

GOVERNANCE COMMITTEE

(Zoom) Meeting

September 24, 2020

9:00am

The Governance Committee will not be held at the Governmental Center.

The Governance Committee Meeting will be conducted remotely via Zoom webinar

Quick Highlights for Viewing and Participating
(Finer Details Below)

Anyone wishing to give public comment will need to call in and wait in a "virtual waiting room" where their microphones will be muted until they are called upon:

Dial: 312-626-6799

Meeting ID: 581 562 6571

Participant ID: # (yes just #)

Posted and Published: Monday, September 21, 2020

The DDA recognizes the importance of not bringing people together unnecessarily in an effort to stop the spread of COVID-19. The Governmental Center has been closed to walk-in traffic and will be closed for the Governance Committee meetings for the foreseeable future. Members of the Committee will not be present in the Governmental Center for official Committee meetings.

The DDA has determined that all Committee meetings may be conducted remotely to assist in stopping the spread of COVID-19. Individuals with disabilities may participate in the meeting by calling-in to the number as though they were going to be giving public comments as outlined below or by calling the TDD#. Individual members of the Committee may be contacted via email through presiding CEO Jean Derenzy, jean@downtowntc.com.

DDA meetings will continue to be broadcast live on Cable Channel 191 and will be streamed live at: <https://www.tacm.tv/govtvnow.asp>.

For members of the committee and key staff, their name will appear on screen when they are speaking. For individuals who may wish to give public comment, the method for providing public comment during these remote-participation meetings is to call: 312-626-6799 and enter the Meeting and Participant ID.

Callers wishing to give public comment may call in before the meeting starts and wait in a "virtual waiting room." Going forward, these instructions will be included in every published agenda of the Governance Committee. Those calling in will be able to hear the audio of the Governance Committee meeting, yet their microphone will be muted.

When the Committee accepts public comment, in the order calls were received, the meeting facilitator will identify the caller by the last four digits of their telephone number and ask them if they would like to make a comment.

The DDA CEO has been designated to coordinate compliance with the non-discrimination requirements contained in Section 35.107 of the Department of Justice regulations. Information concerning the provisions of the Americans with Disabilities Act, and the rights provided thereunder, are available from the DDA Office.

The City of Traverse City and Downtown Development Authority are committed to a dialog that is constructive, respectful and civil. We ask that all individuals interacting verbally or in writing with board members honor these values.

Downtown Development Authority:
Jean Derenzy, CEO
(231) 922-2050
Web: www.dda.downtowntc.com
303 East State Street
Traverse City, MI 49684

Agenda

1. Roll Call
2. Election of Chair and Vice-Chair
3. Public Comment
4. Review of Items to Be Completed
5. Consideration To Issue RFP/RFQ Legal Counsel
6. Public Comment
7. Other Business
8. Adjournment



Downtown Development Authority
303 E. State Street
Traverse City, MI 49684
jean@downtowntc.com
231-922-2050

Memorandum

To: Governance Committee
From: Jean Derenzy, DDA CEO
Date: September 19, 2020
SUBJECT: Identification of Items to be Done

This is the first meeting of the Governance Committee, with several items that need to be addressed by the Committee. In this memorandum I will put an outline of what was identified by the DDA Board as items to be completed by this Board.

- The first item that the DDA Board has asked the Governance Committee to lead on is an RFP for outside legal counsel. Past practice the DDA has utilized, and paid, for the City Attorney to provide legal services. However, due to the increased work load that the City Attorney has, consideration has been asked that the DDA hire outside counsel.

I have put a draft RFP/RFQ for review and comment

- Reviewing board membership qualifications and characteristics with the understanding that the majority of the board must be individuals with an ownership or business interest in property in the district and one member must reside in the district if there are more than 100 residents in the district.
- Salary range for CEO. Kate Green can assist in this professional endeavor.
- Yearly Board strategy meeting.

Attached is the scope of duties that was put together by the DDA Board in 2019 to help this Committee determine items that should have focus in the next 6 to 12 months.

There may be a need to have more regular meetings until items identified are organized to allow to move into quarterly meetings.

I look forward to starting this process with the Governance Committee.

**Traverse City Downtown Development Authority (DDA)
Board of Directors
Governance Committee – Roles & Responsibilities**

Pursuant to the DDA Board’s by-laws, the Governance Committee is a standing committee of the DDA Board of Directors. The Governance Committee is charged with oversight, review and recommendations regarding board operations to enhance the quality and future viability of the Board. The Governance Committee has the following roles and responsibilities:

1. Meet at least quarterly and provide meeting minutes to the full Board of Directors.
2. Lead the board in regularly reviewing and updating its understanding of its roles, responsibilities, and expectations of individual board members.
3. Serve as the planning and review team for organizational strategic planning activities.
4. Assess on an on-going basis the current and anticipated needs for board composition.
5. Develop and recommend the following documents, practices, and policies; conduct annual review of all these items and make recommendations for any updates that may be needed.
 - a. Board Committee job descriptions;
 - b. Board Code of Conduct Policy;
 - c. Board Conflict of Interest Policy and annual statement for signing;
 - d. Qualifications & Characteristics Grid for consideration of potential new board members, including knowledge, attributes, skills, abilities, influence, background, etc.;
 - e. Board Orientation and Operating Manual;
 - f. New member on-boarding process including but not limited to an orientation session for all new board members;
 - g. Board on-going education process, including protocol, content, and schedule;
 - h. Board annual self-assessment protocol and tool;
 - i. A general Board-CEO Roles and Responsibility Policy, distinguishing the respective roles, responsibilities, and relationships;
 - j. Board process and format for conducting an annual performance and compensation review of the CEO;
 - k. Any other board policies as needed.
6. Review the DDA Board’s by-laws annually and make recommendations for any changes if needed.
7. Assist the CEO in planning and implementing board retreats as desired.

8. Regularly review the board's practices and status regarding member participation, confidentiality, attendance and conduct, and provide any recommendations as needed to enhance board effectiveness.
9. Any other periodic or regular Board Governance matters as desired by the Board of Directors.

**TRAVERSE CITY
DOWNTOWN DEVELOPMENT
AUTHORITY**

(DDA)

**Request for Proposals
DDA Attorney Legal Service**

RFP Issue Date:

Proposal Due Date:

GENERAL INFORMATION

The Traverse City Downtown Development Authority (DDA) is seeking proposals from qualified law firms and individual attorneys wishing to provide legal services to the TCDDA. The Legal Services sought include the specialized legal services needed by a Michigan downtown development authority. The Attorney is a contract position.

The DDA, includes the DDA, the Downtown Traverse City Association (DTCA), Traverse City Parking Services (TCPS), and the Traverse City Arts Commission (TCAC) and is unique in terms of organization and operational funding. The DDA is governed by a 12-member board and hires the CEO of the operation, and has 22 full-time employees and 6 seasonal part-time employees.

The DDA is a component unit of the City of Traverse City. The TCDDA was formed in 1979. The DDA comprises most of City's commercial district and focused on making improvements in the City's downtown core.

SCOPE OF SERVICES

Legal services to be performed on behalf of the DDA include, but may not be limited to:

- Review, draft, and negotiate contracts and leases
- Advise on real estate, land use, Downtown Development Authority and Brownfield Redevelopment Authority legal issues, policies, and negotiations
- Attend Board of Directors and Committee meetings as necessary
- Other legal services as needed

PROPOSAL CONTENT

The DDA is pleased to invite qualified agents or firms to submit a written proposal for the activities outlined above. The amount of information submitted is not limited to a set number of pages, but we ask that you be concise and mindful of the review team. The proposal should include the following content:

1. **Legal Experience:** The respondent should describe its legal experience, especially in DDA matters including the names, addresses, contact persons, and telephone numbers of at least three clients.
 - Provide details on experience representing similar boards or authorities

- Provide details on experience advising clients conducting similar programs and services'
2. **Organization, Size, Structure, and Areas of Practice:** If the respondent is a firm, Identify your firm, year of establishment, and key team members for this project. Please indicate complete listing of names, titles, addresses, emails, and phone numbers, as well as the primary contact person for this project.
 3. **Attorney Qualifications:** The respondent should have experience in the following areas:
 - Michigan Municipalities, Authorities, and similar tax- exempt organizations
 - Real-estate development
 - Tax increment financing
 - Bond financing
 - Grants and contracts

The respondent should describe the qualifications of each attorney to be assigned to this project. The description should include:

- Professional and education background of each attorney
 - Prior experience of the individual attorneys with respect to the required experience listed above.
 - Only include resumes of attorneys likely to be assigned to the representation. Education, position in firm, years and types of experience, and continuing professional education will be considered
4. **Compensation:** The DDA is considering alternate methods of compensation for services depending on the nature and scope of the services provided. These include but are not necessarily limited to hourly rate compensation and flat fee compensation. Please provide your expected type of compensation including, as applicable, hourly rate or rates, flat fee rates. Note that any rates submitted remain subject to negotiation after submission as this is not a bid submittal since the scope of the work remains somewhat undefined.

GENERAL INFORMATION

After evaluation of the responses, the DDA will make a selection based on the response which best meets the needs of the DDA, in the sole discretion of the DDA.

The DDA reserve the right to reject or accept any and all proposals received, to modify the scope with one or more of the respondents, and to waive any/ all requirements which the DDA deems to be in its best interest. The public entities are not liable for any costs incurred by any agent or firm prior to the negotiation, approval, and execution of an agreement. This RFQP should not be construed as creating a contractual relationship between the DDA and any agent or firm submitting a response to this RFP. The DDA

shall have no obligation or liability to any agent or firm responding to this RFP

SUBMITTAL PROCESS

Qualifications and proposals, along with inquiries, should be directed to:

Jean Derenzy, CEO
Traverse City DDA
303 State Street
Traverse City, MI 49684
jean@downtowntc.com

Please submit all questions prior to _____. Answers to questions submitted will be provided on the project website as soon as they are available.

Sealed statements of qualification and proposals will be accepted, and date/time stamped at the address above on or before 10am EST on Friday, __. Late submissions will not be considered.

Each submission shall include the following:

1. Two (2) copies of the qualifications and proposal
2. One electronic copy of the qualifications and proposal
3. Cover letter signed by entity's authorized office(s)
4. All materials must be packaged in a box or envelope that is marked as follows:
DDA Legal Services
Proposal [Name of
Submitting Organization]
Attention: Jean Derenzy
Due: 10:00am, (EST)