

Approved DDA Board Meeting Minutes
February 21, 2012
5:00pm
Roswell River Landing

Members Present: Monica Hagewood, Ralph Mills, David Lyon, David Schmit, Charles McMillan, Lonnie Mimms.

Staff: Stefanie Dye, City of Roswell, George Polatty, Jr., DDA Attorney

The meeting was called to order at 5:05pm by Stefanie Dye. Ms. Dye introduced George Polatty, Jr. as the DDA Attorney.

The first order of business was election of officers. Ms. Dye explained that the statutory offices are Chairman, Secretary, and Treasurer, and a Recording Secretary who does not need to be a DDA member. David Schmit suggested that the officers include a Vice Chairman to serve in the absence of the Chairman. The members agreed without objection.

Lonnie Mimms requested clarification on the duties of the Secretary and Treasurer as the DDA does not have resources to respond to open records requests or record minutes. The City does have the resources to do these things. Mr. Polatty responded that they can have a Recording Secretary to actually record minutes and respond to requests that does not need to be a DDA member, but would be staff to the DDA. City Administrator, Kay Love, stepped forward to address the DDA on this issue. She explained that Ms. Dye has been assigned as the DDA's staff liaison for the time being. As things get rolling, that is certainly something the Mayor and Council will revisit in the budget. Ms. Dye is now serving in the role of taking minutes, and the equipment is set up in Room 220 and Council Chambers for that purpose. The City can take care of any Open Records requests that are received for the time being and handle any administrative needs the DDA has. Mr. Schmit stated that for the record, Ms. Dye should be the DDA Recording Secretary for some period of time until they transition.

The floor opened for nominations for Chairman. Monica Hagewood nominated Charles McMillan, who declined. Mr. Schmit nominated Ms. Hagewood, and offered to be Vice Chair. Ralph Mills asked what the duties are. Ms. Dye stated that the statutes are vague on what the officers' duties are, and are generally determined by the bylaws. Mr. Mills commented that he is willing to be Vice Chair if Mr. Schmit would be Treasurer. Ms. Hagewood asked if the positions are for one year. Ms. Dye responded that is correct. The DDA must hold an annual meeting to elect officers. David Lyon was nominated to be the Secretary, which he accepted.

Mr. Polatty explained that the Secretary/Treasurer can be the same, and they don't need to be DDA members. There should be two people to sign the checks, usually the Chairperson and the Treasurer, but you need to have a Vice Chairperson in case one of those people cannot sign. That is not a law, but it is good practice. Mr. Schmit asked Mr. Polatty if in his opinion we would be better off to have a Secretary and a Treasurer. Mr. Polatty replied that it does not matter, but you need someone who keeps the money to be separate, and the Treasurer and the Chairperson sign the checks. Mr. Schmit agreed they should have a two-signer system.

Motion by Mr. Mimms to elect the slate of nominated officers: Monica Hagewood, Chairperson, Ralph Mills, Vice Chairperson, David Lyon, Secretary, and David Schmit, Treasurer. Second by Mr. McMillan. Motion Passed. For: Mills, Lyon, Schmit, Mimms and McMillan. Against: Hagewood.

The meeting was turned over to Monica Hagewood, Chairperson.

The next order of business was adopting a meeting schedule. Ms. Hagewood asked for suggestions for a time, date and location. Mr. McMillan suggested Tuesdays in Room 220, City Hall, starting at 3:30.

Ms. Hagewood discussed a planning session. Mr. Mimms suggested sooner rather than later. Ms. Hagewood asked when the Strategic Economic Development Plan is due to be completed. Mr. Schmit said 30-60 days out. Community Development Director, Alice Wakefield, said that the Steering Committee meets again on February 29, and will probably come back with a final draft at the end of March. Monica said they would like to read the draft before the retreat.

Motion by Mr. Schmit to meet the first Tuesday of each month, 3:30-5:30, in Room 220 starting March 6, 2012. Seconded by Mr. Mimms. Motion Passed unanimously.

Mr. Mimms stated that the April meeting is scheduled during Spring Break, can they move that to the second Tuesday? Ms. Hagewood asked staff if it would be possible to have that meeting on April 10th. April 10th was set as the date for the second meeting.

Returning to the Retreat, the Authority members discussed having the retreat before the Summer, possibly a Friday in April. Concern if staff and the facilitator's availability. Friday, April 13th, was established as the target date. The date may have to change depending on availability of the facilitator and staff preparation.

Final order of business is the bylaws. Ms. Dye explained that the packets include sample bylaws from GMA, and examples of bylaws from Dahlonga, Acworth, and Kingsland.
DDA Minutes

The Dahlonge example also includes a Contract and Oath of Office for consideration. Ms. Hagewood asked if the bylaws had to be determined today. Ms. Dye said no, that the DDA should just determine how they will go about drafting bylaws. Mr. Mimms asked if all of the models meet legal requirements. Mr. Polatty responded that the bylaws that the DDA drafts need to meet the requirements of the Open Meetings Act and other required statutes. He will look for the original DDA bylaws, but there has not been a meeting or an update to the bylaws in 15 years. At least it would be a starting point to amend. Mr. McMillan asked Mr. Polatty who is paying him. He said that originally he was paid by DDA funds, but that since, the City has been paying him. He said that Kay is the custodian of the money, and he is the custodian of the account. So now these functions need to be rejoined for the Authority to manage. Ms. Love said that is certainly a topic for conversation, there are a lot of "firsts" and a lot of "news" for this group, but we need to work out a specific arrangement for Mr. Polatty to be the legal counsel if that is what the DDA desires. She has asked the in-house attorney to review the bylaws that are drafted just to keep things moving. The City will be responsible for any legal expenses at this point as the DDA does not have any real money. The DDA can make that decision at the appropriate time as they deem necessary. Mr. Mimms asked about the bylaws that are in place now. Mr. Polatty said he is looking for them. Mr. Mimms asked whether they can replace the entire text of those bylaws if they cannot be found. Mr. Polatty said that is what he suggests. Mr. Mimms asked how much money is in the account. Ms. Dye and Ms. Love answered about \$5,000. Mr. Schmit asked that they start with Dahlonge as their model document to start, and Mr. Polatty replied to do whatever is practicably feasible and legal. He agreed it is a good model to start with. Ms. Hagewood asked for the sample bylaws in digital form. She requested a web-based file sharing service. Dropbox was mentioned for a short-term solution for working on the bylaws. Ms. Dye said she would investigate programs that could be used. Ms. Hagewood wants to have a draft ready to review at the March 6th meeting.

Ms. Dye gave the DDA information about two upcoming events that they may want to attend. First is the State Historic Preservation Conference being held in Roswell April 19 and 20, 2012. Registration is \$100 if anyone is interested in attending there are training funds in the budget. This coincides with the Georgia Trust for Historic Preservation Spring Ramble April 20-22. The second is the Georgia Downtown Association Annual Conference held in LaGrange August 22-24, 2012.

Motion by Ms. Hagewood to adjourn the meeting at 5:37pm. Seconded by Mr. Mills.
Motion Passed unanimously.

Respectfully submitted:
Stefanie Dye, Recording Secretary

Minutes approved March 6, 2012.