

**MEETING MINUTES**  
**Berkley Downtown Development Authority**  
**Meeting of the Board of Trustees**  
**Berkley Public Safety Building, 2nd Floor Conference Room**  
**Wednesday, June 18, 2008**

**I. CALL TO ORDER:** The meeting was called to order at 7:35 AM with Chair Alan Semonian presiding.

**II. DETERMINATION OF ATTENDANCE:**

*Present:* Jane Bais-DiSessa  
John Barbuscak  
Allen Dyer  
Diane Farrington  
Lawrence Gallagher  
Karen Koerber  
Robert Liss  
Keith Logsdon  
John McGovern (arrived 7:44)  
Alan Semonian  
Aleta Young (left 8:41)

*Absent:* James Esshaki  
Michael Pesendorfer

*Also Present:* Bruce Jerome, DPW Director  
Jennifer Mlutkowski, DDA Downtown Manager  
David Sabuda, City of Berkley Finance Director

**III. APPROVAL OF AGENDA:** The agenda was approved unanimously upon a motion by Dyer and a second by Farrington.

**IV. APPROVAL OF MINUTES:**

**A. Special Meeting of May 28, 2008:** On motion by Farrington and a second by Bais-DiSessa, the minutes were unanimously approved by the Board.

**V. PUBLIC COMMENTS:** None.

**VI. CHAIRPERSON'S UPDATE: Alan Semonian** – Semonian read an e-mail sent to the Board from Pesendorfer announcing that he was not being offered his position on the Board for another term. He noted his desire to help the downtown grow and prosper, extended an invitation to all to stop by and visit, and offered to pitch in and help the Board in any way. Barbuscak said he wanted to talk about how the situation was handled, but Semonian recommended postponing discussion.

Nomination and election of Board officers: Semonian asked the Board for input on the kind of job they felt he was doing as chair before making a decision to continue or not in that role. Barbuscak said discussion of the changes Semonian had made or would like to make in the future was needed, especially in regard to subcommittees of the Board. Logsdon suggested postponing nominations of officers and noted that on many Boards it is natural for the Vice Chair to move up to the Chair position after serving for two years or so. He felt a term of two years was appropriate for the Chair as well.

Semonian passed around again a copy of the Code of Honor the Board adopted earlier in the year and a form for updating Board members' contact information. He also passed out a calendar he had prepared to schedule lunches with individual Board members so they could indicate their availability for certain dates. The lunches would be an opportunity for each Board member to share their specific concerns and passions with him.

He noted that the Board had never set up rules about terms such as length and reasons for removal and said it would be a future agenda item for discussion and action. Barbuscak agreed that was an excellent idea, noting that some rules are spelled out in the bylaws and ordinance governing the

DDA. Bais-DiSessa stated that she had acted in accordance with the rules by recommending to City Council that Pesendorfer not be offered the opportunity to continue on the Board for another term and that it is her responsibility to appoint Board members. She stated that nothing specific had happened with Pesendorfer, but there were issues about attendance at Board meetings. She said she had offered to meet with him about them, but he chose not to. She said she had at least two potential replacements in mind and would meet with Semonian about them and then introduce them to the Board as a group.

Barbuscak noted that Pesendorfer was not an at-large member of the Board, but a 12 Mile representative. He said the bylaws state that a person must have a property interest to be on the Board for Coolidge or 12 Mile, with four each from Coolidge and 12 Mile, another two from either, a schools representative, and the City Manager or mayor. At-large Board members make up the total of 13. He noted the rules call for a percentage of missed meetings as one requirement for removal. He also noted that Pesendorfer is a direct taxpayer member of the Board as a business property owner, and that he had taken an active part in every function downtown, buying \$1000 worth of T-shirts, opening his building for events and giving out water, and planting flowers in the Robina planters, the kind of member the Board needs. He said something didn't add up and he would like to see the Board recruiting new members as it had done in the past. He asked that his comments be on the record. Semonian countered that there was a difference between being removed from the Board and not being re-appointed. The Board needs performance measurables and they need to look at the issue as an agenda item. Logsdon agreed with Barbuscak that Pesendorfer was not at large but a 12-Mile member. Bais-DiSessa said she was trying to recruit more business people to the Board.

Semonian said he had gotten feedback about Mlutkowski's role and wanted her to be up to speed, as she was just feeling her way now. He asked all Board members to support her and let her know if they were meeting as a subcommittee. Logsdon added that the Main Street people could help with this and all other organizational issues. good to hold meeting with her. Young noted that although she was originally against hiring a downtown manager, she thought Mlutkowski was doing an excellent job as she started to learn her position and its specific functions. She asked to go on record that the Board should allow her to "manage." Bais-DiSessa said she agreed, but projects and priorities need to be specific. Barbuscak said he wanted to be on record as having voted to hire Mlutkowski. He feels the DDA is going through an evolution. The first manager was supposed to help the Board get its work done, but the Board would still be in control of the major activities. He lauded Mlutkowski for her support of the acquisition of residential property at the recent Council meeting. He said there was a misunderstanding of the power and authority of the DDA, and it should be an agenda item, Logsdon adding *the* agenda item for an upcoming meeting because there was so much to discuss.

Semonian asked the Board if they agreed with holding their second meeting of the month in the evening of the following week (6/25), and they agreed, Semonian adding that the remainder of the current meeting would determine agenda items for discussion/action.

## VII. LIAISON REPORTS

**A. City Council Liaison:** In Matthews-Pennanen's absence, Bais-DiSessa reported on the decision of Council to purchase residential property on Griffith just north of 12 Mile. It was a 4-3 Council decision in favor of the purchase. She noted that it is not in the DDA district. She also reported that it was the property owner who approached the City, not vice versa. The property will need to be rezoned from residential. Logsdon recalled that the Planning Commission had discussed making municipal parking a permitted use for residential property when it is immediately adjacent to business property or existing municipal parking because it is a less volatile way to add parking and doesn't reduce property values as much as rezoning. Bais-DiSessa said that hasn't been formally approved yet. Barbuscak noted the purchase is a great precedent.

**B. Planning Commission Liaison:** Absent – no report.

**C. Chamber of Commerce Liaison:** Absent – no report.

**D. Zoning Board of Appeals Liaison:** Absent – no report.

**VIII. NEW BUSINESS:**

**A. Budget Amendment for the 2007/08 Budget: David Sabuda** – Sabuda presented two budget amendments for the 2007/08 fiscal year, which he described as “housekeeping amendments.” The first amendment added \$417.00 in T-shirt sales to the 2 mil levy fund appropriation for 2007/08, reflecting additional sales. The second amendment dealt with two items in the tax capture fund. There was an increase of \$5,520.00 in investment earnings (to \$15,320.00), and an increase in expenses for consultant fees (Grissim Metz) because they started work early and for the DPW maintaining the tree boxes (discussed on 5/28), for a total of \$13,955.00. Sabuda said these should be the final budget amendments for fiscal year 2007/08.

On motion by Young and a second by Farrington, the two budget amendments dated June 16, 2008 and presented by David Sabuda, Finance Director, were unanimously approved by the Board.

**B. Scheduling Main Street Oakland County Presentation:** Mlutkowski arranged with Bob Donohue of Main Street Oakland County for them to make a presentation to the Board at a special meeting on Wednesday, July 23. That will be the sole purpose of the 7/23 meeting. Logsdon said their presentation should help the Board understand how committees and everything else they’re doing fits into the Main Street framework. He and Mlutkowski also gave Liss a brief history and description of Main Street’s functions and purpose.

**C. Discussion Around Executive Committee: Alan Semonian** – Semonian said he would broaden the discussion to include committees as well as the Executive Committee. His concern is that committees meet and bring information back to the Board, but from time to time the Board is not fully informed about the issues. He would like to make the structure work better. One problem is that the full Board isn’t completely in the know about the background of the committee’s discussions and recommendations, as with the budget committee, the manager committee, and the parking committee. Another problem is that the same people seem to be on the committees with not as much involvement from newer Board members. He doesn’t necessarily want to assign Board members to committees.

Logsdon noted one of the problems is that a committee isn’t necessarily given a specific charge on which to make specific recommendations. Additionally, although the committee’s recommendation shouldn’t preclude full Board discussion, the Board has to trust the committee to present all the information it identifies. Farrington suggested the committee prepare a report to send to the Board, and the Board should read that before the general meeting. Bais-DiSessa said she was concerned that a committee made pre-determined decisions. Semonian said there was a fine line between making a recommendation and making a decision. Bais-DiSessa said another concern was that a committee would go beyond their charge, such as hiring consultants or going out for bids. Young noted there should always be a specific finance committee and that everyone should always know what’s going on with the budget. She objected to making last minute changes, moving funds from one place to another without due consideration of the Board first. As Treasurer, she said it was a serious legal issue.

Logsdon said he thought Mlutkowski should be the conduit for getting information from committee to the Board as a whole. He also thought the Board should receive a packet of information regarding agenda items to be discussed and committee recommendations, and anything not included in the informational packet should not be open for discussion. He suggested Mlutkowski and the committee work together to generate a report for the Board prior to the general Board meeting. Bais-DiSessa countered that the committee chair should be responsible for generating the report. She would also like greater detail on the agenda to keep the Board from straying off topic. McGovern agreed with Logsdon’s point about distributing information ahead of time and suggested if the Board didn’t receive information the Friday before the meeting, it not be on the agenda. He also noted that a committee’s recommendation might not be unanimous and suggested a minority and majority opinion be reported to present both sides of an issue.

Semonian said he liked the majority/minority report idea because the Board gets all the information. Farrington suggested building report templates. Barbuscak noted the purpose of committees is to

solve the problem of wasting time in regular Board meetings. He noted new members are welcome to volunteer for committees. He had a serious problem with the manager sending a memo to the Board about a project that the committee was still working on. He noted a recent vote on a \$4,500 expenditure that was only presented to the Board right before they were required to make a decision. Semonian noted he was not against committees, but his issue was optimizing the structure. He said that a committee report prior to the meeting would solve his major problem with the way committees had been working.

Logsdon disagreed that the manager committee had not done its job. He felt they did exactly what they were charged to do and as a result, the Board had exactly the right person in the job. He also pointed out the intersection committee's success in resolving those issues. Koerber suggested discussing the issue of committees at a future special meeting so the Board could move on to items other than "housekeeping" and actually "do something."

**IX. UNFINISHED BUSINESS:**

**A. New Banners: Jennifer Mlutkowski** – Mlutkowski stated that on 6/17 everyone received a communication regarding how she has dealt with the banner project (sent by Barbuscak). She passed around to each Board member a 4-page memorandum/timeline she had prepared of all pertinent information, including e-mails, telephone communications, and procedures she had followed. She read a paragraph from the introduction:

"However, I must make it clear that I will not tolerate the 'sarcasm' written and distributed to the entire DDA Board, in the letter from Mr. Barbuscak on June 17, 2008. Not only was his comment regarding the time that I was in kindergarten inappropriate, it is also a clear example of ageism. That comment was rude, inappropriate, demeaning, and undermines my ability to work effectively with the DDA. I have never made comments regarding the age of anyone on the Board and never will — now or in future. In return, I expect the same respect from the DDA Board."

Barbuscak said he would not discuss the issue, but Mlutkowski demanded an apology from him. He said he would not without an opportunity to discuss the entire issue. Mlutkowski responded that he had made inappropriate comments regarding her age, said he could apologize, and that she was about to resign. Barbuscak asked for the opportunity to discuss how Mlutkowski made the banner bid presentation. He said Board members should read both his entire memo and her response and arrive at their own decision. Mlutkowski responded that comments about her age had nothing to do with her presentation. Barbuscak said his point about her age was that her reason for recommending the Copilot banner was that she saw something "new and exciting." His point was that digital banners on vinyl are not a new process, and she represented the process as new. She had not presented his digital proof or reasons for the design presented. He also charged that the material and printing process were not quoted. He reiterated that his point about age was that he was doing digital printing of banners 25 years ago, when Mlutkowski was quite young. He did not feel his comments were a judgment of her age, but of her experience.

At that point, Mlutkowski stated that the Board could "find themselves a new DDA manager" because Barbuscak would not apologize for his "rude" tone. She said she was giving her 30-day notice and left the meeting.

**B. DDA Streetscape Parking Plan** – No discussion or report.

**C. Update on DDA Development/TIF Plan** – No discussion or report.

**D. City Council Approval** – No discussion or report.

**E. Board Members' Individual "Passions": Alan Semonian** – No additional discussion or report.

**X. COMMITTEE REPORTS:**

**A. Treasury/Budget/Finance: Aleta Young** – No additional discussion or report.

**B. Development: Jane Bais-DiSessa** – No discussion or report.

**C. Build Berkley/B.B.A.T.: Keith Logsdon** – No discussion or report.

- D. Business Recruitment:** No discussion or report.
- E. Banners/Appearance: John Barbuscak** – No additional discussion or report.
- F. Newsletter: John Barbuscak** – No discussion or report.
- G. Web Site:** No discussion or report.

**XI. ADJOURNMENT:**

The meeting was adjourned at 8:55 AM on motion by Bais-DiSessa and second by Logsdon.