

**Ann Arbor Downtown Development Authority Meeting
Wednesday, July 1, 2020 at 12:00 pm**

1. ROLL CALL

Place: Virtual Meeting—Zoom link: <https://us02web.zoom.us/j/82957499576>
Phone: 877-853-5257. Meeting ID: 829 5749 9576 Password: 197165

Present: Micah Bartelme, Tom Crawford, Alexandra Dieck, Bob Guenzel, Tyler Kinley, Marie Klopf, Jessica A.S. Letaw, Molly McFarland, Darren McKinnon, Rishi Narayan, Keith Orr, Phil Weiss

Absent: None.

Staff: Susan Pollay, Executive Director
Sara McCallum, Deputy Director
Jada Hahlbrock, Parking Services Manager
Maura Thomson, Communications Manager
Amber Miller, Capital Projects Manager
Kelley Graves, Management Assistant
Liz Rolla, Project Manager

Others: Chris Taylor/Republic Parking System

Public: Members of the public were on the Zoom meeting but did not identify themselves.

2. APPROVAL OF BOARD MEETING AGENDA

Mr. Guenzel moved, and Mr. Weiss seconded the motion approve the meeting agenda.

A consent vote on the motion to approve the agenda showed:

Ayes: Bartelme, Crawford, Dieck, Guenzel, Kinley, Klopf, Letaw, McFarland, McKinnon, Narayan, Orr, Weiss

Nays: None

Absent: None

The motion was approved.

3. AUDIENCE PARTICIPATION

Mr. Steve Hall stated his question and concern, asking who is responsible for enforcement of social distancing and mask wearing in the City.

Mr. Dave Diephuis suggested the DDA provide information on the function of the board officer positions at the beginning of the DDA's Annual Meeting.

4. REPORTS FROM CITY BOARDS AND COMMISSIONS

Downtown Area Citizens Advisory Council: A meeting was held last night. No report.

5. DDA MEMBER COMMUNICATIONS

Ms. Letaw said she plans to resume her Downtown Halls and Walk & Talks in September.

6. EXECUTIVE DIRECTOR REPORT

Ms. Pollay read aloud a resolution thanking Keith Orr for his service on the DDA Board.

RESOLUTION THANKING KEITH ORR

Whereas, Keith Orr has served with distinction on the Ann Arbor Downtown Development Authority board since 2008;

Whereas, Keith Orr brought great intelligence and careful deliberation to the discussion of important DDA projects and policies, as well as a solid commitment to the values, purpose and mission of the DDA;

Whereas, Keith Orr's concern for the unique needs of small independent businesses and their importance to the special quality and attractiveness of the downtown has been an important factor in the goals and achievements of the DDA over the past twelve years;

Whereas, Keith Orr has championed transformative street projects and transportation initiatives aimed at making downtown safer and more enjoyable for pedestrians both at the DDA and at the Washtenaw Area Transportation Study, where he served as DDA representative;

Whereas, Keith Orr skillfully took on leadership roles throughout his time on the DDA, including Co-Chairing the Operations Committee, serving on the Executive Committee, and serving as DDA Chair this year;

Whereas, Keith Orr's remarkable commitment to the DDA and its mission will be sorely missed, and his devotion to the downtown and community is an inspiration to all who have had the good fortune to work beside him;

RESOLVED, The Ann Arbor Downtown Development Authority, on behalf of the downtown and the community, thanks Keith Orr for his great service and abundant contributions to the downtown, and indeed to the community as a whole, through his work on the Ann Arbor Downtown Development Authority.

A consent vote on the motion showed:

Ayes: Bartelme, Crawford, Dieck, Guenzel, Kinley, Klopff, Letaw, McFarland, McKinnon, Narayan, Orr, Weiss

Nays: None

Absent: None

The motion was approved. All applauded.

Ms. Pollay noted that at the January board meeting she had stated her desire to retire from the DDA in 2020; after consultations with staff she resolved to make her last days in the office around Thanksgiving time. She said that it has been a privilege to work with all of the extraordinary members of the Board, past and present, and to have had the chance to work in support of downtown. She expressed her deep appreciation for her DDA colleagues. She recommended that the Executive Committee work with DDA staff to shape a recommended timeline and process for filling the position. She also recommended that the board take its time with the search and allow space between her departure and the new Director coming onboard.

7. APPROVAL OF MINUTES

Ms. Letaw moved, and Mr. Bartelme seconded the motion to approve the June minutes.

A consent vote on the motion to approve the minutes showed:

Ayes: Bartelme, Crawford, Dieck, Guenzel, Kinley, Klopff, Letaw, McFarland, McKinnon, Narayan, Orr, Weiss

Nays: None

Absent: None

The motion passed.

8A. SUBCOMMITTEE REPORTS –OPERATIONS COMMITTEE

Mr. Weiss moved, and Mr. McKinnon seconded the following resolution:

**RESOLUTION TO APPROVE A CONTRACT WITH RAM CONSTRUCTION SERVICES FOR FY21
PARKING STRUCTURE REPAIRS AND ESTABLISH A PROJECT BUDGET**

Whereas, The DDA has managed the public parking system since 1992 in support of its mission;

Whereas, Annually the DDA undertakes necessary repairs to keep its eight parking structures in good condition;

Whereas, Annually this repair work is adopted in the CIP;

Whereas, The DDA's engineer, WGI Inc., has provided the DDA with a list of recommended parking structure repairs for the 2020 construction season based on the 20-year plan of work;

Whereas, DDA staff worked with WGI engineers to defer all non-urgent work and has focused this year's scope of work on essential repairs;

Whereas, The work was bid out, and four companies submitted a bid;

Whereas, RAM Construction Services submitted the lowest responsible bid in the amount of \$1,143,238.01;

Whereas, Given the age of many garages and the issues that may arise during repairs, a contingency equal to 20% of the estimated work will be set aside, thus creating a project budget of \$1,371,885.62;

RESOLVED, The DDA Board establishes a project budget of \$1,371,885.62 for Parking Structure Repairs to be paid from its Parking Capital Improvement Fund;

RESOLVED, The DDA Board accepts the bid for \$1,143,238.01 from Ram Construction Services for Parking Structure Repairs and authorizes the Board Chair and Executive Director to execute contract documents and change orders as necessary up to \$1,371,885.62.

A consent vote on the resolution showed:

Ayes: Bartelme, Crawford, Dieck, Guenzel, Kinley, Klopff, Letaw, McFarland, McKinnon, Narayan, Orr, Weiss

Nays: None

Absent: None

The resolution passed.

Mr. Weiss moved, and Mr. Guenzel seconded the following resolution:

RESOLUTION TO APPROVE A PROJECT BUDGET FOR ANN ASHLEY PARKING STRUCTURE ELEVATOR REPAIRS

Whereas, The DDA mission is to strengthen the downtown area and attract new private investments, and it manages the public parking system as a means to help it accomplish its mission;

Whereas, Annually parking system repairs, including elevator repairs, are adopted in the CIP plan;

Whereas, The DDA's elevator contractor, Schindler Elevator Corporation, recommends replacement of the canopies, ceilings, flooring, and door operating hardware on both Ann Ashley parking structure elevators due to deterioration and recurrent maintenance problems;

Whereas, The total cost for this work will be \$220,245.00;

Whereas, A contingency equal to 15% of the estimated work will be set aside, thus creating a project budget of \$253,281.00;

Whereas, The DDA Operations Committee recommends the DDA approve this project budget so the work can proceed;

RESOLVED, The DDA Board establishes a project budget of \$253,281.00 for elevator repairs at the Ann Ashley Parking Structure, to be paid from its Parking CIP Fund;

RESOLVED, The DDA Board accepts the proposal from Schindler Elevator Corporation for \$220,245.00 and authorizes the Executive Director to execute documents and change orders as necessary up to \$253,281.00.

Mr. Weiss noted that the Committee had asked staff to hire an elevator consultant to frame an elevator repair/maintenance plan, and to be on hand to oversee future elevator repairs.

A consent vote on the resolution showed:

Ayes: Bartelme, Crawford, Dieck, Guenzel, Kinley, Klopf, Letaw, McFarland, McKinnon, Narayan, Orr, Weiss

Nays: None

Absent: None

The resolution passed.

Mr. Weiss moved, and Mr. McKinnon seconded the following resolution:

RESOLUTION DIRECTING REPUBLIC PARKING TO REINSTATE STANDARD PROCESSES FOR UNPAID OR LATE MONTHLY PARKING PERMIT ACCOUNTS

Whereas, The DDA has managed the Ann Arbor Public Parking System in support of its mission since 1992;

Whereas, In response to COVID-19 pandemic impacts in downtown, at its April 2020 meeting the DDA board voted to direct its parking operator Republic Parking to temporarily waive standard processes for unpaid or late monthly parking permit accounts until further notice;

Whereas, This has included suspension of permit deactivation, penalties, and forwarding past due accounts to collection agencies;

Whereas, Recently government restrictions have been lifted and the downtown economy has started to revive;

Whereas, Reinstating standard processes for unpaid or late monthly parking permit accounts is critical to collecting parking revenues needed for the operation and maintenance of the public parking system in addition to revenues needed by the City to fund services;

Whereas, Staff and the Operations Committee recommend the DDA restore standard processes for unpaid or late monthly parking permit accounts beginning July 1, 2020;

RESOLVED, The DDA authorizes restoration of standard processes for unpaid or late monthly parking permit accounts beginning July 1, 2020;

A consent vote on the resolution showed:

Ayes: Bartelme, Crawford, Dieck, Guenzel, Kinley, Klopf, Letaw, McFarland, McKinnon, Narayan, Orr, Weiss

Nays: None

Absent: None

The resolution passed.

Parking and Transportation Update: Ms. Hahlbrock reported that Republic Parking operations are going well, and that staff are adapting to the new sanitizing and social distancing processes. The AAATA will provide updated information next month on its recovery plan.

Virtual Meetings Vs. In Person Meetings. Mr. Weiss said that he would like very much for the Committee to begin meeting again in person, albeit following all social distancing guidelines. Mr. McKinnon indicated his agreement. Ms. Pollay said that staff will work to accommodate this request as possible.

The next Operations Committee meeting will be on Wednesday, August 26 at 11: 00 am.

8B. SUBCOMMITTEE REPORTS – FINANCE COMMITTEE

Mr. Guenzel moved and Mr. Weiss seconded the following resolution:

Signatories resolution #1 at end of the minutes.

A consent vote on the resolution showed:

Ayes: Bartelme, Crawford, Dieck, Guenzel, Kinley, Klopf, Letaw, McFarland, McKinnon, Narayan, Orr, Weiss

Nays: None

Absent: None

The motion passed.

Mr. Guenzel moved and Ms. Letaw seconded the following resolution:

Signatories resolution #2 at end of minutes.

A consent vote on the resolution showed:

Ayes: Bartelme, Crawford, Dieck, Guenzel, Kinley, Klopf, Letaw, McFarland, McKinnon, Narayan, Orr, Weiss

Nays: None

Absent: None

The motion passed.

Committee Business. Mr. Guenzel reported that the May expense registers were reviewed. The committee also reviewed its calendar and determined that it will meet seven times per year to coincide with key points in the DDA's financial cycle. The meeting start times will also shift earlier to 9:00 a.m. to accommodate committee members' schedules.

The next Finance Committee meeting is scheduled for Thursday, August 27 at 9:00 am.

8C. SUBCOMMITTEE REPORTS – CAPITAL IMPROVEMENTS COMMITTEE
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First Street: This week the contractor will continue to place concrete curb and sidewalk and install conduit and light pole bases between William and Washington. The road base is being prepared between Huron and Washington. Next week we expect to begin removals on the west side, south of Huron.

William: William is substantially complete, including permanent pavement markings. Since William Street is our first protected bike lane, staff are monitoring as discussed during the planning process and will provide updates regarding maintenance, delineators, and minor design changes at a subsequent meeting.

Huron: Miscellaneous punch list repairs will take place in the coming weeks.

Pandemic Response-DDA Support & Pilot Projects: Parking space closures and the DDA grant for street closures have been well received by businesses operating within those expanded outdoor spaces.

Pilot projects: On June 15th, City Council postponed DDA and City-funded pilot projects until Monday, July 6th. These were the projects intended to support physical distancing and downtown access, while also informing future DDA projects.

Ms. Letaw thanked staff for all of their hard work on these efforts.

People-friendly Streets: Staff are working closely with the Housing Commission, Office of Sustainability, and Transportation Department to shape project values and initial project recommendations for committee discussion.

The next Capital Improvements Committee meeting is scheduled for Wednesday, July 15 at 11 am.

8D. SUBCOMMITTEE REPORTS- PARTNERSHIPS COMMITTEE

Mr. Kinley reported that at its last meeting, the Committee discussed its history and purpose ahead of the upcoming Annual meeting. The Committee decided it wanted to emphasize its focus on affordable housing, including oversight of the DDA's Housing Fund. It also wants to

retain its connection with the taxing authority partners. To better emphasize the Committee's purpose, it will recommend at the Annual meeting to change the name to Housing and Economic Development Committee and revise the description.

The next Partnerships Committee meeting is scheduled for Wednesday, July 15 at 9:00 am. This will be a meeting with Partners.

8E.	SUBCOMMITTEE REPORTS- EXECUTIVE COMMITTEE
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Mr. Orr reported the Executive Committee meet today to review the Board and Annual meetings agendas. The DDA received the letter of engagement from Yeo & Yeo auditing firm for the DDA's FY20 audit. There will not be an Executive Committee meeting in August.

The next Executive Committee is scheduled for Wednesday, September 2 at 11:00 am.

9.	NEW BUSINES
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Ms. Letaw thanked the Operations Committee for the thoughtful leadership at its last meeting discussing how help the people and businesses in the community during this time. She noted that some board members want to return to in-person meetings but cautioned that it would be important to ensure that requirements for public accessibility were met as well as requirements for health safety.

10.	OTHER AUDIENCE PARTICIPATION
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None.

11.	ADJOURNMENT
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There being no other business, Mr. Orr declared the meeting adjourned at 12:50 pm, and said that the DDA's Annual Meeting would begin immediately after this adjournment.

Signatories Resolution #1

**Ann Arbor Downtown Development Authority
RESOLUTION TO ESTABLISH SIGNATORIES**

I hereby certify that the following Resolution was duly approved and adopted by the Board of Trustees (herein after referred to as the Board) of Ann Arbor Downtown Development Authority at a meeting held on July 1, 2020 at which a quorum was present and acting throughout.

WHEREAS, the Board has opened an account with the Bank of Ann Arbor for banking and/or investment management purposes and those accounts are:

- Ann Arbor DDA Investment Account #19-1022, opened March 2, 2004

NOW THEREFORE, BE IT RESOLVED, that the Board hereby ratifies the establishment of these account(s) with the Bank of Ann Arbor, dated July 1, 2020, and currently known as the Investment Account;

FURTHER, BE IT RESOLVED, that the Board hereby designates the following individuals as duly authorized and gives these individuals the authority to direct Bank of Ann Arbor via emails, telephone conversations, in writing, and/or any other form necessary regarding deposits, transfers, and withdrawals from any accounts held at the Bank of Ann Arbor (retail or trust), and to conduct any other business as deemed necessary and, further, grants Bank of Ann Arbor, Agent, the authority to follow without question the direction of the following named individuals:

Names(s)	Susan Pollay	Executive Director
	Name	Title
	Sara McCallum	Accounting Director/Deputy Director
	Name	Title
	Marie Klopff	Treasurer
	Name	Title

FURTHER, BE IT RESOLVED, that the Board hereby designates the following individual as duly authorized and gives this individual the authority to direct Bank of Ann Arbor via emails, telephone conversations, in writing, and/or any other form necessary regarding inter DDA fund transfers and access to any information from any accounts held at the Bank of Ann Arbor (retail or trust).

Sara McCallum	Accounting Director/Deputy Director
Name	Title

By: _____
Darren McKinnon
Its: Secretary

Corporate Authorization Resolution

BANK OF ANN ARBOR

By: ANN ARBOR DOWNTOWN DEVELOPMENT AUTHORITY

125 S. FIFTH AVENUE
ANN ARBOR, MI 48104

150 S 5TH STREET #301
ANN ARBOR, MI 48104

Referred to in this document as "Financial Institution"

Referred to in this document as "Corporation"

I, **Darren McKinnon**, certify that I am Secretary (clerk) of the above named corporation organized under the laws of The State of Michigan, Federal Employer I.D. Number 61-1460602, engaged in business under the trade name of ANN ARBOR DOWNTOWN DEVELOPMENT AUTHORITY, and that the resolutions on this document are a correct copy of the resolutions adopted at a meeting of the Board of Directors of the Corporation duly and properly called and held on JULY 1, 2020 (date). These resolutions appear in the minutes of this meeting and have not been rescinded or modified.

Agents. Any Agent listed below, subject to any written limitations, is authorized to exercise the powers granted as indicated below:

Name and Title or Position	Signature	Facsimile Signature <i>(if used)</i>
A. <u>SUSAN POLLAY</u>	X _____	X _____
B. <u>SARA MCCALLUM</u>	X _____	X _____
C. <u>MARIE KLOPF</u>	X _____	X _____
D. _____	X _____	X _____
E. _____	X _____	X _____
F. _____	X _____	X _____

Powers Granted. (Attach one or more Agents to each power by placing the letter corresponding to their name in the area before each power. Following each power indicate the number of Agent signatures required to exercise the power.)

Indicate A, B, C, D, E, and/or F	Description of Power	Indicate number of signatures required
N/A	(1) Exercise all of the powers listed in this resolution.	
N/A	(2) Open any deposit or share account(s) in the name of the Corporation.	
A,B,C	(3) Endorse checks and orders for the payment of money or otherwise withdraw or transfer funds on deposit with this Financial Institution.	2
N/A	(4) Borrow money on behalf and in the name of the Corporation, sign, execute and deliver promissory notes or other evidences of indebtedness.	
N/A	(5) Endorse, assign, transfer, mortgage or pledge bills receivable, warehouse receipts, bills of lading, stocks, bonds, real estate or other property now owned or hereafter owned or acquired by the Corporation as security for sums borrowed, and to discount the same, unconditionally guarantee payment of all bills received, negotiated or discounted and to waive demand, presentment, protest, notice of protest and notice of non-payment.	
N/A	(6) Enter into a written lease for the purpose of renting, maintaining, accessing and terminating a Safe Deposit Box in this Financial Institution.	
N/A	(7) Other:	

Limitations on Powers. The following are the Corporation's express limitations on the powers granted under this resolution.

Resolutions

The Corporation named on this resolution resolves that,

- (1) The Financial Institution is designated as a depository for the funds of the Corporation and to provide other financial accommodations indicated in this resolution.
- (2) This resolution shall continue to have effect until express written notice of its rescission or modification has been received and recorded by the Financial Institution. Any and all prior resolutions adopted by the Board of Directors of the Corporation and certified to the Financial Institution as governing the operation of this corporation's account(s), are in full force and effect, until the Financial Institution receives and acknowledges an express written notice of its revocation, modification or replacement. Any revocation, modification or replacement of a resolution must be accompanied by documentation, satisfactory to the Financial Institution, establishing the authority for the changes.
- (3) The signature of an Agent on this resolution is conclusive evidence of their authority to act on behalf of the Corporation. Any Agent, so long as they act in a representative capacity as an Agent of the Corporation, is authorized to make any and all other contracts, agreements, stipulations and orders which they may deem advisable for the effective exercise of the powers indicated in this resolution, from time to time with the Financial Institution, subject to any restrictions on this resolution or otherwise agreed to in writing.
- (4) All transactions, if any, with respect to any deposits, withdrawals, rediscounts and borrowings by or on behalf of the Corporation with the Financial Institution prior to the adoption of this resolution are hereby ratified, approved and confirmed.

- (5) The Corporation agrees to the terms and conditions of any account agreement, properly opened by any Agent of the Corporation. The Corporation authorizes the Financial Institution, at any time, to charge the Corporation for all checks, drafts, or other orders, for the payment of money, that are drawn on the Financial Institution, so long as they contain the required number of signatures for this purpose.
- (6) The Corporation acknowledges and agrees that the Financial Institution may furnish at its discretion automated access devices to Agents of the Corporation to facilitate those powers authorized by this resolution or other resolutions in effect at the time of issuance. The term "automated access device" includes, but is not limited to, credit cards, automated teller machines (ATM), and debit cards.
- (7) The Corporation acknowledges and agrees that the Financial Institution may rely on alternative signature and verification codes issued to or obtained from the Agent named on this resolution. The term "alternative signature and verification codes" includes, but is not limited to, facsimile signatures on file with the Financial Institution, personal identification numbers (PIN), and digital signatures. If a facsimile signature specimen has been provided on this resolution, (or that are filed separately by the Corporation with the Financial Institution from time to time) the Financial Institution is authorized to treat the facsimile signature as the signature of the Agent(s) regardless of by whom or by what means the facsimile signature may have been affixed so long as it resembles the facsimile signature specimen on file. The Corporation authorizes each Agent to have custody of the Corporation's private key used to create a digital signature and to request issuance of a certificate listing the corresponding public key. The Financial Institution shall have no responsibility or liability for unauthorized use of alternative signature and verification codes unless otherwise agreed in writing.

Effect on Previous Resolutions. This resolution supersedes resolution dated JUNE 30, 2020 AND PRIOR . If not completed, all resolutions remain in effect.

Certification of Authority

I further certify that the Board of Directors of the Corporation has, and at the time of adoption of this resolution had, full power and lawful authority to adopt the resolutions stated above and to confer the powers granted above to the persons named who have full power and lawful authority to exercise the same. (Apply seal below where appropriate.)

If checked, the Corporation is a non-profit corporation.

In Witness Whereof, I have subscribed my name to this document and affixed the seal of the Corporation on
(date).

Secretary DARREN MCKINNON

Attest by One Other Officer JESSICA LETAW, CHAIR

A consent vote on the resolution showed:

Ayes: Bartelme, Crawford, Dieck, Guenzel, Kinley, Klopff, Letaw, McFarland, McKinnon, Narayan, Orr, Weiss

Nays: None

Absent: None

The resolution passed.

July 1, 2020

For Financial Institution Use Only

Acknowledged and received on _____ (date) by _____ (initials)

This resolution is superseded by resolution dated _____

Comments: