COUNCIL COMMITTEE OF THE WHOLE

The Council Committee of the Whole met on April 9, 2019 at 6:01 p.m. with Councilman Hare presiding in the absence of Council President Slavin. Members of Council present were Mr. Anderson, Mr. Sudler, Mr. Neil, Mr. Cole, and Mr. Polce (arrived at 6:02 p.m.). Mr. Lindell was absent. Mayor Christiansen was also present. Civilian members present for their Committee meetings were Mr. Caldwell and Dr. Warfield (departed at 6:29 p.m.) (*Parks, Recreation, and Community Enhancement*), Mr. Garfinkel (*Safety Advisory and Transportation*), Mrs. Doyle and Mrs. Haass (*Utility*), and Mr. Shevock (*Legislative, Finance, and Administration*). Mr. Shelton (*Safety Advisory and Transportation*) was absent.

COUNCIL COMMITTEE OF THE WHOLE
(All Members of All Committees)

The Council Committee of the Whole met with Councilman Hare presiding in the absence of Council President Slavin.

AGENDA ADDITIONS/DELETIONS

Mr. Neil moved for approval of the agenda, seconded by Mr. Anderson and unanimously carried.

Update on the Comprehensive Plan Project

Mr. David Hugg, Director of Planning and Community Development, and Mrs. Dawn Melson-Williams, Principal Planner, reviewed a presentation entitled "City of Dover, Delaware, 2019 Comprehensive Plan, Project Update April 2019 **(Attachment #1)** and the Preliminary Draft #2A Goals and Recommendations for the 2019 Dover Comprehensive Plan, dated February 28, 2019. Mr. Hugg urged members to provide their comments and concerns by the following day.

Mr. Polce stated that he thinks the Comprehensive Plan is incredibly important because it dictates ownership to specific goals and objectives, and outlines the City's strategic vision. He noted that he thought Utility Recommendations 8 and 9 were extremely important because they relate to investing in the City's infrastructure to ensure it is up-to-date and encouraging growth. Mr. Polce noted that these Recommendations also go hand-in-hand with some of the City's economic development opportunities, noting that the City currently has a tremendous opportunity to redefine how it is looking at technology and utility to bridge the gap with economic development. He stated that if the City is able to redefine how it is incorporating 4G and 5G technology, then the City will be able to leverage additional local and regional economic partners.

Mr. Polce noted that he thought that Goal 2 under Community Services and Facilities was also important. He indicated that in order to be good stewards of tax dollars, he thought the City needed to look at the consolidation, utilization, and depreciation of its assets.

Mr. Polce stated that he thought Economic Development Goals 1, 2, 3, 5, and 7 were critically important. He explained that he thought these goals, in totality, ensure the City is not only valuing

innovation but human capital and intellectual property. Mr. Polce expressed concern that the City has shied away from talking about the disparities in health inequities. He noted the importance in understanding that if an individual is not healthy, that individual cannot work and, therefore, that individual cannot contribute. Mr. Polce stated that Economic Development Goal 7 talks specifically about food deserts and food disparity but it does not discuss health inequities, indicating that perhaps it would fit under Housing. He advised members that Kent County has the most unhealthy population in the state and the City needs to recognize its role in bridging health inequities.

Mr. Polce thanked staff for recognizing the vital importance of housing, housing stock, a variety in housing stock. He noted that Goal 5 under Housing and Community Development highlights the importance of the City's first-time home ownership assistance program; however, he questioned what the City is doing to attract young people to move to Dover and to stay and be part of the community.

Mr. Neil noted, in regard to Mr. Polce's comments about health inequities, that he is concerned about what the Charter permits the City to do, and whether the City has the necessary financial resources. He indicated that he thought the City would be looking toward partnerships in this regard.

Mr. Anderson stated that he thought that the City's current Historic District is something that should be examined. He questioned why businesses are being inhibited by the Historic District, noting that he thought it is a real issue. He stated that there should be discussions with residents because there are individuals with property on State Street that is part of the federal preservation area who would love to be part of the Historic District.

Mr. Anderson stated that, in regard to transportation, he thinks that it is an important objective to ensure that the City's roadways maintain the ability for the free-flow of cars and other vehicles. He noted that Dover is a relatively spread out area and public transportation is not going to improve dramatically, so for the foreseeable future, this will be a community that drives.

In regard to Mr. Polce and Mr. Neil's comments, Mr. Hare indicated that the City does not have the resources for all of the programs members may want to implement and the City might need partnerships. He noted that there are inequities in the resources that Dover and Kent County receive compared to what Wilmington and New Castle County receive from the State. Mr. Sudler asked if anyone had tried to reach out to the State for assistance. Responding, Mr. Hugg advised that throughout the comprehensive planning effort, staff has had a lot of meetings with the State. He noted that the structural inequity that exists between the rest of the state and Kent County is an issue that gets discussed at each Kent Economic Partnership (KEP) meeting and a variety of other forums. Mr. Hugg stated that although the Comprehensive Plan is not necessarily the vehicle for conveying this message, it certainly communicates what the City is really committed to.

Mr. Hugg explained that one of the challenges in writing a document like this is trying to find a balance between what everyone would really like to have and what the City knows it will probably be able to afford and make happen. He stated that he thought that staff had done a good job of tempering expectations with reality.

Mr. Sudler suggested reaching out to the Kent County Commissioners to see how they might be able to assist the City in furthering its efforts with the State. In response, Mr. Hare noted that he previously met with former Governor Jack Markell, and former Senator Brian J. Bushweller and Senator Dave G. Lawson in regard to the State's payment in lieu of taxes (PILOT) formula, but there is not enough support from upstate.

In response to Mr. Anderson, Mr. Hugg noted that several sections of the Comprehensive Plan reference recreation, including Housing and Community Development which has a recommendation related to economic development that deals with promoting recreation. Additionally, Mr. Hugg stated that Natural Resources and Environmental Protection Goal 5 refers to preserving access to open space and scenic resources, and Community Services and Facilities discusses the City's investments in recreation and the need to preserve them. Mrs. Melson-Williams noted that there are also references to the City's natural areas, both active and passive, under Natural Resources.

Mayor Christiansen informed members that the City had partnered with Kent County on some initiatives, explaining that with the creation of the Delaware Prosperity Partnership, the Kent Economic Partnership and the Greater Kent Committee felt it was time for the City to develop its own economic development program through the Central Delaware program in which the City participates. He suggested that the City could continue to work in conjunction with Kent County to address some of the concerns expressed by Mr. Polce.

Mr. Hugg advised that the Economic Development Goals, Recommendations and the City's general economic development policies were more closely aligned with Kent County's now than ever before as a result of the County's recent adoption of their Comprehensive Plan. He credited the County for strongly recognizing the importance of municipalities in economic development and designating a major employment area adjacent to the City, noting that the County had recommended that this area be annexed into the City. Mr. Hugg also noted that the County was a strong partner with the City in regard to the economic development initiatives involving Dover Air Force Base and the civil air terminal.

UTILITY COMMITTEE

The Utility Committee met with Chairman Cole presiding.

AGENDA ADDITIONS/DELETIONS

Mr. Sudler moved for approval of the agenda, seconded by Mr. Neil and unanimously carried.

Annual Engineering Consultant's Report on the Operation and Maintenance of the Electric System - Fiscal Year 2018

Mrs. Lori Peddicord, Controller/Treasurer, reviewed the Annual Engineering Consultant's Report on the Operation and Maintenance of the Electric System for Fiscal Year 2018.

Mr. Neil moved to recommend acceptance of the report, seconded by Mr. Anderson and unanimously carried.

Mr. Hare moved for adjournment of the Utility Committee meeting. The motion was seconded by Mr. Anderson and unanimously carried.

Meeting adjourned at 6:41 p.m.

LEGISLATIVE, FINANCE, AND ADMINISTRATION COMMITTEE

The Legislative, Finance, and Administration Committee met with Chairman Hare presiding.

AGENDA ADDITIONS/DELETIONS

Mr. Neil moved for approval of the agenda, seconded by Mr. Shevock and unanimously carried.

Proposed Amendments to By-Laws - Downtown Dover Partnership

Ms. Diane Laird, Downtown Dover Partnership (DDP) Executive Director, presented proposed amendments to the DDP By-Laws, noting that they were the result of the DDP's year and a half long strategic planning process. Ms. Laird advised members that it had been brought to her attention that one (1) of the proposed changes approved by the DDP Board of Directors was not included in the version of the By-Laws presented to members. She stated that the omitted amendment would require future changes to the By-Laws to be approved by a vote of three-quarters of the members of the Board instead of two-thirds.

Ms. Laird also noted that the proposed amendments included a new mandatory requirement for the DDP to hold insurance. She reminded members that the DDP had been in place for 10 years and, based on her professional expertise, the organization had partnered very well with the City and its evolution had been very positive. Ms. Laird stated that she thought the proposed amendments to the By-Laws reflected efficiencies, noting that the proposed reduction in the number of members would make the Board more efficient and allow for a continued strong partnership with the City as well as other downtown stakeholders.

Mr. Anderson suggested amending the proposed By-Laws by adding a paragraph to Article XIII - Amendment of Bylaws, as follows:

> In addition, any changes in Article I or Article II, Section 2 paragraph 1. A., First Category must be approved by Dover City Council.

Mr. Anderson explained that the purpose of proposed Amendment 1 is to protect the purpose of the organization and City membership on the Board by requiring continued City Council approval of changes regarding these sections of the DDP By-Laws.

Mr. Anderson moved for approval of Amendment 1 to the Proposed DDP By-Laws, seconded by Mr. Sudler.

Mr. Neil noted that the Board had experienced a problem with obtaining a quorum of members to hold a meeting. He stated that two (2) Council members and the Mayor serve on the Board and, as a current Council appointee to the Board, he would drop off, if necessary.

Mr. Anderson noted that Amendment 1 would not change the proposed reductions to the Board, it would just prevent the DDP from unilaterally enacting future reductions. He stated that he thought that changes that pertain to City interests should continue to require Council approval. Mr. Anderson reminded members that the City contributes approximately 98% of the funding for the DDP and is a guarantor to loans for the DDP; therefore, it's members fiduciary responsibility to the taxpayers to make sure that they do not give the authority to be unilaterally written out of the By-Laws. He noted that he did not think that the current membership would do that; however, he noted that no one knows what could happen in 10 years.

In response to Mr. Sudler's question regarding why there has been difficulty in obtaining a quorum of members for meetings, Ms. Laird stated that there were originally 21 members on the Board and, for a variety of reasons, the Board was consistently down two (2) or three (3) members for several months. She explained that she was previously a member of the Board; however, when she became Executive Director she was no longer counted among the quorum. Additionally, she stated that the Kent County representative resigned and moved to Florida, and there was inconsistent attendance by a few members, while other members almost never attend meetings.

Mr. Sudler asked if the members who had inconsistent attendance or never attended meetings were still on the Board. Responding, Ms. Laird stated that as of July 1st the Board would be making changes and enacting the new By-Laws.

Mr. Neil noted that he did not think Amendment 1 was necessary because without the City's backing the DDP would go.

The motion to for approval of Amendment 1 to the Proposed DDP By-Laws was unanimously carried.

Mr. Sudler moved to recommend approval of the proposed amendments to the DDP By-Laws, as amended (Attachment #2), seconded by Mr. Neil and unanimously carried.

Proposed Ordinance #2019-10 Amending Chapter 90 - Solid Waste

Mrs. Sharon Duca reviewed Proposed Ordinance #2019-10. The purpose of proposed amendment is to provide clarification regarding municipal solid waste collection guidelines in accordance with State waste segregation requirements and Sanitation Department collection parameters. The amendment also provides clarification regarding the level of service provided.

Mr. Anderson, referring to Section 90-16 - Rates and Billing Procedures, noted that there are individuals outside City limits with active utilities who do not have City trash service. Responding, Mrs. Duca explained that this Section would need to be clarified since the City no longer provides out of City trash service.

Mr. Anderson moved to amend Section 90-16 - Rates and Billing Procedures, paragraph (b) to reflect that only in-City utility customers must have sanitation services included in the list of active services for the account. The motion was seconded by Mr. Neil and unanimously carried.

Mr. Sudler asked why some residents were currently allowed to construct fences within the right-of-way where the City has an easement. Responding, Mrs. Duca explained that if there are active utilities within an easement, the Public Works Department will not approve a fence permit because the City has to maintain access to those utilities. She stated that if nothing was ever constructed, the Department would allow a fence waiver to be granted in conjunction with the fence permit.

Mr. Sudler moved to recommend adoption of Ordinance #2019-10, as amended. The motion was seconded by Mr. Neil and unanimously carried.

Mr. Hare asked if there was a requirement for solid waste to be placed in front of residences for collection, noting that he has seen it piled up in alleys, which causes issues for the trucks to drive through the alleys for collection. In response, Mrs. Duca explained that this has to be considered on a case by case basis, based on the property.

Mr. Neil moved for adjournment of the Legislative, Finance, and Administration Committee meeting. The motion was seconded by Mr. Shevock and unanimously carried.

Meeting adjourned at 7:05 p.m.

Mr. Sudler moved for adjournment of the Council Committee of the Whole meeting. The motion was seconded by Mr. Anderson and unanimously carried.

Meeting adjourned at 7:05 p.m.

William F. Hare
Acting Chair

WFH/TM/dd/jt
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Attachments
Attachment #1 - Presentation entitled "City of Dover, Delaware, 2019 Comprehensive Plan, Project Update April 2019"
Attachment #2 - Proposed Amendments to the DDP By-Laws, as amended

City of Dover, Delaware 2019 Comprehensive Plan

Project Update April 2019

2019 Comprehensive Plan Project

Planning for a
Bigger, Better Dover!

compplan@dover.de.us
Planning Office at 736-7196

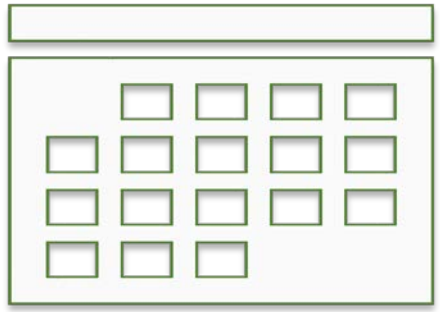
Overview of Approach to Project



- Current Plan:
  - 2008 Comprehensive Plan (as amended)
    - Adopted February 9, 2009
    - Series of Amendments (2009-2019)
- Requirements for Comprehensive Plans
  - *Delaware Code, Title 22 and 29*
  - State of Delaware Comprehensive Plan Checklist
- 2019 Comprehensive Plan Project
  - 2018-2019 Major Goal of Department of Planning & Inspections

Project Schedule

- Due Date: February 9, 2019
- **Revised Due Date: February 2020**
- **Request for Extension: Submitted in September 2018 and Approved March 12, 2019 by CCSP**
- Project Team:
  - Planning Staff
  - Resources
  - Participants
  - Reviewers



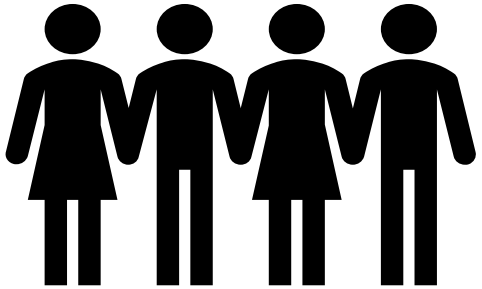
Project Schedule

- Phases (5 Components):
  - Information Gathering
  - Plan & Map Development
  - Consideration of Plan Recommendations
  - Formal Review & Adoption Process
  - Plan Implementation

Tasks to Date (October 2018 – April 2019)

- Project Team Meetings ongoing
- Meeting with City Department and Divisions
- Meeting with State Agencies and other groups
- Outreach Meetings with 3 Municipalities & Kent County
- Release of Preliminary Draft #2A Goals & Recommendations
- Release of Preliminary Draft Map Series

Engagement Activities



- Events & Activities
  - Reporting on Goals & Recommendations
  - Survey Questionnaire Summer 2018
  - Event Forums: Economic Development and Housing Issues
  - Open House Event – August 23, 2018
  - Presentation to Wesley College class
  - Discussions with Planning Commission, Historic District Commission, and Economic Development Committee

Information Sources

- *2008 Comprehensive Plan* (as amended)
- **Website for 2019 Comprehensive Plan Project**
- Email for Comprehensive Plan
- City Departments and State Agencies
- Delaware Population Consortium Annual Projection Series

Information Sources

- 2008 Comprehensive Plan (as amended)

https://www.cityofdover.com/comprehensive-plan-4005

- 2019 Comprehensive Plan Project

https://www.cityofdover.com/2019-comprehensive-plan

- Email: compplan@dover.de.us

Current Activities

- Follow-up Meetings with City Departments and State Agencies
- **Chapter Writing & Map Development**
- **Staff Review of Preliminary DRAFT documents and Maps**
- Meetings with Municipalities – Wyoming to be scheduled
- Planning for next Outreach opportunities
- **Release of Preliminary DRAFT #2A Goals & Recommendations documents**

Consideration of Plan Recommendations

- **Review of Preliminary Draft Document and Maps**
  - **Preliminary DRAFT #2A Goals & Recommendations**
  - Preliminary DRAFT Land Development Plan Map Series
  - Preliminary DRAFT Annexation Plan Map Series

Future Activities:

- Engagement/Outreach Events
- General Endorsement of DRAFT Plan by Planning Commission and City Council for PLUS Review
- Formal Review Processes

2019 Comprehensive Plan Project

Planning for a
Bigger, Better Dover!

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Planning Office at 736-7196

BYLAWS
OF
DOWNTOWN DOVER PARTNERSHIP CORPORATION

ARTICLE I

Statement of purpose

The purpose of this corporation is to promote the public welfare of the residents of the City of Dover, Delaware by promoting and furthering in any way, the development of the economic, cultural, and historic resources of the downtown area of the City of Dover, and to provide for the residents, to the extent that the common good and general welfare of the community is served. The goal of the corporation is to improve the opportunities for job creation, broaden the tax base through the development of the commercial and residential potential of the Central Dover area, and to maintain and restore the historic architectural and community qualities of the downtown area consistent with the goals of the National Main Street Program. The Downtown Dover Partnership (hereinafter "DDP") shall focus its efforts within the area depicted on Schedule A, which may be changed from time to time, but only by a majority vote of Board members.

ARTICLE II

SECTION 1. Control. The entire and complete control of the corporation, including all powers contemplated or provided by the laws of Delaware for members of non-stock corporations, shall be vested in a Board of Directors.

SECTION 2. Board of Directors. The Board of Directors shall consist of seventeen (17) directors, appointed from two (2) categories. At least five (5) members of the Board of Directors must own a commercial property within the Business Improvement District or be a designee of such owners.

1. First Category.

   a. Five (5) individuals, either elected or appointed, from within the government of the City of Dover. These individuals shall include the City Manager, the City Planner, the Mayor, and two members of City Council, as appointed by City Council.

   b. One (1) individual from State Legislature or other representative.

2. Second Category. Eleven (11) individuals from the private sector with strong ties and commitment to revitalization of the downtown Dover area; these individuals should not now hold full-time elected or appointed public office. These individuals must include a resident of the downtown Dover area, a downtown business owner, a downtown retailer, a real estate professional whose practice includes the downtown Dover area, a professional services representative whose practice includes the downtown Dover area, a cultural arts representative, the chief executive officer of Bayhealth or his/her designee, the president of Wesley College or his/her designee and the Director of Kent County Tourism of his/her designee. Such

designees must hold senior positions within their respective organizations. Two other members must represent nonprofits, other organizations or individuals with a special interest in downtown.

SECTION 3. Appointment and term of Office. Individuals from the City of Dover in the first category (1.a.) shall be nominated and confirmed by City Council. The individual from state legislature or other representative in the first category (1.b.) shall be nominated by the DDP Board President and confirmed by the DDP Board

The individuals in the second category, other than the individuals representing Bayhealth, Wesley College, and the County Tourism office, will be nominated by an ad hoc nominating committee appointed annually by the DDP Board President, and confirmed by the DDP Board. Vacancies in this category will be nominated by the DDP Board President and confirmed by the DDP Board.

Individuals in the second category shall serve a term of three (3) years. These members shall be eligible for re-appointment to the Board for one (1) additional three (3) year term. After two (2) consecutive terms, such an individual must remain off the Board for at least one (1) year. After such hiatus, an individual may be nominated to the Board again. The terms of members shall be staggered so that no more than four (4) positions shall be vacated in any one (1) year.

SECTION 4. Meetings. An annual meeting of the Board of Directors shall be held during the month June of each year at such time and place as may be designated by the Board of Directors. Special meetings shall be held at the written request of the president or any two (2) Directors of the Board. Directors shall be notified of all meetings at least seven (7) days prior to the date of the meeting.

SECTION 5. Quorum. A majority of the members of the Board of Directors shall constitute a quorum to transact business at any meeting of the Board. All transactions exceeding $50,000 must be approved by a majority of Board members. No individual can be counted toward a quorum or vote by proxy, telephone or otherwise than in personal attendance.

SECTION 6. Manner of Acting. The act of a majority of the Directors at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or by these bylaws.

SECTION 7. Compensation. Directors shall not receive any salaries for their services as Directors.

SECTION 8. Attendance. Each DDP Board Member is expected to attend a majority of DDP Board Meetings throughout their tenure on the Board. Excessive absences shall be referred to the DDP President for consideration and further action, including removal.

ARTICLE III

Membership

Membership in this corporation shall be limited, at all times, to the members of the Board of Directors.

ARTICLE IV

Functions

The Board shall conduct the business of the corporation, including, *inter alia*:

1. Hiring and firing the Executive Director;
2. Amending the bylaws of the corporation;
3. Determining the goals, general policies and physical strategy of the corporation;
4. Selecting projects and approving the overall budget of said projects;
5. Approving the administrative budget of the corporation at the Annual Meeting;
6. Approving the Annual Report of the corporation;
7. Approving the Annual Financial Statement of the corporation; and
8. Electing officers and filling vacancies in said offices as may occur from time to time during the year.
9. And such other business as the Board determines is appropriate.

ARTICLE V

Officers

SECTION 1. Officers. The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, and shall serve as the DDP Executive Committee. The officers shall perform such duties as described in this Article and shall receive no compensation for these stated services.

SECTION 2. Election and Term of Office. The Officers of the corporation shall be elected annually by the Board of Director at the regular annual meeting of the Board of Directors. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected.

SECTION 3. Removal. Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. President. The President shall:

1. Call all regular meetings of the Board;
2. Preside at all meetings of the Board;

3. Make appointments to all committees;

4. Serve as a member of any committee;

5. Perform other duties as are prescribed to the office of the President;

6. Supervise and control all of the business and affairs of the corporation;

7. Sign, with the Secretary, or any other proper officer of the corporation authorized to so act by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and

8. Generally shall perform all duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. Vice-President. In the absence of the President or in the event of his/her inability or refusal to act, the Vice-President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

SECTION 7. Secretary. The Secretary or his/her designee shall:

1. Oversee the custody of corporate records and of the seal of the corporation; and

2. Ensure minutes of the meetings of the Board of Directors are kept in one or more books or files provided for this purpose;

3. Ensure all notices are duly given in accordance with the provisions of these bylaws or as required by law;

4. Perform all the duties incident to the office of Secretary and such other duties as from time to time may have assigned him/her by the President or by the Board of Directors.

SECTION 8. Treasurer. If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall assist the DDP Executive Director in the financial management of the DDP including:

1. Charge and custody of all funds and securities of the corporation;

2. Provision of receipts for monies due and payable to the corporation from any source whatsoever;

3. Deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories;

4. Development of the annual financial statement and administrative budget;

5. Perform all the duties incident to the office of Treasurer, and such other duties as from time to time may have assigned him/her by the President or by the Board of Directors.

SECTION 9. Executive Committee. The Executive Committee shall meet on a regular basis, not less than quarterly, to review DDP business and budget, and advise the Executive Director on matters involving Partnership resources. The Executive Committee is empowered to act on behalf of the DDP Board other than for those items specifically reserved for Board decision as defined within these by-laws. A majority of the members of the Executive Committee shall constitute a quorum to transact business at any meeting of the Committee. All transactions must be approved by a majority of Executive Committee members. No individual can be counted toward a quorum or vote by proxy, telephone or otherwise than in personal attendance.

ARTICLE VI

Committees

SECTION 1. Committees.

1. There shall be six (6) standing committees: Marketing and Promotion, Organization, Design, Economic Vitality, Merchants, and Parking and Safety. The Board of Directors, by resolution, may designate and appoint one or more additional committees. Each of which shall consist of three or more members. Said committees shall act in an advisory capacity and shall

not have nor exercise the authority of the Board of Directors in the management of the corporation.

2. The Board may create such other Ad Hoc committees as it deems appropriate from time to time, determine their purpose, membership and intended duration.

SECTION 2. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 3. Chair. One member shall be appointed Chair by the DDP President. Chair of each committee shall appoint a Vice Chair.

SECTION 4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a quorum of the committee is not required to conduct business but whenever an action by such committee is by less than fifty percent (50%) of its appointed members, the vote of the committee must reflect the actual number of individuals present.

SECTION 6. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

SECTION 7. Marketing and Promotion Committee. The Marketing and Promotion Committee will work to create a positive image for the downtown Dover area by promoting the downtown area as an exciting place to live, work, shop and invest.

SECTION 8. Organization Committee. The Organization Committee will work to encourage cooperation and leadership-building in the downtown Dover community as well as engage volunteers and partners, and promote the DDP. The Committee will also implement a systematic process to raise funds for the corporation's programs, projects and general operating fund.

SECTION 9. Design Committee. The Design Committee will work to improve the appearance of the downtown Dover area and to educate the public and private sector about good design principles.

SECTION 10. Economic Vitality Committee. The Economic Vitality Committee will work to rebuild and diversify the downtown Dover area's economy, specifically through business retention, recruitment and expansion strategies, including recommendation of strategic purchases and sales of downtown properties to the Board of Directors.

SECTION 11. Merchants Committee. The Merchants Committee will work to support a sustainable business community through business

communication, networking support and promotional activities to enhance and grow the downtown Business Improvement District.

SECTION 12. Parking and Safety Committee. The Parking and Safety Committee will work to improve public parking convenience and availability, and work with partners to develop strategies to address identified safety issues in downtown Dover.

ARTICLE VII

SECTION 1. Executive Director. He/she shall be responsible for the coordination of the corporation's policies and such other duties as the Board of Directors may require. The Executive Director shall report directly to the President.

SECTION 2. Terms of Appointment. The Executive Director shall be appointed by the Board of Directors for an indefinite term and shall serve at the pleasure of the Board of Directors.

SECTION 3. Partnership Staff. The Executive Director, in consultation with the Executive Committee, may hire staff in accordance with an approved budget. Executive Director will evaluate staff performance and recommend salary changes as he/she deems appropriate for Executive Committee consideration. The Executive Director may hire contractual services for support of the Corporation in accordance with an approved budget.

ARTICLE VIII

Reports and Budgets

SECTION 1. Annual Reports. The Board of Directors shall direct the Executive Director to prepare an Annual Report of the Activities of the Corporation to be submitted for action at the Annual Meeting. Said report shall thence be forwarded to the City and released to the public dissemination.

SECTION 2. Annual Financial Statement. The Board of Directors shall direct the Executive Director to prepare an Annual Financial Statement of the corporation to be submitted for action at the Annual Meeting. Said statement shall thence be forwarded to the City and released to the public dissemination.

SECTION 3. Administrative Budget. The Board of Directors shall direct the Executive Director to prepare an Administrative Budget of the corporation to be submitted for action at the Annual Meeting.

ARTICLE IX

Execution of Instruments

SECTION 1. Checks, Drafts, and Orders for Payment of Money.

Payment requests are prepared and approved by DDP office staff and/or a member of the Executive Committee. Actual checks, drafts, and orders of payment of money shall be signed and delivered in the name of the corporation by the City of Dover controller.

SECTION 2. Contracts. When the execution of any contract, conveyance or other instrument has been authorized, without specification of

the executing officer, the President and the Secretary or Treasurer may execute the same in the name and on behalf of the corporation, and may affix a "Certificate of Good Standing" from the Delaware Division of Corporations, as/if necessary. The Board of Directors shall have the power to designate the officers and agents who shall have the authority to execute any instrument on behalf of this corporation.

SECTION 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors shall designate.

ARTICLE X

Gifts

The Board of Directors may accept on behalf of the corporation, any contribution, gift, bequest, or devise for the general purposes of, or for, any special purpose of the corporation.

ARTICLE XI

Internal Revenue Service Status

The corporation shall have no capital stock and is not organized for gain or profit, but is exclusively an organization for public, educational, charitable and philanthropic purposes.

ARTICLE XII

Corporate Seal

The Board of Directors shall provide a corporate seal.

ARTICLE XIII

Amendment of Bylaws

These bylaws may be amended by a vote of three-quarters of all the Directors serving on the Board of Directors or by unanimous consent given in writing.

In addition, any changes in Article I or Article II Section 2 paragraph 1.a., First Category must be approved by Dover City Council.

ARTICLE XIV

SECTION 1. Rules. Unless otherwise specified, the Board shall observe Roberts Rules of Order in the conduct of all of its business.

SECTION 2. Suspension of the Rules. The Board may approve suspension of the rules by a vote of three-quarters of its members.

ARTICLE XV

Conflict of Interest

No director, officer, or employee of the corporation shall have or shall acquire any interest, direct or indirect, in any project which the corporation is promoting, or in any contract or proposed contract for materials or services or in any lease, mortgage, sale, or contract of any nature whatever relating to any such project or to the corporation, without forthwith making written and complete disclosure to the corporation of all material facts, including the nature and extent of his interest, and such disclosure shall be

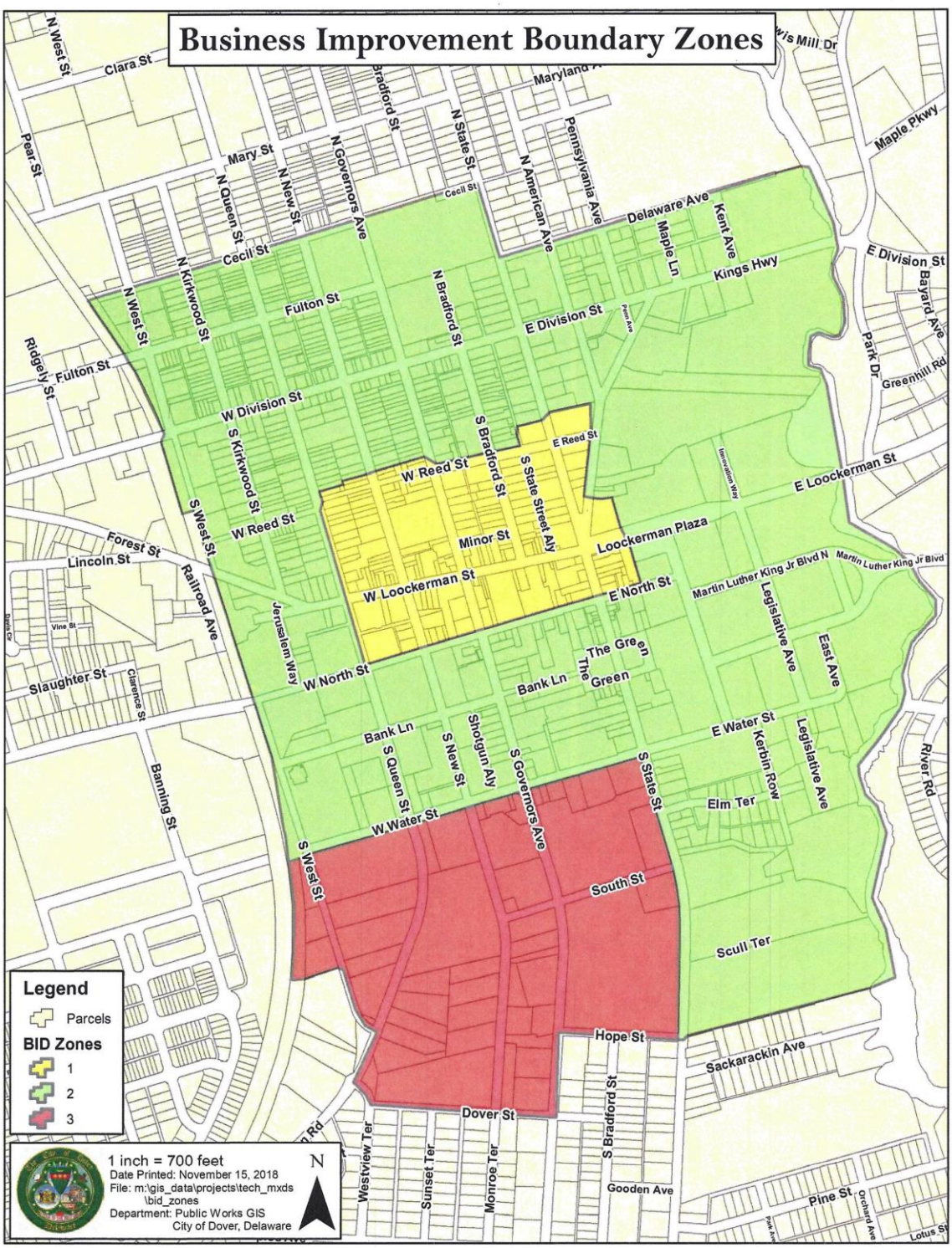
entered in writing upon the minute book of the corporation. No Director who has such an interest shall vote on any matter relating to such interest.

ARTICLE XVI

Indemnification

Each person who is or was a director or officer of the corporation shall be indemnified by the corporation as of right to the full extent permitted or authorized by the general corporation law of Delaware against any liability, cost or expense asserted against such director or officer and incurred by such director and officer in any such person's capacity as a director or officer, or arising out of any such person's status as a director or officer. The corporation shall maintain Directors and Officers insurance, at its expense, to protect itself and any such person against any such liability, cost or expense.

SCHEDULE A


Business Improvement Boundary Zones
Legend
Parcels
BID Zones
1
2
3
1 inch = 700 feet
Date Printed: November 15, 2018
File: m:\gis_data\projects\tech_mxds\bid_zones
Department: Public Works GIS
City of Dover, Delaware
N
Clara St
N West St
Pear St
Mary St
N Queen St
N New St
N Governors Ave
Bradford St
N State St
Maryland Ave
Pennsylvania Ave
N American Ave
Cecil St
Delaware Ave
Maple Ln
Kent Ave
Kings Hwy
Maple Pkwy
E Division St
Bayard Ave
Park Dr
Greenhill Rd
N Kirkwood St
Fulton St
N Bradford St
Ridgely St
W Division St
S Kirkwood St
S Bradford St
E Reed St
W Reed St
S State Street Aly
Innovation Way
E Loockerman St
S West St
Forest St
Lincoln St
Railroad Ave
Minor St
Loockerman Plaza
W Loockerman St
Martin Luther King Jr Blvd N
Martin Luther King Jr Blvd
E North St
Legislative Ave
East Ave
Jerusalem Way
W North St
The Green
Bank Ln
Slaughter St
Clarence St
Vine St
Banning St
S Queen St
S New St
Shotgun Aly
S Governors Ave
S State St
E Water St
Kerbin Row
Elm Ter
W Water St
South St
Scull Ter
River Rd
Hope St
Sackarackin Ave
Dover St
Westview Ter
Sunset Ter
Monroe Ter
Gooden Ave
Pine St
Orchard Ave
Lotus St