1. Roll Call
   Bob Guenzel, Tyler Kinley, Marie Klopf, Howard Lazarus, Jessica A. S. Letaw, Joan Lowenstein, Molly McFarland, Darren McKinnon, John Mouat, Rishi Narayan, Keith Orr, Phil Weiss

2. Public Hearing on Approved On-Street Parking Rate Increase ($0.10/hour) (4 minutes each)

3. Approval of the Board Meeting Agenda

4. Audience Participation (4 people maximum, 4 minutes each)
   1.
   2.
   3.
   4.

5. Reports from City Boards and Commissions
   · Ray Detter, Downtown Area Citizens Advisory Council

6. DDA Members Communications
   · Welcome to Tyler Kinley
   · City Council/DDA Annual Work Session October 8 at 7pm at CTN (Agenda Pages 17-18)

7. Executive Director Communications

8. Approval of Minutes: September meeting minutes (Pages 3-15)

9. Subcommittee Reports
   A. Operations Committee – K. Orr & P. Weiss
      · Monthly Parking & Transportation Report for September 2018 (Pages 19-21)
      · Ann Ashley expansion – project status
      · 4th & Washington car share pilot
      · Next Committee meeting: Wednesday, October 31 at 11am
   
   B. Finance Committee – B. Guenzel
      · Resolution to Approve a Contract with the City for the First, Ashley, William, Huron Bond (Pages 22-25) (Contract on Pages 26-40)
      · FY18 Audit status
      · Next Committee meeting: Thursday, November 1 at 1pm
   
   C. Capital Improvements Committee – J. Mouat
      · Fifth/Detroit – status
· First/Ashley/William – status
· Huron – status
· Request to reconsider the State Street sidewalk widening project
· City CIP process
· Next meeting: Wednesday, October 17 at 11am

D. Partnerships/Economic Development Committee – J. Lowenstein & Jessica A. S. Letaw
   · Next Committee meeting: Wednesday, October 10 at 9am

E. Executive Committee – M. Klopf
   · Next Committee meeting: Wednesday, November 7 at 11am

10. New Business

11. Other Audience Participation (4 minutes each)

12. Adjournment
1. **ROLL CALL**

**Present:** Marie Klopf, Howard Lazarus, Joan Lowenstein, Jessica A. S. Letaw, Molly McFarland, Darren McKinnon, John Mouat, Rishi Narayan, Keith Orr, Phil Weiss

**Absent:** Bob Guenzel, Tyler Kinley

**Staff:** Susan Pollay, Executive Director  
Joseph Morehouse, Deputy Director  
Maura Thomson, Communications Manager  
Amber Miller, Capital & Private Projects Manager  
Jada Hahlbrock, Manager of Parking Services  
Liz Rolla, DDA Project Manager  
Kelley Graves, Management Assistant

**Audience:** Ray Detter, Downtown Citizens Advisory Council  
David Diephuis, Resident  
Mike McKiness, Republic Parking Systems  
Tom Crawford, City  
John Fournier, City  
Chris Simmons, get!Downtown

2. **APPROVAL OF THE BOARD MEETING AGENDA**

Mr. Orr moved and Ms. Lowenstein seconded the motion to approve the agenda.

A vote on the motion to approve the agenda showed:

Ayes: Klopf, Lazarus, Letaw, Lowenstein, McFarland, McKinnon, Mouat, Narayan, Orr, Weiss

Nays: None

Absent: Guenzel, Kinley

The motion was approved.

3. **AUDIENCE PARTICIPATION**

None.

4. **REPORTS FROM CITY BOARDS AND COMMISSIONS**

Downtown Area Citizens Advisory Council: Mr. Detter said that Ms. Pollay had reported on the status of DDA projects. He said that CAC members expressed interest in Peter Allen’s recently-circulated “A2 2020: An Action Plan to Jumpstart Discussion—For Workforce Housing Solutions,
City Center Development Master Planning Opportunities & An Expanded Treeline Trail”. Most of the meeting was spent discussing interests and concerns for downtown and near downtown. Mr. Detter said that the future of the Library Block will be discussed at the September 17 Library Board meeting at 7pm, and he encouraged all to try to attend that meeting.

5. **DDA MEMBER COMMUNICATIONS**

Ms. Lowenstein moved and Mr. Orr seconded the motion to approve the following resolution. Ms. Klopf asked Ms. Pollay to read the resolution aloud:

**RESOLUTION THANKING JOHN SPLITT**

Whereas, John Splitt joined the Ann Arbor Downtown Development Authority board in 2006 and served for three full terms, ending his service in 2018;

Whereas, John Splitt brought important insights into the deliberations of the DDA, including the unique needs of downtown residents and small independently-owned businesses, as well as the valuable perspective of a long-time Ann Arborite;

Whereas, John Splitt was a highly-valued and active DDA member, serving on nearly every committee, with special importance given to his service as long-time Co-Chair of the Operations Committee, where he helped guide significant matters involving DDA parking operations and policies;

Whereas, John Splitt’s tenure was especially noteworthy, as he worked closely with the DDA Executive Director as she oversaw major parking structure constructions, in particular the design and construction of the underground Library Lane project, which was the DDA’s largest and most challenging project;

Whereas, John Splitt’s participation in this and other construction projects brought inestimable benefit, particularly when there were choices to be weighed and decisive action to be taken;

Whereas John Splitt skillfully took on other leadership roles throughout his time on the DDA, including serving on the Executive Committee, and serving as DDA Chair in FY2010;

Whereas, John Splitt’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;

Whereas, John Splitt’s dislike of excessive numbers of “whereas” clauses in resolutions suggests the need to draw this particular resolution to a close;

RESOLVED, The Ann Arbor Downtown Development Authority, on behalf of the downtown and the community, thanks John Splitt 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 vote on the motion to approve the resolution showed:

Ayes: Klopf, Lazarus, Letaw, Lowenstein, McFarland, McKinnon, Mouat, Narayan, Orr, Weiss
Nays: None
Absent: Guenzel, Kinley
The motion was approved.

DDA Board Member Communications:
It was noted that some committee meeting dates had changed; an updated schedule will be sent to board members and public meeting postings will be updated.

Mr. Lazarus introduced new Assistant City Administrator, John Fournier. He said that Mr. Fournier has served as Assistant to the Mayor and oversaw on-street parking in Pittsburgh.

Ms. Letaw said she will hold her next “Downtown Hall Walk and Talk” on September 8 which will begin at 10am at the Blake Transit Center and will focus on upcoming DDA street projects. She said her next Downtown Hall meeting will be on September 12 at 7pm at Bluebird Café.

6. EXECUTIVE DIRECTOR COMMUNICATIONS
None.

7. APPROVAL OF MINUTES
Ms. Letaw moved and Mr. Mouat seconded the motion to approve the July and August meeting minutes.

A vote on the motion to approve the minutes showed:

Ayes: Klopf, Lazarus, Letaw, Lowenstein, McFarland, McKinnon, Mouat, Narayan, Orr, Weiss
Nays: None
Absent: Guenzel, Kinley
The motion was approved.

8A. SUBCOMMITTEE REPORTS - OPERATIONS COMMITTEE
Mr. Weiss moved and Mr. Lazarus seconded the following resolution:

RESOLUTION TO APPROVE A PARKING AGREEMENT WITH CORE SPACES

Whereas, The DDA’s Development Plan directs the DDA to construct parking facilities in support of its mission;
Whereas, In 2008 City Council authorized the DDA to design and construct an underground parking structure on the Library Lot that would support a future building;

Whereas, In January 2016 City Council selected Core Spaces to be the developer of this property;

Whereas, In March 2017 the DDA put forward a number of recommended elements to be included in a future parking agreement with Core Spaces, and resolved that the DDA would enact any parking arrangements approved by City Council for this project;

Whereas, At its August 2018 meeting the DDA Operations Committee reviewed the Core Spaces Parking Agreement prepared by the City;

Whereas, The Operations Committee members noted that this Parking Agreement includes the elements recommended by the DDA in its 2017 resolution and recommends approval by the DDA;

Whereas, The DDA Attorney has also reviewed the Core Spaces Parking Agreement;

RESOLVED, The DDA approves the Parking Agreement with Core Spaces as recommended by its Operations Committee.

Mr. Lazarus proposed an amendment to the RESOLVED clause to insert the words “...in substantial form.” Ms. Lowenstein seconded.

Mr. Crawford reported that following the DDA’s vote, the item would be acted on by City Council and Core, and although he did not anticipate any substantive changes, he said that the proposed amendment would be helpful as there may still be small changes. Mr. Crawford provided overview of key elements of the proposed agreement which had not changed since the DDA last voted on this matter: 20 year term with two 15-year renewal options, a maximum 196 standard permits at Library Lane plus 85 standard permits and 80 offpeak permits at 4th/William, for which Core will pay the going rate plus an additional 20% surcharge. Mr. Mouat asked if Core, or whomever they sell to, will be held to a timeline for establishing a condominium association; Mr. Crawford said that a timeline for establishing a condominium would be part of the project condo agreement. Mr. McKinnon expressed concern about the DDA approving this parking agreement given the lawsuits related to the project.

A vote on the motion to approve the amendment showed:  
Ayes: Klopf, Lazarus, Letaw, Lowenstein, McFarland, Mouat, Narayan, Orr, Weiss  
Nays: McKinnon
Absent: Guenzel, Kinley
The amendment to the resolution passed.

A vote on the amended resolution showed:  
Ayes: Klopf, Lazarus, Letaw, Lowenstein, McFarland, Mouat, Narayan, Orr, Weiss
Nays: McKinnon  
Absent: Guenzel, Kinley  
The resolution passed.

Ann Ashley Expansion Project: The site plan was submitted to the City last month.

Parking & Transportation Reports: Mr. Weiss said that the committee reviewed the July and August reports, including Art Fair revenues and the FY18 special event meter bag fee waiver total. Summer garage repairs are still underway. Republic had reported that nearly all structures filled to capacity during the professional soccer match, and visitor feedback was very positive about the $15/day rate; the 5th & William lot was also utilized for soccer match visitor parking. He pointed to year-end and 4th quarter parking revenues reports, and noted the impact of the April 1st rate changes and the loss of the two parking lots. He also noted that credit cards are being used much more widely, which is increasing costs.

Mr. Orr said that getDowntown had launched their new website and that AAATA had invited comments on their draft Strategic Business Plan on their website. He also reported that DDA and AAATA staff are exploring a potential AirRide relocation to 4th Avenue.

The next Operations Committee meeting is Wednesday, September 26, 2018 at 11 am.

8B. SUBCOMMITTEE REPORTS – FINANCE COMMITTEE

First, Ashley, Huron & William Bond: With Mr. Guenzel absent, Ms. Klopf reported that in August City Council voted to move forward with advertising the bond and it is anticipated that bond approval will be on the October 15 City Council meeting agenda.

Financial Statements: Mr. Klopf reported that the Committee reviewed the June and July Expense Reports, and the FY18 (unaudited) Year-End Financial Statements. She said that the biggest variances were attributable to project timing. Also reviewed were parking revenue reports and the FY18 and FY19 Funds Committed reports.

FY18 Audit: The auditors were on-site the previous week.

The next Finance Committee meeting will be on Tuesday, September 25, 2018 at 1:00 p.m. Please note the date change.

8C. SUBCOMMITTEE REPORTS – CAPITAL IMPROVEMENTS COMMITTEE

Fifth/Detroit: Mr. Mouat reported that work on the west side of 5th Avenue was mostly complete, and work has begun on the east side including a new storm sewer and electrical work. The project is slightly behind schedule, but still anticipated to be completed this construction season.
First/Ashley/William: Mr. Mouat said that in August City Council voted unanimously to support restoration of two-way traffic on First/Ashley. At the next CIC meeting, work on the streetscape designs will begin including prioritizing blocks for improvement.

Huron: With City Council’s support, recommended transportation improvements have been shared with MDOT for their consideration. Work on construction documents continues.

Mr. Mouat expressed appreciation to the DDA staff for their great communication efforts with businesses and other stakeholders for all these projects. Mr. Lazarus agreed, noting the outstanding quality and quantity of public outreach.

8D. SUBCOMMITTEE REPORTS- PARTNERSHIPS COMMITTEE

Ms. Letaw reported that there was no August meeting. Mr. Mouat asked who partner participants are; Ms. Letaw said representatives from Planning Commission, City Council, TheRide, Library, Washtenaw Community College and the County are invited to attend.

The next meeting will be with our partners on Wednesday, September 12 at 9 am.

8E. SUBCOMMITTEE REPORTS- EXECUTIVE COMMITTEE

Ms. Klopf reported that the committee reviewed the board meeting agenda. The next Executive Committee will be on Wednesday, October 3 at 11 am.

9. NEW BUSINESS

None.

10. OTHER AUDIENCE PARTICIPATION

None.

11. ADJOURNMENT

There being no other business, Mr. Orr moved and Mr. Narayan seconded the motion to adjourn. Ms. Klopf declared the meeting adjourned at 12:40 pm.

Respectfully submitted,
Susan Pollay, Executive Director
**PARTNERSHIPS & ECONOMIC DEVELOPMENT COMMITTEE MEETING MINUTES**  
**Wednesday, September 12, 2018**

Place: DDA Office, 150 S. Fifth Avenue, Suite 301, Ann Arbor, 48104  
Time: 9:00 a.m.  
Present: Bob Guenzel, Tyler Kinley, Jessica A.S. Letaw, Joan Lowenstein  
Absent: Marie Klopf, Howard Lazarus, Darren McKinnon, Rishi Narayan, John Splitt, John Mouat, Keith Orr, Phil Weiss  
Others: Jane Lumm/City Council, Shannon Gibb-Randall/Planning Commission, Mary Stasiak/AAATA, Chris Cheng/City Planning, John Barrett/City Zoning, Jill Bahm/Giffels Webster  
Staff: Susan Pollay, Amber Miller, Kelley Graves  
Public: None

**Sign Ordinance:** Mr. Cheng, Ms. Bahm and Mr. Barrett provided a report on the work to update the City’s sign ordinance. An open house is scheduled for October 4th in Council Chambers to discuss proposed changes.

**Partner Updates:**

**AAATA/The Ride:** Ms. Stasiak thanked everyone for their support of the transit millage renewal. She reported that there is bus overcrowding in some locations and TheRide will evaluate its services with the goal of making improvements. Public outreach will take place in February, including feedback from riders while in route. A bike share vendor has been selected and an announcement will be made shortly.

Ms. Stasiak mentioned the Bird scooters, noting that they are not permitted on AAATA buses or bike racks due to the inability to properly secure them. There was a general committee discussion of these scooters, including the need to publicize rules regarding their use. Mr. Kinley noted that electric skateboards are also becoming more prevalent. Ms. Lowenstein suggested that the bike share docking stations could be an apt location to provide information. It was suggested that the City’s new Transportation Manager be invited to the November Partnerships Committee meeting to discuss this topic further.

**City of Ann Arbor:** Ms. Lumm said that she is hearing concerns about increased traffic in the NE area of the city, and she asked Ms. Stasiak if TheRide has plans to alleviate congestion in that area; Ms. Stasiak said she didn’t have information but would share this concern with AAATA. It was noted that much of this traffic is coming from outside the City, including to jobs at the UM; Ms. Stasiak noted that unfortunately UM no longer includes AAATA at new staff orientations to provide commute options. Ms. Lumm asked about AAATA’s interest in the Y Lot as expressed at the August AAATA Board meeting; AAATA’s long-standing interest to relocate buses from 4th Ave to a ground floor facility on this site was noted. Ms. Lumm asked Ms. Pollay if she knew about plans to demolish 415 W. Washington building; Ms. Pollay
reported that she had heard that the Historic District Commission would be asked to approve the building demolition, while leaving the site as part of the historic district.

Ms. Lumm said that Council voted to retain its 600 feet buffer between medical marijuana dispensaries, and to approve revisions to the fire safety inspection code. The committee discussed the City’s solid waste issues in the alleys and the City solid waste study, including an upcoming focus group meeting with downtown business owners.

Planning Commission: Ms. Gibb-Randall asked if The Ride would consider adding a new Park and Ride location on the north side; Ms. Stasiak stated AAATA maintains and provides service at the park and ride locations, but doesn’t own them. Ms. Gibb-Randall noted that the Commission had forestalled action on a proposed development on Jackson Road due to neighbor concerns that its construction might contribute to expanding the dioxane plume.

DDA: Ms. Miller reported that the majority of the 5th/Detroit project construction on the west side of 5th is complete, and work is now underway on the east side. The project is slightly behind schedule, largely due to the unexpected need to design and install a storm main. Also, there were delays due to the contractor working around lunch hours and Farmer’s Market times at the request of businesses in the area.

Ms. Pollay shared a snapshot of the FY18 State of the Downtown report, including data on growth, building permits, office vacancy, and more. The complete report should be done by the end of the month. Ms. Pollay thanked Ms. Thomson, Ms. Miller and DDA intern Xuewei Chen for their work in compiling this report.

She said that the Ann Ashley expansion project site plan was submitted to the Planning Dept for staff review.

Public Comment: None.

Next Meeting:
The next meeting of the Partnerships Committee will be October 10 at 9am (DDA only).

The Partnerships Committee meeting adjourned at 11:05 a.m.

Respectfully submitted,
Susan Pollay, DDA Executive Director
Place: DDA Office, 150 S. Fifth Avenue, Suite 301, Ann Arbor, 48104
Time: 11:00 a.m.
Present: Robert Guenzel, Tyler Kinley, Howard Lazarus, Joan Lowenstein, John Mouat
Absent: Marie Klopf, Jessica A.S. Letaw, Molly McFarland, Darren McKinnon, Rishi Narayan, Keith Orr, Phil Weiss
Staff: Susan Pollay, Amber Miller, Liz Rolla, Maura Thomson, Kelley Graves
Other: Neal Billetdeaux, Oliver Kiley/Smith Group JJR, Carissa Petty/City Operations
Public: Frances Todoro/State Street District

First, Ashley, William: The project budget and the locations for new water mains were reviewed. All agreed that an overall streetscape plan should be created, but each block should be implemented differently. It was recommended that the William bikeway be moved to 2019 if possible. The Ashley improvement and Ann Ashley expansion projects will be coordinated, including timing the restoration of 2-way traffic.

State St project: Ms. Todoro said that only a few businesses support the DDA’s project to widen the 300 block State St sidewalk, while many others don’t want to lose the parking. Mr. Lazarus suggested that seasonal uses such as parklets could be considered; Ms. Todoro agreed, also noting that there are other capital needs in the area. After much discussion, there was committee consensus to recommend that the DDA approach the street improvement as they do all projects, and work with the neighborhood to shape the project.

Mr. Lazarus said that other funding sources should be found as part of any future plan.

CIP: Ms. Miller said that the City is underway with its Capital Improvements Planning process, and DDA staff developed a list of potential projects that could be pursued if there was committee interest. By placing these projects in the CIP it would enable DDA and City staff to work together to develop them. There was committee support to pursue many proposed ideas and exclude others. Ms. Miller also noted that the DDA includes maintenance funds in its annual budget for projects such as sidewalk repairs and tree replacements. Among the maintenance ideas discussed there was particular interest in the DDA pursuing a demolition of the S. 4th Avenue canopy outside the Courthouse Square building.

Project updates: Ms. Rolla reported that conduit, curb and other concrete work is underway on the east side of 5th & Detroit. Ms. Miller said that MDOT staff were informed that City Council voted to support transportation changes on Huron Street, and they now require a letter of support from a City official; Mr. Lazarus agreed to send this letter to MDOT.

Public comment: None.

Next Capital Improvements Committee meeting: Wednesday, October 17, 2018 at 11 am.

The meeting adjourned at 1:00 pm.
Respectfully submitted, Susan Pollay, Executive Director
Place: DDA Office, 150 S. Fifth Avenue, Suite 301, Ann Arbor, 48104
Time: 11:00 a.m.
Present: Joan Lowenstein, Darren McKinnon, Keith Orr, Phil Weiss
Absent: Robert Guenzel, Marie Klopf, Tyler Kinley, Howard Lazarus, Jessica A.S. Letaw, Molly McFarland, John Mouat, Rishi Narayan
Staff: Susan Pollay, Joe Morehouse, Jada Hahlbrock, Amber Miller, Maura Thomson, Kelley Graves
Others: Chris Simmons/getDowntown, Mike McKiness/RPS, John Fournier/City
Public: David Diephuis

Car Share Request: Ms. Hahlbrock reported that Cahoots had requested a space in 4th & Washington for an electric car that would be utilized by their members; they have no parking and already have 150 members who utilize their co-working location. She asked if there was committee support for a pilot to determine if this car share pilot could encourage utilization of transportation modes other than single occupancy car use; users would be required to have a go!Pass and utilization data would be shared to assess impact. Following discussion there was committee support to pursue this pilot. There was also support to install EV charging units in the garage, including one for the car in this pilot. There was discussion about whether Cahoots should pay for the installation cost and the electricity and Mr. Fournier offered to provide a copy of Pittsburgh’s licensing agreement utilized for a similar initiative.

DDA/City Council Annual Work Session: This session will take place October 8 at 7pm at CTN, and Ms. Pollay said there would be time to discuss topics in addition to parking.

Ann Ashley Expansion: It is hoped the project will be presented to Planning Commission in October. Ms. Hahlbrock said that during construction city employee parking may move to Library Lane but she needs police parking numbers; Mr. Fournier said he would assist.

Parking Rate Change: The next adjustment in the DDA’s 5-year schedule will occur in January. Another public hearing isn’t required, but the committee supported holding a public hearing at the October DDA meeting. Ms. Thomson said she is distributing information about this.

Core Spaces Parking Agreement: The Committee reviewed the Agreement approved by City Council as modifications had been made following DDA approval. Mr. McKinnon said he believed the DDA should withhold approval on agreements until everything is final.

Monthly Parking & Transportation Report: Ms. Hahlbrock reviewed the September reports. She
noted that RPS staff are expected to finish installing the new epark machines and space markers by the end of October. New metered spaces were installed on Mosley. There was not support by the other condo owner at Liberty Square for the Destination Ann Arbor mural, so the CVB will look for another location. Logistics for home football game parking were shared, and an RFP for additional garage fencing will soon be released. Mr. McKiness reported that RPS is providing IT training to its management staff.

Mr. Simmons reported that go!pass renewal requests are due September 28th. The announcement about the new ArborBike provider will be made next week, and plans for relaunching the system are being made.

**Scooters:** Mr. Fournier said that the City has created a short-term scooter licensing agreement. There is another company interested in providing scooters in Ann Arbor in addition to Bird.

**Public Comment:** Mr. Diephius encouraged the DDA to take note of the National Citizen Survey 42% rating of “ease of public parking” in the City of Ann Arbor. While on track with the national standard, he said that a less than 50% rating is worth reviewing.

**Next Meeting:** The next meeting is scheduled for Wednesday, October 31, 2018 at 11 a.m.

The meeting adjourned at 12:55 p.m.

Respectfully submitted,
Susan Pollay, Executive Director
Place: DDA Office, 150 S. Fifth Avenue, Suite 301, Ann Arbor, 48104
Time: 1:00 p.m.
Present: Bob Guenzel, Tyler Kinley, Marie Klopf, Phil Weiss
Absent: Howard Lazarus, Jessica A.S. Letaw, Joan Lowenstein, Molly McFarland, Darren McKinnon, John Mouat, Rishi Narayan, Keith Orr
Staff: Susan Pollay, Joseph Morehouse, Jada Hahlbrock, Amber Miller, Maura Thomson, Kelley Graves
Public: None

Financial Statements: August expenses were reviewed. Questions were asked and answered.

Bond for First, Ashley, Huron & William Projects: Mr. Morehouse reviewed the bond contract proposed by the City between the DDA and City, including recommendations for amendments. He also provided a resolution proposed by the City to facilitate DDA approval of this contract, as well as the timeline for the bond following City Council approval. There was support to bring these items forward for action at the October DDA meeting.

FY18 Audit - update: Mr. Morehouse said that the auditors had provided a draft copy of the audit for his review and corrections. The auditors will attend an upcoming Finance Committee meeting to review the audit with the Committee members and answer questions. It was noted that the FY20 budget process would begin at the November committee meeting, with the goal of DDA approval at its March meeting so it could be submitted to the City.

City/DDA Annual Work Session: Ms. Pollay noted that the annual DDA/City work session required by the Parking Agreement will take place this year on Monday, October 8 at 7 p.m. at the CTN Studio (2805 S. Industrial Hwy). She said that the primary focus of the meeting would be the public parking system, but the session was an opportunity to talk about other topics of shared interest, such as the redevelopment of the former YMCA lot.

Public Commentary: None.

Next Meeting is Scheduled for Thursday, November 1st at 1pm at the DDA.

Meeting adjourned at 2:00 p.m.

Respectfully submitted,
Susan Pollay, Executive Director
Place: DDA Office, 150 S. Fifth Avenue, Suite 301, Ann Arbor, 48104
Time: 11:10 a.m.
Present: Marie Klopf, Joan Lowenstein, Darren McKinnon, Phil Weiss (ex officio), Susan Pollay (ex officio)
Absent: None
Others: Jessica A.S. Letaw

Committee actions and discussions

Agenda Review. The Committee members reviewed the September DDA monthly meeting agenda.

There being no other business, the meeting adjourned at 11:25 a.m.
Susan Pollay, Executive Director
## Rate Change Summary By Type and Facility

**Approved February 2018**

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City of Ann Arbor

Work Session Agenda

City Council

Monday, October 8, 2018  7:00 PM  Community Television Network, 2805 S. Industrial Highway, Studio

City Council/DDA Joint Work Session

CALL TO ORDER

WS WORK SESSION

WS-1 18-1675 Ann Arbor City Council and Downtown Development Authority (DDA) Joint Annual Work Session

PUBLIC COMMENT - GENERAL (3 MINUTES EACH)

ADJOURNMENT

COMMUNITY TELEVISION NETWORK (CTN) CABLE CHANNEL 16:

LIVE: MONDAY, OCTOBER 8, 2018 @ 7:00 P.M.
REPLAYS: WEDNESDAY, OCTOBER 10, 2018 @ 8:00 A.M. AND FRIDAY, OCTOBER 12 @ 8:00 P.M.

REPLAYS SUBJECT TO CHANGE WITHOUT NOTICE

CTN’s Government Channel live televised public meetings can be viewed in a variety of ways:

Live Web streaming or Video on Demand: https://a2ctn.viebit.com
Cable: Comcast Cable channel 16 or AT&T UVerse Channel 99
All persons are encouraged to participate in public meetings. Citizens requiring translation or sign language services or other reasonable accommodations may contact the City Clerk’s office at 734.794.6140; via e-mail to: cityclerk@a2gov.org; or by written request addressed and mailed or delivered to:

City Clerk’s Office  
301 E. Huron St.  
Ann Arbor, MI 48104

Requests made with less than two business days’ notice may not be able to be accommodated.

A hard copy of this Council packet can be viewed at the front counter of the City Clerk’s Office.
Special Events in September
September 2- Dancing in the Streets
September 8, 15 & 22- UM Football
September 9- Kerrytown Bookfest
September 16- Peace Day Celebration

Special Event Meter Bag Fee Waivers/ Free Parking in September
September 2- Dancing in the Streets $200
September 9- Kerrytown Bookfest $400
September 16- Peace Day Celebration $200

Meters
Meter department staff continued to install new epark kiosks and corresponding space markers. These installations are expected to continue through October. New metered public parking spaces were installed on Mosley Street following the completion of a new residential building at 615 S Main.

General Operations
Destination Ann Arbor has decided not to pursue a mural on the east facing wall of Liberty Square. Negotiations with one of the property owners fell through. They indicated they have several alternative options in downtown that they are looking into.

Republic Parking is using pre-pay operations at Forest and 4th & William for UM home football games. Signs are being posted in advance to notify parkers, and to provide information on nearby facilities with normal hourly operation.

IT department staff have been formalizing training and operating documents for all equipment and expanding training opportunities for management staff.

Parking System Maintenance
The annual restoration and maintenance work continued in September. Work at 4th & William has included concrete and lintel repairs, and floor coating. Capstone replacement work at Maynard is complete and remaining work there includes exterior wall repairs. A small amount of work at Ann Ashley was started and completed this month. Work is underway at First & Washington. Work in the structures will continue through early November.

Maintenance department staff completed washdowns in stairwells at Maynard, 4th & William, Ann Ashley and 4th & Washington. Additional washdown work will continue through fall. Staff also worked to paint columns, curbs, and arrows in structures.

City/DDA Parking Enforcement and Operations Group
The group met on September 13th. Discussion included epark installations, equipment communication issues and updates, and new public meters on Mosely.

Tally Hall Condominium Meeting
The group met in September. Discussion included the proposed mural on Liberty Square, facility repairs and upcoming expense items. The next meeting will take place in January.
First & Washington Condominium Meeting
No meeting was held this month. The structure opened in late 2013 and a condominium board has yet to be formally established.

Parking Construction
Structure Fencing
Another 2 levels of fencing (black chain-link) will be installed at Liberty Square this fall. An invitation to bid will be released this fall for fencing at 4th & Washington and Forest.

Ann Ashley
Staff and consultants from both this and the 1st, Ashley & William street improvement project met to coordinate construction and phasing. City staff have completed their first round of site plan review and the project team is aiming to resubmit in early October for the second staff review.

Transportation
Go!pass Summary
Go!pass Outreach
- 2016-2017 - Renewal orders received to date: 405 companies
- 2016-2017 - New orders received to date: 49 companies
- 2017-2018 - Renewal orders received to date: 390 companies
- 2017-2018 - New orders received to date: 46 companies

New go!pass companies for September 2018
- Dessous
- Monahan’s Seafood Market
- Jottful

2016-2017 - Go!pass sales: 6,069 passes ordered by 454 organizations (9/2016-9/2017)
2017-2018 - Go!pass sales: 5,925 passes ordered by 436 organizations (9/2017-9/2018)
Quarterly ridership to be reported in October.

Bike Parking
Current rentals good till 3/31/19
- Bike Locker Rentals as of 9/19/18: 8 rentals of 12 available lockers (67%)
- Maynard Bike House Rentals as of 9/19/18: 11 rentals of 28 spaces (39%)
- Ann Ashley Bike House Rentals as of 9/19/18: 39 rentals of 27 spaces (144%)

Other Activities
- Go!pass renewal season is in full swing. To ensure that companies have passes prior to November 1st, getDowntown must have received the order by September 28th.
- A press release will be issued shortly (potentially prior to this meeting) announcing the selection of the new ArborBike provider, as a contract with the operator has been finalized. Relaunch plans are being finalized, looking at starting on the University campus first with stations that are in place and allowing for year-round operations there. Downtown operations are planned to relaunch this spring, allowing for time on questions for moving sites and permitting to allow for year-round operation system-wide. getDowntown will be facilitating “meet the operator” meetings in coordination with this relaunch process.
• getDowntown will be hosting a series of meetings with go!pass coordinators during the month of October. These meetings will not only allow coordinators to pick up their passes, but also allow for Q&A with program staff for ways that we can provide better offerings for employees. This will be done at various times to allow for varying schedules. We will post these events on the website as they are finalized.

• getDowntown, in concert with AAATA Business Services, is working with Destination Ann Arbor and Ann Arbor SPARK on the launch of a Business Resource Network for Washtenaw County. Information on these networks is available at http://www.mwse.org/business-resource-networks/. We will be working closely with participating employers who are interested in solving the employee transportation barriers to success with their company. This is a standard offering of the getDowntown Program and is currently available to any employer located within the program boundaries at no cost. Services can include employee mapping, connections to services for job development or disability accommodations, trip planning, parking planning, and more.
First/Ashley & William - Major Elements

- Two-way restoration - mostly signals, signage, lane markings (could be temporary markings)
- Bikeway construction (First & William streets) - needs to follow two-way restoration (for First street) or else lane capacity will be affected - William street could go sooner
- Commercial Street reconstruction - more flexible. Reconstruction should overlap with Bikeway construction on those segments.

2019 = Big structural stuff in 2019, except for mobile crane

Would need a lane and a sidewalk on Ashley for this.
### PHASE 1: Schematic Design (thru October 2018)
- Site analysis
- Engineering survey
- Public outreach & engagement (2 workshops + stakeholder meetings)
- Traffic analysis
- Preliminary bikeway design
- Schematic design and layout
- Preliminary cost analysis
- Concept approvals

### PHASE 2: Engineering Phase (Nov 2018 – Feb 2020)
- Detailed design and engineering including:
  - Streetscape design
  - Roadway engineering
  - Signal design & permitting
  - Signage plan
  - Revised cost estimates
- Construction documentation + bid package
- Phasing plan
- On-going outreach and coordination with property owners.
- Bidding assistance, pre-bid services

### PHASE 3: Construction Phase (March 2020 – Dec 2020)
- Post-bid assistance
- Field visits & site meetings
- Document review
ANN ARBOR DOWNTOWN DEVELOPMENT AUTHORITY

RESOLUTION APPROVING DDA FINANCING CONTRACT FOR
CITY OF ANN ARBOR CAPITAL IMPROVEMENT BONDS

At a [regular] meeting of the Ann Arbor Downtown Development Authority (the "Authority"), County of Washtenaw, State of Michigan, held in the City Hall of the City of Ann Arbor on [Wednesday,] [October] __, 2018, at _____ a.m./p.m. Michigan time, there were

Present: __________________________________________

Absent: __________________________________________

The following preamble and resolution were offered by ____________________________
and seconded by ________________________________:

WHEREAS, the City of Ann Arbor (the "City") created the Authority pursuant to Act 197, Public Acts of Michigan, 1975, as amended (the "Act");

WHEREAS, pursuant to the Act, the Authority prepared its Development Plan and Tax Increment Financing Plan for the Authority's Development Area, which was adopted by the City Council by Ordinance No. 55-82, and subsequently amended by the Authority and adopted, as amended, by the City Council by Ordinance No. 26-03 (the "Plan");

WHEREAS, the Authority has determined that it is necessary and appropriate at this time to finance certain capital project costs pursuant to and consistent with the goals of the Plan, consisting of various street, bikeway, sidewalk, utility and infrastructure improvements, more particularly described in Exhibit A together with their estimated costs (collectively, the "Project"); and,

WHEREAS, the Authority has determined that the most advantageous and economical method of financing a substantial portion of the costs of the Project is through the issuance and sale by the City of its capital improvement bonds, in a principal amount not to exceed $15,500,000 (the "Bonds"), pursuant to Section 517 of the Revised Municipal Finance Act, Act 34, Public Acts of Michigan, 2001, as amended ("Act 34"), maturing over a term of years within the remaining duration of the Plan, primarily secured by the City’s limited tax general obligation pledge, and to be primarily payable in full from the Authority’s tax increment revenues received pursuant to the Act and derived from taxes levied on real and personal property in the Development Area by the City, Washtenaw County, the Ann Arbor Transportation Authority, Washtenaw Community College and the Ann Arbor District Library (the "Taxes and Revenues"), and to the extent necessary from certain revenues of the City’s parking system as managed by the Authority (collectively, the "Revenues"); and

WHEREAS, the Authority has been presented with a Financing Contract (City of Ann Arbor Series 2019 LTGO Capital Improvement Bonds) in the form attached hereto as Exhibit B (the "Financing Contract"), pursuant to which the Authority will remit the Revenues to the City as the primary source of payment of the Bonds in sufficient amounts to provide for timely
payment of all principal of and interest on the Bonds as such become due throughout the term of the Bonds.

NOW, THEREFORE, IT IS RESOLVED THAT:

1. Financing Plan. The Authority hereby determines that the issuance of the Bonds by the City for purposes of financing the Project is in the best interests of the Authority and the City, and requests that the City issue the Bonds in an aggregate principal amount not to exceed $15,500,000, pursuant to Section 517 of Act 34, to finance a substantial portion of the costs of the Project, and to pledge its full faith and credit on a limited tax basis as security for payment of the Bonds. The Bonds shall mature over a period not longer than the remaining duration of the Plan (i.e., through August 2033). Payment of principal of and interest on the Bonds shall be primarily payable from the Authority’s Revenues pursuant to the Financing Contract.

2. Financing Contract. The Financing Contract between the City and the Authority is hereby approved in substantially the form presented to the Authority and attached hereto as Exhibit B.

3. Execution and Delivery of Required Documents. The [_________] and the [_________] (the “Authorized Officers”) are, and each acting alone is, hereby authorized and directed on behalf of the Authority to execute and deliver the Financing Contract on behalf of the Authority, with such revisions thereto as they deem necessary, appropriate and not inconsistent with the terms of this Resolution, and to enter into such other agreements with the City, and to execute such instruments, certificates, documents and other papers, and to take such actions as may be necessary and appropriate in connection with the issuance and sale of the Bonds by the City or as otherwise may be required to implement the terms and intent of this Resolution. The Authorized Officers are further authorized and directed to approve information relative to the Authority contained in a preliminary and a final official statement relating to the Bonds, if applicable, and to deem such portions of the preliminary official statement “final” for purposes of Rule 15c2-12 of the Securities and Exchange Commission.

4. Conflicting Resolutions. All resolutions and parts of resolutions in conflict with the foregoing are hereby rescinded.

A roll call vote on the foregoing resolution was taken, the result of which is as follows:

YES: ________________________________

NO: ________________________________

ABSTAIN: __________________________

THE RESOLUTION WAS THEREUPON DECLARED ADOPTED.
CERTIFICATION

I, the undersigned, the duly qualified and acting Secretary of the Ann Arbor Downtown Development Authority, Washtenaw County, Michigan, do hereby certify that the foregoing is a true and complete copy of a resolution adopted by the Authority at a regular meeting held on [October] __, 2018, the original of which is on file in my office, and that such meeting was conducted and public notice thereof was given pursuant to and in compliance with Act No. 267, Michigan Public Acts of 1976, as amended, and that minutes of such meeting were kept and are available as required by such Act.

__________________________________________________________

Secretary

Dated: [October] __, 2018
EXHIBIT A

Project goals include improving pedestrian and bicyclist safety and comfort, and addressing infrastructure needs. The projects will include installation of new street and sidewalk improvements on Huron Street (between Chapin/Third and Division), First and Ashley Streets (between Madison and Kingsley), and William Street (between Third and State Streets). Project elements will include protected on-street bikeways, new sidewalks, streetlights, utilities, landscaping and other pedestrian amenities.

Estimated project costs

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<td>1st/Ashley/William</td>
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THIS DDA FINANCING CONTRACT (the “Contract”), made and entered into as of __________ ___, 2018, between the CITY OF ANN ARBOR, a Michigan municipal corporation (the “City”), and the ANN ARBOR DOWNTOWN DEVELOPMENT AUTHORITY, a public body corporate organized and existing pursuant to Act 197, Michigan Public Acts, 1975, as amended (the “DDA”).

RECITALS

A. The Downtown Development Authority Act, Act 197, Michigan Public Acts, 1975, as amended (“Act 197”), authorizes the City and the DDA to adopt and implement a development plan and tax increment financing plan in order to plan and implement public improvements in a development area designated in the plan.

B. A Development Plan & Tax Increment Financing Plan was prepared by the DDA, for the DDA’s development area, which was approved by the City Council by Ordinance No. 55-82 and subsequently amended by the DDA, and adopted, as amended, by the City Council by Ordinance No. 26-03 (as amended, the “Plan”).

C. The Plan designates a DDA District (the “Development Area”) and identifies a number of proposed public improvements contemplated to be made by the DDA and the City within the Development Area.

D. Pursuant to the Plan, the DDA has been capturing tax increment revenues (as defined in Act 197 and the Plan, the “Tax Increment Revenues”) generated by properties located in the Development Area.
E. The DDA represents and warrants that: the statement of Tax Increment Revenues for the fiscal year that ended June 30, 2018 is accurate and correct to the best of its knowledge (such statement is attached hereto as Exhibit A); and that the table of projected annual Tax Increment Revenues for the remainder of the term of the Plan (attached as Exhibit B) accurately reflects the DDA projections for collection of the same, as of the date the DDA executes this Contract.

F. Tax Increment Revenues have been and will be available to effectuate the various purposes and objectives of the Plan, but only to the extent of Tax Increment Revenues available after the payment of the DDA’s necessary and reasonable administrative expenses (i.e., DDA salaries and fringe benefits, office space, insurance, and related legal expenses), which expenses shall be exclusive of capital projects included in or contemplated by the Plan (“Net Tax Increment Revenues”). Net Tax Increment Revenues as so defined shall be determined each fiscal year on the basis of the relevant information set forth in the Annual Report prepared by the DDA and submitted to the City Council and the State Tax Commission pursuant to Section 15(3) of Act 197 (the “DDA Annual Report”).

G. Pursuant to the Parking Agreement with the City, dated July 1, 2011 and last amended on or about February 21, 2018 (“Parking Agreement”), the DDA manages and maintains the Municipal Parking System in accordance with the Parking Agreement. The Parking Agreement provides that the DDA is entitled to collect certain parking revenues in exchange for its obligations under the Parking Agreement (“Parking Revenues”). The DDA is required to remit 20% of the “Gross Parking Revenues”, as defined under the Parking Agreement to mean, Parking Revenues received, “less rents or other obligations paid to public and/or private owners for use of their property as Facilities,” to the City each quarter. The Plan allows for Parking
Revenues to be expended on construction projects, such as the Project (identified herein). The term Gross Parking Revenues shall have the same meaning under this Contract as it does in the Parking Agreement, but such Gross Parking Revenues (and the City’s right thereto hereunder) are exclusive of and in addition to all fees, expenses, and consideration the DDA is required to pay the City under the Parking Agreement.

H. The City and the DDA have determined that it is necessary and appropriate at this time to finance certain capital project costs pursuant to and consistent with the goals of the Plan, consisting of various street, bikeway, sidewalk, utility and infrastructure improvements, more particularly described in Exhibit C (collectively, the “Project”), with an estimated total cost of $17,000,000, including legal, engineering and financing costs (the “LTGO Project”).

I. The Plan authorizes certain projects to be financed by the issuance of bonds by either the DDA or the City, and the use of Tax Increment Revenues and Parking Revenues to pay Debt Service on such bonds. “Debt Service” shall mean interest and/or principal, as may become due.

J. The City has published a notice of intent to issue capital improvement bonds to finance the LTGO Project and has adopted a bond authorizing resolution (the “Bond Resolution”) approving the City’s issuance of limited tax general obligation capital improvement bonds in a principal amount not exceeding $15,500,000, having a term not exceeding the remaining duration of the Plan (the “LTGO Bonds”), for the purpose of financing the costs of the LTGO Project and related bond issuance costs.

L. The DDA shall reimburse the City for the full cost of financing the development of the LTGO Project by remitting its Net Tax Increment Revenues and Gross Parking Revenues in amounts sufficient to pay all Debt Service on the LTGO Bonds as the same become due for the full term of the LTGO Bonds.

M. To maturity or earlier redemption of the LTGO Bonds, interest on the LTGO Bonds will be payable semi-annually and principal will be paid annually, in each case on the dates determined at the time of sale of the LTGO Bonds. For purposes of this Contract, (i) the date on which each required annual principal and/or semi-annual interest payment on the LTGO Bonds is due is hereinafter referred to as a “Bond Payment Date” and (ii) each required annual or semi-annual Debt Service payment on the LTGO Bonds is hereinafter referred to as an “LTGO Bond Payment.”

AGREEMENT

The parties hereto agree as follows:

1. The above-stated Recitals are incorporated herein including, without limitation, the Parties’ agreements, undertakings, representations, and warranties, set forth therein.

2. If the LTGO Bonds are issued, the DDA shall finance the LTGO Project through the City’s issuance of the LTGO Bonds in a principal amount not exceeding $15,500,000.

3. The City agrees that, if the LTGO Bonds are issued, the proceeds of the LTGO Bonds shall be used solely to pay the costs of the LTGO Project, which costs may include the reimbursement of costs of the LTGO Project incurred and paid by the DDA prior to the date of issuance of the LTGO Bonds. Upon completion of the LTGO Project, any remaining proceeds of the LTGO Bonds may be used by the DDA for other capital projects of the DDA, subject to the City's receipt of an opinion of the City's bond counsel that such
use of surplus bond proceeds will not adversely affect the tax-exempt status of the LTGO Bonds and is permitted under the Plan, Act 197, and other applicable law.

4. The DDA agrees that its Net Tax Increment Revenues and Gross Parking Revenues shall be used, as outlined herein, to make the LTGO Bond Payments when due in each fiscal year, beginning no later than the first Bond Payment Date in fiscal year 2019, through the fiscal year ending June 30, 2033 or until the earlier repayment in full of the LTGO Bonds (the “LTGO Project DDA Debt Service Payments”) by the DDA. The DDA shall make all LTGO Project DDA Debt Service Payments in accordance with applicable City policies (including but not limited to the City’s Debt Policy, it being understood that it is a requirement herein that the DDA fund 15% of the LTGO Project with DDA funds not acquired from the LTGO Bonds). Further, in making the LTGO Project DDA Debt Service Payments, the DDA shall use available Net Tax Increment Revenues to the extent they are sufficient to make such payments, and may use Gross Parking Revenues to the extent the DDA determines such use is allowed under the Plan.

For all purposes under this Contract, the Net Tax Increment Revenues shall include any and all reimbursements or payments of any description provided to the DDA or to any taxing unit for the account of the DDA by the State of Michigan or any fund or account of the State of Michigan by reason of any reduction in millage leviable by any taxing unit, or by reason of any reduction in the valuation of property or percentage of true cash value of property subject to ad valorem taxation, or by reason of the reduction of any special tax imposed on property in lieu of ad valorem taxation, or any credit against taxation, resulting directly or indirectly from any change in the constitution or laws of the State of Michigan in effect on the date hereof.

Notwithstanding anything to the contrary here, in the event the City issues bonds to refund all or part of the outstanding LTGO Bonds to achieve Debt Service savings, the DDA’s LTGO
Bond Payments shall be adjusted to equal the required annual or semi-annual Debt Service payments with respect to the bonds issued to refund the LTGO Bonds, plus the required annual or semi-annual Debt Service payments with respect to any LTGO Bonds that remain outstanding following such refunding.

If the DDA fails to make a LTGO Bond Payment within ninety (90) days of the Bond Payment Date, the DDA authorizes the City to withhold on behalf of the DDA from the Net Tax Increment Revenues collected by the City in each fiscal year (i) the annual amount set forth above to pay a portion of each LTGO Bond Payment due on each Bond Payment Date occurring in such fiscal year during the term of the DDA’s obligations hereunder, and (ii) all or any portion of an LTGO Bond Payment or Payments not funded by the DDA in a prior fiscal year until the DDA’s delinquent funding of such LTGO Bond Payment or Payments is funded in full as provided in Section 6 below; provided, that any Net Tax Increment Revenues so withheld by the City shall be disbursed promptly to the DDA upon the written certification of the DDA that the amounts specified by the DDA in such certification are then required by the DDA for the payment of its current reasonably necessary administrative expenses as reflected in the DDA Annual Report for such fiscal year. Any remaining Tax Increment Revenues collected by the City shall be promptly disbursed to the DDA each fiscal year after its obligations under (i) and (ii) have been satisfied. The DDA’s foregoing contractual obligation to contribute Net Tax Increment Revenues to the City to fund a portion of the LTGO Bond Payments shall not constitute a third party guaranty of the LTGO Bonds.

5. In the event that the City shall for any reason be unable or fail to withhold the LTGO Project DDA Debt Service Payments from its collections of Tax Increment Revenues as provided hereunder, the DDA shall upon the City’s request immediately pay the amount of the
deficiency to the City from other legally available Tax Increment Revenues of the DDA not currently required for the DDA’s reasonable and necessary current administrative expenses. In the absence of such payment by the DDA, the City shall have all rights and remedies provided by law to enforce the obligations of the DDA hereunder.

6. In the event that Net Tax Increment Revenues and Gross Parking Revenues in any given fiscal year are insufficient to satisfy the LTGO Bonds DDA Debt Service Payments pursuant to this Contract, and the City has made such payments from its own funds pursuant to its limited tax general obligation pledge, the DDA shall reimburse the City for such payments in whole, together with interest at a rate equal to the Michigan Cooperative Liquid Assets Securities System (CLASS) Investment Pool daily variable rate, from the next Net Tax Increment Revenues and/or Gross Parking Revenues collected that exceed current LTGO Bonds DDA Debt Service Payments required hereunder. Delinquent payments shall be paid from such excess Net Tax Increment Revenues (or if the full payment amount is not available, such remaining portion that is available) as soon as the same are collected (and may be withheld by the City as provided in Section 4 above).

7. Any other provision of this Contract to the contrary notwithstanding, it is understood and agreed by the parties hereto that the DDA’s obligation to make LTGO Project DDA Debt Service Payments, as well as all other current and future DDA payment obligations to the City (whether structured as a bond payment, grant, Parking Revenue payment due under the Parking Agreement, or other form of financial obligation) are in all respects senior to any current and future DDA obligations of Net Tax Increment Revenues and/or Gross Parking Revenues to third parties.

8. The DDA hereby acknowledges that the City will issue the LTGO Bonds in reliance upon this Contract and the promise of the DDA to make or cause to be made the LTGO Project DDA Debt Service Payments from Net Tax Increment Revenues and Gross Parking Revenues in
accordance with this Contract. The DDA agrees that it will not amend any existing agreement, enter into any agreements, approve the issuance of any note, bond or other evidence of indebtedness, or approve any amendments to the Plan or its Ten-Year Financial Plan, or take any other action that grants a priority or lien on the Tax Increment Revenues or Gross Parking Revenues that is not subordinate to the priority of the City hereunder, or that would impair, or have the effect of impairing, the ability of the DDA to make the LTGO Project DDA Debt Service Payments. The DDA may, however, issue tax increment revenue bonds, parking revenue bonds, or enter into contractual Tax Increment Revenues or Gross Parking Revenues payment obligations in accordance with the Plan and Act 197 after the date of this Contract payable and secured on a basis that is fully subordinate to the LTGO Project DDA Debt Service Payments to the City hereunder, to the extent permitted under Act 197.

9. This is the entire agreement among the parties and it supersedes and replaces all prior agreements between the parties regarding its subject matter. It may not be modified except in writing, signed by all parties. It shall not be affected by any course of dealing.

10. This Contract shall be effective upon the City issuing the LTGO Bonds.

11. Except as otherwise specifically provided herein, all notices, certificates, requests or other communications under this Contract shall be sufficiently given and shall be deemed given (i) upon receipt when transmitting using electronic means other than telecopy/facsimile, (ii) when mailed by registered or certified mail postage prepaid, to the applicable address set forth below, or (iii) upon delivery by overnight courier service, telecopy or hand delivery to the applicable address set forth below:
If to the City:

City of Ann Arbor
301 E. Huron Street
Ann Arbor, Michigan 48104
Attention: 

Email: 
Telephone: 

If to the DDA:

Ann Arbor Downtown Development Authority
150 S. Fifth Avenue, Suite 301
Ann Arbor, Michigan 48104
Attention: 

Email: 
Telephone: (___) ___-____

The parties hereto may by notice given hereunder in writing designate any further or different addresses to which subsequent notices, certificates, requests, complaints, demands or other communications hereunder shall be sent.

12. If any one or more sections, clauses or provisions of this Contract shall be determined by a court of competent jurisdiction to be invalid or ineffective for any reason, such determination shall in no way affect the validity and effectiveness of the remaining sections, clauses and provisions of this Contract.

13. This Contract may be executed in several counterparts, each of which shall be deemed an original, and such counterparts together shall and will constitute one and the same instrument.

14. This Contract shall be governed by and construed in accordance with the laws of the State of Michigan.
15. Nothing in this Contract expressed or implied is intended or shall be construed to confer upon, or to give any person or entity, other than the parties hereto, any right, remedy or claim under or by reason of this Contract or any covenant, condition or stipulation hereof, and all covenants, stipulations, promises and agreements in this Contract contained by and on behalf of the City and the DDA shall be for the sole and exclusive benefit of the parties hereto.

16. This Contract shall terminate upon the payment in full by the DDA of the LTGO Bonds DDA Debt Service Payments owing (including the DDA funding any delinquencies of such payments as set forth in Section 4) or upon the earlier defeasance of all of the LTGO Bonds as provided for in the Bond Resolution, but shall remain in effect with respect to any refundings of the LTGO Bonds as set forth in Section 4 hereof. Upon termination, any amounts in funds and accounts established under the Bond Resolution or any trust indenture related to the LTGO Bonds (or refundings of the LTGO Bonds) and derived from the Tax Increment Revenues, which are not required to satisfy the LTGO Project DDA Debt Service Payments, shall be promptly remitted to the DDA. The obligation of the City and any agent of the City to make such transfer shall survive the termination of this Contract.

17.Absent an express and specific written waiver, no act, failure, or delay by a party to pursue or enforce any rights or remedies under this Contract shall constitute a waiver of those rights/remedies with regard to any existing or subsequent breach of this Contract. No waiver of any term, condition, or provision of this Contract, whether by conduct or otherwise, in one or more instances, shall be deemed or construed as a continuing waiver of any term, condition, or provision of this Contract. No waiver by either party shall subsequently affect its right to require strict performance of this Contract.
The parties have executed this Agreement as of the date first written above.

CITY OF ANN ARBOR

By: ________________________
Its: Mayor

By: ________________________
Its: Clerk

ANN ARBOR DOWNTOWN DEVELOPMENT AUTHORITY

By: ________________________

Its: ______________________

Approved as to form and content:

By: ________________________

Stephen Postema, City Attorney

Approved as to substance:

By: ________________________

Howard Lazarus, City Administrator
## EXHIBIT A

**STATEMENT OF TAX INCREMENT REVENUES**  
**(FISCAL YEAR ENDED JUNE 30, 2018)**

<table>
<thead>
<tr>
<th>Fiscal Year</th>
<th>Actual/Est. SEV &quot;B&quot;</th>
<th>SEV Cap</th>
<th>Actual Prop. Tax Millage Rate</th>
<th>Actual Tax Capture</th>
</tr>
</thead>
<tbody>
<tr>
<td>2018</td>
<td>$253,780,289</td>
<td>$231,840,000</td>
<td>27.8589</td>
<td>$6,460,184</td>
</tr>
</tbody>
</table>
### Exhibit B

**Projected Future Tax Increment Revenues**

<table>
<thead>
<tr>
<th>Fiscal Year</th>
<th>Actual/Est. SEV &quot;B&quot;</th>
<th>SEV Cap</th>
<th>Actual Prop. Tax Millage Rate</th>
<th>Projected TIF Revenues Capture</th>
</tr>
</thead>
<tbody>
<tr>
<td>2019</td>
<td>$262,662,599</td>
<td>$239,954,400</td>
<td>27.8589</td>
<td>$6,684,866</td>
</tr>
<tr>
<td>2020</td>
<td>$271,855,790</td>
<td>$248,352,804</td>
<td>27.8589</td>
<td>$6,918,836</td>
</tr>
<tr>
<td>2021</td>
<td>$281,370,743</td>
<td>$257,045,152</td>
<td>27.8589</td>
<td>$7,160,995</td>
</tr>
<tr>
<td>2022</td>
<td>$291,218,719</td>
<td>$266,041,732</td>
<td>27.8589</td>
<td>$7,411,630</td>
</tr>
<tr>
<td>2023</td>
<td>$301,411,374</td>
<td>$275,353,193</td>
<td>27.8589</td>
<td>$7,671,037</td>
</tr>
<tr>
<td>2024</td>
<td>$311,960,772</td>
<td>$284,990,555</td>
<td>27.8589</td>
<td>$7,939,523</td>
</tr>
<tr>
<td>2025</td>
<td>$322,879,399</td>
<td>$294,965,224</td>
<td>27.8589</td>
<td>$8,217,407</td>
</tr>
<tr>
<td>2026</td>
<td>$334,180,178</td>
<td>$305,289,007</td>
<td>27.8589</td>
<td>$8,505,016</td>
</tr>
<tr>
<td>2027</td>
<td>$345,876,484</td>
<td>$315,974,122</td>
<td>27.8589</td>
<td>$8,802,691</td>
</tr>
<tr>
<td>2028</td>
<td>$357,982,161</td>
<td>$327,033,217</td>
<td>27.8589</td>
<td>$9,110,786</td>
</tr>
<tr>
<td>2029</td>
<td>$370,511,537</td>
<td>$338,479,379</td>
<td>27.8589</td>
<td>$9,429,663</td>
</tr>
<tr>
<td>2030</td>
<td>$383,479,441</td>
<td>$350,326,158</td>
<td>27.8589</td>
<td>$9,759,701</td>
</tr>
<tr>
<td>2031</td>
<td>$396,901,221</td>
<td>$362,587,573</td>
<td>27.8589</td>
<td>$10,101,291</td>
</tr>
<tr>
<td>2032</td>
<td>$410,792,764</td>
<td>$375,278,138</td>
<td>27.8589</td>
<td>$10,454,836</td>
</tr>
<tr>
<td>2033</td>
<td>$425,170,510</td>
<td>$388,412,873</td>
<td>27.8589</td>
<td>$10,820,755</td>
</tr>
</tbody>
</table>
Project goals include improving pedestrian and bicyclist safety and comfort, and addressing infrastructure needs. The projects will include installation of new street and sidewalk improvements on Huron Street (between Chapin/Third and Division), First and Ashley Streets (between Madison and Kingsley), and William Street (between Third and State Streets). Project elements will include protected on-street bikeways, new sidewalks, streetlights, utilities, landscaping and other pedestrian amenities.
<table>
<thead>
<tr>
<th>DATE</th>
<th>ACTION REQUIRED</th>
<th>RESPONSIBLE PARTY</th>
</tr>
</thead>
<tbody>
<tr>
<td>Thu, Aug 09, 2018</td>
<td>City Council Meeting to adopt Notice of Intent Resolution</td>
<td>C</td>
</tr>
<tr>
<td>Thu, Aug 23, 2018</td>
<td>Notice of Intent published</td>
<td>C</td>
</tr>
<tr>
<td></td>
<td>PFM provides Bond Counsel with bond specifications</td>
<td>PFM</td>
</tr>
<tr>
<td></td>
<td>Bond Counsel sends Authorizing Resolution</td>
<td>BC</td>
</tr>
<tr>
<td>Sun, Oct 07, 2018</td>
<td>45 Day Referendum period ends</td>
<td>C</td>
</tr>
<tr>
<td>Mon, Oct 15, 2018</td>
<td>City Council Meeting to adopt Authorizing Resolution</td>
<td>C</td>
</tr>
<tr>
<td>Wed, Nov 28, 2018</td>
<td>Draft of Preliminary Official Statement circulated for review and comment</td>
<td>PFM</td>
</tr>
<tr>
<td>Wed, Dec 05, 2018</td>
<td>Due diligence call to review Preliminary Official Statement - comments due on Preliminary Official Statement</td>
<td>All Parties</td>
</tr>
<tr>
<td>Thu, Dec 06, 2018</td>
<td>PFM circulates updated Preliminary Official Statement</td>
<td>PFM</td>
</tr>
<tr>
<td>Thu, Dec 06, 2018</td>
<td>PFM submits credit packages to rating agency(ies) and insurance companies</td>
<td>PFM</td>
</tr>
<tr>
<td>Thu, Dec 13, 2018</td>
<td>Rating Call</td>
<td>C/PFM</td>
</tr>
<tr>
<td>Mon, Jan 07, 2019</td>
<td>Preliminary Official Statement printed and mailed</td>
<td>PFM</td>
</tr>
<tr>
<td>Mon, Jan 07, 2019</td>
<td>Notice of Sale published</td>
<td>BC</td>
</tr>
<tr>
<td>Mon, Jan 07, 2019</td>
<td>Bond rating released</td>
<td>PFM</td>
</tr>
<tr>
<td>Wed, Jan 16, 2019</td>
<td>Bond Sale @ 11:30 AM &amp; Sale Order Executed</td>
<td>All parties</td>
</tr>
<tr>
<td>Fri, Jan 18, 2019</td>
<td>PFM circulates draft Official Statement</td>
<td>PFM</td>
</tr>
<tr>
<td>Tue, Jan 22, 2019</td>
<td>Print and mail Final Official Statement</td>
<td>PFM</td>
</tr>
<tr>
<td>Tue, Jan 22, 2019</td>
<td>Draft closing memo distributed &amp; draft security report</td>
<td>PFM</td>
</tr>
<tr>
<td>Tue, Jan 29, 2019</td>
<td>Final closing memo distributed</td>
<td>PFM</td>
</tr>
<tr>
<td>Wed, Feb 06, 2019</td>
<td>Tentative bond closing - via phone and wire</td>
<td>All parties</td>
</tr>
<tr>
<td>Wed, Feb 20, 2019</td>
<td>Closing transcripts and security report filed with Department of Treasury</td>
<td>BC</td>
</tr>
</tbody>
</table>

Legend:
- C = City of Ann Arbor
- BC = Dykema Gossett (Bond Counsel)
- PFM = PFM Financial Advisors LLC (Financial Advisor)