

**LAKEVIEW DOWNTOWN DEVELOPMENT AUTHORITY**

**AGENDA**

Regularly Scheduled Meeting

**October 28, 2025, 4:30 pm**

**Conference Room 302A – City Hall**

10 N. Division Street

1. Welcome and introductions (as needed)	Chair
2. Swearing in	Clerk
a. Amanda Zimmerlin	
3. Approval of minutes July 22, 2025 (action required)	Chair
4. Financials	Staff
a. Fiscal Year 2026 interim financials	
5. Development/TIF plan	Staff
6. Amendment to the By Laws	Staff
7. Project updates	Staff
a. LDDA Development and TIF Plan	
b. Mall and Related Development	
c. Jack in the Box	
8. Public comments	
9. Board member comments	
10. Adjourn	

Attachments

- Agenda
- Minutes from July 22, 2025
- Fiscal Year 2026 interim financials
- LDDA TIF & Development Plan \_ capture recommendation
- Proposed By Laws Amendment

**NEXT MEETING SCHEDULED FOR January 27, 2025, City Hall, Room 302A**

**LAKEVIEW DOWNTOWN DEVELOPMENT AUTHORITY  
BOARD OF DIRECTORS – Meeting Minutes**

**Tuesday, July 22, 2025 at 4:30pm – Room 302A, City Hall**

**MEMBERS PRESENT:** Dave Schweitzer, T.R. Shaw, Marcie Gillette, Mark Steinbrunner and Anmar Atchu

**ABSENT:** David Rost

**OTHERS PRESENT:** Ted Dearing – Assistant City Manager, Aaron Kuhn – Revenue Services Director, John Hart – Small Business Development Director and Patti Worden – Executive Assistant

**Call to order:** Ted Dearing called the meeting to order at 4:32pm.

**Approval of Minutes:**

**MOTION:** T.R. Shaw moved that the Lakeview Downtown Development Authority Board of Directors approve the meeting minutes from April 22, 2025. Dave Schweitzer supported the motion. Unanimously approved.

**Financials**

**Fiscal Year 2025 Preliminary Year-End Financials**

Aaron Kuhn discussed the Fiscal Year 2025 Preliminary Year-End Financials, sharing that all information is subject to auditor review and approval.

**Project Update:**

**LDDA Development and TIF Plan**

Ted Dearing discussed the LDDA Development and TIF Plan, noting we spent about 2 years working on a study and that the Plan had not been updated since the 1990's.

Ted indicated the City Commission has the ultimate authority to move this project forward and the plan would be to take a formal approval process to the City Commission for approval in early October.

Mark Steinbrunner moved to advance the LDDA Development and TIF Plan to the City Commission by adopting the Resolution as presented. Dave Schweitzer supported the motion. Unanimously approved.

**Mall and Related Development**

Ted Dearing provided an update about Olive Garden, Texas Roadhouse, the construction of a Jimmy John's in the mall parking lot, a vacant parcel where a Jack-In-The-Box will be built, and the Marathon station on Capital Avenue by McDonald's and The Lux Café that will be getting a complete remodel.

**Public Comments:**

Tiffany Blackman shared that she is a lifelong resident of Battle Creek and a local business owner. Tiffany operates the Bread & Basket Market and discussed the work she does to help local entrepreneurs capture marketing. She is actively looking for an indoor public retail space with food opportunities and is looking into the possibilities of the Lakeview Minges Mall.

### **Board Member Comments**

Dave Schweizer asked about expanding the LDDA Board. Ted indicated we can have up to 12 members, and as the Plan advances and if it is approved, we definitely need to work on increasing Board membership.

Mark Steinbrunner asked about the Traffic Study for M-66 and Beckley Road. Ted reported that study is ongoing.

T.R. Shaw asked about public feedback on the LDDA Development and TIF Plan. Ted said he has heard people think it's a pretty good plan.

### **Adjourn:**

Ted adjourned the Meeting at 5:01pm.

**Lakeview Downtown Development Authority**  
**Financial Statement**  
**Three Months Ended September 30, 2025**

**Revenue**

Item

Tax Incremental Revenue	\$2,311,173.67	(1)
Investment Income	\$22,148.60	
Rental Income	\$0.00	
		<hr/>
	TOTAL	\$2,333,322.27

(1) Assumes captured taxable value of \$108,665,332  
and capture of City, KCC, County, and TACC Millage in FY 2025/2026

**Expense**

Item

Professional/administrative fees	\$1,731.12	
Audit fees	\$0.00	(2)
Projects	\$0.00	
Unexpended funds - City	\$1,260,006.27	(3)
Unexpended funds - County	\$551,490.62	(3)
Unexpended funds - KCC	\$288,726.78	(3)
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	TOTAL	\$2,101,954.79
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Change in fund balance	\$231,367.48	
Fund balance, beginning of year	\$448,850.13	<hr/>
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Fund balance, end of year	\$680,217.61	<hr/>

(2) To City Finance Department

(3) Expected to be returned proportionately to City, KCC, and Calhoun County

Impact on Participating Jurisdictions, 2025/2026 - 2039/2040													
Fiscal Year	Real and Personal Property Value	Base Year Value	Total Captured Value	City of Battle Creek Capture	City of Battle Creek Retained Capture	Calhoun County Capture	Calhoun County Retained Capture	KCC Capture	KCC Retained Capture	TACC Capture	TACC Retained Capture	Total Desired Capture Retained	Total Capture Retained
Millages Rates			15,196		6,8967		3,6109		2.66				
Percentage of Total Capture			53.58		24.32		12.73		9.38				
2026	\$117,358,549	\$8,693,117	\$108,665,432	\$1,651,280	\$126,570	\$749,433	\$54,847	\$392,380	\$29,533	\$289,050	\$289,050	\$500,000	\$500,000
2027	\$119,705,720	\$8,693,117	\$111,012,603	\$1,686,948	\$321,454	\$765,621	\$145,892	\$400,855	\$76,385	\$295,294	\$56,269	\$600,000	\$600,000
2028	\$122,099,834	\$8,693,117	\$113,406,717	\$1,723,328	\$428,606	\$782,132	\$194,523	\$409,500	\$101,846	\$301,662	\$75,026	\$800,000	\$800,000
2029	\$124,541,831	\$8,693,117	\$115,848,714	\$1,760,437	\$535,757	\$798,974	\$243,153	\$418,318	\$127,308	\$308,158	\$93,782	\$1,000,000	\$1,000,000
2030	\$127,032,668	\$8,693,117	\$118,339,551	\$1,798,288	\$589,333	\$816,152	\$267,469	\$427,312	\$140,038	\$314,783	\$103,160	\$1,100,000	\$1,100,000
2031	\$129,573,321	\$8,693,117	\$120,880,204	\$1,836,896	\$642,913	\$833,675	\$291,786	\$436,486	\$152,770	\$321,541	\$112,539	35%	\$1,200,009
2032	\$132,164,787	\$8,693,117	\$123,471,670	\$1,876,276	\$656,696	\$851,547	\$298,041	\$445,844	\$156,045	\$328,435	\$114,952	35%	\$1,225,735
2033	\$134,808,083	\$8,693,117	\$126,114,966	\$1,916,443	\$670,755	\$869,777	\$304,422	\$455,389	\$159,386	\$335,466	\$117,413	35%	\$1,251,976
2034	\$137,504,245	\$8,693,117	\$128,811,128	\$1,957,414	\$685,095	\$888,372	\$310,930	\$465,124	\$162,793	\$342,638	\$119,923	35%	\$1,278,742
2035	\$140,254,330	\$8,693,117	\$131,561,213	\$1,999,204	\$699,721	\$907,338	\$317,568	\$475,054	\$166,269	\$349,953	\$122,483	35%	\$1,306,042
2036	\$143,059,416	\$8,693,117	\$134,366,299	\$2,041,830	\$714,641	\$926,684	\$324,339	\$485,183	\$169,814	\$357,414	\$125,095	35%	\$1,333,889
2037	\$145,920,605	\$8,693,117	\$137,227,488	\$2,085,309	\$729,858	\$946,417	\$331,246	\$495,515	\$173,430	\$365,025	\$127,759	35%	\$1,362,293
2038	\$148,839,017	\$8,693,117	\$140,145,900	\$2,129,657	\$745,380	\$966,544	\$338,290	\$506,053	\$177,118	\$372,788	\$130,476	35%	\$1,391,265
2039	\$151,815,797	\$8,693,117	\$143,122,680	\$2,174,892	\$761,212	\$987,074	\$345,476	\$516,802	\$180,881	\$380,706	\$133,247	35%	\$1,420,816
2040	\$154,852,113	\$8,693,117	\$146,158,996	\$2,221,032	\$777,361	\$1,008,015	\$352,805	\$527,766	\$184,718	\$388,783	\$136,074	35%	\$1,450,958
2041	\$157,949,155	\$8,693,117	\$149,256,038	\$2,268,095	\$793,833	\$1,029,374	\$360,281	\$538,949	\$188,632	\$397,021	\$138,957	35%	\$1,481,703
2042	\$161,108,138	\$8,693,117	\$152,415,021	\$2,316,099	\$810,635	\$1,051,161	\$367,906	\$550,355	\$192,624	\$405,424	\$141,898	35%	\$1,513,064
2043	\$164,330,301	\$8,693,117	\$155,637,184	\$2,365,063	\$827,772	\$1,073,383	\$375,684	\$561,990	\$196,697	\$413,995	\$144,898	35%	\$1,545,051
2044	\$167,616,907	\$8,693,117	\$158,923,790	\$2,415,006	\$845,252	\$1,096,050	\$383,617	\$573,858	\$200,850	\$422,737	\$147,958	35%	\$1,577,678
2045	\$170,969,245	\$8,693,117	\$162,276,128	\$2,465,948	\$863,082	\$1,119,170	\$391,709	\$585,963	\$205,087	\$431,655	\$151,079	35%	\$1,610,957
2046	\$174,388,630	\$8,693,117	\$165,695,513	\$2,517,909	\$881,268	\$1,142,752	\$399,963	\$598,310	\$209,408	\$440,750	\$154,263	35%	\$1,644,902
2047	\$177,876,403	\$8,693,117	\$169,183,286	\$2,570,909	\$899,818	\$1,166,806	\$408,382	\$610,904	\$213,816	\$450,028	\$157,510	35%	\$1,679,526
2048	\$181,433,931	\$8,693,117	\$172,740,814	\$2,624,969	\$918,739	\$1,191,342	\$416,970	\$623,750	\$218,312	\$459,491	\$160,822	35%	\$1,714,843
2049	\$185,062,610	\$8,693,117	\$176,369,493	\$2,680,111	\$938,039	\$1,216,367	\$425,729	\$636,853	\$222,898	\$469,143	\$164,200	35%	\$1,750,866
2050	\$188,763,862	\$8,693,117	\$180,070,745	\$2,736,355	\$957,724	\$1,241,894	\$434,663	\$650,217	\$227,576	\$478,988	\$167,646	35%	\$1,787,609
2051	\$192,539,139	\$8,693,117	\$183,846,022	\$2,793,724	\$977,803	\$1,267,931	\$443,776	\$663,850	\$232,347	\$489,030	\$171,161	35%	\$1,825,087
2052	\$196,389,922	\$8,693,117	\$187,696,805	\$2,852,241	\$998,284	\$1,294,489	\$453,071	\$677,754	\$237,214	\$499,274	\$174,746	35%	\$1,863,315
2053	\$200,317,720	\$8,693,117	\$191,624,603	\$2,911,927	\$1,019,175	\$1,321,577	\$462,552	\$691,937	\$242,178	\$509,721	\$178,403	35%	\$1,902,307
2054	\$204,324,075	\$8,693,117	\$195,630,958	\$2,972,808	\$1,040,483	\$1,349,208	\$472,223	\$706,404	\$247,241	\$520,378	\$182,132	35%	\$1,942,079
2055	\$208,410,556	\$8,693,117	\$199,717,439	\$3,034,906	\$1,062,217	\$1,377,391	\$482,087	\$721,160	\$252,406	\$531,248	\$185,937	35%	\$1,982,647
			\$68,385,304	\$22,919,478	\$31,036,649	\$10,399,401	\$16,249,835	\$5,445,623	\$11,970,578	\$4,278,859		\$43,043,361	
												DRAFT PLAN	\$46,364,497

## **LAKEVIEW DOWNTOWN DEVELOPMENT AUTHORITY**

### **AMENDED BY-LAWS**

(As adopted on November 8, 2006)

#### **Article I**

**PURPOSE AND POWERS.** The purpose for which the Lakeview Downtown Development Authority (“the Authority” of the City of Battle Creek (the “City”) is organized is to carry out the activities authorized under Act 197, Public Acts of 1975 as amended, as if may be further amended from time to time (the “Act”). In furtherance of such purpose, the Authority shall have all the powers which are now or may hereafter be conferred by law on authorities organize under the Act and by other applicable laws.

#### **Article II**

##### **BOARD.**

Section 1. **General Powers.** The Authority shall be under the supervision and control of a Board of Directors (the “Board”). IN addition to any specific powers hereinafter provided, the general powers of the Board shall be to carry out the activities of the Authority as authorized from time to time by the By-Laws of the Act.

Section 2. **Number, Tenure and Qualifications.** The Board shall consist of not less than eight nor more than twelve members, as appointed from time to time by the Battle Creek City Manager (the “City Manager”) with the approval of the Battle Creek City Commission (the “City Commission”). There shall be twelve members of the Board as of adoption of these Amended By-Laws. The City Manager shall also be a member of the Board. Not less than a majority of the members of the Board shall be persons having an interest in property located in the Authority District, as the same is determined from time to time by the City Commission. If 100 or more persons reside in the Authority District, at least one of the members of the Board shall be a resident of the Authority District. A representative of the City Commission, appointed by the City Manager with the approval of the City Commission, shall also be a member of the board. Members shall be appointed for a term of four (4) years, except that of the members first appointed, an equal number as near as is practicable shall be appointed for one (1) year, two (2) years, three (3) years, and four (4) years, respectively. The term of the city commissioner appointed to the board shall expire upon expiration of his or her service as an elected official. In addition, the city commissioner's membership on the board expires on their resignation from office as a elected official. Before assuming the duties of office, a member shall qualify by taking and subscribing to the constitutional oath of office.

Section 3. **Compensation of Members.** Members of the Board shall serve without compensation but shall be reimbursed for actual and necessary out-of-pocket expenses incurred in the performance of their official duties.

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Section 4. Expiration of Term, Continuation in Office, Reappointment, and Filling Vacancies. A member shall hold office until the member's successor is appointed. An appointment to fill a vacancy shall be made by the City Manager, subject to approval of the City Commission for the unexpired term only.

Section 5. Removal. Pursuant to notice and an opportunity to be heard, a member of the Board may be removed for cause by the City Commission. Cause shall include failure to attend three (3) successive regularly scheduled meetings of the board.

Section 6. Disclosure of Interest. A Board member who has a direct interest in any matter before the Authority shall disclose such interest prior to the Authority taking any action with respect to the matter, which disclosure shall become a part of the record of the Authority's official proceedings. Any member making such disclosure shall refrain from participating in the Authority's decision-making process relative to such matter, unless such member's participation is authorized by a majority vote of the Board at a meeting at which a quorum is in place. The subject member shall not vote concerning such authorization.

### Article III

#### OFFICERS.

Section 1. Officers. The Officers of the Authority shall be Chair, Vice-Chair and Secretary/treasurer, elected as provided below. The Chair and Vice-Chair shall be members of the Board and shall serve without compensation. In addition, the Board may from time to time elect one or more additional Vice-Chair, Assistant Secretaries, Assistant Treasurers or such other officers as the Board may deem proper. Any two offices other than the Offices of Chair and Secretary/Treasurer may be held by the same person, but an officer shall not execute, acknowledge or verify an instrument in more than one capacity if the instrument is required to be executed by more than one officer. The officers shall be elected annually by the Board at its annual meeting and shall hold office for a term of one (1) year and thereafter until their respective successors are elected and qualified, or until death, resignation or removal, provided that the first officers shall be elected at the first meeting of the Board or as soon thereafter as may be convenient and shall hold office until the first annual meeting of the Board.

Section 2. Removal of Officers. An officer may be removed by the Board whenever in its judgment the best interest of the Authority shall be served.

Section 3. Filling of Vacancies. A vacancy may be filled by the Board for the unexpired portion of the term.

Section 4. Chairman. The Chair shall preside at all meetings of the Board and shall discharge the duties of a presiding officer. The Chair shall be liaison and spokesman to the City Commission, the public and the news media.

Section 5. Vice-Chair. In the absence of the Chair, or in the event of the Chair's inability or refusal to act, the Vice-Chair shall perform all duties of the Chair. When so acting, the Vice Chair shall have all the powers and be subject to all restrictions of the Chair.

Section 6. Secretary/Treasurer. The Board may, but shall not be required to, fix compensation for a Secretary/Treasurer. The Secretary/Treasurer shall maintain custody of the official seal, records, books, documents and other papers of the Authority. The Secretary/Treasurer shall attend meetings of the Board, keep a record of its proceedings, and shall perform such other duties as are delegated to the Secretary/Treasurer by the Board. The Secretary/Treasurer shall keep financial records of the Authority and, together with the Director, if one is appointed, or with the Chair, if a Director is not appointed, shall approve all vouchers for the expenditure of the funds of the Authority. The Secretary/Treasurer shall perform such other duties as may be delegated to the Secretary/Treasurer by the Board and shall furnish bond in an amount prescribed by the Board. The premium of the bond shall be deemed an operation expense of the Authority, payable from funds available to the Authority for expenses of operation.

#### Article IV

##### MEETINGS.

Section 1. Annual Meeting. The annual meeting of the Board shall be held on ~~the fourth Tuesday in October, at 4:30 p.m.~~

~~\_\_\_\_\_, at \_\_\_\_\_, o'clock~~, at the Authority's principal office or such other place as the Authority may determine from time to time.

Section 2. Regular Meetings. The Board shall annually determine a schedule of regular meetings.

Section 3. Special Meetings. Special meetings of the Board may be called by the Chair, by the Vice-Chair in the absence of the Chair, by any three (3) members of the Board or by the City Commission, by giving twenty-four (24) hours' notice of the time, date and place of the meeting and stating the purpose of the meeting, and by posting said notice eighteen (18) hours prior to the meeting in accordance with Act 267, Public Acts of 1976, as amended.

Section 4. Notice of Meetings. All meetings OF THE Board shall be held in compliance with Act 267, Public Acts of 1976, as amended, and shall be preceded by public notice of the time, date and place of the meeting in accordance with said act.

Section 5. Agenda. The Chair, or the Director, if one is appointed, may prepare an agenda for all meetings and send them to the Board members at least twenty-four (24) hours prior to a meeting. Any member of the Board may request any item to be placed upon the agenda.

Section 6. Quorum and Voting. A majority of the voting members of the Board in office shall constitute a quorum for the transaction of business. An affirmative vote of a majority of the voting members of the Board in office shall constitute the action of the Board unless the vote of a larger number is required by statute or elsewhere in the By-Laws.

Section 7. Rules of Order. Robert's rules of Order shall govern the conduct of all meetings. The Board shall adopt rules, subject to the approval of the City Commission, governing its procedures and the holding of regular meetings.

## Article V

### EMPLOYMENT OF PERSONNEL.

Section 1. Director. The Board may employ and fix the compensation of a Director, subject to the approval of the City Commission. The Director shall serve at the pleasure of the Board. A member of the Board is not eligible to hold the position of Director. Before entering upon the duties of the Director's office, the Director shall take and subscribe to the constitutional oath and furnish bond by posting a bond in the penal sum determined in the ordinance establishing the Authority, payable to the Authority for the use and benefit of the Authority, approved by the Board and filed with the City Clerk. The premium on the bond shall be deemed an operating expense of the Authority, payable from the funds available to the Authority for expenses of operation. The Director shall be the Chief Executive Officer of the Authority. Subject to the approval of the Board, the Director shall supervise and be responsible for the preparation of plans and the performance of the functions of the Authority in the manner authorized by the Act. The Director shall attend the meetings of the Board and shall render the Board and to the City Commission a regular report covering the activities and financial condition of the Authority. The Director shall furnish the Board with such information and reports governing the operation of the Authority as the Board may require. If the Director is absent or disabled, the Board may designate a qualified person as Acting Director to perform the duties of the office. Before entering upon the duties of the Director's Office, the Acting Director shall take and subscribe to the constitutional oath and furnish bond as required of the Director.

Section 2. Legal Counsel. The Board may retain legal counsel to advise the Board in the proper performance of its duties. The legal counsel shall represent the Authority in actions brought by or against the Authority.

Section 3. Other Personnel and Agents. The Board may employ other personnel and agents deemed necessary by the Board.

## Article VI

### COMMITTEES AND ADVISORY BOARDS.

Section 1. Committees. The Board by resolution may designate and appoint one or more committees to advise the Board. The Committee members shall be members of the Board. The Chair of the Authority shall appoint the members and select the Chairperson of all committees. The committees may be terminated by a vote of the Board. At each annual meeting, the committees shall be evaluated and reappointed or dissolved. A majority of the members present at the meeting at which a quorum is present shall be empowered to act on behalf of the committee.

Section 2. Advisory Boards. The Board may by resolution authorize the establishment of advisory boards to the Authority and appoint a Chairperson of any such board. The Chairperson shall select, with the advice and consent of the Board, the members of the advisory board. Except for the Chairperson, each advisory board shall elect its own officers and establish rules governing its actions.

## Article VII

### CONTRACTS AND FUNDS.

Section 1. Contracts. The Board may authorize the Director or an agent or agents of the Authority to enter into any contracts necessary or incidental to the exercise of its powers and the performance of its duties authorized under the Act.

Section 2. Funds. All checks, drafts, orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Authority shall be signed by the Secretary/Treasurer and countersigned by the Directo, if one is appointed, or the Chair if a Directo is not appointed, or such other Board members as the Board may appoint from time to time. Monies received by the Authority shall immediately be deposited to the credit of the Authority, subject to disbursement pursuant to the Act. The Board may select banks, trust companies, or other depositories for the deposit of Authority funds. No funds of the Authority shall be disbursed except as provided for in the budget of the Authority. No budget of the Authority shall be adopted by the Board until it has been

approved by the City Commission. The Board may contract with the City to administer the Authority's financial affairs.

Section 3. Contributions or Gifts. The Board may accept on behalf of the Authority any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Authority.

#### Article VIII

##### BOOKS AND RECORDS.

Section 1. Bookkeeping, Minutes, and the Annual Audit. The Authority shall keep correct and complete records of books and accounts and minutes of Board meetings. The records shall be kept at the principal office of the Authority at which shall be maintained a record of the names and addresses of each member of the Board. The Authority's principal office shall be at the office of the City Manager, or at such other place as the Board determines from time to time. All books and records of the Authority shall be open to the public subject to and in accordance with Act 442, Public Acts of 1976. An annual audit by an independent certified public accountant will be conducted.

Section 2. Fiscal Year. 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 of the following year.

#### Article IX

##### RAISING OF FUNDS.

Section 1. Bonds. The Authority may borrow money and issue: (i) revenue bonds therefor pursuant to the Act and Act 94, Public Acts of 1933, as amended; and/or (ii) tax increment bonds pursuant to Section 16(2) of the Act. Bonds issued by the Authority shall not, except as provided in the Act, be deemed a debt of the City or of the State of Michigan.

Section 2. Development Plans and Tax Increment Financing Plans. When the Authority determines that it is necessary in order to carry out and/or finance its activities, the Authority shall prepare and submit a Development Plan and/or Tax Increment Financing Plan to the City Commission. Any such plan or plans shall contain the information required in Sections 14 and 17 of the Act as the same may be applicable.

Section 3. Other Means of Financing. The Authority may derive revenue from any property, building, or facility owned, leased, licensed, or operated by the Authority or under its control, subject to the limitations imposed upon the Authority by trust or other agreements. The Authority may also obtain money from any other sources approved by the City Commission consistent with the Act.

## Article X

### DISTRICT BOUNDARIES.

The Authority shall exercise its powers within the Authority District, as determined from time to time by the City Commission.

## Article XI

### AMENDMENT AND REPEAL OF BY-LAWS.

These By-laws may be altered, amended, or repealed and new by-laws adopted by the affirmative vote of a majority of the members of the Board at any regular meeting, subject to the approval of the City Commission.

## Article XII

### INDEMNIFICATION.

Any member of the Board, and any officer or employee of the Authority, shall be indemnified by the Authority for expenses (including reasonable attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action or suit by or in the right of the Authority, in the event of which such indemnification may extend only to expenses, including reasonable attorney's fees, actually and reasonable incurred in connection with the defense or settlement of such action or suit and then only if such person acted in good faith and in a manner he/she reasonable believed to be in, and not opposed to, the best interests of the Authority). No person shall be so indemnified in relation to any matter in any action, suit, or proceeding as to which he/she shall finally be adjudged to have been guilty of or liable for gross negligence, willful misconduct, or criminal acts. No person shall be so indemnified in relation to any matter in any action, suit or proceeding which has been made the subject of a compromise settlement, except with the approval of a court of competent jurisdiction and the Board acting by a majority vote of members not parties to the same or substantially the same action, suit or proceeding. The foregoing right or indemnification shall not be deemed exclusive of other rights to which such person may otherwise be entitled, and shall continue as to a person who has ceased to be a member of the Board, officer, or employee and shall inure to the benefit of the heirs, executors and administrators of such person.

The Authority may, upon the affirmative vote of the majority of the Board, purchase insurance for the purpose of indemnifying Board members and officers and other employees of the Authority to the extent that such indemnification is not allowed under the

preceding paragraph. Such insurance may, but need not, be for the benefit of all members, officers, and employees. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in the first paragraph of this Article XII may not be paid by the Authority in advance of the final disposition of such action, suit or proceeding as authorized by the Board in the specific case upon receipt of any undertaking by or on behalf of the member of the Board, officer, or employee to repay such amount unless it shall ultimately be determined that such Board member is entitled to be indemnified by the Authority as authorized in this Article XII.

Made, passed and adopted on \_\_\_\_\_

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Chair,  
Lakeview Downtown Development Authority