

AGENDA

THE Downtown Development Authority OF THE CITY OF BUCHANAN, in compliance with Michigan's Open Meetings Act, hereby gives notice of a regular meeting to be held in the Chamber of City Hall.

** Comments may be submitted in writing at least 4 hours in advance to the City Clerk at Clerk@cityofbuchanan.com*

I. Call to Order**II. Pledge of Allegiance****III. Roll Call****IV. Approve Agenda****V. Public Comments - Agenda Items Only** *(3-minute limit)***VI. Approve Minutes**

A. Minutes- Consider the Regular Meeting Minutes from June 11th, 2025.

VII. Unfinished Business**VIII. New Business**

A. Ground Rules for Great Meetings- Presentation on Open Meetings Act & Parliamentary Procedure

B. Bylaws- Consider the updated bylaws.

C. Discussion on Contactual Marketing and Public Relations Services

D. DDA Website- Consider the purchase of a DDA Website domain.

E. Tax Increment Financing and Development Plan Update with Projected Tax Revenues.

F. Live Buchanan- Consider assuming control of the LiveBuchanan non-profit organization.

IX. Public Comment - Non-Agenda Items Only *(3-minute limit)***X. Staff/Committee Comments****XI. Adjournment**

Meeting Minutes



Date: 6-11-2025

Location: 302 N Red Bud Trail, Buchanan, MI 49107

Time: 6:30 PM

Meeting: DDA- Downtown Development Authority Regular Meeting

Meeting Minutes

1. Call to Order

The meeting was called to order by City Manager Tony McGhee at 6:30 PM.

2. Pledge of Allegiance

City Manager McGhee led in the Pledge of Allegiance.

3. Roll Call

PRESENT: Jeffery Antisdell, Julie Capron, Sydney Finan, Rick Paniagua, Michael Reed, Shawn Renfro, Fran Terry, Mark Weedon, Joseph Williams

CITY STAFF: City Manager, Tony McGhee; City Clerk, Kalla Langston

4. Public Comments- *Agenda items only, please limit comments to 3 minutes*

5. Oaths of Office

Clerk Langston gave the Oaths of Office to the members.

6. Election Officers

The officers of the Authority shall be the Chair, Vice-Chair, Treasurer, Secretary, and City Manager/Director. The officers shall be elected by a majority of the Board of Directors for a one-year term.

a. Chair

i. Nominations from the floor.

Antisdell motioned, seconded by Weedon, to nominate Paniagua as Chair. Voice votes carry unanimously.

Reed motioned, seconded by Weedon, to nominate Terry. Voice votes carry unanimously.

ii. Vote

Paniagua- 8 (Antisdell, Capron, Finan, Paniagua, Renfro, Terry, Weedon, Williams)

Terry-1; (Reed)

Meeting Minutes

Paniagua was elected as Chair.

b. Vice-Chair

- i. Nominations from the floor.

Antisdel motioned, seconded by Paniagua, to nominate Antisdel as Vice Chair.

Voice vote

Ayes: Antisdel, Capron, Finan, Paniagua, Reed, Renfro, Terry, Williams

Nay: Weedon

Motion carries 8-1.

Capron motioned, seconded by Finan, to nominate Williams as Vice Chair. Voice votes carry unanimously.

- ii. Vote

Williams-7 (Capron, Finan, Paniagua, Reed, Renfro, Terry, Weedon)

Antisdel-2 (Antisdel, Williams)

c. Treasurer

- i. Nominations from the floor.

Reed motioned, seconded by Paniagua to nominate Terry as Treasurer. Voice vote carries.

- ii. Vote

Terry wins by default.

d. Secretary

- i. Nominations from the floor

No nominations from the floor.

Renfro volunteers to take on the role of Secretary.

- ii. Vote

Renfro wins by default.

7. New Business

a. Bylaws- Discussion of updating bylaws.

- i. Meeting Date & Time

Motion made by Paniagua, seconded by Antisdel, to amend the bylaws under Article IV, Meetings, 1. Second Wednesday at 5:00 PM. Roll call votes carry unanimously.

b. Discussion and establishment of a working group to focus on driving foot traffic downtown during construction.

Paniagua and McGhee have been working on signage for the promotion business, including arrows directing visitors to public parking in the

Meeting Minutes

downtown district. They are focusing on access to businesses, public parking, and clear signage. Additionally, they are incorporating QR codes that link to renderings of the finished project.

Better renderings could enhance the experience for first-time visitors to Buchanan. There have also been discussions about promoting local faces and places, potentially through a storyboard or mini billboard that highlights attractions in town. This could be designed in the size of approximately 4x6 to help guide visitors as they explore the area.

Motion made by Weedon, seconded by Antisdel, to follow Paniagua's' description of the renderings of the vision of marketing and promotion to help drive business downtown.

Discussion: Finian would like to know the cost difference.

McGhee stated an estimate of 3 to 4 thousand dollars for the renderings.

Voice votes carry unanimously.

Antisdel has developed a plan to establish a partnership with the DDA and downtown business owners. This plan includes a flow of information that will allow for an analysis of strengths, weaknesses, opportunities, and threats. It is essential for our business, as well as the DDA, to mobilize effectively. We must ensure clear communication and maintain a positive vision throughout this process.

Establish two working groups to review the Bylaws and Driving Foot Traffic Downtown

Bylaws working group: Antisdel, Weedon, Reed, Terry, and Langston.

Foot Traffic working group: Capron, Williams, Finan, Paniagua, and McGhee.

c. Upcoming items discussion- Budget/Tax Increment Financing and Developing Plan.

McGhee provided an update to the group regarding our tax capture numbers. Currently, the DDA has a budget of \$380,000. McGhee hopes to have some preliminary budget line items ready so that the DDA can begin planning for the future. Additionally, the tax increment financing plan will need to be updated.

8. Public Comment- *Non-agenda items, please limit comments to 3 minutes.*

Meeting Minutes

Steve Raglin- Comments about the Semis going down Front St. and hoping for a re-routing them off Front St.

Norma Ferris- Comments about Semis about Oak St.

9. Comments

Paniagua- Comments about promoting all businesses in Buchanan and hoping for positive comments.

McGhee-Comments about some construction updates.

Weedon- Comments about sending the business list after the emails get set up.

Terry- Comments about Passport promotion.

Finan- Comments about promoting of supporting local businesses.

Reed- Comments about opening the subcommittees to outside the DDA board members.

10. Adjournment

Motion made by Weedon, seconded by Reed to adjourn the meeting 7:11 PM.

Roll call vote carries unanimously.

Ground Rules for Great Meetings

Open Meetings Act & Parliamentary Procedure

City of Buchanan Master subtitle style
302 N Redbud Trail
Buchanan, MI 49107



Agenda

- Why do rules matter?
- Open Meetings Act (OMA)
- Parliamentary Procedure & Roberts Rules of Order

Why do Rules Matter?

- Efficiency & Effectiveness
- Predictability & Transparency
- Confidence in Local Government



Source of Rules

- State Law
 - Open Meetings Act
<https://www.michigan.gov/ag/-/media/Project/Websites/AG/open-meetings/OMA-Handbook-October-2022.pdf?rev=1a0f1edea36c491b8e4728ba2f3e1bf3&hash=0E23BA7A7A990B5998CEF986EF1CB5DB>
- Parliamentary Procedure/ Roberts Rules of Order
<http://www.robertsrules.com/book.html>
- Local Rules of Procedure



Open Meetings Act

Michigan Open Meetings Act – Act 267 of 1976

- The Open Meetings Act was expressly enacted for the purpose of requiring certain meetings of public bodies to be open to the public, to require notice and the keeping of minutes of the meetings, to provide enforcement of the Act, to provide invalidation of decisions under certain circumstances and to provide penalties for non-compliance.
- All meetings subject to the Open Meetings Act must be open to the public and held in a place available to the general public.
- The Americans with Disabilities Act requires the public body to provide disabled individuals with a reasonable opportunity to request necessary, reasonable auxiliary aides and services to participate at public meetings.
- “Public body” means any state or local legislative or governing body, including a board, commission, committee, subcommittee, authority, or council, that is empowered by state constitution, statute, charter, ordinance, resolution, or rule to exercise governmental or proprietary authority or perform a governmental or proprietary function; a lessee of such a body performing an essential public purpose and function pursuant to the lease agreement; or the board of a nonprofit corporation formed by a city under section 40 of the Home rule city act. 1909 PA 279. MCL 117.40

Open Meetings Act

- Public Comment
 - All individuals present at a public meeting have the right to speak to the public body during the designated time for comments. If the board or commission seeks further input, they may schedule a workshop or public hearing for more in-depth discussion.
 - The right to attend a meeting of a public body also includes the right to tape record, videotape, and broadcast the public proceedings live via radio and television.



Open Meetings Act



Open Meetings Act

Mistake: Discussing the municipality's business with a quorum of board members outside of an open meeting. Some lawsuits are filed because the board makes a decision at a meeting with absolutely no discussion. When it appears there was or should have been discussion, plaintiffs often make the assumption that a meeting was held in private.

Remedy: Make sure all discussions take place at an open meeting. Consider taking extra effort to discuss topics on the record so there is no appearance of an unlawful meeting.

Mistake: Violating the OMA by using the "reply to all" feature on e-mail. A board may be unintentionally violating the OMA by "deliberating" over e-mail. Any time a quorum of the board discusses board business by e-mail, there is a risk the OMA can be violated. To make matters worse, a simple FOIA request could prove the violation.

Remedy: Enact a policy addressing this issue. Often, the policy provides that e-mail should be used primarily for the distribution of material. Even when the e-mail is for distribution only, members should be blind copied so the "reply to all" function is not readily available.

Open Meetings Act

Mistake: Not allowing 18 hours notice for a special meeting, posting a notice that does not comply with the OMA, or posting a notice with incorrect information.

Remedy: Hold the meeting again with proper notice.

Mistake: Not recording or not accurately recording motions or other actions taken by the Board. If in litigation, the Court will look to the minutes, not to the verbal representation of board members.

Remedy: Prepare the minutes timely and approve them at the next meeting to avoid any problems.

Mistake: Voting in closed session.

Remedy: The Board may not vote or reach a decision in closed session. All votes must be accounted for in the open session portion of the meeting.

Parliamentary Procedure

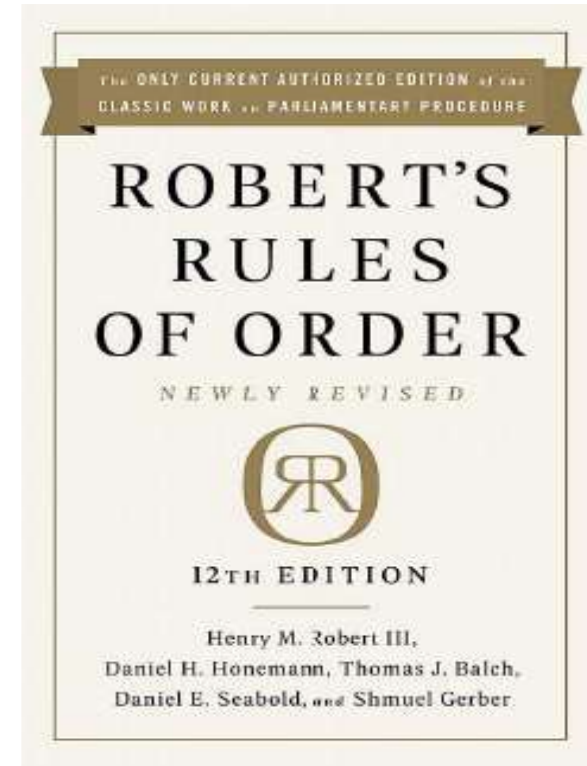
Parliamentary procedures are the rules governing the procedure, discussion, and debate used by deliberative bodies.



Parliamentary Procedure

Key Robert's Rules Principles

- Meeting
- Chair or Presiding Officer
- Quorum
- Motion
- Majority
- Two-thirds vote
- Unanimous vote
- Roll Call
- Closed or Executive Session
- Resolution



Parliamentary Procedure-

- Basic Concepts of a Meeting
 - A quorum must be present.
 - One main proposition on the floor at a time.
 - One board member speaking at a time.
 - Order of motions.
 - Limiting remarks.
 - Active listening.
 - The issue and not the person is what is under discussion.
 - Usually, a majority vote decides

Parliamentary Procedure-

- Presiding Officer- Chair or Vice-Chair if Chair is unavailable.
- Quorum- is the minimum number of members who must be present in order that business can be transacted.
 - If a quorum is NOT present at a meeting, the board may not transact any business, but may adjourn or recess to take steps to obtain a quorum. (State law/Open Meetings Act.)

Parliamentary Procedure

- Boards generally vote by motion. The motion can be by voice vote or roll call vote.
- There are 5 classes of motions:
 1. Main Motion
 2. Subsidiary Motion
 3. Privileged Motion
 4. Incidental Motion
 5. Motions that reopen a previously completed matter ("Bring Back" motions)

Parliamentary Procedure

- All business considered by a board is introduced by a main motion.
 - Motion made by one member after being recognized by the Presiding Officer.
 - Motion seconded by another member (not “supported”).
 - The Presiding Officer repeats the motion.
 - Deliberation on the motion.
 - Vote on the motion.
 - Presiding Officer announces results of vote or clerk/secretary.

Examples of Main Motions

- Motion to pay the monthly bills
- Motion to approve the last month’s minutes
- Motion to approve an application for a special land use permit
- Motion to adopt a resolution
- Motion to adopt an ordinance

Parliamentary Procedure

- Subsidiary or Secondary Motions direct or change how the main motion is handled.
- The most common subsidiary or secondary motions include:
 - Motion to Table
 - Motion to Postpone
 - Motion to Amend

Subsidiary or Secondary Motions direct or change how the main motion is handled.

Parliamentary Procedure

- *Motion to Table – Example:*
 - *The City Commission is considering a motion on a major road project, and the deliberation is understandably lengthy. There is another matter next on the agenda that won't take long – perhaps appointing a new Planning Commission member. The Board doesn't want to make the new PC member and her family wait through the deliberation on the other motion.*
 - *"I move to table the motion to approve the road project so that we can entertain the Planning Commission appointment first."*
 - *Seconded.*
 - *Restated by chair.*
 - *NO DEBATE, NO AMENDMENTS.*

Parliamentary Procedure

- *Motion to Postpone to a Certain Time* – A motion to postpone to a certain time is intended to delay consideration of a matter later in the current meeting or to a future meeting. A motion to postpone to a certain time must be seconded, is debatable, and requires a majority vote.
- **There are two subsets of a motion to postpone:**
 - *Motion to Postpone Indefinitely*– The effect of a motion to postpone indefinitely is to kill it without taking a vote on the question.
 - *Motion to Postpone to a Date Certain*– The effect of a motion to postpone to a date certain allows action on a pending motion to be put off to a specific date, time, meeting or until a certain event takes place.

Parliamentary Procedure

Motion to Postpone to a Certain Time -Example

- *The City Commission is back to the motion to approve the road project, but one Board member raises a question that will require research from the Township Engineer.*
- *"I move to postpone the motion to approve the road project to our next meeting on October 23 to allow time for additional research by the Engineer."*
 - *Seconded.*
 - *Restated by the chair.*
 - *DEBATABLE AND AMENDABLE.*

Motion to Postpone Indefinitely - Example

- *The City Commission is back to the motion to approve the road project, but there is little public support for the project.*
- *"I move to postpone the motion to approve the road project indefinitely."*
- *Seconded.*
- *Restated by chair.*
- *DEBATABLE BUT NOT AMENDABLE.*
- *If successful, this "kills" the motion.*
- *This is a way to kill/reject a main motion without voting on the merits*

Parliamentary Procedure

Motion to Amend – A motion to amend is intended to change or modify a main motion before a vote is taken.

- Once an amendment has been made, seconded, and restated by the presider of the meeting, it is open for discussion, which is limited to the amendment.
- If the amendment is adopted, then discussion returns to the main motion, as amended.
- A "friendly amendment" is an amendment offered by a member who is in support of the motion, but feels an amendment would help clarify the maker's intent.
- Must be accepted by unanimous consent or debated and voted upon.

Privileged Motions – are unrelated to the main motion and can be made and considered immediately. Privileged motions include:

- Motion to Adjourn [note: do not adjourn meeting with offering a public comment period]
- Motion to Recess
- Call for Orders of the Day

Incidental Motions – are considered housekeeping motions. Incidental motions do not directly modify main motions.

Incidental motions include:

- Motion to be Excused from Duty
- Point of Order (noise, climate control, etc.)

Parliamentary Procedure

Frequently Asked Questions regarding Motions:

Q: If I make a motion, can I speak against it?

A: No – A member may not speak against his own motion, but may vote against it.

Q: If I second a motion, do I have to support it?

A: No – Seconding a motion does not indicate that the member is in support of the motion, only that he or she thinks the idea should be discussed.

Q: What if a motion is made and seconded, but does not have a majority vote?

A: The motion fails.

Q: What if there is a tie?

A: The motion fails.

Voting

Each member of a council/board should vote on all issues for which a vote is required, unless he or she has a conflict of interest or other proper legal reason for abstaining.

- A legal conflict of interest is a financial or contractual interest in a matter before the board. There are other statutes that permit abstention (i.e., appointing a successor or filling a vacancy for which the member wishes to be considered - MCL 42.7).*
- Majority Vote - the expressed approval of more than half of the members present and voting on a particular matter.*
- Two-thirds Vote - the expressed approval of at least two-thirds of those present and voting.*

Questions

Rules are important, but remember to use common sense.



**DOWNTOWN DEVELOPMENT AUTHORITY
CITY OF BUCHANAN, MICHIGAN
BYLAWS**

ARTICLE I

Name - Purpose - Authority

1. **Name.** The name of this organization is the DOWNTOWN DEVELOPMENT AUTHORITY of the City of Buchanan, a Municipal Corporation, hereinafter referred to as the "Authority" or "DDA".

Purpose and Authority. The purpose and authority of the organization shall be as defined and authorized by Act 197 of Michigan Public Acts of 1975 and Ordinance No. ~~232~~ 2025.05/442 of the City of Buchanan, Berrien County, Michigan, as amended, to:

- Correct and prevent deterioration in the downtown district;
- Encourage and financially development of historic preservation initiatives;
- Create, finance and implement marketing, promotion and development plans;
- Promote and finance economic growth and redevelopment of the district;
- Encourage the expansion of commercial enterprises in the downtown district; and,
- Provide recommendations supportive of DDA goals to the City of Buchanan.
-

ARTICLE II

Board of Directors

1. **Board of Directors.** The Authority shall be under the supervision and control of a Board of Directors (the "Board") consisting of the chief executive officer of the municipality and not less than eight (8) or more than twelve (12) members as determined by the governing body of the municipality. Not less than a majority of the members shall be persons having an interest in property located in the downtown district or officers, members, trustees, principals, or employees of a legal entity having an interest in property located in the downtown district. Not less than 1 of the members shall be a resident of the downtown district, if the downtown district has 100 or more persons residing within it.

2. **Term.**

- a) Board members shall serve a four (4) year term, commencing on July 1, but shall not serve more than two (2) terms in succession. In the event of a member being reappointed to the Board, a period of two (2) years must have elapsed since his previous term(s). The Mayor of the City of

Buchanan, one (1) Commissioner and the Chamber of Commerce president will serve for a one (1) year term.

- b) All appointments for vacancies shall be for the unexpired term. If the unexpired term is less than two years in length, such appointment shall not be considered a term for purposes of the two (2) term limit described in

Article II, paragraph 2a. If the unexpired term equals or exceeds two

years, such appointment shall be considered a term for purposes of the two-term limit.

3. Resignation and Removal.

- a) Any Board member may resign at any time by the delivery of a written resignation to the Mayor of the City of Buchanan or the DDA Chairman of the Board .
- b) The Board of Directors may by the majority vote of the board members present at any regular or special meeting, recommend to the City Commission of the City of Buchanan the removal of any Board Member for acts of omission or commission not conducive to the best interest of the Authority, or if said member fails to attend regularly (two-thirds (2/3) of the regular meetings in any fiscal year). Such recommendations, together with reasons therefore, shall be transmitted in writing to the City Commission of the City of Buchanan.
- c) If the actions or behavior of a DDA board member may be removed for cause by majority vote of the DDA board , the Chairman may recommend to the City Commission that new board members be appointed by majority vote of the DDA board for review and approval by the City Commission.

ARTICLE III

Officers

1. **Number.** The officers of the Authority shall be Chairman of the Board, Vice-Chairman, Director or City Manager, Treasurer, and Secretary.
2. **Election. Term of Office and Qualifications.**
 - a) The officers shall be elected by a majority of the Board of Directors annually at the first meeting in July, for a one-year term. The offices of the Chairman and Vice-Chairman must be held by members of the Board of Directors.
 - b) City staff members elected to officer positions may not vote on matters brought before the Board.
 - c) Voting for officers and Directors shall be limited to Board members.
 - d) Officers shall be elected by a majority of the Board of Directors.
 - e) Officers shall not serve more than three (3) years in succession in any given office.
3. **Vacancies.** In case any office of the Authority becomes vacant for any reason, a majority of the Board of Directors shall elect an officer to fill such vacancy for the unexpired portion of the term.

4. **Chairman of the Board.** The Chairman of the Board shall preside at all meetings of the Authority and may cast a vote in all matters brought before the Board. The Chairman or a Representative of the Board appointed by him shall be the only person to represent the Board to the City Commission, press, or other public forum.
5. **Vice-Chairman.** The Vice-Chairman shall preside in the absence of the Chairman.
6. **Director.** The Director or City Manager, Chairman of the Board shall be the chief executive officer of the Board. He/She shall supervise and be responsible for the preparation of plans and performance of functions of the Authority. He/She or his/her representative shall attend all meetings.
7. **Secretary.** The Secretary shall have charge of such books, documents and papers as the Board may determine and shall attend and keep minutes of all the meetings of the members. In the absence of the Secretary, the Chairman of the Board shall designate a member to record the minutes. Copies of all minutes shall be ~~mailed~~ **supplied** to all members promptly after each meeting, but not less than ~~four (4) days~~ **10 days** prior to the next regular meeting.
8. **Treasurer.** The Treasurer shall keep the financial records of the Authority in accordance with Governmental Accounting Standards Board principals. The Treasurer shall approve all vouchers for expenditure of the Authority and report at each regular meeting of the Authority, providing the City Treasurer such financial records supporting annual auditing conducted by the City of Buchanan. All expense items of the authority shall be publicized monthly.
9. **Removal.** Officers may be removed for the same reasons as Board members may be removed and by a majority vote of the members present.
10. **Code of Conduct:** All officers and directors must adhere to the City of Buchanan Code of Conduct.

ARTICLE IV Meetings

1. **Regular Meetings.** The Board shall hold regular meetings at the City Hall in Buchanan, Michigan, or such other places as shall be designated by the Director at ~~6:30 p.m.~~ **5:00 PM** on the second Wednesday of each month hereafter.
2. **Special Meetings.** A special meeting may be called by the Chairman of the Board, Director or by any three (3) Board members at such times and places as indicated in the call for a special meeting. Notice and an Agenda of the Special meeting shall be given to all members at least 24 hours prior to the meeting and be given in a reasonable manner under the circumstances then existing.

3. **Quorum.** A quorum shall be a simple majority of the Board members.
4. **Voting.**
 - a) All business of this Authority with the exception of bylaw amendments, purchases, sales, and any legal actions taken against another person, or entity which must be by a majority of the entire Board and as otherwise provided by these by-laws, shall be decided by a simple majority of the members present. **Where any appearance of financial conflict of interest, board members must recuse themselves and abstain from voting.**
 - b) In the event a member abstains, the reasons shall be stated on the record.
5. **Conflict of Interest.**
 - a) **A member who has a direct interest in any matter before the authority shall disclose his/her interest prior to the authority taking any action with respect to the matter which disclosure shall become a part of the record of the DDA official proceedings.**
6. **Open to Public.** All meetings of the Authority shall be open to the public with the exception of business conducted in closed session under the rules of the Open Meeting Act. To go into closed session, there must be a 2/3 majority vote by roll call vote of all members serving
7. **Business at Meetings.** The Director or City Manager with Secretary, in consultation of the Chairman, shall prepare an agenda for each meeting, and provide said agenda to members at least 72 hours prior to the meeting with the exception of special meetings.
8. All meetings shall be conducted in accordance with Roberts Rules of Order unless these bylaws otherwise provide.

ARTICLE V

~~Purchasing Procedure~~ Purchasing, Budget and Tax Increment Financing

1. The Treasurer shall be responsible for all DDA purchasing. As such, the Board authorizes the Director the power to procure goods, services, memberships and or/any other necessary transactions relevant to the DDA not in excess of five hundred (\$500) dollars without a vote of the Board. All other expenditures exceeding five hundred (\$500) dollars will require a majority vote of the board. In instances where competitive bidding can be utilized it shall be and bids and/or quotes will be solicited for review and approval by the Board. **The DDA will use its best efforts to adhere to the City of Buchanan's Purchasing Policy.**
2. **The DDA Tax Increment Financing and Development Plan shall be submitted and for review and approval by the City Commission prior to the funds being committed.**
3. **The DDA's annual budget shall be based on the fiscal year of the City. Before the budget may be adopted by the authority board it shall be approved by the City Commission.**

ARTICLE VI Counsel

By a majority vote, the Board may designate attorneys or other counsel to advise the Board in the proper performance of its duties and to represent it in actions brought by or against the Authority.

ARTICLE VII Standing Committees

Standing committees

- 1) The authority shall establish standing committees to support operations and goals of the DDA Authority. These committees shall be permanent, subject to annual review by the Board and shall operate in accordance with these bylaws.
 - a. Each standing committee shall be responsible for specific areas of focus that align with the mission and strategic plan of the DDA. The primary purpose of the committees includes research, planning, recommendations, and oversight in their respective areas.
 - b. Standing committees shall meet as necessary to fulfil their responsibilities.
 - c. Minutes of all committee meetings shall be maintained and submitted to the board.
 - d. Committees shall report their activities and recommendations at regular Board Meetings.

ARTICLE VIII Amendments

These bylaws may be altered, amended or repealed by a majority vote of the entire Board as constituted. All said alterations, amendments or repeals of these bylaws shall be subject to the approval of the City Commission of the City of Buchanan.

Approved by the Downtown Development Authority on March 3, 2004.
Approved by the Buchanan City Commission on March 8, 2004.

Amended by the Downtown Development Authority on October 1, 2008.
Approved by the Buchanan City Commission on October 13, 2008.

Amended by the Downtown Development Authority on January 12, 2011.
Approved by the Buchanan City Commission on January 24, 2011.

Approved by the Downtown Development Authority on May 11, 2016
Approved by the Buchanan City Commission on May 23, 2016

Memorandum



Date: July 2, 2025
To: Buchanan Downtown Development Authority
From: Tony McGhee
Subject: **Assuming Control of Live Buchanan**

Background

During the period when the Downtown Development Authority (DDA) was inactive, a non-profit organization, Live Buchanan, was formed at the direction of a former City Manager to lay the groundwork for a future Main Street program in the community. With the recent re-establishment and activation of the DDA, *Live Buchanan* has fulfilled its original purpose and plans to cease operations.

Opportunity

Before formally dissolving, Live Buchanan intends to donate its remaining funds to the Buchanan District Library to support the ongoing Day's Avenue Public Art Project. Beyond that, the only remaining step for the organization would be to complete its formal dissolution process.

However, the current Live Buchanan Board has proposed an alternative: transferring control of the existing 501(c)(3) entity to the DDA. This would involve replacing the current Board members with DDA Board members over the next two months.

Currently, Live Buchanan has eight (8) Board members, including two individuals who already serve on the DDA Board, Julie Capron and Joseph Williams. The proposed transition would occur in two phases:

- Phase 1: Three existing Board members would resign, and three DDA Board members would be appointed in their place.
- Phase 2 (one month later): The remaining three Live Buchanan Board members would resign and be replaced with three additional DDA Board members.

This approach would result in DDA-controlled representation of five (5) out of eight (8) seats after the first month, and full control after the second.

Memorandum

Strategic Value to the DDA

Taking control of *Live Buchanan* offers a strategic advantage to the DDA. While the non-profit can remain dormant for the time being, filing only required annual reports, it could serve as a valuable tool for future initiatives. Creating a new 501(c)(3) from scratch is a time-consuming and costly process. Acquiring an existing, clean non-profit structure provides the DDA with flexibility and options for the future. Here are some key advantages:

1. Ability to Fundraise from Private Sources

- Non-profits can: Solicit donations from individuals, corporations, and foundations; apply for charitable and philanthropic grants; host fundraising events; and accept tax-deductible contributions.
- DDAs cannot: Accept charitable donations or engage in typical fundraising activities. Their funding is limited to public sources such as Tax Increment Financing (TIF), municipal allocations, and public grants.

2. Expanded Mission Flexibility

- Non-profits can: Support a broad range of community-building initiatives—including arts, culture, education, and social programs—even if not directly tied to downtown development.
- DDAs cannot: Are legally restricted to activities that enhance infrastructure, economic development, and property value within a defined downtown district.

3. Greater Flexibility in Programming

- Non-profits can: Operate more independently, hosting events, workshops, and creative programs with fewer layers of government oversight.
- DDAs cannot: Must often obtain approval from city commissions or councils before launching new programs or events.

4. Charitable Tax Status

- Non-profits can: Offer donors a tax deduction, increasing the appeal of contributing to community projects.
- DDAs cannot: Are public entities and not eligible to provide tax-deductible donation receipts.

Memorandum**Action Requested**

Staff recommends that the DDA Board discuss and consider assuming control of the Live Buchanan non-profit organization. If the Board supports this direction, staff will:

- Conduct due diligence to ensure there are no outstanding liabilities or obligations tied to the organization;
- Facilitate the proposed Board member transition plan; and
- Oversee revisions to Live Buchanan's bylaws to align with the DDA's mission and long-term strategic goals.

To be clear, this would not be a continuation of Live Buchanan's current mission or operations. Once the Board transition is complete, the organization would be repurposed exclusively as a supporting tool for the DDA, to be activated as needed for specific initiatives.