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MAVDevelopment Company

November 23rd, 2009

As commercial property owners along South Main Street, we are all interested in improving the district's performance. The street is an ecosystem— one that requires attention and cooperation in order to maintain a healthy economic balance and sustain itself into the future. And as one of America's ten Great Streets (as identified by the American Planning Association in 2009), we are collectively responsible for delivering a safe and attractive environment for businesses, shoppers, employees, residents, and visitors.

For the past couple of years, several owners have been exploring the creation of a Business Improvement Zone (BIZ) for S. Main between Huron and William. The BIZ concept has been around since the late 1970s and is a tested and successful means for providing high-quality, reliably supported services to an established commercial, mixed-use district. With more than 1,000 BIZ/BID districts throughout North America and dozens more forming around the world, these self-assessment districts are providing a wide range of services to their commercial property owners – all designed to reflect local needs and aspirations.

The proposed BIZ for S. Main Street is modest and cost effective. Responding to the critical need to keep our sidewalks clean, safe, and attractive, our service package will focus on comprehensive sidewalk snow removal, sidewalk sweeping and power washing, handbill removal, and graffiti removal. And in partnership with the Main Street Area Association (MSAA), the BIZ will contribute funds to MSAA to help support their current landscaping efforts in the district.

The goal is not just to deliver clean sidewalks. The ultimate goal is to support the district's dynamic mix of retail shops, services, businesses, restaurants, entertainment venues, and residences with a world-class street experience. South Main Street already benefits from the reputation as a vibrant destination. To remain competitive now and in the future – and to protect the investment we all have made on Main Street – we need to take the long view and enhance our market position by improving our downtown environment. It's really that simple.

Attached is the state-mandated Zone Plan for the Main Street Business Improvement Zone. We look forward to your support and on-going participation as we build on South Main's greatness.

Sincerely,

Ed Shaffran
Chair – Main Street Business Improvement Zone Initiative Board of Directors

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MAIN STREET BUSINESS IMPROVEMENT ZONE PLAN

Prepared by:

Main Street Business Improvement Zone Initiative

11.23.09 – Read Only version

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I. Main Street Business Improvement Zone Boundary

The boundaries of the area subject to the BIZ assessment are defined on the north by the centerline of Huron Street; on the east by the centerline of the alleyways bisecting the blocks between South Main Street and South Fourth Avenue; on the south by the centerline of Williams Street; and on the west by the centerline of the alleyways bisecting the blocks between South Main Street and South Ashley Street.



The proposed boundary was adopted by the Main Street Business Improvement Zone

Initiative Board of Directors in June, 2009.

Proposed services do not include services to the alleys or the property frontage along the alleys.

Within the proposed BIZ district boundary are commercial properties as well as those identified on the Ann Arbor city tax rolls as tax-exempt and residential condominium property. Only commercial properties will be subject to the Main Street BIZ assessment; tax-exempt properties and residential condominiums are not included in the BIZ assessment formula or petition process, as required by state law.

A Zone Map appears in Attachment A.

II. Term of Operation

As specified in state law, the Main Street Business Improvement Zone will operate for seven (7) years, beginning July 1, 2010 and ending, unless renewed or dissolved, on June 30, 2017.

III. BIZ Services

The purpose of the Main Street BIZ is to achieve the highest quality, best maintained urban commercial environment possible. To accomplish this, the BIZ will arrange for, oversee, and fund the following projects in the Zone Area:

Sidewalk Snow Removal

Wintry weather can be an impediment to shopping anywhere in Michigan.

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But if the customer confronts sidewalks with ice or snow, and crosswalks impassable with slush, they will not return. The Main Street BIZ will address this problem by providing the following sidewalk snow removal services:

- Environmentally friendly snow-melting compounds will be applied to any accumulations under one-inch. Applications will extend from storefront vestibules to 12 inches into the roadbed, and will include all crosswalks and curb cuts.
- Accumulations of more than one inch will be shoveled, again from the storefront vestibule to 12 inches into the roadbed and all crosswalks and curb cuts.
- When snow accumulation reaches three inches above the curb line (nine inches from the roadbed), snow will be cleared two-feet into the roadbed from the curb, in order to facilitate customer mobility from cars to shops.
- Major accumulations of snow will be moved to designated locations between planter beds, and will be removed from the district within 24 hours of the end of the snow event.
- Snow removal services will be completed by 6:30am and will be repeated, as necessary, when accumulation reaches one inch.
- Up to forty (40) snow removal visits per year will be funded; any unused visits will roll over to the next season.

Sidewalk Cleaning

While snow can impede access to Main Street during the winter, a dirty, littered sidewalk can discourage patronage year round. The Main Street BIZ will:

- Vacuum clean the sidewalks from the storefront vestibule to 12 inches into the roadbed once a week, from April 1 to November 30.
- Power washing and gum removal will be conducted twice per year, from the storefront vestibule to 12 inches into the roadbed.
- Handbills will be removed from all surfaces in the public realm (lampposts, news boxes, telephone poles, public phones, water fountains, trash cans, etc.), once a week.
- Graffiti will be removed from vertical and horizontal surfaces in the public realm (not on private property), on demand, and not to exceed 24 graffiti removal calls per year.

Landscaping

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Creating and maintaining a world-class downtown environment requires the investment of time, money, and attention. The BIZ will build upon Main Street’s attractive urban landscape by contributing funds toward the planting and plant maintenance of the 44 planter boxes within the district. The duration of each of the services will continue through the entire seven year period of the BIZ, beginning July 1, 2010. The scope and detail of the services will be adjusted over that seven year as permitted or dictated by actual conditions and budgetary considerations

IV. Budget & Assessment Formula

The purpose of a business improvement zone is to create consistently high levels of service. To do so requires the financial participation of every commercial property owner in the district. The BIZ provides the mechanism to assess properties, control the funds collected, and govern the process.

Estimated Budget

In an effort to create the most cost-effective program, the MS BIZI board has estimated a budget that minimizes to the greatest extent possible operational costs. This has been accomplished by contracting out both the service and management elements of the program. The BIZ will not be creating a standalone organization with an office, staff, and the overhead required. Rather, the BIZ board will contract with an operations manager who will (1) oversee the work of the contractors selected to deliver BIZ services; (2) maintain contact with the property owners and other stake holders within the BIZ district; (3) and serve as staff to the MS BIZ Board of Directors.

MAIN STREET BUSINESS IMPROVEMENT ZONE BUDGET (ESTIMATED)

YEAR ONE

INCOME

BIZ Assessment Revenue	118,847
Payment in lieu of assessment by City	4,100
TOTAL BIZ INCOME	122,947

EXPENSE

BIZ SERVICES

SNOW REMOVAL

Snow melt and shoveling; Snow storage & removal; Up to 40 service visits

Board of Directors:		
Edward A. Shaffran The Shaffran Companies, LTD President	Subtotal	60,000
Rob W. Spears Cabrio Properties Treasurer	SIDEWALK CLEANING & ENHANCEMENTS	
	Sidewalk sweeping 1X/week; sidewalk power washing 2x/year; Handbill removal & graffiti removal	
Michael C. Martin First Martin Corporation Secretary	Subtotal	10,000
James G. Curtis Curtis Commercial	LANDSCAPE IMPROVEMENTS & MAINTENANCE	
	Contribution to current landscape program	12,000
Ronald K. Dankert Swisher Commercial	Subtotal	12,000
Alan B. Freedman Four Directions	TOTAL BIZ SERVICES EXPENSE	82,000
Jeffrey T. Harshe MAVDevelopment Company	OTHER EXPENSES	
	Reimbursement of start-up costs	4,285
	City Administrative Fee	200
	Delinquency Fund (2.5% of assessment)	2,971
	Contingency Fund	5,492
	TOTAL OTHER EXPENSES	12,948
	ORGANIZATIONAL EXPENSES	
	Operations Manager	9,500
	Insurance	2,400
	Legal Services	2,000
	Accounting & Audit	5,000
	Business Services	5,000
	Subtotal	23,900
	TOTAL BIZ ORGANIZATIONAL & OTHER EXPENSES	36,848
	TOTAL EXPENSE	118,848
	NET RESERVE (LOSS)	4,099

Sources of Funds

In accordance with state law, the BIZ will assess commercial properties within the district *Owner-occupied residential property and non-profit or governmental property is exempt from the assessment by state law.*

However, state law does permit the voluntary contribution of funds to the BIZ from

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residential, governmental, and nonprofit owners. In the case of the Main Street BIZ, the Ann Arbor Downtown Development Authority (DDA) has tentatively agreed to a voluntary contribution in lieu of assessment for services rendered to their properties within the district (under “Income” above).

In subsequent years, it is the intention of the BIZ to seek voluntary contributions from owner-occupied residential owners within the district, as well as to pursue other sources of funding, including grants.

Explanation of Assessment Formula

The BIZ assessment formula establishes a fixed assessment percentage for each commercial property in the BIZ Zone, based on the number of lineal feet of sidewalks abutting that property and the number of square feet of commercial area in the building on that property. This calculation formula reflects a determination that the services of the BIZ will provide a direct benefit to each property in relieving the property owner of the responsibility for snow removal and cleaning of the sidewalks abutting the owner’s property and a common benefit to all properties in landscaping and general maintenance of the BIZ Zone. The factors used in the calculations reflect an estimate of the relative cost of the services providing specific benefits and the costs of the services providing common benefits. The factors applied in this calculation are as follows:

- **Direct Benefit** – Improving the condition of the sidewalks directly affects each and every property owner in the district. Therefore, snow removal and sidewalk cleaning services have been deemed “direct benefits,” the cost of which are calculated against the total linear feet of each assessable property in the district. Direct benefit costs represent fifty-nine percent (59%) of the total assessment for each property.

Direct Benefit costs ÷ total linear feet = cost/linear foot.

For Year One of the estimated BIZ budget, the formula would be as follows:

\$70,000 of Direct Benefit cost ÷ 3,349 total linear feet = \$20.90/linear foot.

- **Common Benefit** – Supporting the organizational cost of the BIZ and the appearance of the urban landscape is a shared responsibility, a “common benefit.” As such, these costs are calculated against the total commercial square footage

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of each assessable property in the district. Common benefit costs represent forty-one percent (41%) of the total assessment for each property.

$$\text{Common Benefit costs} \div \text{total commercial square feet} = \text{cost/commercial square foot.}$$

For Year One of the estimated BIZ budget, the formula would be as follows:

$$\text{\$48,852 of Common Benefit cost} \div \text{575,998 total commercial square feet} = \text{\$.0848/commercial square foot.}$$

Example: Property A has 45 linear feet and 7,500 square feet of commercial space.

The assessment rate would be calculated as follows:

$$45 \text{ linear feet} \times \$20.90 = \$941 \text{ (59\% of total)}$$

$$7,500 \text{ commercial square feet} \times \$.0848 = \$636 \text{ (41\% of total)}$$

$$\text{Total assessment for Property A} = \$1,577$$

$$\text{Assessment formula: } (\% \text{ that Property A pays to the total assessment of } \$118,847) = 1.3\%$$

The 59% and 41% factors used in the calculations reflect an estimate of the relative cost of the services providing direct benefits and the costs of the services providing common benefits. The percentage relationship of actual costs for these services will, of course, vary from year to year, but for administrative purposes the assessment percentages for each property will remain fixed for the seven-year term of the BIZ.

Attachment B – BIZ Assessment Roster – itemizes the proposed Year One assessment for each commercial property within the district, based on 2009 figures provided by the Ann Arbor City Assessor.

Seven-year Budget & Assessment Projections

As required by state law, the Zone Plan must project expenditures over the seven year life of the plan. While projections can be affected by the level of snow falls, rollover balances from service contracts, contract increases, and the other day-to-day increases incurred in running an organization, the BIZ board of directors will strive to keep increases in expenditures at or below two percent (2%) per annum, as outlined below:

Year **Projected BIZ Expenditures & Assessments**

Board of Directors:	7.1.10-6.30.11	\$118,847
Edward A. Shaffran The Shaffran Companies, LTD President	7.1.11-6.30.12	\$121,224
	7.1.12-6.30.13	\$123,648
Rob W. Spears Cabrio Properties Treasurer	7.1.13-6.30.14	\$126,121
	7.1.14-6.30.15	\$128,644
Michael C. Martin First Martin Corporation Secretary	7.1.15-6.30.16	\$131,217
	7.1.16-6.30.17	\$133,841
James G. Curtis Curtis Commercial	Total Over Seven Years	\$883,542

Ronald K. Dankert
Swisher Commercial

Until or unless other sources of funding are secured, BIZ expenditures and BIZ assessments are equal.

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Projected BIZ expenditures will not alter the assessment formula (the percentage of total BIZ assessment applied to each commercial property), as indicated in Attachment B – BIZ Assessment Roster. Changes to the type of services offered by the BIZ or the formula used to assess for services cannot be made without the affirmative vote of a majority of the property owners.

V. Governance & Management

The Main Street Business Improvement Zone will be governed by a board of directors and organized as a body public corporate, as required by state law (see Attachment C – Bylaws of Main Street Business Improvement Zone). The board will be composed of nine (9) members, in accordance with state law, which allows board composition of between five (5) and fifteen (15) members. Board members will serve either one-, two-, or three year terms, and the board will include one (1) seat appointed by the Mayor and approved by the City Council, and may include one (1) seat nominated from the ranks of either downtown business tenants or downtown residential property owners. The initial board of directors will be appointed, with the roster as follows:

Name	Business Name	Term Ending	Status
One-year term			
Rob W. Spears	Cabrio Properties	June 30, 2011	Representative of Property Owner
Chris DeRuyver	Affinity Wealth Solutions	June 30, 2011	Commercial tenant
Joan Lowenstein	Jaffe Raitt Heuer & Weiss	June 30, 2011	Mayoral appointee

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Two-year term			
Alan B. Freedman	Four Directions	June 30, 2012	Property Owner & Business Operator
Jeffery T. Harshe	MAVDevelopment Company	June 30, 2012	Representative of Property Owner & Board Treasurer
Ronald K. Dankert	Swisher Commercial	June 30, 2012	Representative of Property Owner
Three-year term			
Edward A. Shaffran	The Shaffran Companies, LTD	June 30, 2013	Property Owner & Board Chair
Michael C. Martin	First Martin Corporation	June 30, 2013	Representative of Property Owner & Board Secretary
James G. Curtis	Curtis Commercial	June 30, 2013	Property Owner

The Main Street BIZ Board of Directors will be responsible for the following activities, as specified in state law:

- Developing administrative procedures relating to the implementation of the zone plan.
- Recommending amendments to the zone plan.
- Scheduling and conducting an annual meeting of the property owners, to include election of the next year's board of directors.
- Developing a zone plan for the next seven-year period. In addition, the Board of Directors will be responsible for:
 - Approving any significant contracts and the employment of key employees, if any.
 - Adopting Bylaws for the BIZ consistent with the Zone Plan and state law.

Nomination to the Board

Section 7.3 of the Bylaws for Main Street Business Improvement Zone outlines the nomination process for the BIZ Board of Directors. (Attachment C)

Selection, Removal and Replacement of Members to the BIZ Board of Directors

Article V of the Bylaws for Main Street Business Improvement Zone (Attachment C) describes the size of the board, the required representation, removal from the board,

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and replacement of board members.

Staffing & Administration

The BIZ Board of Directors will contract for management with a qualified company doing business in the City of Ann Arbor. The contractor will be responsible for:

- The management of all contracts for BIZ services;
- All communications and administrative support to the Board of Directors;
- All communications with BIZ Zone stakeholders; and
- The provision of office space, equipment, and any other support required to conduct BIZ activities.

VI. Transparency and Accountability

In addition to its accounting, audit, and governance procedures, the Main Street Business Improvement Zone is committed to transparency and accountability in the following ways:

- The BIZ will establish baseline measurements of the current conditions in the Zone Area, for purposes of yearly comparison to improvements to the Zone related to BIZ services.
- The BIZ will establish standards of measurement for each of the BIZ services, for purposes of tracking BIZ service performance.
- The BIZ will conduct annual stakeholder and customer satisfaction surveys.
- The BIZ will stay in regular contact with the stakeholders within the Zone Area via written and digital reporting, regularly scheduled meetings of the board of directors, and an annual meeting of the stakeholders within the district.
- The BIZ will maintain and update its website with relevant information regarding BIZ services, meetings, and other communications.
- BIZ leaders will meet with City officials and stakeholder groups as requested.

VII. Amendment of the Zone Plan

As specified in the state law, the BIZ Zone Plan may be amended if approved by a majority of the property owners voting on the amendment at the regularly scheduled annual meeting of the property owners, or at a special meeting called for that

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purpose. Any amendment that involves a change to the assessment also requires approval by the City Council.

VIII. Renewal of the Zone

As specified by state law, the business improvement zone may be renewed for an additional seven (7) year period. Prior to the expiration of the initial seven-year plan, the board must establish at date, time and location for a special meeting and duly notify the property owners at least fourteen (14) days in advance. Approval of the new zone plan at the special meeting by sixty percent (60%) of the owners of Zone Property voting at the time constitutes reauthorization of the business improvement zone for an additional seven year period. If the new zone plan includes any change to the assessment, then the vote of approval of the property owners must be supported by a vote to approve the new zone plan by the City Council.

IX. Dissolution of the Zone

State law also specifies the process for dissolution of a business improvement zone:

Cause for Dissolution. Pursuant to Chapter 2 of Act 120 of 1961, as amended, MCL125.990 et. seq. (the "BIZ Statute"), the BIZ will be dissolved upon the earlier to occur of the following:

- (i) June 30, 2017 unless the owners of the Zone Property reauthorize the BIZ for an additional seven-year period in accordance with the procedures of the BIZ Statute; or Main Street Business Improvement Zone Plan, 11.23.09, p.10
- (ii) The BIZ is dissolved upon the vote of more than 50% or more of the owners of Zone Property at an annual meeting or a special meeting of those property owners called for that purpose and initiated by a written petition signed by at least 20% of the owners of Zone Property, in accordance with the BIZ Statute.

Procedure upon Dissolution. Upon dissolution of the BIZ, the Board of Directors of the BIZ will dispose of all remaining physical assets of the BIZ and thereafter the proceeds of such disposition and any monies collected through assessments that are not required to defray the expenses of the BIZ shall be refunded on a prorated basis to the owners of the Zone Properties from whom the assessments were collected; provided, however, that if the Board of Directors of the BIZ determines such refundable amount is so small as to make impracticable the computation of the refunding of the money, that money may at the discretion of the Board of Directors be

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transferred to the Treasurer of the City of Ann Arbor for deposit in the Treasury of the City of Ann Arbor. Any assets of the BIZ that are not disposed of shall be transferred to the City of Ann Arbor.

X. Timetable

The October submission of the petition to request the City to approve a business improvement zone for Main Street was the first step in the approval process as outlined in state law. The subsequent steps required for the establishment of a BIZ are as follows:

December

- BIZ Public Meeting scheduled for December 2
- BIZ Zone Plan to be presented and voted on at December 2 Public Meeting
- BIZ baseline agreement with City to be drafted

January/February, 2010

- BIZ Public Hearing to be scheduled
- BIZ baseline agreement with City to be finalized
- Approval of BIZ to be voted on by City Council at Public Hearing

February/March, 2010

- BIZ Election to be conducted by City Treasurer June, 2010
- BIZ assessment to be sent at the same time as the summer tax bill (billed separately)

July, 2010

- BIZ governance and set-up to begin

XI. Conclusion

Every property owner on Main Street has made a significant investment. And everyone is invested in the future of Main Street for the long term. The Business Improvement Zone will help to enhance that investment and take care of the district while the owners and tenants take care of business.

XII. Attachments

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- A. BIZ Boundary Map
- B. BIZ Assessment Roster
- C. Bylaws of Main Street Business Improvement Zone

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ATTACHMENT A

Main Street Business Improvement Zone Boundary Map

The boundaries of the zone area subject to the BIZ are defined on the north by the centerline of Huron Street; on the east by the centerline of the alleyways bisecting the blocks between South Main Street and South Fourth Avenue; on the south by the centerline of Williams Street; and on the west by the centerline of the alleyways bisecting the blocks between South Main Street and South Ashley Street.



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734.585.5410

ATTACHMENT B

BIZ Assessment Roster

Property Owner	Parcel Number	Property Address	Front Feet	Width (Side Feet)	Total Linear Feet	Total Comm. Square Feet	BIZ Assessment Formula (Direct Costs applied to total linear feet)+(Common Costs applied to commercial square feet)			% of Total Assessment per Property
							Assessment for Direct Costs (\$20.90/total linear ft.)	Assessment for Common Costs (\$.0848/comm. sq. ft.)	Total Assessment per Property	
118-124 S MAIN ASC/shaffran	8109-09-29-142-022	120 S Main	83		83	22,294	1,735	1,891	3,625	3.05%
126 SOUTH MAIN ASSOICATES PC	8109-09-29-142-001	126 S. Main	22	124	146	7,436	3,051	631	3,682	3.10%
207 S MAIN LLC/gulvezan	8109-09-29-131-016	207 S. Main	22		22	6,996	460	593	1,053	0.89%
211 SOUTH MAIN, LLC/freedman	8109-09-29-131-026	211 S. Main	22		22	1,794	460	152	612	0.51%
303 S MAIN STREET, LLC	8109-09-29-130-014	307 S. Main	36		36	2,630	752	223	975	0.82%
303 S MAIN STREET, LLC	8109-09-29-130-012	303 S. Main	25		25	2,045	523	173	696	0.59%
303 S MAIN STREET, LLC	8109-09-29-130-013	305 S. Main	19		19	1,166	397	99	496	0.42%
309 S MAIN LLC	8109-09-29-130-009	309 S. Main	22		22	4,796	460	407	867	0.73%
312 S MAIN STREET, L.L.C.	8109-09-29-144-001	312 S. Main	66		66	16,386	1,379	1,390	2,769	2.33%
329 S MAIN LLC	8109-09-29-406-006	327 S. Main	21		21	7,869	439	667	1,106	0.93%
329 SOUTH MAIN LLC	8109-09-29-406-005	329 S. Main	44		44	5,484	920	465	1,385	1.16%
350 SOUTH MAIN L.L.C.	8109-09-29-407-001	350 S. Main	143	124	267	64,186	5,580	5,443	11,023	9.27%

Property Owner	Parcel Number	Property Address	Front Feet	Width (Side Feet)	Total Linear Feet	Total Comm. Square Feet	BIZ Assessment Formula (Direct Costs applied to total linear feet)+(Common Costs applied to commercial square feet)			% of Total Assessment per Property
							Assessment for Direct Costs (\$20.90/total linear ft.)	Assessment for Common Costs (\$.0848/comm. sq. ft.)	Total Assessment per Property	
ARCURE JOSEPH & C	8109-09-29-144-004	111 W. Liberty	20		20	3,655	418	310	\$728	0.61%
BANC ONE CORP	8109-09-29-132-024	101 E. Washington	89	111.4	200.4	39,936	4,188	3,387	\$7,575	6.37%
BENNETT HOLDING COMPANY LLC	8109-09-29-132-015	117 S. Main	22		22	4,257	460	361	\$821	0.69%
CURTIS COMMERCIAL LLC	8109-09-29-406-003	335 S. Main	91		91	17,729	1,902	1,503	\$3,405	2.87%
CURTIS COMMERCIAL LLC	8109-09-29-131-001	221 S. Main	44	124	168	14,985	3,511	1,271	\$4,782	4.02%
CURTIS COMMERCIAL LLC	8109-09-29-406-007	319 S. Main	45		45	12,144	941	1,030	\$1,970	1.66%
CURTIS GEORGE J TRUST	8109-09-29-406-004	333 S. Main	23		23	5,764	481	489	\$969	0.82%
CURTIS GEORGE J TRUST	8109-09-29-143-001	226 S. Main	45	124	169	5,592	3,532	474	\$4,006	3.37%
CURTIS PROPERTY MANAGEMENT LLC	8109-09-29-143-005	214 S. Main	22		22	6,248	460	530	\$990	0.83%
CURTIS PROPERTY MANAGEMENT LLC	8109-09-29-143-003	218 S. Main	22		22	6,248	460	530	\$990	0.83%
CURTIS PROPERTY MANAGEMENT LLC	8109-09-29-143-004	216 S. Main	22		22	6,248	460	530	\$990	0.83%
DAHLMANN FLORIDA CORPORATION	8109-09-29-142-011	100 S. Main	44	99	143	31,192	2,989	2,645	\$5,634	4.74%
DAHLMANN FLORIDA CORPORATION	8109-09-29-142-010	106 S. Main	21		21	5,796	439	492	\$930	0.78%
DAHLMANN FLORIDA CORPORATION	8109-09-29-142-009	108 S. Main	20		20	4,000	418	339	\$757	0.64%

Property Owner	Parcel Number	Property Address	Front Feet	Width (Side Feet)	Total Linear Feet	Total Comm. Square Feet	BIZ Assessment Formula (Direct Costs applied to total linear feet)+(Common Costs applied to commercial square feet)			% of Total Assessment per Property
							Assessment for Direct Costs (\$20.90/total linear ft.)	Assessment for Common Costs (\$.0848/comm. sq. ft.)	Total Assessment per Property	
DANCING STAR, LLC	8109-09-29-142-006	114 S. Main	17		17	4,340	355	368	\$723	0.61%
DOWNER HUGH C TRUST & DOWNER J &	8109-09-29-407-005	318 S. Main	110		110	20,548	2,299	1,742	\$4,041	3.40%
FEIGELSON LOUIS M	8109-09-29-132-014	111 S. Main	22		22	10,912	460	925	\$1,385	1.17%
HUTZEL BUILDING LLC	8109-09-29-130-005	301 S. Main	24	122	146	8,784	3,051	745	\$3,796	3.19%
KELLY STEPHEN & MICHELE	8109-09-29-131-022	219 S. Main	22		22	6,842	460	580	\$1,040	0.88%
LOPEZ CAROL	8109-09-29-143-007	210 S. Main	18		18	3,600	376	305	\$681	0.57%
LUDWIG KENNETH J & M	8109-09-29-407-004	328 S. Main	22		22	2,400	460	204	\$663	0.56%
LUTZ BETTY TRUSTEE OF LUTZ	8109-09-29-406-002	347 S. Main	45		45	5,176	941	439	\$1,379	1.16%
MAIN & LIBERTY L.L.C.	8109-09-29-144-009	304 S. Main	22		22	1,608	460	136	\$596	0.50%
MAIN & LIBERTY L.L.C.	8109-09-29-144-010	302 S. Main	22		22	1,659	460	141	\$600	0.51%
MAIN & LIBERTY L.L.C.	8109-09-29-144-011	300 S. Main	22	104	126	1,561	2,633	132	\$2,766	2.33%
MAIN/WASHINGTON ASSC	8109-09-29-131-014	201 S. Main	66	124	190	47,798	3,971	4,053	\$8,024	6.75%
NATIONAL CITY BANK OF MICHIGAN	8109-09-29-132-025	109 S. Main	64		64	20,118	1,338	1,706	\$3,044	2.56%
NATIONAL CITY BANK OF MICHIGAN	8109-09-29-132-009	101 S. Main	68	80	148	21,396	3,093	1,814	\$4,908	4.13%
NGAI MEE TAI & LING LINDA	8109-09-29-142-005	116 S. Main	20		20	3,876	418	329	\$747	0.63%

Property Owner	Parcel Number	Property Address	Front Feet	Width (Side Feet)	Total Linear Feet	Total Comm. Square Feet	BIZ Assessment Formula (Direct Costs applied to total linear feet)+(Common Costs applied to commercial square feet)			% of Total Assessment per Property
							Assessment for Direct Costs (\$20.90/total linear ft.)	Assessment for Common Costs (\$.0848/comm. sq. ft.)	Total Assessment per Property	
R.A.N. PARTNERSHIP	8109-09-29-131-020	213 S. Main	22		22	5,412	460	459	\$919	0.77%
R.A.N. PROPERTIES L.L.C.	8109-09-29-406-008	313 S. Main	66		66	7,362	1,379	624	\$2,004	1.69%
RETRO DEVELOPMENT COMPANY, L.L.C.	8109-09-29-142-035	110 S. Main	37		37	11,100	773	941	\$1,715	1.44%
SAMBORSKI ROBERT	8109-09-29-143-002	220 S. Main	21		21	7,812	439	662	\$1,101	0.93%
SCHLANDERER PROPERTIES LLC	8109-09-29-143-008	208 S. Main	17		17	3,513	355	298	\$653	0.55%
SHAFFRAN EQUITIES, LLC	8109-09-29-144-002	306 S. Main	66		66	23,930	1,379	2,029	\$3,409	2.87%
SHAPIRO HARVEY L TRUST	8109-09-29-143-009	204 S. Main	40		40	8,164	836	692	\$1,528	1.29%
SHAPIRO HAVEY L TRUST	8109-09-29-143-010	200 S. Main	43	124	167	10,540	3,490	894	\$4,384	3.69%
TAM WAI CHONG TRUST	8109-09-29-407-002	332 S. Main	23		23	1,313	481	111	\$592	0.50%
U 4 CORP	8109-09-29-131-021	215 S. Main	44		44	11,946	920	1,013	\$1,933	1.63%
UZUNJIAN SHAHIN & A	8109-09-29-143-006	212 S. Main	15		15	3,060	314	259	\$573	0.48%
WOLF TERRY	8109-09-29-407-003	330 S. Main	32		32	3,132	669	266	\$934	0.79%
WONG PATRICIA TRUST	8109-09-29-130-010	311 S. Main	22		22	4,224	460	358	\$818	0.69%
YOON SOON-YOUNG TRUST	8109-09-29-131-017	209 S. Main	22		22	6,996	460	593	\$1,053	0.89%
TOTALS			2,089	1,260	3,349	575,998	\$70,002	\$48,845	\$118,847	100%

Properties within Zone Area Exempt from Assessment								
Property Owner	Parcel Number	Property Address	Exempt Status					
ADLAF ALISON L	09-09-29-144-023	101 W. Liberty #300	Residential					
ALPHONSE DANNIELLE & MAKI DAVID	09-09-29-144-013	101 W. Liberty #240	Residential					
BARRON BRETT	09-09-29-130-021	303 S. Main #301	Residential					
CHAO JEFFREY	09-09-29-130-022	303 S. Main #301	Residential					
CITY OF ANN ARBOR	09-09-29-406-001	353 S. Main	Municipal					
DAHLMANN FLORIDA CORPORATION	09-09-29-142-012	123 W. HURON STREET	Residential					
FAJEN OLIVIA F	09-09-29-130-026	303 S. Main #306	Residential					
FARRELL DAVID N & PEGGY ANNE	09-09-29-131-027	211A S. Main	Residential					
FITZGERALD MATTHEW T	09-09-29-130-020	303 S. Main #206	Residential					
FREEMAN DOUGLAS H & DARLENE J	09-09-29-144-014	101 W. Liberty #230	Residential					
GIBSON ALAN	09-09-29-144-021	101 W. Liberty #320	Residential					
GOLDWYN DAVID P	09-09-29-130-017	303 S. Main #203	Residential					
GOREN EVA C & STEVEN E & ROBERT	09-09-29-130-016	303 S. Main #202	Residential					
GRUEN ROBERT P & PATRICIA A	09-09-29-130-025	303 S. Main #305	Residential					
HART A. JOHN	09-09-29-130-024	303 S. Main #304	Residential					
HERMON RENUKA E	09-09-29-130-015	303 S. Main #201	Residential					
MAIN STREET REAL ESTATE, LLC	09-09-29-130-019	303 S. Main	Residential					
MARIA C. SHIH, LLC	09-09-29-144-018	101 W. Liberty	Residential					
MARIA C. SHIH, LLC	09-09-29-144-024	101 W. Liberty	Residential					
MCCULLOUGH PETER & MAHA	09-09-29-130-018	303 S. Main	Residential					

Properties within Zone Area Exempt from Assessment							
Property Owner	Parcel Number	Property Address	Exempt Status				
MCCULLOUGH PETER A & MAHA	09-09-29-130-023	303 S. Main	Residential				
MESSMORE MARK G	09-09-29-144-017	101 W Liberty #200	Residential				
MICHALL LULA D	09-09-29-132-007	110 E. Huron	Residential				
MORRIS MATTHEW L	09-09-29-144-020	101 W. Liberty #330	Residential				
NATIONAL CITY BANK OF MICHIGAN	09-09-29-132-006	112 E. Huron	Residential				
NATIONAL CITY BANK OF MICHIGAN	09-09-29-132-008	108 E. Huron	Residential				
RODGERS KAREN LOU &	09-09-29-144-015	101 W. Liberty # 220	Residential				
STELTER LISA	09-09-29-144-016	101 W. Liberty	Residential				
STONE WILLIAM PORTER III	09-09-29-144-022	101 W. Liberty	Residential				
TAYLOR ALEXANDER BROOK	09-09-29-144-012	101 W. Liberty	Residential				
WORCESTER SCOTT	09-09-29-144-019	101 W LIBERTY ST #340	Residential				

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ATTACHMENT C

BYLAWS OF
MAIN STREET BUSINESS IMPROVEMENT ZONE

ARTICLE I

NAME

The name of the Corporation is the Main Street Business improvement Zone.

ARTICLE II

DEFINITIONS

As used in these Bylaws, the following terms shall have the meanings set forth below:

“BIZ Assessments” means assessments made against Zone Properties under the Zone Plan.

“BIZ Statute” means Chapter 2 of Act 120 of 1961, as amended, MCL 125.990 et seq., or comparable provisions of any subsequent Michigan legislation applicable to the BIZ.

“Board of Directors” or “Board” means the board of directors of the Business Improvement Zone.

“Business Improvement Zone” means the Main Street Business Improvement District, a business improvement zone created and operating under the BIZ Statute.

“Corporation” means the Main Street Business Improvement Zone, a Michigan non profit corporation organized under the Non Profit Corporation Act and the BIZ Statute.

“Director” means an individual who is serving on the Board of Directors.

“Internal Revenue Code” means the United States Internal Revenue Code of 1986, as amended.

“Property Owner” means each Property Owner.

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“Non Profit Corporation Act” means of Act 162 of 1982, as amended, MCL 450.2101 et seq., or comparable provisions of any subsequent Michigan legislation applicable to non-profit corporations

“Open Meeting Act” means Act 267 of 1976, as amended, MCL 15.261 et seq., or comparable provision of any subsequent Michigan legislation applicable to the Business Improvement Zone.

“Property Owner” means each owner of record of title to a Zone Property. Where a Zone property is subject to a sale by land contract, the land contract vendee will be treated as the owner of record of that Zone Property. Where a Property is owned by more than one party, all parties shall be deemed one Property Owner.

“Per Property Owner Vote” means one vote for each Property Owner with respect to the matter subject to the vote, with all votes having the same weight for purposes of that vote.

“Weighted Vote” means, for each Property Owner, the weighted vote for each Property Owner equal to the assessment percentage assigned to the Zone Property of the Property in the Zone Plan.

“Zone Area” means the area in the City of Ann Arbor served by the Business Improvement Zone as more specifically identified in the Zone Plan, as it may have been amended or renewed from time to time.

“Zone Plan” means the Business Improvement Zone Plan for the Business Improvement Zone.

“Zone Property” means real property in the Zone Area, other than property classified as residential real property under Section 34c of the General Property Tax Act, Act 206 of 1993, as amended, MCL 211.34c and other than property exempt from the collection to taxes under the General Property Tax Act, Act 206 of 1993, as amended, MCL 211.7 to 211.57. The term “Zone Property” includes taxable leaseholds and other taxable interests in exempt real property in the Zone Area.

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ARTICLE III

PURPOSES

The purpose or purposes for which the Corporation is organized are:

To provide for the ongoing maintenance, beautification, promotion, marketing and advocacy of the Business Improvement Zone established pursuant to Act 120 of 1961 of the State of Michigan in the Zone Area of the City of Ann Arbor, Michigan, as that Business Improvement Zone is defined or redefined by the Board of Directors of the Corporation from time to time consistent with the provisions of the BIZ Statute.

ARTICLE IV

PROPERTY OWNERS

4.1 ANNUAL MEETINGS OF PROPERTY OWNERS.

- A. The Annual Meeting of the Property Owners shall be held on such date and time in the month of June of each year beginning in 2011 and at such place in the City of Ann Arbor available to the public and reasonably accessible from the Zone Area as determined by the Board.
- B. The business conducted at the annual meeting of the Property Owners shall include:
1. Electing individuals to fill expiring terms on the Board (if any), including the terms of any Directors elected by the Board of Director to fill vacancies.
 2. Receiving and discussing a report on the activities of the Business Improvement Zone during the preceding calendar year;
 3. Receiving and discussing a report on the financial activities and status of the Business Improvement Zone;
 4. Considering any amendments to the Zone Plan proposed by the Board; and
 5. Considering such other business within the powers of the Property Owners as may be proposed by the Board, a Property Owner or a person acting as proxy for a Property Owner.

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4.2 SPECIAL MEETINGS OF THE PROPERTY OWNERS.

The Board may call a Special Meeting of the Property Owners to consider such business as the Board considers appropriate and shall call a Special Meeting of the Property Owners upon the written request of Property Owners holding or representing at least ten (10%) of all the Per Property Owner Votes. A Special Meeting shall be held at such place in the City of Ann Arbor available to the public and reasonably accessible from the Zone Area as determined by the Board. At a Special Meeting, the Property Owners shall consider only such business as specified in the resolution of the Board calling the meeting or in the written notice of Property Owners requesting the meeting.

4.3 NOTICE OF MEETINGS OF THE PROPERTY OWNERS.

- A. The Corporation shall provide public notice of all Annual Meetings and Special Meetings of the Property Owners, including adjourned, recessed and rescheduled meetings, as required by the Open Meetings Act.
- B. At least fourteen (14) days prior to each Annual Meeting or Special Meeting of the Property Owners, the Corporation shall provide written notice to each Property Owner and to each tenant of Zone Property of the time and place of each Annual Meeting and Special Meeting of the Property Owners (and of the purpose or purposes of each Special Meeting of the Property Owners) by first class mail addressed to the Property Owner or tenant at the address provided by the Property Owner or tenant to the Corporation for that purpose, or if none has been provided, at the Property Owner's or tenant's address (if any) as shown in the records of the Ann Arbor City Treasurer as of a date not more than ninety (90) days before the date on which the notice is given. The written notice of the Annual Meeting of the Property Owners shall also include information about the availability of reports on the activities and financial status of the Business Improvement District. No such written notice is required for an adjourned, recessed or rescheduled meeting of the Property Owners. Except as otherwise required by the BIZ Statute, as long as notice of a meeting of the Property Owners has been given in accordance with the Open Meetings Act, the failure to give or receive written notice by mail or any defect in such written notice shall not affect the validity of any meeting or of an action taken at a meeting by the Property Owners.

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4.4 QUORUM.

A minimum of ten (10%) percent of the Property Owners (without regard to assessed value or number of Zone Area tax parcels owned or represented) present in person or by proxy constitute a quorum for the transaction of business at any Annual or Special Meeting of the Property Owners. Property Owners present in person or by proxy at an Annual or Special Meeting of the Property Owners may continue to do business until adjournment or recess, notwithstanding the withdrawal of enough Property Owners to leave less than a quorum. Whether or not a quorum is present, a meeting of the Property Owners may be adjourned by the vote of the Property Owners present.

4.5 PROXIES.

- A. Subject to the limitation below, a Property Owner may authorize one (1) or more persons (including Directors) to act for the Property Owner by proxy. A proxy shall be in writing and signed by the Property Owner or by an agent or representative of the Property Owner and shall be notarized. Unless otherwise provided in the proxy, a proxy is not valid after the expiration of three (3) years from its date. A proxy is revocable at the pleasure of the Property Owner executing it.
- B. Unless the instrument appointing a person to act on behalf of a Property Owner specifically states otherwise, a person designated in a proxy shall not be considered to be a Property Owner or to be an agent of the Property Owner for purposes other than voting and taking other actions at meetings of the Property Owners.
- C. One person or group of persons may not act as a proxy for more than five (5) different Property Owners at one time; provided, however, that the Board may designate one (1) or more Directors to exercise proxies on behalf of the Property Owners who shall not be subject to that limitation. For purposes of applying the preceding limitation, however, a group of business entities under common control or the Property Owners of a single family (consisting of an individual and that individual's spouse, parents, descendants and spouses of descendants) shall each be considered to be a single Property Owner. Any limitations on Weighted Votes cast by a person acting as proxy for multiple Property Owners shall be determined for each Property Owner separately.

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4.6 VOTING.

A. Each Property Owner shall be entitled to cast a number of votes equal to the Weighted Vote of the Property Owner with respect to each of the following matters:

1. The adoption of an amendment or amendments to a previously approved Zone Plan;
2. The adoption of a new 7-year Zone Plan; and
3. The dissolution of the Business Improvement District. An amendment to or renewal of a Zone Plan that changes the assessment or extends an assessment beyond the period previously approved by the Ann Arbor City Council shall require approval by the Ann Arbor City Council as well as by the Property Owners to be effective.

B. Each Property Owner, present in person or by proxy, shall be entitled to cast one (1) vote (the Per Property Owner Vote) on each matter coming before the Property Owners other than the actions listed in Section 4.6A. Such votes shall not be affected by the number of Zone Properties owned by the Property Owner or their taxable values.

C. The approval of a new 7-year Zone Plan shall be authorized by at least sixty percent (60%) of the Weighted Votes cast, in person or by proxy, by Property Owners entitled to vote on the matter at the meeting. When an action other than the approval of a new 7-year Zone Plan or the election of Directors is to be taken by vote of the Property Owners, it shall be authorized by a majority of the votes cast, in person or by proxy, by Property Owners entitled to vote on the matter at the meeting.

D. In the election of Directors, each Property Owner may cast one (1) vote, in person or by proxy for as many persons as there are Directors to be elected. Directors shall be elected by a plurality of the votes cast at an election. If Directors are to be elected to fill terms that have different durations, the candidates receiving the highest number of votes shall serve in the positions having the longest terms (unless candidates have been nominated for or have chosen to run for specific terms).

E. All Weighted Votes on behalf of Property Owners shall be cast in writing.

F. The fact that a particular Zone Property is owned by more than one (1) person

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does not affect the total Weighted Vote or Per Owner Vote that may be cast by the Property Owner in the election of Directors or on other matters coming before the Property Owners. If the records of the Ann Arbor City Treasurer show that a parcel of Zone Property is owned by two or more persons, any one of those persons may cast the entire Weighted Vote or Per Owner Vote of the Property Owner, in person or by proxy, at a meeting of the Property Owners, unless another person shown as an owner of the Zone Property in the records of the Ann Arbor City Treasurer seeks to vote. In the latter event, the Weighted Vote or the Per Owner Vote (a) shall be allocated equally between owners who hold Zone Property tenants by the entirety; (b) shall be allocated equally among those owners seeking to vote who hold Zone Property as joint tenants; and (c) shall be allocated among those owners seeking to vote who hold Zone Property as tenants in common in proportion to their respective interests in the Zone Property.

G. For purposes of determining voting rights under Sections 4.6B and 4.6D: (1) two or more Zone Properties that are shown in the records of the Ann Arbor City Treasurer as having multiple owners shall be treated as being held by a single Property Owner if, but only if, the identities of all the owners as shown in the records of the Ann Arbor City Treasurer are the same; and (2) the voting rights of a person acting as a designated agent or proxy shall be determined based upon the ownership of the Zone Properties represented, as shown in the records of the Ann Arbor City Treasurer.

4.8 CONDUCT OF PROPERTY OWNER MEETINGS.

All meetings of the Property Owners shall be conducted in accordance with the applicable provisions of the Open Meetings Act. A chair shall preside at each meeting of Property Owners. In the absence of a specific selection by the Board, the chair shall be the Chairman or another Director designated in writing by the Chairman. Subject to the provisions of these Bylaws, the Open Meetings Act and other applicable law, the Board may establish reasonable rules and regulations for the conduct of meetings that are fair to Property Owners and to others attending the meeting. The chair of the meeting shall announce at the meeting when the polls close for each matter voted upon. If no such announcement is made, the polls shall be deemed to have closed upon the earlier to occur of the beginning of voting on the next matter coming before the Property Owners or the

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final adjournment of the meeting. After the poll is closed, no ballots, proxies or votes, nor any revocations or changes thereto may be accepted.

ARTICLE V

BOARD OF DIRECTORS

5.1 BOARD COMPOSITION.

The affairs of the corporation shall be managed by a Board of Directors consisting of not less than five (5) and not more than fifteen (15) Directors.

5.2 DUTIES OF THE BOARD OF DIRECTORS.

The Board shall be the governing body of the Corporation and shall manage the activities of the Business Improvement Zone and the implementation of the Zone Plan, including approving annual budgets and work programs. Specific duties of the Board include the following:

- A. Developing administrative procedures relating to the implementation of the Zone Plan.
- B. Recommending amendments to the Zone Plan as necessary.
- C. Scheduling and conducting Annual and Special Meetings of the Property Owners.
- D. Developing a proposed Zone Plan for the next 7-year period.
- E. Approving the hiring or removal of an independent contractor or employee to serve as an operations manager for the Business Improvement Zone.
- F. Approving any contract or contracts for delivery of services to the Business Improvement Zone.
- G. Approving other contracts for the Business Improvement Zone requiring payments in excess of amounts established from time to time by resolution of the Board of Directors.

5.3 QUALIFICATIONS OF DIRECTORS.

Each Director (other than the Director who may be nominated by the Mayor and approved by Ann Arbor City Council) must be:

- A. An individual who meets one (1) of the following requirements:

Board of Directors:

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1. Is a Property Owner;
2. Has been designated in writing by a Property Owner;
3. Is an owner of property in the Zone Area that is exempt from the payment of real property taxes but voluntarily contributes to the Business Improvement Zone under written agreement;
4. Has been designated in writing by an owner of property in the Zone Area that is exempt from the payment of real property taxes but voluntarily contributes to the Business Improvement Zone under written agreement;
5. Is a proprietor or an owner of a business occupying space in the Zone Area under a lease that requires that the tenant pay or reimburse the landlord for BIZ Assessments; or
6. Has been designated in writing by a proprietor or an owner of a business occupying space in the Zone Area under a lease that requires that the tenant pay or reimburse the landlord for BIZ Assessments;

B. An individual who at all times is not, or represents the owner or tenant of property in the Zone Area that is not, delinquent in the payment of BIZ Assessments, payments to a landlord reimbursing BIZ Assessments or contractual payment to the Business Improvement Zone, as the case may be. A Director who has failed to meet the applicable requirements either Section 5.3A or 5.3B for a period of thirty (30) days shall cease to be a Director unless the Board has adopted a resolution extending the period for compliance. Whether or not the Board has adopted such a resolution, a Director who has failed to meet all of the applicable qualifications in this Section 5.3 for a period of sixty (60) days, shall immediately cease to be a Director and his or her position on the Board shall be considered to be vacant.

5.4 SELECTION AND REMOVAL OF DIRECTORS

A. One (1) position on the Board (which is identified in the Zone Plan) shall be filled by an individual nominated by the Mayor of the City of Ann Arbor and approved by the Ann Arbor City Council. That Director shall be appointed for a one (1) year term and shall serve at the pleasure of the Mayor. Other Directors shall serve for one (1), two (2) or three (3) year terms, as set forth in the Zone Plan or in the resolutions of the Board establishing the size of the Board.

Board of Directors:

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The Shaffran Companies, LTD
President

Rob W. Spears
Cabrio Properties
Treasurer

Michael C. Martin
First Martin Corporation
Secretary

James G. Curtis
Curtis Commercial

Ronald K. Dankert
Swisher Commercial

Alan B. Freedman
Four Directions

Jeffrey T. Harshe
MAVDevelopment Company

- B. The other positions on the Board shall initially be filled by the individuals identified in the Zone Plan. These other Directors shall serve for one (1), two (2) or three (3) year terms, as set forth in the Zone Plan or in the resolutions of the Board establishing the size of the Board.
- C. The terms of office of Directors identified in the initial Zone Plan shall be scheduled to end on June 30, 2011 for Directors identified in the initial Zone Plan as serving for one (1) year terms, on June 30, 2012 for Directors identified in the initial Zone Plan as serving for two (2) year terms and on June 30, 2013 for Directors identified in the initial Zone Plan as serving for three (3) year terms. The terms of office of Directors (other than Directors identified in the initial Zone Plan, the Director nominated by the Mayor of the City of Ann Arbor and Directors elected to fill vacancies) shall commence on July 1st and shall be scheduled to end on June 30th of the first, second or third year thereafter. At each Annual Meeting of the Property Owners, the Property Owners shall elect Directors to fill positions on the Board having terms that are due to expire on June 30th of that year. Individuals so elected shall take office on July 1st. A Director shall be eligible for re-election to an unlimited number of terms.
- D. A Director may resign by written notice mailed or delivered personally to the principal office of the Corporation or to the Chairman. The resignation shall be effective immediately upon receipt at the principal office of the Corporation unless a later date is specified in the resignation. A resignation does not need to be accepted or ratified by the Board of Directors in order to be effective.
- E. Any Director may be removed from office for cause at any meeting of the Board of Directors by the vote of a majority of the Directors then serving. Because active involvement of all Directors is necessary for the Corporation to function effectively (and without limiting the preceding), the failure to attend three (3) consecutive meetings of the Board of Directors held during any period, whether or not the absences have been excused, shall be conclusively presumed to constitute cause for removal of a Director.
- F. Vacancies in positions on the Board (other than in the position filled by a nominee of the Mayor of the City of Ann Arbor) arising from death, resignation, removal, termination of office for failure to meet the qualifications under Section 5.4, the failure of Property Owners to elect a Director to fill an expired term or for any other reason, may be filled by the Board. The term of office of

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Director elected to fill a vacancy shall begin immediately upon election by the Board and shall continue until the following June 30th. The Property Owners shall elect a successor (or re-elect the Director) at the Annual Meeting immediately preceding expiration of the term. Unless the term of the Director whose position became vacant was scheduled to expire on the following June 30th, the Director elected by the Property Owners to fill the vacancy shall serve for the remainder of the term of the Director whose position became vacant.

5.5 MEETINGS OF THE BOARD OF DIRECTORS.

- A. The Board shall adopt, and may modify, a schedule of regular meetings of the Board. The first regular meeting held in the month of April of each year shall be the Annual Meeting of the Board. At the Annual Meeting, Directors shall elect officers and consider such other business as may properly be brought before the meeting. If, for any reason, the Annual Meeting is not held in any year, the matters that might have been considered at that meeting may be taken up at any later regular, Special or Annual Meeting.
- B. Special Meetings of the Board may be called by the Board or by the Chairman and shall be called by the Chairman upon the written request of at least three (3) Directors. The Board may conduct any business at a Special Meeting as may properly be brought before the meeting and is not limited to matters that may have been specified in the notice of the meeting.
- C. All Annual and Special Meetings of the Board shall be held at such places in the City of Ann Arbor available to the public and reasonably accessible from the Zone Area as determined by the Board or, if the Board has not acted, by the Chairman.
- D. All meetings of the Board shall be conducted in accordance with the applicable provisions of the Open Meetings Act.

5.6 NOTICE OF MEETINGS OF THE BOARD OF DIRECTORS.

- A. The Corporation shall provide public notice of all Annual and Special Meetings of the Board, including adjourned, recessed and rescheduled meetings, as required by the Open Meetings Act.
- B. Written notice of the time and place of all Annual and Special Meetings of the Board shall be given to each Director at least three (3) days before the date of the meeting, either personally or by sending such notice to each director by

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regular or electronic mail at the address designated by the director for such purposes, or if none is designated, at the Director's last known address. No such notice is required for an adjourned, recessed or rescheduled meeting of the Directors. As long as notice of a meeting of the Board has been given in accordance with the Open Meetings Act, the failure to give or receive written notice by regular or electronic mail or any defect in such written notice shall not affect the validity of any meeting or of any action taken at a meeting by the Board.

5.7 QUORUM AND VOTING REQUIREMENTS.

A majority of the Directors then in office constitutes a quorum for the transaction of business. Each Director shall have one (1) vote on all matters coming before the Board (without regard to the Weighted Vote of any Zone Property owned, leased or represented by the Director). The vote of a majority of the Directors then in office shall be the act of the Board, unless a larger vote may be required by law, under the Zone Plan or in these bylaws. A Director may not designate a proxy or other representative to cast a vote or to take any other action on his or her behalf at a meeting of the Board of Directors or of a committee of the Corporation.

5.8 COMPENSATION.

Directors shall receive no compensation for their services as Directors of the Board or as Officers of the Corporation. The preceding shall not, however, prevent the Corporation from purchasing insurance providing coverage to Directors or BIZ officers nor shall it prevent the Board from reimbursing Directors for their actual and necessary expenses incurred in the performance of their official duties as Directors or Officers of the BIZ and authorized by the Board.

5.9 CONFLICTS OF INTEREST.

Directors and officers of the Corporation are subject to, and must comply with, Act No. 317 of 1968 (MCL 15.321 et seq.), which governs contracts directly and indirectly between public servants and public bodies, and with other applicable laws addressing conflicts of interest, incompatibility of public office and ethical standards for public officials and public servants.

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5.10 EXECUTION OF CONTRACTS AND CONVEYANCES.

The Board may in any instance designate one or more Officers, agents or employees to execute any contract, conveyance, mortgage or other instrument on behalf of the Corporation, and such authority may be general or confined to specific transactions. The Board may also ratify any execution. When the execution of any instrument has been authorized without specifying the executing officers or agents, the Chairman or any Vice Chairman and the Secretary or the Treasurer may execute such instrument on behalf of the Corporation.

ARTICLE VI

OFFICERS

6.1 OFFICERS.

The Officers of the Corporation shall be a Chair, a Vice Chair, a Secretary and a Treasurer. All Officers shall be Directors when elected. A Director resigning his or her position as an Officer shall remain on the Board. No individual may hold more than one (1) office at a time.

6.2 ELECTION AND TERM OF OFFICE.

All Officers shall be elected for a term of one (1) year (or until their successors have been elected) by the Board at its annual meeting.

6.3 REMOVAL.

Any Officer may be removed with or without cause by vote of the Directors at any Annual or Special Meeting of the Board.

6.4 VACANCIES.

In the event of the death, resignation, removal or other inability to serve of any Officer, the Board shall elect a successor who shall serve until the expiration of the normal term of such office or until his or her successor shall be elected.

6.5 CHAIR.

The Chair shall be the chief policy officer of the Corporation, shall preside at all meetings of the Board at which the Chair is present and shall preside at meetings of the Property Owners. If the Board has not designated an executive director for

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the Business Improvement Zone, the Chair shall also see that all orders and resolutions of the Board are carried into effect, and shall have the general powers of supervision and management usually vested in the chief executive officer of a public body.

6.6 VICE CHAIR.

The Vice Chair shall have such duties as determined from time to time by the Board or the Chair.

6.7 SECRETARY.

The Secretary shall see that all required notices of meetings of the Property Owners and the Board are given, shall see that minutes of meetings of the Property Owners and the Board are maintained, shall receive and attend to correspondence of the Board, shall have custody of documents belonging to the corporation (except as otherwise provided in these bylaws or by the Board) and shall perform such other duties as usually pertain to the office or as shall be determined from time to time by the Board.

6.8 TREASURER

The Treasurer shall have charge of the funds of the Corporation, except for such funds as the Board may designate; shall see that an accounting system is maintained that will give a true and accurate accounting of the financial transactions of the Corporation; shall see that audits of the Corporation and the Business Improvement Zone are conducted in accordance with applicable law; and shall render reports from time to time as requested by the Board of his or her activities and the financial condition of the Corporation and the Business Improvement Zone. All funds received by the Treasurer shall immediately be deposited in a depository designated by the Board in accordance with the BIZ Statute and other applicable laws.

ARTICLE VII

COMMITTEES

7.1 COMMITTEES.

The Board shall establish an Administrative Oversight Committee and a

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Nominating Committee and may establish and define the responsibilities of such additional standing and special committees as it determines are appropriate from time to time to carry out the purposes and programs of the Corporation.

Notwithstanding the preceding, however, committees shall perform only administrative and advisory functions and no committee shall exercise any governmental or proprietary powers or functions on behalf of the Corporation. Except as otherwise provided by the Board or in these bylaws, individuals who are not Directors shall be eligible to serve on committees but shall not be eligible to serve as chair of any committee. Unless the composition of a committee is set forth in these Bylaws, the Property Owners and chairs of committees shall be nominated by the Chair and elected by the Board at its annual meeting for one (1) year terms or until their successors have been duly elected, but may be removed and replaced at any time by the Board. The Chair and, if elected, the executive director of the Corporation may attend and participate, without a vote, in the meetings of all committees of which the Chair or the executive director is not otherwise a Property Owner.

7.2 ADMINISTRATIVE OVERSIGHT COMMITTEE.

The Administrative Oversight Committee shall consist of the Chair, the Vice Chair, the Secretary and the Treasurer of the Corporation. The Administrative Oversight Committee shall supervise matters involving the proposed agendas for meetings of the Board of Directors and of the Property Owners; the negotiation and performance of contracts for the Business Improvement Zone; the selection, compensation and supervision of personnel (if any) for the Corporation; the preparation of proposed budgets for the Corporation and the Business Improvement Zone; audits and financial management of the Corporation and the Business Improvement Zone; and other issues relating to the day-to-day operation of the Corporation and the Business Improvement Zone and shall provide recommendations with respect to such matters, as necessary, to the Board of Directors. The Administrative Oversight Committee shall perform such additional tasks as determined from time to time by the Board of Directors.

7.3 NOMINATING COMMITTEE.

The Board shall appoint a Nominating Committee consisting of the Chair and at least two (2) other Directors. The Nominating Committee shall recommend: procedures for carrying out the nominating process to the Board; a slate of one or

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more candidates for each position on the Board to be filled at Annual Meetings of the Property Owners and, when requested to do so by the Board, candidates to fill vacancies occurring on the Board between Annual Meetings of the Property Owners and candidates to serve as officers. An individual need not be recommended by the Nominating Committee to be elected as a Director or officer. In recommending candidates, the Nominating Committee shall seek and consider recommendations from Property Owners and tenants of Zone Property and shall promote the goal expressed in the Zone Plan that the Board represent the diversity of the business and property owners the Zone Area, including those situated in various parts of the Zone Area, owners of large and modest properties, Property Owners of differing racial and ethnic groups and those providing various kinds of goods or services.

ARTICLE VIII

**INDEMNIFICATION OF OFFICERS,
EMPLOYEES, DIRECTORS AND AGENTS**

8.1. INDEMNIFICATION FROM CLAIMS OF THIRD PARTIES

The Corporation shall indemnify a Director, Officer, employee or agent who was or is a party or is threatened to be made a party to a threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation against expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred in connection with the action, suit, or proceeding, if the person to be indemnified acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that he or she did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had

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reasonable cause to believe that the conduct was unlawful.

8.2. INDEMNIFICATION FROM CLAIMS BY OR BY RIGHT OF THE CORPORATION

The Corporation shall indemnify a Director, Officer, employee or agent who was or is a party to or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation against expense, including actual and reasonable attorneys' fees, and amounts paid in settlement incurred by the person in connection with the action or suit, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation. However, indemnification under this Section shall not be made for a claim, issue, or matter in which he or she has been found liable to the Corporation unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, he or she is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

8.3 CONDITIONS TO INDEMNIFICATION

An indemnification under Sections 8.1 or 8.2 hereof, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the applicable standard of conduct has been met. This determination shall be made in any of the following ways:

- A. By a majority vote of a quorum of the Board of Directors consisting of Directors who were not parties to the action, suit, or proceeding.
- B. If the quorum described in subdivision A is not obtainable, then by a majority vote of a committee of Directors who are not parties to the action. The committee shall consist of not less than two (2) disinterested Board Property Owners.
- C. By independent legal counsel in a written opinion.

8.4. EXPENSES

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- A. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Sections 8.1 or 8.2 above shall be paid by the corporation in advance of the final disposition of the action, suit, or proceeding upon receipt of any undertaking by or on behalf of the person being indemnified to repay the expenses if it is ultimately determined that he or she is not entitled to be indemnified by the corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured.
- B. If a person is entitled to indemnification under Sections 8.1 or 8.2 for a portion of expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the corporation shall indemnify the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.
- C. The indemnification or advancement of expenses provided under Sections 8.1 through 8.4 is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Articles of Incorporation, or Bylaws of the Corporation, or a contractual agreement of the Corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses. The indemnification provided for in Sections 8.1 through 8.4 continues as to a person who ceases to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, administrators of the person.

8.5. INSURANCE

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Director, officer, employee, or agent of another corporation, business corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of the Michigan Nonprofit Corporation Act.

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ARTICLE IX

MISCELLANEOUS

9.1 PRINCIPAL OFFICE.

The principal office of the Corporation shall be at such place in Zone Area as the Board shall determine from time to time.

9.2 FISCAL YEAR.

The fiscal year of the Corporation shall begin on July 1st of each year and continue until June 30th of the following year (or until the earlier termination of the Corporation).

9.3 DISSOLUTION.

The Corporation may be dissolved under the procedures set forth in Section 10 I of the BIZ Statute, MCL 125.9901 and the Zone Plan.

9.4 AMENDMENTS.

These Bylaws may be amended, and new Bylaws adopted, by the Board of Directors. Amendments to these Bylaws and any new bylaws may be proposed at any meeting of the Board of Directors, but shall not be effective until ratified by the Board of Directors at a subsequent Annual or Special meeting; provided, however, that no provision of any amended or new Bylaw that is inconsistent with the Zone Plan shall be effective until a corresponding amendment to the Zone Plan has been adopted by the Property Owners (and, if applicable, by the Ann Arbor City Council).