



Downtown Development Authority of the City of Perry
Monday, February 26, 2024

5:00pm

807 Carroll Street, Downtown Perry, 2nd Floor Event Space

AGENDA

1. Call To Order
2. Invocation
3. Guests/Speakers
4. Citizens with Input
5. Old Business
6. New Business
 - a. Election of Secretary/Treasurer
 - b. Approve minutes of January 22, 2024 meeting
 - c. Approve January 2024 Financials
 - d. Review and approve bylaws revision
 - e. Adopt Synovus Resolution naming authorized signers
 - f. Work Session
 - i. Strategic Plan
 - ii. Residential Density
 - iii. Property Evaluation
7. Chairman Items
8. Adjourn

All meetings are open to the public unless otherwise posted

P.O. Box 2030 | Perry, Georgia 31069-6030
478-988-2755
www.perry-ga.gov

Downtown Development Authority of the City of Perry
Minutes – January 22, 2024

1. Call To Order: Chairman Rhodes called the meeting to order at 5:00pm.

Roll: Chairman Rhodes; Directors Cossart, George, Tuggle, Rosales, and Forrester were present. Director Gordon was absent.

Staff: Holly Wharton – Economic Development Director, and Joni Ary – Recording Clerk

2. Invocation – was given by Chairman Rhodes

3. Guests/Speakers

Chairman Rhodes introduced new Directors, Rosales and Forrester, to the Board.

4. Citizens with Input – None

5. Old Business – None.

6. New Business

- a. Approve minutes of November 27, 2023, meeting

Director Cossart motioned to approve as submitted; Director George seconded; all in favor and was unanimously approved.

- b. Approve November 2023 and December 2023 Financials

Director George motioned to approve as submitted; Director Forrester seconded; all in favor and was unanimously approved.

- c. Selection of Chairman and Vice-Chairman for 2024

Chairman Rhodes nominated Director George as Chairman for 2024. Director Tuggle motioned to approve the nomination; Director Cossart seconded; all in favor and was unanimously approved.

Director George motioned to appoint Director Tuggle as Vice-Chairman for 2024. Director Cossart motioned to approve the appointment; Director Forrester seconded the motion, and it was carried unanimously.

- d. Discuss Options for City-owned Property.

It is the DDA's desire for the property to be sold for private development (assuming the City does not wish to pursue administrative offices at the site). However, they are clear they want to collaborate with the City to ensure if the property is sold for development, that they can ensure development guidelines for the project. Chairman George alluded

to a proposed development that he was not ready to share in a public meeting at this time. Director Rhodes inquired if housing would still be a priority for the property.

e. Business Incubator Discussion

The Board was receptive to the idea of the City pursuing a business incubator and would like to work with the City. During the discussion, questions relative to location and funding arose. The Board asked for more research, possibly speaking to Macon about their business incubator (New Town).

f. Communication Efforts

Ms. Wharton asked if the Board would agree to increase communication efforts and have one-on-one meetings once a month for coffee/lunch. The weekly emails will also continue to go out. All members agreed.

g. February Work Session Planning

Ms. Wharton stated the regular February work session meeting is February 26. The agenda is not set, and some significant topics of discussion are the residential density, strategic plan review and update, and evaluation of the highest and best use for specific downtown properties (vacant, City-owned). The meeting will be held upstairs at Orleans on Carroll.

7. Other Business

Ms. Wharton stated the item for residential density for the downtown area will be one of the items discussed at their next meeting.

8. Member Items – None

9. Main Street Report – Director Cossart advised Small Business Saturday was a success. The Spring Wine tasting tickets go on sale on February 12th. The Georgia Economic Placemaking Collaborative will have a webinar in February and is still looking for volunteers.

10. Downtown Update

a. Downtown Projects Update – Ms. Wharton stated the City was selected for the Georgia Economic Placemaking Collaborative.

Wingate mixed-use development is under construction.

Ghost Runner Pizza is under construction and is looking to open in March/April.

Italian restaurant is under construction in the Commodore Building and hoping to open in the Spring.

b. Strategic Plan Update – Ms. Wharton stated this item is for the Board to review and discuss at their next work session in February.

11. Chairman Items – None

12. Adjourn: there being no further business to come before the Board, the meeting was adjourned at 5:32 pm.

DRAFT

**Downtown Development Authority
Balance Sheet
January 31, 2024**

J. Holland
MO

| | General Fund | | Capital Projects Fund | | Total Governmental Funds |
|--|------------------|-----------|--------------------------|-----------|--------------------------------|
| Assets | | | | | |
| Cash & Cash Equivalents | 88,705.49 | \$ | - | \$ | 88,705.49 |
| Interest Receivable | | | - | | - |
| Loan Receivable | 576.10 | | - | | 576.10 |
| Due from Other Funds | - | | - | | - |
| Total Assets | 89,281.59 | \$ | - | \$ | 89,281.59 |
| Liabilities and Fund Balances | | | | | |
| Liabilities | | | | | |
| Accounts Payable | | \$ | - | \$ | - |
| Due to City of Perry | - | | - | | - |
| Due to Other Funds | - | | - | | - |
| Total Liabilities | - | \$ | - | \$ | - |
| Fund Balances | | | | | |
| NonSpendable | | | | | |
| Loan Receivable | 576.10 | | | \$ | 576.10 |
| Reserved for | | | | | |
| BOOST | 900.00 | | - | | 900.00 |
| Revolving Loan | 20,751.29 | | - | | 20,751.29 |
| Unreserved | 67,054.21 | | - | | 67,054.21 |
| Total Fund Balances | 89,281.59 | \$ | - | \$ | 89,281.59 |
| Total Liabilities and Fund Balances | 89,281.59 | \$ | - | \$ | 89,281.59 |

Operating Account Summary

| <u>Date</u> | <u>Activity Description</u> | <u>Amount</u> |
|-------------|--|----------------------------------|
| 7/1/2023 | Beginning Balance | 89,133.95 *operating & boost bal |
| 7/3/23 | Clover Wine loan pmt | 288.55 |
| 7/3/23 | Mossy Creek Natural loan pmt | 288.95 |
| 7/3/23 | S & S Restaurant Mangement loan pmt | 433.82 |
| 7/5/23 | Houston Home Journal | (72.00) |
| 7/6/2023 | Zimmerman & Volk- Housing Study | (15,000.00) |
| 7/13/23 | July Allocation from City | 517.00 |
| 7/13/23 | Façade Grant | 2,500.00 |
| 7/13/23 | Zimmerman & Volk- Housing Study | (2,500.00) |
| 7/14/23 | Triple F Farms façade grant | (2,500.00) |
| 7/31/2023 | GA Power | (46.00) |
| 8/1/2023 | Clover Wine loan pmt | 288.55 |
| 8/1/2023 | Mossy Creek Natural loan pmt | 288.95 |
| 8/1/2023 | S & S Restaurant Mangement loan pmt | 433.82 |
| 8/10/2023 | July Allocation from City | 517.00 |
| 8/10/2023 | Façade Grant | 1,000.00 |
| 8/21/2023 | LaRuss Properties façade grant | (1,000.00) |
| 8/2/2023 | GA Power | (46.00) |
| 9/1/2023 | Clover Wine loan pmt | 288.55 |
| 9/1/2023 | Mossy Creek Natural loan pmt | 288.95 |
| 9/1/2023 | S & S Restaurant Mangement loan pmt | 433.82 |
| 9/5/2023 | GA Power | (46.18) |
| 9/7/2023 | Sept Allocation from City | 517.00 |
| 10/2/2023 | Clover Wine loan pmt | 288.41 |
| 10/2/2023 | Mossy Creek Natural loan pmt | 288.95 |
| 10/2/2023 | S & S Restaurant Mangement loan pmt | 433.82 |
| 10/4/2023 | GA Power | (46.20) |
| 10/5/2023 | Oct Allocation from City | 517.00 |
| 10/3/2023 | Clover Wine pmt returned | (288.41) |
| 10/3/2023 | Return Fee | (6.00) |
| 11/1/2023 | Mossy Creek Natural loan pmt | 288.95 |
| 11/1/2023 | S & S Restaurant Mangement loan pmt | 433.82 |
| 11/1/2023 | GA Power | (46.05) |
| 11/9/2023 | Nov Allocation from City | 517.00 |
| 11/1/2023 | Clover Wine loan pmt-Check | 288.41 |
| 12/1/2023 | Mossy Creek Natural loan pmt | 288.95 |
| 12/1/2023 | S & S Restaurant Mangement loan pmt | 433.82 |
| 12/4/2023 | GA Power | (46.05) |
| 12/14/2023 | Nov Allocation from City | 517.00 |
| 12/6/2023 | S & S Restaurant Mangement Loan Payoff | 8,073.44 |
| 1/2/24 | Mossy Creek Natural loan pmt | 288.95 |
| 1/3/24 | GA Power Commerce Street lights | (46.05) |
| 1/5/24 | All State Construction Group (façade grant 1007 Jernig | (2,500.00) |
| 1/11/24 | City Allocation, Façade Project 1007 Jernigan | 3,017.00 |

Balance as of 1/31/2024

88,705.49

*operating & boost balance

DDA 2024 Transactions

Operating & Boost

| Date | Payee/Description/Check # | Disbursements | | Balance |
|---------|--|---------------|----------|------------------|
| | | Debit | Credit | |
| | January 2024 | | | 87,045.59 |
| 1/2/24 | Mossy Creek Natural loan pmt | 288.95 | | 87,334.54 |
| 1/3/24 | GA Power Commerce Street lights | | 46.05 | 87,288.49 |
| 1/5/24 | All State Construction Group (façade grant 1007 Jernigan St) | | 2,500.00 | 84,788.49 |
| 1/11/24 | City Allocation, Façade Project 1007 Jernigan | 3,017.00 | | 87,805.49 |

**BYLAWS OF THE
DOWNTOWN DEVELOPMENT AUTHORITY
OF THE CITY OF PERRY, GEORGIA**

**ARTICLE I
DIRECTORS**

Section 1. Management, Number, Qualification and Term. The property, affairs and business of the Downtown Development Authority of the City of Perry (the Authority) shall be managed by its board of Directors consisting of seven (7) persons. Each Director shall be appointed by the Mayor and City Council. The term for each Director shall be four (4) years, with staggered terms that expire January 20 every four (4) years. The qualifications of the Directors shall be as provided in O.C.G.A. §36-42-7.

Section 2. Powers. The Directors shall have such power and authority as is conferred upon them by the Downtown Development Authorities Law, O.C.G.A. §36-42-1, *et seq.* (the "Act") and such other power and authority as may be allowed under the Constitution and the Laws of the State of Georgia or by Ordinance of the City of Perry as the same may now or hereafter exist.

Section 3. Regular and Special Meetings. Regular meetings of the Directors shall be held once per month at the regular meeting place of the Authority. The regular meeting place of the Authority shall be such place as may from time to time be fixed by resolution of the Authority and located in the City. Special meetings of the Directors shall be held when called by the Chairman of the Authority, the Vice Chairman of the Authority acting in place of the Chairman, or a call of two (2) Directors at such date and times as he or they reasonably shall fix, at the regular meeting place of the Authority determined by him or them.

Section 4. Notice. Notice of each meeting shall be given to each Director of the Authority personally, in writing, by mail, facsimile or email, or by telephone by whomever shall call the meeting or by the Secretary of the Authority at the direction of whomever shall call the meeting. Notice shall set forth the date, time and place of the meeting and, if for a special meeting, also set forth the purpose or business to be transacted at the meeting. Notice shall be given as much in advance of the meeting as shall be reasonable under the circumstances and as shall be required by law.

Section 5. Waiver of Notice. Attendance of a Director at a meeting of the Board of Directors shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the date, time and place of the meeting or the manner in which it has been called or convened, except when a Director shall attend the meeting solely for the purpose of stating, at the beginning of the meeting, any such objection to the transaction of business.

Section 6. Open and Public Meetings. All meetings of the Authority shall be conducted as required by Georgia's "Open Meetings" law, codified as O.C.G.A. §50-14-1 *et seq.* (the "Open Meetings Law"), and all provisions of these bylaws shall be subject thereto. The designation by the Authority of the scheduled regular meeting place pursuant to Section 3 above, is intended to facilitate satisfaction of the requirements of the Open Meetings Law pertaining to a regular place of meetings.

Section 7. Attendance. Directors are required to attend a minimum of seventy-five percent (75%) of the Authority's meetings per calendar year. Failure to satisfy this attendance requirement will result in a Director's removal from the Board. Attendance is reviewed on an annual basis, or sooner if a Director is at risk of violating this attendance policy. Certain circumstances may warrant excused absences.

Section 8. Quorum; Postponement. At all meetings of the Directors, the presence of a majority of the Directors eligible to vote shall be necessary and sufficient to constitute a quorum for the transaction of business. If at any meeting of the Authority there shall be less than a quorum, a majority of those present shall adjourn the meeting without further notice, from time to time, until a quorum is obtained.

Section 9. Delegation of Powers. The Authority may by resolution or resolutions, confer upon a Director or combination of Directors such specific powers as it deems proper not inconsistent with these bylaws or the laws of the State of Georgia.

Section 10. Parliamentary Procedures. In cases of dispute concerning parliamentary procedure governing the conduct of meetings of the Authority, Roberts Rules of Order shall govern.

Section 11. Removal of Directors. The Authority may recommend to City Council any Director of the Board that demonstrates cause for removal. Such causes for recommendation of removal may be, but are not limited to: a conflict of interest or unethical behavior, consistent disruption of meetings, excessive absences, illegal activity, or any violation of the Georgia Code of Ethics.

ARTICLE II OFFICERS

Section 1. Number. The Directors shall elect from one of their members a Chairman, Vice-Chairman, Secretary and Treasurer. The positions of the Secretary and Treasurer may be combined into one office.

Section 2. Election. A meeting shall be held in January of every year for the purposes of electing new officers. Notice of time and place of such meeting shall be given by the Chairman.

Section 3. Term and Removal. All officers shall be elected by and serve at the discretion of the Directors and any officer may be removed from office, either with or without cause, at any time, by the affirmative vote of the majority of the Directors of the Authority in office. A vacancy in any office due to death, resignation, removal, disqualification, or otherwise, shall be filled by the Directors for the unexpired portion of the term. Resignation as an officer shall be submitted in writing to the Chairman.

Section 4. Powers. The powers and duties of the officers shall be provided from time to time by resolution of the Directors. In the absence of such provisions, respective officers shall have the power and shall discharge the duties customarily and usually held and performed by like officers of authorities similar in organization and purposes to this Authority. The Recording Secretary, if a non-member, shall attend meetings for the purpose of recording the minutes of such meetings, but shall not have any of the powers, rights, or duties of the directors.

ARTICLE III
FISCAL YEAR

Section 1. Time. The fiscal year of the Authority shall begin on the first day of July of each year and end on the last day of June each year.

Section 2. Annual Meeting. The annual meeting of the Authority shall be the first regularly scheduled meeting in January of every year. The retiring Chairman shall give notice of the time and place of such meeting.

Section 3. Annual Audit. The Treasurer shall cause an annual audit of the books of the Authority to be made by the firm which audits the books of the City of Perry and present such audit to the Directors of the Authority.

ARTICLE IV
CORPORATE SEAL

Section 1. Seal. The seal of the Authority shall consist of an impression bearing the name "Downtown Development Authority of the City of Perry" around the perimeter and the word "SEAL" and the year of activation in the center thereof. In lieu thereof, the Authority may use an impression or writing bearing the word "SEAL", enclosed in parentheses or scroll, which shall also be deemed the seal of the Authority.

ARTICLE V
BYLAWS

Section 1. Applicability of Bylaws. These bylaws are a formal written statement of the rules by which the Authority shall act and has acted and shall apply retroactively to all actions and proceedings of the Authority previously taken.

ARTICLE VI
DEPOSITORIES

Section 1. Depositaries. The Authority shall from time to time provide by resolution or resolutions for the establishment of depositaries for funds of the Authority.

Section 2. Execution of Notes, Drafts, and Checks. All drafts, checks, etc. drawn against accounts of the Authority shall have two signatures from the following Chairman, vice-Chairman, Secretary, Treasurer or ~~Downtown Manager~~ assigned staff. _____

Commented [HW1]: This change is necessary to allow myself to be added as a signatory on our checks. I'm suggesting a more general term for the staff support instead of a specific position (Downtown Manager) like before.

ARTICLE VII
AMENDMENTS

Sections 1. Amendments. The bylaws of the Authority shall be subject to alteration, amendment or repeal, and new bylaws not inconsistent with any laws of the State of Georgia creating this Authority may be made by the affirmative vote of a majority of the Directors then holding office at any regular or special meeting of the directors

BYLAWS AMENDED: _____

**DOWNTOWN DEVELOPMENT AUTHORITY
OF THE CITY OF PERRY, GEORGIA**

By: _____
Chairman

Attest: _____
Secretary/ Treasurer

[SEAL]

TO: SYNOVUS BANK
(referred to in this document as the "Financial Institution")

BY: DOWNTOWN DEVELOPMENT AUTHORITY
(referred to in this document as the "Organization")

| | | |
|----------------------------------|--|---|
| 1) ACCOUNT INFORMATION | Employer Identification Number 050-52-2902 | Account number (if existing) [REDACTED] |
| 2) GOVERNING DOCUMENTS | The undersigned certifies that the undersigned has delivered or, contemporaneously herewith, will deliver to the Financial Institution true, correct and complete copies of the Organization's organizational and governing documents (e.g., Articles of Incorporation or Organization, Bylaws, Operating Agreements) to the extent said documents exist and that the powers granted in this resolution are not in contravention with the Organization's governing documents. | |
| 3) AUTHORIZING RESOLUTION | <p>The undersigned hereby certifies that the following resolutions were properly adopted in accordance with the governing documents of the Organization.</p> <p>The governing body of the Organization hereby resolves that:</p> <ul style="list-style-type: none"> a) The Financial Institution is designated as a depository for the funds of the Organization and to provide other financial services as provided for in this resolution. b) This resolution shall continue to have effect until express written notice of its rescission or modification has been received and accepted by the Financial Institution. Any and all prior resolutions adopted by the governing body of the Organization relating to the Financial Institution as governing the operation of the Organization's account(s), are, and shall continue (except as expressly modified hereby), in full force and effect, until the Financial Institution receives and acknowledges express written notice of its revocation, modification or replacement. Any revocation, modification or replacement of a resolution must be accompanied by documentation, satisfactory to the Financial Institution, establishing the authority for such changes. c) Any and all transactions by or on behalf of the Organization with the Financial Institution prior to the adoption of this resolution are hereby ratified, approved and confirmed. d) Any of the persons named in Section 4 below (each, an "Authorized Person") are, each independently and without the need of any other Authorized Person, authorized to make any and all contracts, agreements, stipulations and orders which they may deem advisable for the effective exercise of the powers indicated below, from time to time with the Financial Institution, concerning funds deposited with the Financial Institution, moneys borrowed from the Financial Institution or any other business transaction by and between the Organization and the Financial Institution subject to any restrictions stated below, or otherwise agreed to in writing. e) The Organization agrees to the terms and conditions of any account agreement, properly opened by any Authorized Person of the Organization. The Organization authorizes the Financial Institution, at any time, to charge the Organization for all checks, drafts, or other orders, for the payment of money, that are drawn on the Financial Institution. f) The Organization acknowledges and agrees that the Financial Institution may furnish at its discretion automated access devices to the Authorized Persons to facilitate the powers authorized by this resolution or other resolutions in effect at the time of issuance. The term "automated access device" includes, but is not limited to, credit cards, debit cards and automated teller machines (ATM). g) The Organization acknowledges and agrees that the Financial Institution may rely on alternative signature and verification codes issued to or obtained from the Authorized Persons named on this resolution. The term "alternative signature and verification codes" includes, but is not limited to, facsimile signatures on file with the Financial Institution, personal identification numbers (PIN), and digital signatures. The Financial Institution shall have no responsibility or liability for unauthorized use of alternative signature and verification codes unless otherwise agreed in writing. If a facsimile signature has been filed separately with the Financial Institution by the Organization, the Financial Institution is authorized to treat the facsimile signature as the signature of the Authorized Person(s) regardless of by whom or by what means the facsimile signature may have been affixed so long as it resembles the facsimile signature on file. | |

4) AUTHORIZED PERSON SIGNATURES The undersigned further certifies that each of the following persons are deemed Authorized Persons of the Organization and have all of the powers indicated in the "Powers Granted" section set forth below. Each Authorized Person may bind the Organization without the need of any other Authorized Person. The Financial Institution is hereby authorized to rely on any of the signatures subscribed hereto relating to transactions of any business on the Organization's account(s).

| Name and Title or Position | Signature |
|---|-----------|
| A. KELLY M GORDON, Authorized Signer | X |
| B. CURTIS ALLEN GEORGE, Authorized Signer | X |

Robert Thomas Tuggle, IV

HOLLY LANIELLE WHARTON

C. ~~ALICIA ANN HARTLEY~~, Authorized Signer _____ X _____

✓ D. MARLON DANGELO RHODES, Authorized Signer _____ X _____

POWERS GRANTED

Description of Power

- 1) Exercise all of the powers listed or otherwise contemplated in this resolution.
- 2) Open any deposit or share account(s) in the name of the Organization.
- 3) Endorse checks and orders for the payment of money or otherwise withdraw or transfer funds on deposit with the Financial Institution.
- 4) Enter into a written lease for the purpose of renting, maintaining, accessing and terminating a safe deposit box in the Financial Institution.
- 5) Other:

5) EFFECT ON PREVIOUS RESOLUTIONS All prior resolutions of record at the Financial Institution remain in effect unless the Organization notifies Financial Institution as provided herein.

6) CERTIFICATION OF AUTHORITY The undersigned further certifies that the governing body of the Organization has, and at the time of adoption of this resolution had, full power and lawful authority to adopt the resolution and to confer the powers granted to the persons named above who have full power and lawful authority to exercise the same.

IN WITNESS WHEREOF, I (i) have subscribed my name and affixed the seal of the Organization on the date(s) set forth below and (ii) hereby certify that, in accordance with 18 USC § 1344 and other applicable law, that on the date(s) set forth below, I am fully authorized to act on behalf of the Organization and nothing herein is false, misleading or fraudulent nor intended to defraud the Financial Institution [and agree that to the extent the forgoing is false acknowledge that I will be held personally liable].

UNDERSIGNED

Signature: X _____
Name: KELLY M GORDON
Title: Authorized Signer
Date:

ATTEST BY ONE OTHER OFFICER

Signature X _____
Name: CURTIS ALLEN GEORGE
Title: Authorized Signer
Date:

FOR FINANCIAL INSTITUTION USE ONLY

Acknowledged and received on _____ (date) by _____ (initials) This resolution is superseded by resolution dated _____.