



D-NMDC

NEXT MICHIGAN DEVELOPMENT
CORPORATION

500 Griswold, Suite 2200
Detroit, MI 48226

**DETROIT NEXT MICHIGAN DEVELOPMENT CORPORATION
BOARD OF DIRECTORS SPECIAL MEETING
TUESDAY, MAY 9, 2023 – 9:30 A.M.**

BOARD MEMBERS PRESENT:

Clifford Brown
Marsha Bruhn
Kimberly Clayson
Linda Forte
Damon Hodge
Chris Jackson
Kwaku Osei
Thomas Stallworth

BOARD MEMBERS ABSENT:

Antoine Bryant (Ex-Officio)
John Naglick (Ex-Officio)
Jonathan Quarles

OTHERS PRESENT:

Kenyetta Bridges (DEGC/DNMDC)
Cora Capler (DEGC/DNMDC)
Kevin Johnson (DEGC/DNMDC)
Paul Kako (DEGC/DNMDC)
Glen Long (DEGC/DNMDC)
Jennifer Kanalos (DEGC/DNMDC)
Rebecca Navin (DEGC/DNMDC)
Sierra Spencer (DEGC/DNMDC)
Kendall Spivey (DEGC/DNMDC)
JoMeca Thomas (DEGC/DNMDC)



**MINUTES OF THE DETROIT NEXT MICHIGAN DEVELOPMENT CORPORATION
BOARD OF DIRECTORS SPECIAL MEETING
DETROIT ECONOMIC GROWTH CORPORATION
500 GRISWOLD, SUITE 2200, DETROIT, MI 48226
TUESDAY, MAY 9, 2023 - 9:30 A.M.**

CALL TO ORDER

Chairperson Forte called the special meeting of the Detroit Next Michigan Development Corporation Board of Directors to order at 10:06 a.m. A roll call was conducted, and a quorum was established.

GENERAL

Approval of Minutes

Ms. Forte asked if there were any additions, deletions or corrections to the minutes of the May 24, 2022 regular Board meeting.

Hearing none, Ms. Forte called for a motion:

Mr. Brown made a motion approving the minutes of the May 24, 2022 regular Board meeting, as written. Mr. Stallworth seconded the motion.
DNMDC Resolution Code 23-05-01-09 was unanimously approved.

ADMINISTRATION

Adoption of Budget for FY 2023-2024

Ms. Kanalos reviewed the proposed budget for FY 2023-2024.

With there being no questions or discussion, Ms. Forte called for a motion:

Mr. Brown made a motion approving the DNMDCC Budget for FY 2023-2024 as presented. Ms. Osei seconded the motion.
DNMDC Resolution Code 23-05-01-36 was approved.

Professional Services Agreement with DEGC for FY 2023-2024

Ms. Kanalos stated that on July 1, 2022, the Detroit Next Michigan Development Corporation (the "DNMDC") entered into a professional services agreement (the "Agreement") with the Detroit Economic Growth Corporation (the "DEGC") by which the DEGC provides administrative services to the DNMDCC.



The term of the Agreement expires on June 30, 2023. The DNMDCC, recognizing the needed and valuable services provided by the DEGC, desires to extend the term of the Agreement for an additional 12-month term to expire June 30, 2024.

Attached for the DNMDCC Board's review and approval was a resolution approving the Agreement (Exhibit "A") to the resolution.

With there being no questions or discussion, Ms. Forte called for a motion.

Mr. Stallworth made a motion approving the DEGC/DNMDCC Contract for FY 2023-24 as presented. Ms. Bruhn seconded the motion.

EDC Resolution Code 23-05-01-37 was unanimously approved.

Election of Officers

Ms. Kanalos advised that pursuant to provisions of the Detroit Next Michigan Development Corporation's (DNMDCC's) bylaws, election of Officers of the Board of Directors is required annually.

The current officers are as follows:

Linda Forte, Chairperson
Jonathan Quarles, Vice Chairperson
Marsha Bruhn, Secretary
Thomas Stallworth, Treasurer

Staff proposes that the Chairperson open the floor to nominations.

Ms. Forte opened the floor to nominations for Election of Officers.

Mr. Hodge made a motion to nominate and elect the current slate to serve another term. Mr. Brown supported the motion.

DNMDCC Resolution Code 23-05-01-38 was unanimously approved.

Schedule of Regular DNMDCC Board Meetings for FY 2023-2024

Ms. Kanalos advised that included in the Board material for review and approval is a resolution adopting a schedule indicating dates of the DNMDCC Board's regular meetings for the fiscal year 2023-2024. The meeting will be held as follows



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NEXT MICHIGAN DEVELOPMENT
CORPORATION

500 Griswold, Suite 2200
Detroit, MI 48226

Tuesday, September 12, 2023

Tuesday, December 12, 2023

Tuesday, March 12, 2024

Tuesday, June 11, 2024

With there being no objection to the proposed meeting dates, Ms. Forte called for a motion:

Mr. Brown made a motion approving the DNMDCC Schedule of Regular Board Meetings for FY 2023-24 as presented. Mr. Hodge seconded the motion. DNMDCC Resolution Code 23-05-01-229 was unanimously approved.

Public Rules of Conduct

Ms. Navin advised that pursuant to Sections 3(1) and 3(5) of Michigan's Open Meetings Act, a public body may establish reasonable rules to minimize the possibility of disruption to the meeting and to govern the public's right to provide comment during the meeting. Ms. Navin proposed Rules for Public Meetings and Public Comment which are included as Attachment A in the resolution. The rules would govern public participation and comment for all DNMDCC Board and Committee meetings.

Mr. Brown made a motion approving the DNMDCC Rules for Public Meeting and Public Comment, as presented. Mr. Osei seconded the motion. DNMDCC Resolution Code 23-05-01-40 was unanimously approved.

PROJECTS

None.

OTHER MATTERS

None.

PUBLIC COMMENT

None.

ADJOURNMENT

With there being no further business to come before the Board, on a motion by Mr. Brown, seconded by Mr. Hodge, Ms. Forte adjourned the meeting at 9:35 a.m.



CODE DNMDC 23-05-01-09

APPROVAL OF MINUTES OF MAY 24, 2022

RESOLVED that the minutes of the regular meeting of May 24, 2022 are hereby approved and all actions taken by the Directors present at such meeting, as set forth in such minutes, are hereby in all respects ratified and approved as actions of the Detroit Next Michigan Development Corporation.

May 9, 2023



CODE DNMDC 23-05-01-36

ADMINISTRATION: ADOPTION OF DNMD C BUDGET FY 2023-2024

RESOLVED, that the Board of Directors of the Detroit Next Michigan Development Corporation (the “DNMDC”) hereby approves the attached DNMD C budget (Exhibit “A”) for fiscal year July 1, 2023 to June 30, 2024.

May 9, 2023

**DNMDC
OPERATING BUDGET
JULY 1, 2023 TO JUNE 30, 2024**

	DNMDC FY 23-24
<u>REVENUE</u>	
City of Detroit	20,000
	<hr/>
TOTAL REVENUE	20,000
	<hr/>
<u>EXPENSES</u>	
Administrative Contract	10,000
Insurance	4,000
Audit / Legal Services	6,000
	<hr/>
TOTAL EXPENSES	20,000
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Operating Surplus/(Shortfall)	0
(Increase)/Decrease in Reserve	0
	<hr/>
NET SURPLUS/(SHORTFALL)	0
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CODE DNMD C 23-05-01-37

ADMINISTRATION: APPROVAL OF DETROIT NEXT MICHIGAN DEVELOPMENT CORPORATION'S AGREEMENT WITH DEGC

WHEREAS, On July 1, 2022, the Detroit Next Michigan Development Corporation (the "DNMDC") entered into a professional services agreement (the "Agreement") with the Detroit Economic Growth Corporation (the "DEGC") by which the DEGC provides administrative services to the DNMDC; and

WHEREAS, the term of the Agreement expires on June 30, 2023; and

WHEREAS, the DNMDC, recognizing the needed and valuable services provided by the DEGC, desires to extend the term of the Agreement for an additional 12-month term to expire June 30, 2024.

NOW THEREFORE BE IT RESOLVED that the Board of directors of the Detroit Next Michigan Development Corporation (the "DNMDC") hereby approves the attached DNMDC/ DEGC Agreement (Exhibit "A") for fiscal year July 1, 2023 to June 30, 2024.

BE IT FINALLY RESOLVED that the Board of directors of the Detroit Next Michigan Development Corporation (the "DNMDC") hereby authorizes any two of its Officers or Authorized Agents or any one Officer and any one Authorized Agent of the DNMDC to execute the Agreement and any and all documents necessary to implement the provisions and intent of this resolution.

May 9, 2023

AGREEMENT

THIS AGREEMENT, entered into this 1st day of July, 2023 (the “Effective Date”) by and between the **Detroit Next Michigan Development Corporation**, a Michigan public body corporate, (the “DNMDC”) and the **Detroit Economic Growth Corporation**, a Michigan non-profit corporation (“DEGC”).

WITNESSETH:

WHEREAS, DNMDC is a public body corporate established and operated pursuant to Act 275 of the Public Acts of 2010, as it may be amended from time to time [MCL 125.2951 et seq.] (“Act 275”), and a Resolution adopted by the City Council of Detroit on April 26, 2016 and the Michigan Strategic Fund on June 28, 2016, for the purpose of fostering economic opportunities and prevent conditions of unemployment and underemployment and to promote economic growth in the City of Detroit (the “City”); and

WHEREAS, DEGC is a Michigan non-profit corporation organized for the purpose of furthering the economic development of the City and of providing services to the City, and its agencies and instrumentalities, and others which will assist such economic development; and

WHEREAS, DNMDC has determined that its operational efficiency can best be provided by contracting with DEGC to provide staffing and administrative services; and

WHEREAS, on the parties’ desire to enter into this Agreement effective July 1, 2023 and ending June 30, 2024; and

WHEREAS, on May 9, 2023 the Board of Directors of the DNMDC authorized the execution of this Agreement.

NOW, THEREFORE, in consideration of the mutual undertakings herein set forth, the parties do hereby agree as follows:

1. DEGC shall provide the following services to the DNMDC, as requested by the DNMDC, during the term of this Agreement and any extensions thereof:

A. DEGC shall make itself at all times available to consult with the DNMDC on matters relating to economic development in the City and on the preparation of general and specific plans and programs to further such development.

B. DEGC shall provide to the DNMDC such staff, operational and administrative assistance, and, upon approval of the DNMDC, retain the services of such outside professionals, consultants and other persons who have expertise or skills not available to DEGC through its own employees, as shall be necessary and appropriate to permit the DNMDC to carry out its purposes pursuant to Act 275.

C. DEGC shall prepare, at least annually and as requested by the Board of Directors of the DNMDC, proposed operating and capital budgets for the DNMDC for the consideration and action by the Board of Directors of the DNMDC.

D. DEGC shall prepare plans and proposals, for the purpose of fulfilling the responsibilities of the DNMDMDC under Act 275.

2. The responsibility for implementing the services to be performed by DEGC under this Agreement shall reside with the DEGC President, and the DEGC President shall report as requested to the Board of Directors of the DNMDMDC. The DEGC President shall be primarily responsible for supervising the performance of the obligations of the DEGC pursuant to this Agreement, and shall keep the DNMDMDC informed of DEGC's performance of its obligations under this Agreement. The DEGC President may designate and shall identify in writing to the DNMDMDC such employees of DEGC as the DEGC President deems appropriate to work with the DNMDMDC and assist the DEGC President in keeping the DNMDMDC informed of DEGC's performance hereunder. The DEGC President or designated staff shall execute such documents on behalf of the DNMDMDC, as its "duly authorized agent" subject to the terms and conditions of this Agreement and upon authorization of the DNMDMDC.

3. (a) For the period July 1, 2023 and ending June 30, 2024, the cost of services described in paragraph 1 hereof shall be the sum of Ten Thousand and 00/100 Dollars (\$10,000.00) per annum, excluding the cost of insurance, audit and legal fees. Said annual fee shall be paid in equal quarterly installments of Two-Thousand and Two-Hundred and Fifty and 00/100 Dollars (\$2,500.00) commencing July 1, 2023 and ending June 30, 2024.

(b) In addition to other amounts described in this paragraph 3(a) the DNMDMDC shall pay DEGC for services performed for or on behalf of the DNMDMDC by any in-house attorney employed by the DEGC at a rate of \$225.00 per hour for the DEGC's General Counsel and a rate not to exceed \$200.00 per hour for any other in-house attorney employed by the DEGC.

(c) In the event that the DNMDMDC earns an administrative fee, project management fee, bond issuance fee, loan commitment fee, or similar fee on account of services performed by DEGC staff, such fee or fees shall be remitted to the DEGC as additional compensation.

4. Within 30 days from the end of each calendar quarter the DEGC shall submit to the DNMDMDC a report of all work performed on its behalf. All of DEGC's records, documents, and other papers, including financial records, relating to the operation to the DNMDMDC shall be made available for inspection by the DNMDMDC and its agents at any reasonable time, upon forty-eight (48) hours written notice.

5. The DNMDMDC shall not be liable to any subcontractor, consultant or other person hired or engaged by DEGC to perform its obligations or responsibilities under this Agreement or to otherwise assist the DNMDMDC unless prior approval is received from the Board of Directors of the DNMDMDC.

6. DEGC shall, promptly upon request by the DNMDMDC, make available to the DNMDMDC any documents in DEGC's possession relating to matters with respect to which DEGC has rendered services under this Agreement.

7. DEGC agrees to take such steps as are necessary to permit full disclosure by all of its members concerning any conflicts of interest with respect to matters involving services rendered under this Agreement.

8. None of the directors, officers or employees of DEGC shall be liable to the DNMD C for any action taken, or not taken, in good faith reliance upon this Agreement or upon any request, demand, authorization or directive from the DNMD C. To the extent authorized by law, the DNMD C shall indemnify and hold DEGC its directors, officers, and employees harmless from any and all claims, judgments and liabilities, including their reasonable expenses and attorneys' fees in respect thereof, arising out of any such action, providing such action was authorized by the DNMD C or in good faith reliance upon this Agreement.

9. DEGC is, and shall act as, an independent contractor in the rendition of services to the DNMD C under this Agreement.

10. DEGC shall not be required to engage in any activity which, in the opinion of its legal counsel, would be inconsistent with the requirements for exemption from federal income tax under Sections 501(c)(3) and/or 501(c)(4) of the Internal Revenue Code, as now or hereafter amended.

11. The term of this Agreement shall commence on July 1, 2023 and end on June 30, 2024. The term may be extended by the DNMD C for a renewal term or renewal terms of twelve (12) months each. Each such renewal shall be made by delivery of written notice by the DNMD C to DEGC of its intention to renew and shall be accepted in writing by the DEGC.

12. Anything contained in this Agreement to the contrary notwithstanding, either party hereto may terminate this Agreement upon ninety (90) days' advance written notice to the other party.

13. The DNMD C hereby declares, represents and warrants that it is entering into this Agreement pursuant to, and in fulfillment of, its statutory responsibilities under all applicable laws.

14. This Agreement, and the performance by the parties hereto of their respective obligations hereunder, is subject to all applicable laws.

15. This Agreement may be amended from time to time by the execution of an agreement in writing by both parties hereto.

16. Each party to this Agreement hereby represents and warrants to the other party that it has full right, power and authority to enter into and perform this Agreement; that its execution and delivery of this Agreement have been duly authorized by all necessary action; and that this Agreement constitutes its valid, binding and enforceable obligations.

[Signatures follow on next page]

Wherefore the parties have executed this agreement as of the date set forth above.

**DETROIT NEXT MICHIGAN DEVELOPMENT
CORPORATION**

A Michigan public body corporate

By: _____
Printed Name: _____
Its: Authorized Agent _____

and

By: _____
Printed Name: _____
Its: _____

**DETROIT ECONOMIC GROWTH
CORPORATION**

A Michigan non-profit corporation

By: _____
Printed Name: _____
Its: _____

Approved as to form only:

By: _____
Rebecca A. Navin, Esq.
Counsel to the DNMDc



D-NMDC

NEXT MICHIGAN DEVELOPMENT
CORPORATION

500 Griswold, Suite 2200
Detroit, MI 48226

CODE DNMDC 23-05-01-38

ADMINISTRATION: ELECTION OF OFFICERS

RESOLVED, that the Board of directors of the Detroit Next Michigan Development Corporation (the “DNMDC”) hereby, pursuant to provisions of its bylaws, elects the following DNMDC Board members as DNMDC’s Officers to serve in the indicated capacity for a term of one year or until his or her successor is duly elected and qualified.

Linda Forte, Chairperson
Jonathan Quarles, Vice Chairperson
Marsha Bruhn, Secretary
Thomas Stallworth, Treasurer

May 9, 2023



CODE DNMDC 23-05-01-39

ADMINISTRATION: SCHEDULE OF REGULAR DNMDC MEETINGS FOR FY 2023-24

RESOLVED, that the Board of Directors of the Detroit Next Michigan Development Corporation (the “DNMDC”) hereby adopts the following as its schedule of regular meetings for its fiscal year beginning July 1, 2023 and ending June 30, 2024. Unless otherwise posted, such meetings will be held quarterly at 9:30 a.m. in the offices of the DEGC, 500 Griswold Street, Suite 2200, Conference Room A, as follows:

Tuesday, September 12, 2023
Tuesday, December 12, 2023
Tuesday, March 12, 2024
Tuesday, June 11, 2024

May 9, 2023



CODE DNMDC 23-05-01-40

ADMINISTRATIVE: D-NMDC RULES FOR PUBLIC MEETINGS AND PUBLIC COMMENT

WHEREAS, pursuant to Sections 3(1) and 3(5) of Michigan’s Open Meetings Act, a public body may establish reasonable rules to minimize the possibility of disruption to the meeting and to govern the public’s right to provide comment during the meeting; and

WHEREAS, the Board of Directors of the Detroit Next Michigan Development Corporation (the “D-NMDC”) has determined that establishing rules for public participation and public comment for the D-NMDC Board and Committee meetings will ensure that meetings can be conducted in an orderly fashion; and

WHEREAS, D-NMDC Staff and counsel have drafted “D-NMDC Rules for Public Meetings and Public Comment” (the “Rules”) which is Attachment A to this resolution; and

WHEREAS, the Board has fully considered the matter and determined that the proposed Rules are prudent and in the best interests of the D-NMDC.

NOW, THEREFORE, BE IT RESOLVED, that the D-NMDC hereby adopts the “D-NMDC Rules for Public Meetings and Public Comment”.

BE IT FINALLY RESOLVED, that the Rules shall apply to all D-NMDC Board and Committee meetings.

May 9, 2023