regular report covering the activities and financial condition of the Authority. If the executive director is absent or disabled, the board may designate a qualified person as acting executive director to perform the duties of the office. The executive director

shall furnish the board with information or reports governing the operating of the Authority as the board requires. The executive director shall not be a full-time City employee.

Section 2. Treasurer

The board may employ and fix the compensation of a Treasurer if he or she is not a board member, who shall keep the financial records of the Authority and who, together with the executive director, shall approve all vouchers for the expenditure of funds of the Authority. The Treasurer shall perform such other duties as may be delegated by the board and shall furnish bond in an amount as prescribed by the board.

Section 3. Secretary

The board may appoint a secretary, who shall maintain custody of the official seal and of records, books, documents, or other papers not required to be maintained by the executive director. The secretary shall attend meetings of the board and keep a record of its proceedings, and shall perform such duties delegated by the board.

Section 4. Legal Counsel

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

Section 5. Other Personnel

The Board may employ other personnel deemed necessary by the board.

ARTICLE VI. COMMITTEES AND ADVISORY BOARDS

Section 1. Committees

The board by resolution may designate and appoint one or more committees to advise the board. The Chairman of the Board shall appoint the members and select the chairman. The committees may be terminated by a vote of the Board. At the annual meeting, the committees will be evaluated and reappointed or dissolved.

Section 2. Advisory Boards

The board may by resolution authorize the establishment of advisory boards. The Chairman shall select, with the advice and consent of the Board members, the members of each advisory board. The advisory board shall elect their own officers and establish rules governing their actions.

ARTICLE VII. CONTRACTS AND FUNDS

Section 1. Contracts

The board may authorize the Executive Director or an agent or agents of the Authority to enter into any contract or execute and deliver any instrument on behalf of the Authority within the limits authorized by Public Act 197. The authorization may be general or confined to specific instances.

Section 2. Funds

All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Authority shall be signed by the Treasurer and countersigned by the Executive Director or Administrator of the Authority. Other member of the board may be authorized to execute documents in the absence of the Treasurer or Executive Director. Account transactions require two signatures. All funds of the Authority shall be placed in such banks, trust companies, or other depositories as selected by the board and consistent with the legal requirements for the deposit of said funds.

Section 3. Contributions or Gifts

The board may accept on behalf of the Authority any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Authority.

ARTICLE VIII. BOOKS AND RECORDS

Section 1. Books and Records

The Authority shall keep correct and complete records of books and accounts and minutes of the meetings. The records shall be kept at the principal office of the Authority which will have a record of the names and addresses of the members of the Authority. All books and records of the Authority shall be open to the public. An annual audit by an independent certified public account will be conducted.

Section 2. Fiscal Year

The fiscal year of the Authority shall at all times conform to the fiscal year of the City of Manistee.

ARTICLE IX—RAISING OF FUNDS

The Authority shall have the ability to raise funds pursuant to the Act, including, but not limited to, through Ad Valorem Tax, borrowing money pursuant to the Revised Municipal Finance Act, 2001 PA 34, issuance of revenue bonds pursuant to 1933 PA 94 and Tax Increment Financing.

ARTICLE X. DISTRICT BOUNDARIES

The Authority shall exercise its powers within the downtown district of the City of Manistee so determined by ordinance of the City Council.

ARTICLE XI. AMENDMENT TO RULES

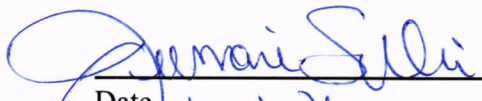
These rules should be reviewed annually by the Board of Directors and they may be altered, amended, or repealed, and new rules adopted, by a majority of the members present at any regular meeting, to be effective upon approval of the Manistee City Council.

Approved by DDA Board of Directors



Date 8/3/86

Approved by City Council



Date 6-16-86