December 14, 2010

The Board of Directors represents that the record of the proceedings of the previous session on October 5, 2010 as contained in the Land Reutilization Corporation's official electronic recording and all resolutions attached herein has been reviewed and found to be a full and accurate record of the proceedings.

Wade Kapszukiewicz, Chair

Attest:

Karen Poore, Secretary of the Board

Lucas County Land Reutilization Corporation
Board of Directors Meeting
Tuesday, October 5, 2010 at 1:00 p.m.
One Government Center, Suite 800

1. Call to order by the County Treasurer, as the LCLRC incorporator and Director.

2. Resolution 2010-001 approving Mike Bell, Mayor of Toledo, or his designee, and Tim DeWitt, Sylvania Township Zoning and Planning Manager, as additional Directors of the Corporation.

3. Resolution 2010-002 adopting the Code of Regulations and Conflicts of Interest Policy.

4. Resolution 2010-003 electing a Chair and Vice Chair of Board of Directors.

5. Resolution 2010-004 adopting a Public Records Policy.

6. Resolution 2010-005 appointing a President and other officers of the LCLRC.

7. Resolution 2010-006 approving the form of Agreement & Plan with Lucas County, Ohio and authorizing the execution and delivery to the Board of County Commissioners for approval and execution of Agreement and Plan.

8. Resolution 2010-007 authorizing the President to prepare an initial interim budget for remainder of the year (2010).

9. Resolution 2010-008 authorizing the President to solicit proposals for property and liability insurance for the LCLRC and its directors, officers and employees and to enter into a contract or contracts for the same.

10. Resolution 2010-009 authorizing LCLRC to make an application for U.S. EPA community-wide assessment grant funding.

11. Resolution 2010-010 appointing four additional Directors of the Corporation.

12. Other Business.

13. Adjournment.

Date: October 5, 2010 **Resolution No. 2010-001**

Title: Approving Representatives of the City of Toledo and Sylvania Township as Additional Directors of the Corporation

Summary/Background: Ohio law requires the Board of Directors of a County Land Reutilization Corporation to be composed of certain local government representatives. In particular, one member of the Board must be a representative of the largest municipal corporation, based on the most recent decennial census, located in the county. Likewise, one member must be a representative of a township within the county with a population of at least ten thousand in the unincorporated area according the most recent decennial census.

Authority: Ohio Revised Code § 1724.03(B)

Director Skeldon Wozniak offered the following resolution:

WHEREAS, in consideration of the above, NOW, THEREFORE BE IT RESOLVED by the Board of Directors, Lucas County Land Reutilization Corporation, that:

Section 1. Mike Bell, Mayor of the City of Toledo, or his designee, is hereby approved as an additional Director of the LCLRC, as representative of the largest municipal corporation.

Section 2. Tim DeWitt, Sylvania Township Zoning and Planning Manager, is hereby approved as an additional Director of the LCLRC, as representative of a township with a population of at least ten thousand.

Section 3. This Board finds and determines that all formal actions of this Board concerning and relating to the adoption of this resolution were taken in an open meeting of this Board and that all deliberations of this Board that resulted in those formal actions were in a meeting open to the public in compliance with the law.

Section 4. This resolution shall be in full force and effect from and immediately upon its adoption.

Action Taken:

Director Kapszukiewicz voted yes
Director Wozniak voted yes
Director Gerken voted yes

Karen Poore

Karen Poore, Secretary of the Board

Date: October 5, 2010 **Resolution No. 2010-002**

Title: Adopting a Code of Regulations and Conflicts of Interest Policy

Summary/Background: Consistent with Ohio corporation and ethics law, a code of regulations is adopted to govern the CLRC and its affairs. Additionally, given the CLRC's specialized role in real estate transactions, a conflicts of interest policy governing the Board of Directors, its officers and employees is adopted as part of the Code of Regulations.

Authority: Ohio Revised Code §§ 1702.11, 1724.03

Director Gerken offered the following resolution:

WHEREAS, in consideration of the above, NOW, THEREFORE BE IT RESOLVED by the Board of Directors, Lucas County Land Reutilization Corporation, that:

Section 1. The Code of Regulations, including its Conflicts of Interest policy, attached herein, is adopted.

Section 2. This Board finds and determines that all formal actions of this Board concerning and relating to the adoption of this resolution were taken in an open meeting of this Board and that all deliberations of this Board that resulted in those formal actions were in a meeting open to the public in compliance with the law.

Section 3. This resolution shall be in full force and effect from and immediately upon its adoption.

Action Taken:

Director Kapszukiewicz voted yes
Director Wozniak voted yes
Director Gerken voted yes
Director Badik voted yes
Director DeWitt voted yes

Karen Poore

Karen Poore, Secretary of the Board

LUCAS COUNTY LAND REUTILIZATION CORPORATION
CODE OF REGULATIONS

ARTICLE I

CORPORATION

Section 1.1. Corporate Name. The name of the Corporation shall be Lucas County Land Reutilization Corporation (hereinafter referred to as the Corporation).

Section 1.2. Principal Office. The place in the State of Ohio (the State) where the principal office of the Corporation is located is the city of Toledo, Lucas County, Ohio.

Section 1.3. Nonprofit Corporation. The Corporation has been organized as a community improvement corporation, in particular, a county land reutilization corporation, under Chapter 1724 of the Ohio Revised Code (the Community Improvement Corporation Law) and Chapter 1702 of the Ohio Revised Code (the Nonprofit Corporation Law). The Corporation shall carry on only such activities as are consonant with the purposes set forth in Section 1.4 of this Code of Regulations and in its Articles of Incorporation and in the laws of the State applicable to the Corporation. It is intended that the Corporation shall have the status of an organization which derives its income from the exercise of essential governmental functions and the income of which, if not used by the Corporation for the continuance of its purposes, accrues to the County of Lucas, Ohio (the County) and is not included in gross income for federal income tax purposes under Section 115(1) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended, and the corresponding provisions of any similar laws subsequently enacted and all regulations issued under those sections and provisions (the Code). All authority and activities of the Corporation shall be limited accordingly. Notwithstanding any other provision of the Corporation=s Articles of Incorporation or this Code of Regulations, the Corporation shall not directly or indirectly carry on any activity which would prevent it from claiming or maintaining exemption from federal income taxation as a corporation which derives its income from the exercise of essential governmental functions and whose income, if not used by the Corporation for the continuance of its purposes, accrues to the County and is not included in gross income for federal income tax purposes under Section 115 (1) or which would cause it to lose such exempt status. The Corporation is not organized for profit and shall not have any authority to issue capital stock. The Corporation shall have perpetual existence.

Section 1.4. Corporate Purposes; Powers. The Corporation is a county land reutilization corporation, as defined in Section 1724.01(A)(3) of the Ohio Revised Code, and shall be operated for the purposes of exercising the essential governmental purposes provided for under the Community Improvement Corporation Law and Chapter 5722 of the Ohio Revised Code (the ALand Reutilization Law@), and any

ancillary purposes for which statutory authority has been given to a county land reutilization corporation under the Ohio Revised Code, in each case as the Ohio Revised Code is now in effect or as may hereafter be amended, including, but not limited to, the following purposes set forth in Section 1724.01(B)(2) of the Ohio Revised Code: (1) facilitating the reclamation, rehabilitation and reutilization of vacant, abandoned, tax-foreclosed or other real property within the county for whose benefit the corporation is being organized, but not limited to the purposes described in division (B)(2) of Section 1724.01 of the Ohio Revised Code; (2) efficiently holding and managing vacant, abandoned or tax-foreclosed real property pending is reclamation, rehabilitation and reutilization; (3) assisting governmental entities and other non-profit or for-profit persons to assemble, clear, and clear the title of property described in division (B)(2) of Section 1724.01 of the Ohio Revised Code in a coordinated manner; or (4) promoting economic and housing development of the county or region.

In furtherance thereof, the Corporation shall have and may exercise all the powers granted to it in Chapters 1724 of the Ohio Revised Code and any other section of the Ohio Revised Code in which it is expressly given the power to take any action or refrain from taking any action, including, but not limited to, the following powers:

a. To borrow money for any of the purposes of the Corporation by means of loans, lines of credit and other financial instruments or securities, including the issuance of its bonds, debentures, notes, or other evidences of indebtedness, whether secured or unsecured, and to secure the same by mortgage, pledge, deed of trust, or other lien on its property, franchises, rights, and privileges of every kind and nature or any part thereof or interest therein.

b. To request by resolution that:

    1. The Lucas County Board of County Commissioners (the ABoard of Commissioners@) pledge a specifically identified source of sources of revenue pursuant to division 8) of Section 307.78 of the Ohio Revised Code as security for a borrowing of the Corporation; and

    2. I. if the land subject to reutilization is located within an unincorporated area of the County, that the Board of Commissioners issue (A) notes under Section 307.082 of the Ohio Revised Code for the purpose of constructing public infrastructure improvements and take such other actions as the Board of Commissioners determines are in the interest of the County and are authorized under Sections 5709.78 to 5709.81 of the Ohio Revised Code or (B) bonds or notes under Section 5709.81 of the Ohio Revised Code for the refunding purposes set forth in that section; or

ii. if the land subject to reutilization is located within the corporate boundaries of a municipal corporation, that the municipal corporation issue bonds for the purpose of constructing public infrastructure improvements and take such other actions as it determines are in its interest and are authorized under Sections 5709.40 to 5709.43 of the Ohio Revised Code.

c. To make loans to any person, firm, partnership, corporation, joint stock company, association, or trust, and to establish and regulate the terms and conditions with respect to any such loans.

d. To purchase, receive, hold, manage, lease, lease-purchase or otherwise acquire, and to sell, convey, transfer, lease, sublease, or otherwise dispose of real and personal property, together with such rights and privileges as may be incidental and appurtenant thereto and the use thereof, including but not restricted to, any real or personal property acquired by the Corporation from time to time in the satisfaction of debts or enforcement of obligations, and to enter into contracts with third parties, including the federal government, the State, any political subdivision or any other entity, except as otherwise limited in Section 1724.028) of the Ohio Revised Code.

e. To acquire the good will, business, rights, real and personal property, and other assets, or any part thereof, or interest therein, of any persons, firms, partnerships, corporations, joint stock companies, associations, or trusts, and to assume, undertake, or pay the obligations, debts, and liabilities of any such person, firm, partnership, corporation, joint stock company, association, or trust; to acquire, reclaim, manage, or contract for the management of, improved or unimproved and underutilized real estate for the purpose of constructing industrial plants, other business establishments or housing thereon, or otherwise causing the same to occur, for the purpose of assembling and enhancing utilization of the real estate, or for the purpose of disposing of such real estate to others in whole or in part for the construction of industrial plants, other business establishments or housing; and to acquire, reclaim, manage, contract for the management of, construct or reconstruct, alter, repair, maintain, operate, sell, convey, transfer, lease, sublease, or otherwise dispose of industrial plants, business establishments or housing, except as otherwise limited in Section 1724.02(D) of the Ohio Revised Code.

f. To acquire, subscribe for own, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the stock, shares, bonds, debentures, notes, or other securities and evidences of interest in, or indebtedness of, any person, firm, corporation, joint stock company, association, or trust, and while the owner or holder, thereof, to exercise all the rights, powers, and privileges of ownership, including the right to vote therein; provided, however, that no tax revenue, if any, received by the Corporation shall be used for such

acquisition or subscription in violation of Article VIII, Section 6, Ohio Constitution.

g. To mortgage, pledge, or otherwise encumber any property acquired pursuant to the powers contained in division d., e., or f. of this section.

h. To serve as an agent for grant applications and for the administration of grants or to make applications as principal for grants for th Corporation.

i. To exercise the powers enumerated under Chapter 5722. of the Ohio Revised Code on behalf of the County or a county which contracts with the Corporation.

j. To enter into agreements with a political subdivision that has designated the Corporation as its agency for reclamation, rehabilitation, and reutilization of vacant, abandoned, tax-foreclosed, or other real property within the political subdivision.

k. To engage in code enforcement and nuisance abatement, including, but not limited to, cutting grass and weeds, boarding up vacant or abandoned structures, and demolishing condemned structures on properties that are subject to a delinquent tax or assessment lien, or property for which a municipal corporation or township has contracted with the Corporation to provide code enforcement or nuisance abatement assistant.

l. To charge fees or exchange in-kind goods or services for services rendered to political subdivisions and other persons or entities for whom services are rendered.

m. To employ and provide compensation for an executive director who shall manage the operations of the Corporation and shall employ others for the benefit of the Corporation as approved and funded by the Board of Directors, as defined in Section 3.1 hereof.

n. To purchase tax certificates at auction, negotiated sale, or from a third party who purchased and is a holder of one or more tax certificates issued pursuant to Sections 5721.30 to 5721.43 of the Ohio Revised Code.

o. To be assigned a mortgage on real property from a mortgagee in lieu of acquiring such real property subject to a mortgage, except as otherwise limited in Section 1724.02(N) of the Ohio Revised Code.

p. To do all acts and things necessary or convenient to carry out the purposes of Section 1724.01 of the Ohio Revised Code and the powers especially created for a county land reutilization corporation in Chapter 1724 of the Ohio Revised Code, including, but not limited to, contracting with the federal

government, the State or any political subdivision thereof (including agreements pursuant to divisions (A)(3) and (B) of Section 1724.10 of the Ohio Revised Code), and any other party, whether non-profit or for-profit.

ARTICLE II

MEMBERS; AUTHORITY OF MEMBERS

Section 2.1.Designation of Members The members of the Corporation (AMembers@) shall be each member of the Board of Directors, including each *ex officio* Director and each Appointed Director (each as defined in Section 3.1 hereof and collectively hereinafter referred to as an A*ex officio* Member@) and those natural persons who from time to time are appointed by the Board of Directors in accordance with this Section 2.1. The Board of Directors my appoint at any regular or special meeting of the Corporation or at the Corporation=s annual meeting any natural person to be a Member of the Corporation with only such authority as provided for in Section 2.3 hereof (each a ANon-Voting Member@). If an *ex officio* Member ceases to be a member of the Board of Directors, he or she will cease to be an *ex officio* Member of the Corporation; provided, however, that nothing shall prevent a former Director from being appointed to be a Non-Voting Member of the Corporation by the then Board of Directors acting pursuant to this Section 2.1.

Section 2.2. Number and Terms of Non-Voting Members. There shall be no limit on the number of Non-Voting Members that the Board of Directors may appoint from time to time. The term of each such Non-Voting Member, except in the case of resignation or removal as provided for in this Article II, shall be twelve (12) months, and such term shall commence on the first day of the calendar month immediately following appointment by the Board of Directors may re-appoint any Non-Voting Member whose term expires in accordance with this Section 2.2 for an unlimited number of successive terms.

Section 2.3. Resignation and Removal of the Non-Voting Members. Any Non-Voting Member may resign his/her appointment as a Non-Voting Member for any reason upon fifteen (15) days= prior written notice to the Secretary of the Corporation. Such resignation shall be effective upon the date set forth in the notice duly given, and such resignation shall not require that the Board of Directors appoint a replacement for the Non-Voting Member so resigning. By an affirmative vote of a majority of the Board of Directors, the Board of Directors may remove any Non-Voting Member without cause.

ARTICLE III

DIRECTORS

Section 3.1. Number and Terms of Office of the Board of Directors; Representatives. Pursuant to Section 1724.03(B) of the Ohio Revised Code, the Board of Directors of the Corporation (the ABoard of Directors@ or the ADirectors@) shall be composed of nine

members, including, (1) the Lucas County, Ohio Treasurer (the ACounty Treasurer@), (2) at least two members of the Board of County Commissioners (the County Treasurer and such two members of the Board of Commissioners hereinafter referred to as the A*ex officio* Directors@), (3) one member who is a representative of the largest municipal corporation, based on the population according to the most recent federal decennial census, that is located in the county (4) one member who is a representative of a township with a population of at least ten thousand in the unincorporated area of the township according to the most recent federal decennial census, and (5) any remaining members selected by the treasurer and the county commissions who are members of the corporation=s board. The directors of the Corporation described in item (5) of this Section shall be hereinafter referred to as the AAppointed Directors.@ Notwithstanding anything in this Code of Regulations to the contrary, the Directors set forth in items (1) and (2) of this Section 3.1 shall have full authority and power to act upon any business of the Corporation prior to the confirmation of the Directors described in item (3), (4) and (5) of this Section 3.1.

Section 3.1.1 Representatives of *Ex Officio* Directors. Each of the *ex officio* Directors or the Appointed Directors may appoint a representative, as a Director of the corporation, to act for the *ex officio* Director or Appointed Director appointing the representative at any meeting of the Directors that the *ex officio* Director or Appointed Director would otherwise personally attend or in which the *ex officio* Director or Appointed Director would otherwise participate or taken action by vote. The appointment of such a representative shall not prohibit such *ex officio* Director from personally exercising all the rights of an *ex officio* Director at any meeting of the Directors that the *ex officio* Director personally attends or in which the *ex officio* Director otherwise participates or takes action by vote. The term of such appointment shall run until the earlier to occur of: (I) the expiration of the term of the appointing *ex officio* Director or (ii) the appointment of a successor representative by the appointing *ex officio* Director. The term of office of each *ex officio* Director shall run concomitantly with the term of office of that elected official. As used in this Code of Regulations, a duly appointed representative of any *ex officio* Director means a Director of the Corporation for purposes of a quorum and all other business of the Board of Directors.

Section 3.1.2. Appointed Directors. The term of office of each Appointed Director shall run until the first to occur of: (I) the resignation of such Appointed Director pursuant to Section 3.1.3 hereof; (ii) the second anniversary of such Appointed Director=s appointment; or (iii) the removal of such Appointed Director pursuant to Section 3.4 hereof; provided, however, that upon the expiration of the initial term of appointment for an Appointed Director, such Appointed Director may be re-appointed for successive terms, subject to satisfaction of the conditions of appointment set forth in Section 3.1 hereof with respect to such Appointed Director. Pursuant to Section 1724.03(B) of the Ohio Revised Code, the *ex officio* Directors of the Corporation shall, upon the approval of this Code of Regulations, establish the process by which approval of the Appointed Directors shall be obtained. The *ex officio* Directors of the Corporation may, from time to time, amend such process at a meeting called for such a purpose.

Section 3.1.3. Resignation of Appointed Director. An Appointment Director may,

at any time with forty-five (45) days= prior written notice to the President and each of the *ex officio* Directors, resign from the office of Director of the Corporation. Upon receiving the notice of resignation of an Appointed Director, the President shall call a meeting of the *ex officio* Directors for the purpose of selecting a replacement for the resigning Appointed Director.

Section 3.1.4. Removal of Appointed Director. Any Appointed Director may at any time be removed from office upon a majority affirmative vote of the Directors at a meeting called for such purpose.

Section 3.1.5. Vacancy in the Office of Appointed Director. If a vacancy occurs in one or more of the offices of Appointed Director, whether from death, disability or otherwise, the President shall notify all remaining Directors and shall schedule a meeting of such Directors for the purpose of filling the vacancy or vacancies.

Section 3.2. Authority and Duties of Directors. Except where the Community Improvement Corporation Law, the Nonprofit Corporation Law, the Land Reutilization Law, the Articles of Incorporation or this Code of Regulations (including the provisions of Article II) require that action be otherwise authorized or taken, all of the authority of the Corporation shall be vested in and exercised by or under the direction of the Board of Directors. The Board of Directors shall have authority to make, prescribe and enforce all rules and regulations for the conduct of the business and affairs of the Corporation and the management and control of its properties. Without limiting the generality of the foregoing, the Corporation acting through its Board of Directors shall employ and provide compensation for a President whose title shall be President of the Corporation (the APresident@) and who shall manage the daily operations of the Corporation and shall be responsible for performance of those other duties set forth in Section 6.3.1 hereof. The President shall have full authority to hire and employ other persons, including an executive director, in such capacities as are necessary or appropriate for achieving the purposes of the Corporation and shall fix the compensation for such other persons, subject to the budgetary limitations fixed by the Board of Directors.

Section 3.3. Election of Chairperson and Vice-Chair of the Board of Directors. At the meeting of the Board of Directors at which this Code of Regulations is adopted, the Board of Directors shall elect from its number a Chairperson and a Vice-Chairperson. It shall be the duty of the Chairperson to preside over all meetings of the Board of Directors. It shall be the duty of the Vice-Chairperson to preside over all meetings of the Board of Directors in the absence of the Chairperson. The term of the Chairperson and Vice-Chairperson shall run from the date of election of each as Chairperson or Vice-Chairperson to the next succeeding Annual Meeting. At each Annual Meeting following the adoption of this Code of Regulations, the Board of Directors shall elect from its number a new Chairperson and new Vice-Chairperson, provided that there shall be no prohibition on electing a member of the Board of Directors to successive terms as Chairperson or Vice-Chairperson.

ARTICLE IV

MEETINGS; NOTICES THEREOF

Section 4.1. Definitions of Words and Terms Used in Article IV. The following words and terms shall have the following meanings for purposes of their use in this Article IV:

a. A*Meeting*,@ including when used in connection with the terms Aannual meeting,@ Aregular meeting@ and Aspecial meeting,@ means any pre-arranged discussion of the Public Business of the Corporation (as hereinafter defined) by a majority of the members of the Board of Directors, or by any committee of the Board of Directors if there sits on such committee at least a majority of the Directors, and there is present at such meeting at least a majority of the Directors.

b. A*Oral Notification*@ means notification given orally either in person or by telephone, directly to the person for whom such notification is intended, or by leaving an oral message for such person at the address, or if by telephone, at the telephone number (including any oral message left in the voice mail or similar recording device provided for messages at such telephone number), of such person as shown on the records kept by the Secretary of the Corporation pursuant to this Article.

c. A*Public Business of the Corporation*@ means business of the Board of Directors which concerns the Corporation in its capacity as the designated agency of the County for purposes of exercising the powers given it in, among others, Chapters 1724 and 5722 of the Ohio Revised Code, and which business is conducted at a meeting at which a decision or determination of the Board of Directors is required in pursuit of any purpose under division (B) of Section 1724.01 of the Ohio Revised Code, but such business shall not include any business the information with regard to which is not a public record subject to Section 149.43 of the Ohio Revised Code pursuant to the provisions of Section 1724.11 of the Ohio Revised Code.

d. A*Written Notification*@ means notification in writing mailed, faxed, telegraphed, electronically mailed (Ae-mailed@) or otherwise delivered to the address, including an e-mail address, of the person for whom such notification is intended as shown on the records kept by the Secretary of the Corporation under this Article IV, or in any way delivered to such person. If mailed, such notification shall be mailed by first class mail, deposited in a U.S. Postal Service mailbox no later than the second day preceding the day of the meeting to which such notification refers, provided that at least one regular mail delivery day falls between the day

of mailing and the day of such meeting. If e-mailed, the notification shall be sent no later than the 5:00 p.m., in the time zone applicable to the recipient, on the second day before the day of the meeting, and shall be sent so as to return an electronic receipt to the sender evidencing that the intended recipient has opened the e-mail.

Section 4.2. Annual Meeting. The Board of Directors shall hold an annual meeting each calendar year on the third Thursday of the third month after the close of the Corporation=s fiscal year or on such later date for which notice of such annual meeting is given in accordance with Section 4.5.1 hereof, but in no event later than the date by which the Corporation is required to file with the Auditor of State the financial report described in Section 1724.05 of the Ohio Revised Code. Each annual meeting shall be held at the place set forth in the notice thereof, but such place shall be within the boundaries of the County. Notice of such annual meeting shall be given by the Secretary of the Corporation with the assistance of the President in accordance with Section 4.5.1 hereof. The purpose of the annual meeting shall be to release the annual report of the Corporation the preparation of which is required pursuant to Section 1724.05 of the Ohio Revised Code, and any other annual or special reports of the Board of Directors that have been prepared for release at the annual meeting, and to transact such other business as may properly come before the Board of Directors at the annual meeting.

Section 4.3. Regular Meetings. In addition to the annual meeting, the Board of Directors shall hold at least one regular meeting during each calendar quarter of each fiscal year of the Corporation on such dates and at such times as the Board of Directors shall determine, provided that if the Board of Directors so determines at its annual meeting that the regular meeting otherwise required pursuant to this Section 4.3 that would be held in the same calendar quarter as the annual meeting is not necessary for continuing to conduct the business of the Corporation, the regular meeting for such calendar quarter shall not be held. Notice of each regular meeting shall be given by the Secretary of the Corporation with the assistance of the President in accordance with the provisions of Section 4.5.2 hereof. The purpose of regular meetings of the Board of Directors shall be to receive reports from the President and other Officers, as defined in Section 6.1 hereof, and committees, if any, of the Board of Directors, to approve or disapprove actions, if any, by the Corporation requiring action by the Board of Directors, and to consider and act upon any other matter which is necessary or appropriate for action by the Board of Directors.

Section 4.4. Special Meetings. The Chairperson of the Board of Directors, a majority of the Directors, or the President and one other Officer may call a special meeting of the board of Directors. Notice of any such special meeting shall be given in accordance with the provisions of Section 4.5.3 hereof.

Section 4.5. Notices to Directors of Meetings. Notice of each regular meeting, special meeting and annual meeting of the Corporation shall be given to each Director

in accordance with the provisions of this section 4.5, including Sections 4.5.1, 4.5.2 and 4.5.3, as applicable.

Section 4.5.1. Notices to Directors of Meetings. Not less than seven (7) days and not more than thirty (30) days prior to an annual meeting, notice stating the date, time, place of the meeting shall be given to the Directors by or at the direction of the Secretary of the Corporation with the assistance of the President. Such notice shall be given to the Directors in writing which shall be given by personal delivery, mail, facsimile, telegram, e-mail, or other written media addressed to the Directors at their respective addresses as they appear on the records of the Corporation; provided, however, that if a facsimile or e-mail notice is utilized, receipt by the intended recipient must be confirmed in similar format.

Section 4.5.2. Regular Meetings. Not less than seven (7) days nor more than fourteen (14) days prior to a regular meeting, notice stating the date, time, place of the meeting shall be given to the Directors by or at the direction of the Secretary of the Corporation with the assistance of the President. Such notice shall be given to the Directors in writing which shall be given by personal delivery, mail, facsimile, telegram, e-mail, or other written media addressed to the Directors at their respective addresses as they appear on the records of the Corporation; provided, however, that if a facsimile or e-mail notice is utilized, receipt by the intended recipient must be confirmed in similar format.

Section 4.5.3. Special Meetings. At least twenty-four (24) hours prior to a special meeting of the Board of Directors, notice stating the date time, place of the meeting shall be given to the Directors by or at the direction of the Secretary of the Corporation with the assistance of the President or of the person or persons calling the same. Such notice shall be given to the Directors in writing which shall be given by personal delivery, mail, facsimile, telegram, e-mail, or other written media addressed to the Directors at their respective addresses as they appear on the records of the Corporation; provided, however, that if a facsimile or e-mail notice is utilized, receipt by the intended recipient must be confirmed in similar format.

Section 4.6. Notices to Directors of Meetings. All meetings of the Board of Directors
shall be held at the principal place of business of the Corporation or at any other place within the boundaries of the County, as the Board of Directors shall determine and include in any notice given with respect to such meeting.

Section 4.7. Quorum; Voting; Adjournment. Except as otherwise provided in this Code of Regulations, a majority of the Directors of the Corporation, including a majority of the *ex officio* Directors (or their representatives as prescribed in Section 3.1.1 hereof) of the Corporation, shall constitute a quorum for the transaction of business. The act of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the act of the Board of Directors unless otherwise expressly provided by the Articles of Incorporation or this Code of Regulations. After a

quorum had been established as a meeting of the Board of Directors, the subsequent withdrawal of the Directors of the meeting so as to reduce the number of Directors present at any meeting to fewer than the number required for quorum shall not affect the validity of any action taken by the Board of Directors at the meeting or any adjournment thereof, if a quorum was present when the action was taken. A majority of the Directors present, whether or not a quorum exists, may adjourn any meetings of the Board of Directors to another time and place.

Section 4.8. Waiver of Notice by a Director. Notice of the time, place and purposes of any meeting of the Board of Directors may be waived by a Director in writing either before or after the holding of such meeting. The attendance of any Director at any such meeting without protesting the lack of proper notice prior to or at the commencement of the meeting shall be deemed to be a waiver by such Director fo the requirement hereunder for notice of such meeting.

Section 4.9. Open Meeting Requirement. Except as otherwise provided in Section 1724.11 (B)(1) of the Ohio Revised Code, all meetings of the Board at which a determination of the Board is required shall be open to the public at all times in accordance with Section 121.22 of Ohio Revised Code and provisions of this Section 4.9. In connection with compliance with this provision, notice to the public, including the news media, of meetings of the Directors for the purpose of conducting the Public Business of the Corporation shall be given as provided in this Section 4.9, including Sections 4.9.1, 4.9.2, 4.9.3 and 4.9.4 hereof.

Section 4.9.1. In General. Any notification provided herein to be given by the Secretary may be given by any person acting on behalf of or under the authority of the Secretary. The Secretary shall maintain a record of the date and time, if pertinent under this Article, of all notices and notifications give or attempted to be given under this article, and to whom such notifications were given or unsuccessfully attempted to be given.

Section 4.9.1. Posted or Published Notice of Meetings. Notice of all meetings, specifying a time, place and purpose thereof, shall be given not later than twenty-four (24) hours in advance thereof (1) by posting at the office of the Corporation and at the offices of the County Treasurer and the Board of Commissioners and (2) by publishing the notice of the publicly accessible website of the Corporation.

Section 4.9.3. Email Notice to News Media of Meetings. Any news media that desires to be given advance e-mail notification of meetings shall file with the Secretary a written request therefor. Notice pursuant to a request under this Section is required to be given only by e-mail. The request shall be effective for one year from the date of filing with the Secretary. Each requesting news medium shall be informed of such period of effectiveness at the time it files its written request. Such request may be modified or extended only by filing a complete new request with the Secretary. A request shall not be deemed to be made unless it is complete in all respects, and such request may be conclusively relied on by the Corporation and the Secretary. The written

request shall specify the name of the news medium, the name and address of the person to whom written notification to the medium can be e-mailed.

Section 4.9.4. Posting of Agenda for Public Meetings of the Corporation. The Secretary shall post or cause to be posted on the publicly accessible website of the Corporation the agenda for all meetings fo the Corporation at least twenty-four (24) hours in advance of such meetings, provided, however, that nothing in this Section 4.9.4 shall be construed as prohibiting a change to such agenda, whether by way of addition of an item to or deletion of an item from such agenda.

ARTICLE V

COMMITTEES

Section 5.1. Appointment. The Board of Directors may from time to time appoint certain of its members and officers of the Corporation to act as a committee or committees in the intervals between meetings of the Directs and may delegate to such committee or committees the powers that may be exercised under the control and direction of the Directors and in accordance with the applicable provisions of Ohio law. If any powers otherwise exercisable only by the Board of Directors are to be delegated to a committee pursuant to this Article, at least a majority of the Directors of the Board shall be appointed to such committee. Each such committee and each member thereof shall serve at the pleasure of the Directors. If no powers otherwise exercisable only by the Board of Directors are to be delegated to a committee pursuant to this Article, at least one (1) Director shall be appointed to such committee.

Section 5.2. Executive Committee. In particular, the Board of Directors may create and define the powers and duties of an Executive Committee consisting of at least two of the *ex officio* Directors and any one or more of the Appointed Directors. During the intervals between meetings of the Board of Directors the Executive Committee shall possess and may exercise all of the powers of the Board of Directors in the management and control of the business of the Corporation to the extent that the exercise of such powers are expressly permitted by law or otherwise do not constitute an unlawful delegation of fiduciary responsibility. All action take by the Executive Committee shall be reported to the Board of Directors at its first meeting after such meeting of the Executive Committee. All meetings of the Executive Committee shall comply with the provisions of Section 4.9 of this Code of Regulations.

Section 5.3. Committee Action. Unless otherwise provided by the Board of Directors, a majority of the members of any committee appointed by the Board of Directors pursuant to this Article, include a majority of the *ex officio* Directors appointed to such committee shall constitute a quorum at any meeting thereof and the act of a majority of the members present at a meeting at which quorum is present shall be the act of such committee. Any such committee shall prescribe its own rules for calling and holding meetings and its method of procedure, subject to any rules prescribed by the

Directors and the provisions of Section 5.4 hereof. Each committee shall keep a written record of all actions taken by it.

Section 5.4. Notice To Committee Members of Committee Meetings; Open Committee Meetings. If the number of Directors appointed to a committee do not constitute a quorum under and pursuant to Section 4.7 hereof, such committee may determine its own rules or notifications of its members, and if so determines, the general public, with regard to all of its regularly scheduled or special meetings. If the number of Directors appointed to a committee constitute a quorum under and pursuant to Section 4.7 hereof, the committee shall comply with the provisions of Article IV hereof regarding notification and other matters therein relating to meetings of Board of Directors.

ARTICLE VI

OFFICERS

Section 6.1. Employment and Designation of Officers. The officers of the Corporation (each an AOfficer@) shall consist of: (I) a President (the APresident@) who shall be hired by the Board of Directors; (ii) an Executive Director, a Secretary and a Treasurer who may also hold the office of Vice President if so designated by the President; and (iii) one or more Vice Presidents, as deemed necessary for the accomplishing the purposes and mission of the Corporation. Pursuant to Section 1724.02(L) of the Ohio Revised Code, the Board of Directors shall provide for the compensation of the President. The employment of the President may be by contract or at will, as the Board in its sole discretion determines. The President shall have sole authority for the employment of all other Officers of the Corporation in accordance with Section 6.3.1 hereof. No Officer shall execute, acknowledge, or verify any instrument in more than one capacity, if such instrument is required to be executed, acknowledged, or verified by two (2) or more Officers.

Section 6.2. Term of Office; Vacancies. The Officers shall hold office until their successors are employed by the Board of Directors in the case of the President or by the President in the case of the other Officers, except in the case of resignation, removal from office, or death of an Officer. Unless otherwise provided in a validly binding and enforceable employment contract between the Board of Directors and the President, the Board of Directors may remove the President at any time with or without cause by a majority vote of the Directors then in office. Unless otherwise provided in a validly binding and enforceable employment contract between the President and any other Officer, the President may remove any other Officer at any time with or without cause but with the consent of a majority of the Directors then in office.

Section 6.3. Authority. All Officers shall have such authority and perform such duties
as customarily pertain to their respective offices and such additional authority and duties as may be prescribed by the Board of Directors or as prescribed herein. The

enumeration of specific powers and duties set forth below shall not in any way limit the generality of the foregoing.

Section 6.3.1. Authority and Duties of the President. The President shall be the chief executive officer of the Corporation. Subject to the direction of the Board of Directors, the President shall be responsible for carrying out the directions and policies of the Board of Directors, shall have responsibility for the general management and administration of the daily operations and affairs of the Corporation and shall perform any other duties or functions that may be necessary in the best interests of the efficient operations of the Corporation within limits established by the Board of Directors. Subject to any budgetary limitation imposed by the Board of Directors, the President shall employ and provide for the compensation of all other Officers or employees of the Corporation, the funding of whose positions is provided by the Board of Directors. The President may delegate to any Officer such of his duties as such Officer may be qualified to perform, subject to any limitations on such delegation as the Board of Directors may expressly adopt by resolution. The President shall appoint in a written document delivered to each Director a Vice President who shall be authorized to act in the absence of the President or during the President=s inability to act.

Section 6.3.2. Authority and Duties of the Treasurer. The Treasurer shall be the fiscal officer of the Corporation. Subject to the direction of the President, the President, the Treasurer shall be responsible for all fiscal affairs of the Corporation, including, but not limited to, (a) preparing annually a budget estimating the revenues and expenditures of the Corporation for the next subsequent fiscal year and delivering a copy of such budget to the President and the Board of Directors in sufficient time for their review, revision and adoption of the same prior to the end of the fiscal year immediately preceding the fiscal year for which such budget will be effective, (b) opening demand deposit and other bank accounts in which all moneys of the Corporation will be deposited, 8) receiving and depositing and having charge over all money, bills, notes, bonds and similar property belonging to the Corporation, (d) keeping or causing to be kept under his/her supervision an accurate set of accounting books in which all financial transactions and assets of the Corporation are recorded in accordance with generally accepted accounting principles and holding the same open for inspection and examination by the Directors and the Auditor of State or other independent public accountant or firm of accountants as required by law, (e) preparing interim and annual financial reports of the Corporation for the Board of Directors, (f) managing the investment of the moneys of the Corporation, (g) complying with applicable State public bidding requirements, and (h) establishing of fiscally sound internal control procedures. In addition, the Treasurer shall perform any other duties or functions that may be assigned or delegated to such Officer by the President, subject to any express limitations on such other duties and functions as may be adopted by the Board of Directors.

Section 6.3.3. Authority and Duties of the Secretary. The Secretary shall be responsible for keeping the minutes of all meetings and proceedings of the Board of Directors and shall make a proper record of the same, which shall be attested by him or

her. The Secretary shall keep such other books as may be required by the President or the Board of Directors and shall generally perform such other duties and functions as may be required or assigned by the President, subject to any express limitations on such other duties and functions as may be adopted by the Board of Directors.

Section 6.3.4. Authority and Duties of Vice Presidents. A Vice President shall have such powers as shall be necessary or convenient to perform the duties required by the description of the position for which such Vice President was hired and shall perform the duties so set forth in such position description. The Vice President appointed by the President pursuant to Section 6.3.1 hereof to act in the President=s absence or during the President=s inability to act shall generally have all the powers and authority of the President subject to any written limitations thereto from the President or the Board of Directors. Each Vice President shall also perform such other and further duties as may be assigned to him by the President or by Board of Directors.

ARTICLE VII

INDEMNIFICATION

Section 7.1. Rights of Indemnification. Each member of the Board of Directors, each Officer, and each employee or agent of the Corporation (and his or her heirs, executors and administrators) who is made a party to any litigation, action, suit or proceeding, whether civil, criminal, or administrative, by reason of his or her being or having been a Director, Officer, or employee or agent of the Corporation shall be entitled to be indemnified, to the fullest extent provided by or permissible under Section 1702.12 of the Ohio Revised Code, by the Corporation against the reasonable expenses actually incurred by him or her in connection with the defense of such litigation, except in relation to the following matters:

(a) Those as to which he or she shall be finally adjudged in such litigation to be liable because of material dereliction in the performance of his or her duties as Director, Officer, or employee or agent of the Corporation or

(b) Those which have resulted in a judgment in favor of the Corporation and against him or her, or which are settled by any payment by him or her to the Corporation.

The right of indemnification shall not be exclusive of other rights to which such person, his or her heirs, executors or administrators, may be entitled.

Section 7.2. Purchase of Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or Officer against any liability asserted against such Director or Officer and incurred by him/her in any such capacity, or arising out of his status as such, whether or not the Corporation would have th power to indemnify him against such liability under the provisions of this Article or of the Nonprofit Corporation Law.

Section 7.3. Determination of the Directors in regard to Article VII. In connection with the provisions of Sections 7.1 and 7.2 hereof, the Board of Directors hereby determines that such provisions are necessary, or if a court of competent jurisdiction should find otherwise, then convenient, to carry out the purposes of Section 1724.01 of the Ohio Revised Code and the powers especially created for a community improvement corporation in Chapter 1724 of the Ohio Revised Code.

ARTICLE VIII

CONFLICTS OF INTEREST POLICY

Section.8.1.Purpose. The purpose of this conflicts of interest policy is to protect the interests of the Lucas County Land Reutilization Corporation when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director. A transaction or arrangement that provides a public benefit to a political subdivision with which an Officer or Director is associated either by election or employment is not in and of itself a conflict of interest under this policy. This policy is intended to supplement but not replace the applicable provisions of the Ohio Revised Code for public officials and public employees, including the following provisions set forth in the first paragraph of Section 1724.10 (B)((1) thereof which address the issue of not only conflicts of interest but also the incompatibility of public offices:

> A...Membership on the governing board of a community improvement corporation does not constitute the holding of a public office or employment within the meaning of sections 731.02 and 731.12 of the Revised Code or any other section of the Revised Code...Membership on such governing boards shall not constitute an interest, either direct or indirect, in a contract or expenditure of money by any municipal corporation, township, county, or other political subdivision. No member of such governing boards shall be disqualified from holding any public office or employment, nor shall such member forfeit any such office or employment, by reason of membership on the governing board of a community improvement corporation notwithstanding any law to the contrary.@

Section 8.2 Definitions.

8.2.1 Interested person. Any Director or Officer who has a direct or indirect financial interest, as defined below, is an interested person for purposes of this Policy.

8.2.2 Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family: (a) an ownership or investment interest in any entity with which the Corporation has a transaction or

arrangement, (b)
a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or (c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Section 8.3. In General. Words and terms with initial capital letters used as defined words and terms in this Policy and not otherwise defined herein shall have the same meaning given such words and terms in the Code of Regulations of the Corporation.

Section 8.3.1. Duty to Disclose. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence and nature of his or her financial interest to the board of Directors prior to its considering the proposed transaction or arrangement.

Section 8.3.2. Duty to Recuse Oneself from Vote. A director that is either elected or employed by a political subdivision with which the Corporation is considering entering into a transaction or other arrangement must recuse himself or herself from voting on the matter.

Section 8.3.3. Determining Whether a conflict of Interest Exists. After disclosure of the financial interest, the interested person shall leave the Board of Director=s meeting while the financial interest is discussed and voted upon. If such interested person is a Director, the remaining Board of Directors shall decide if a conflict of interest exists.

Section 8.3.4. Procedures for Addressing the Conflict of Interest. If, pursuant to Section 8.3.3, a conflict of interests is deemed to exist:

a. The Board of Directors shall, if appropriate, appoint a disinterested person or committed to investigate alternatives tot he proposed transaction or arrangement.

b. After exercising due diligence, the Board of Directors shall determine whether the corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

c. If a more advantageous transaction or arrangment is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation=s best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in

conformity with such determination.

Section 8.3.5. Violations of the Conflicts of Interest Policy.

a. If the board of Directors has reasonable cause to believe that an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford such person an opportunity to explain the alleged failure to disclose.

b. If after hearing the response of such persona and making such further investigation as may be warranted in the circumstances, the Board of Directors determines that the interested person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 8.4. Records of Proceedings. With respect to any proceedings of the Board of Directors under this Policy, the minutes of the board of Directors shall contain the following:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of director=s decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Section 8.5. Annual Statements. Each Director and Officer shall annually sign a statement which affirms that such person:

a. has received a copy of the most recent Conflicts of Interest Policy;
b. has read and understands the Policy;
c. has agreed to comply with this Policy;
d. understands that the Corporation is an organization performing essential governmental functions authorized in Chapters 1724 and 5722 of the Ohio Revised Code, and therefore, pursuant to Section 115(1) of the Code, it and its income is exempt from federal income taxation; and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its governmental purposes; and
e. with regard to any public official, such official has filed with the Board his/her OEC disclosure form.

Section 8.6. Periodic Reviews. To ensure that her Corporation operates in a

manner consistent with its governmental purposes and that it does not engage in activities that could jeopardize its status as an organization performing essential governmental functions and claiming exemption from federal income taxation pursuant to Section 115(1) of the Code, periodic reviews shall be conducted. The periodic reviews shall at the minimum include the following subjects:

a. Whether compensation arrangements and benefits are reasonable are the result of arm=s length bargaining; and
b. Whether partnership and joint venture arrangements and arrangements with management service organizations, including property management organizations, if any conform to written policies of the Corporation, are properly recorded with the Corporation, reflect reasonable payment for goods and services, further the Corporations governmental purposes and do not result in personal inurement or impermissible private benefit.

Section 8.7. Use of Outside Experts. In conducting the periodic review provided for in Section 8.6, the Corporation may, but need not, use outside advisors or experts. If used, their
use shall not relieve the Board of Directors of its responsibility for ensuring that periodic reviews are conducted.

Section 8.8. Amendments. This Policy maya be amended from time to time by the Directors of the Corporation acting in accordance with the provisions governing amendments to the Policy set forth in the Code of Regulations.

ARTICLE IX

FISCAL MATTERS; CONTRACTS; RECORDS

Section 9.1. Fiscal Year End. The fiscal year of the Corporation shall begin on the same day of the year on which the fiscal year of the County begins and end on the last day of each such year.

Section 9.2. Initial Interim Budget. At the first meeting of the Board of Directors, the Board of Directors shall authorize and direct the President to prepare an initial interim operating budget (the Ainitial interim budget@) for the fiscal period commencing on the date of the approval of such budget in accordance with the provisions of this Section 9.2 and concluding, and including, the first December 31st thereafter occurring (the Ainitial fiscal period@). The initial interim budget shall be based upon (I) revenues that do not exceed in aggregate the sum of (a) the moneys that have been deposited in the Corporation=s checking account from whatever source (excluding, however, moneys transferred to the Corporation=s checking account from the County Land Reutilization Fund if such moneys are or were taken into consideration inn the following item (b) plus (b) any funds that have been credited to the County Land

Reutilization Fund authorized in Section 321.63 of the Ohio Revised Code plus (c) any other moneys that the Board of Directors reasonably believes will be received no later than the end of initial fiscal period and has approved for inclusion as a revenue in the initial interim budget at a regular or special meeting of the Board; and (ii) expenditures not exceeding the aggregate amount of revenues calculated under the preceding item (I). The President shall present the initial interim budget, upon its preparation in accordance with this Section 9.2, to the County Treasurer for approval. Upon the endorsement of approval by the County Treasurer, the initial interim budget shall be fully effective for purposes of the Corporation=s making expenditures in connection with its operations. The initial interim budget shall be in such form so as to allow the Corporation, either through its initial form or an amended form thereof, to comply with the reporting requirements set forth in Revised Code Section 1724.05. The effectiveness of the initial interim budget is not subject to compliance with any of the budgetary requirements set forth in Section 9.3 hereof. The initial interim budget may be amended from time to time in accordance with the provisions of this Section 9.2, but no amendment shall extend the end of the initial fiscal period.

Section 9.3. Annual Budget. At least thirty (30) days prior to the end of each fiscal year of the Corporation, the President shall present to the Board of Directors the annual budget of the Corporation for the next succeeding fiscal year. The Board of Directors shall, at a regular or special meeting, conduct a public hearing on such budget and shall, at such meeting or at another meeting called for the purpose, adopt the annual budget which shall govern the expenditures of the Corporation during the fiscal year to which such budget applies. On and after the commencement of the fiscal year, the annual budget adopted for such fiscal year may be amended or supplemented by the Board of Directors as circumstances warrant. No binding monetary obligation of the Corporation shall be entered into unless there exists at the time in the application budget line item an unencumbered balance in an amount no less than lesser of (a) the amount of the monetary obligation to be incurred without either the amendment or supplement of such budget and line item by the Board of Directors and (b) the amount of the monetary obligation that will be due and payable in the fiscal year in which the monetary obligation is incurred. Nothing in this Section 9.3 shall be construed as prohibiting the President from approving the transfer of an unencumbered balance from any line item, account or fund to a line item, account of fund with respect to which an insufficient unencumbered balance exists when it is in the best interests of the Corporation to enter into the binding monetary obligation. In the event that due to unforeseen circumstances the annual budget has not been adopted and is not ready for the adoption by the last day of the fiscal year immediately preceding the year for which such budget is to be effective, the Board of Directors may adopt a temporary budget governing fiscal matters for the first three months of the new fiscal year.

Section 9.4. Contracts. The President and any other Officer duly authorized by the President shall have the authority to execute contracts on behalf of the Corporation, subject to any limitations provided in this Section 9.4 and any other limitations adopted by resolution of the Board of Directors. Unless otherwise provided in the resolution of

the Board of approving the execution of the contract, any contract under which the Corporation incurs a liability in excess of (a) $100,000 shall be executed by two Officers of the Corporation and (b) $500,000 shall be executed by the President of the Corporation and any other Officer of the Corporation. In addition, the Board of Directors may authorized by resolution other Officers or agents to enter into and contract or execute and deliver any instrument in the name of and on behalf of the Corporation, with such authority being either general or confined to specific instances. Prior to the execution of any contract on behalf of the Corporation, the Treasurer shall certify that there is an unencumbered balance in the applicable budgetary account at least sufficient to pay in the fiscal year in which such contract is being signed all payments that are required to be made under the contract in such fiscal year.

Section 9.5. Loans and Indebtedness. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Ohio Revised Code and by a resolution of the Board of Directors which such authorization being either general of confined to a specific instance. When a line or lines of credit have been authorized by the Board of Directors, draw-downs upon the signature of the President or other authorized Officers are deemed authorized by the Board of Directors unless expressly prohibited by Board resolution.

Section 9.6. Signatories on Checks, Drafts, and Evidences of Indebtedness. All checks, drafts or other orders for the payment of money issued in the name of the Corporation or to the Corporation shall be signed or endorsed by at least one Officer who shall be authorized signatory on the account against which such check, draft or other order for the payment of money is drawn. All notes, bonds, or other evidences of indebtedness of the Corporation for borrowed money shall be signed by the President and the Treasurer, or other two Officers of the Corporation if so authorized in the resolution of the Board of Directors approving the borrowing of money and the issuance of notes, bonds, or other evidences of indebtedness. The signatures of such persons may be by facsimile where expressly authorized, nut shall not be preprinted on the instrument.

Section 9.7. Signatories on Deeds and Transfers of Real Property Interests. All deeds and other documents transferring an interest in real property of the Corporation shall be executed by the President and a Vice President or two Directors and shall otherwise be in compliance with the provisions of Ohio law applicable to disposition of real property.

Section 9.8. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the President may select after written solicitation to such banks, trust companies and other depositories for designation as a depository of the Corporation by the Treasurer.

Section 9.9. Maintenance of Records; Open Records. The Corporation shall keep accurate and complete books and records of account according to generally acceptance accounting principals relating to any moneys received or expended in connection with its pursuit of its purposes and in such a manner as to facilitate compliance with the requirements of Section 1724.05 of the Ohio Revised Code. Maintenance of such books and records of account shall be the responsibility of the Treasurer. The Corporation shall also keep minutes of the proceedings of its Board of Directors, and any committee created by and having any of the authority of the Board of Directors. Maintenance of such minutes of the proceedings of the Board of Directors, and any committee created and having any authority of the Board of Directors, shall be the responsibility of the Secretary. To the extent provided in Section 149.431 of the Ohio Revised Code and except as otherwise provided therein and in Section 1724.11 of Ohio Revised Code, the books and records of the Corporation shall be public records, open for public inspection in accordance with the provisions of Section 149.43 of the Ohio Revised Code.

Section 9.10. Internal Controls. In addition to the requirements of this Article IX regarding fiscal matters of the Corporation, the Treasurer may provide by written policy circulated to all Directors, Officers, employees and agents of the Corporation further internal control and safeguards over the assets of the Corporation to ensure their safety and application in accordance with all applicable laws, regulations, the Articles of Incorporation and this Code of Regulations.

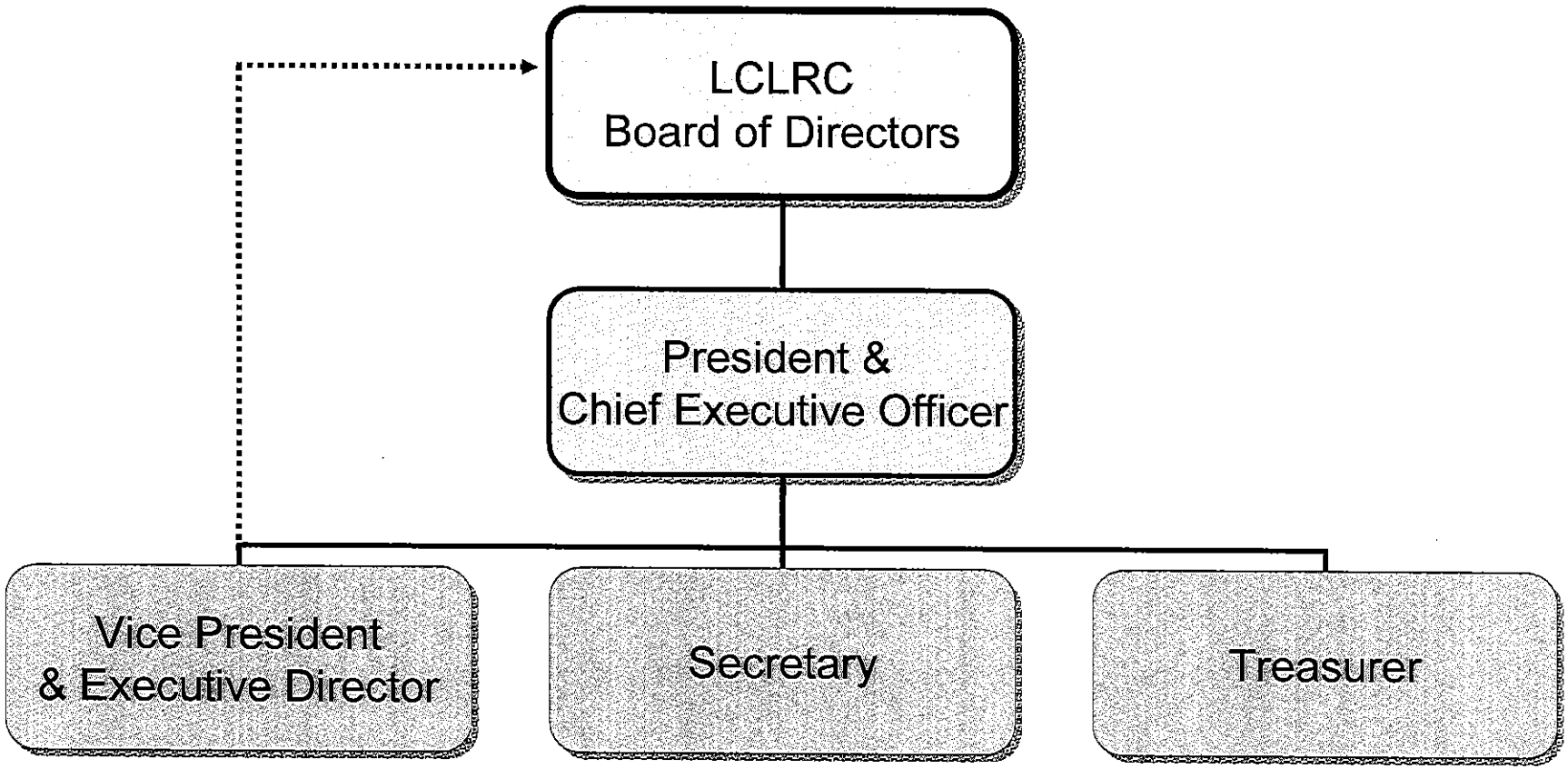
ARTICLE X

AMENDMENTS TO ARTICLES OF INCORPORATION AND CODE OF REGULATIONS

Except as otherwise provided by the Articles of Incorporation of this Code of Regulations and applicable Ohio law, the Articles of Incorporation of the Corporation an this Code of Regulation may be amended, altered, or repealed at any duly scheduled meeting of the Board of Directors called for that purpose by the affirmative vote of (I) a majority of the Directors of the Board an (ii) a majority of the *ex officio* Directors (or their representatives as prescribed in Section 3.1.1 hereof), provided that the notice of said meeting stated that consideration of the amendment of Articles of Incorporation of the Code of Regulations or both, as the case may be, is the purpose of a purpose of the meeting. Directors of the Board must be notified in written or electronic format of any proposed amendment, alteration, or repeal at least ten (10) days prior to the action on the amendment, alteration, or repeal. Notwithstanding anything to the contrary in this Code of Regulations or the Articles of Incorporation, the Articles of Incorporation and this Code of Regulations may not be amended if such amendment would be inconsistent with the status of an organization performing essential governmental function and claiming exemption from federal income taxation pursuant to Section 115(1) of the Code.

Adopted 5-0 by Board of Directors, 10/5/2010
Karen Poore, Secretary of the Board

Lucas County Land Reutilization Corporation Organizational Chart



Last updated 10-5-2010

Date: October 5, 2010 **Resolution No. 10-003**

Title: Electing a Chair and Vice Chair of the Board of Directors

Summary/Background: The Code of Regulations provides for the election of a Chair and Vice Chair of the CLRC's Board of Directors.

Authority: Code of Regs. § 3.3

Director Wozniak offered the following resolution:

WHEREAS, in consideration of the above, NOW, THEREFORE BE IT RESOLVED by the Board of Directors, Lucas County Land Reutilization Corporation, that:

Section 1. Wade Kapszukiewicz, Lucas County Treasurer, is elected Chair of the Board of Directors for a term commencing immediately and expiring at the next annual meeting of the corporation.

Section 2. Pete Gerken, Lucas County Commissioner, is elected Vice Chair of the Board of Directors for a term commencing immediately and expiring at the next annual meeting of the corporation.

Section 3. This Board finds and determines that all formal actions of this Board concerning and relating to the adoption of this resolution were taken in an open meeting of this Board and that all deliberations of this Board that resulted in those formal actions were in a meeting open to the public in compliance with the law.

Section 4. This resolution shall be in full force and effect from and immediately upon its adoption.

Action Taken:

Director Kapszukiewicz voted yes
Director Wozniak voted yes
Director Gerken voted yes
Director Badik voted yes
Director DeWitt voted yes

Karen Poore

Karen Poore, Secretary of the Board

Date: October 5, 2010 **Resolution No. 2010-004**

Title: Adopting a Public Records Policy

Summary/Background: It is the policy of the LCLRC that transparency in conducting public business leads to a better-informed citizenry, which leads to better government and better public policy. It is the policy of the LCLRC to strictly adhere to its obligations under the Public Records Law.

Authority: Ohio Revised Code §§ 149, et seq.

Director Gerken offered the following resolution:

WHEREAS, in consideration of the above, NOW, THEREFORE BE IT RESOLVED by the Board of Directors, Lucas County Land Reutilization Corporation, that:

Section 1. The Public Records Policy, herein attached, is approved.

Section 2. This Board finds and determines that all formal actions of this Board concerning and relating to the adoption of this resolution were taken in an open meeting of this Board and that all deliberations of this Board that resulted in those formal actions were in a meeting open to the public in compliance with the law.

Section 3. This resolution shall be in full force and effect from and immediately upon its adoption.

Action Taken:

Director Kapszukiewicz voted yes
Director Wozniak voted yes
Director Gerken voted yes
Director Badik voted yes
Director DeWitt voted yes

Karen Poore

Karen Poore, Secretary of the Board

Lucas County Land Reutilization Corporation
Public Records Policy

The Lucas County Land Reutilization Corporation (the "LCLRC") acknowledges that it is subject to the provisions of Chapter 149 of the Ohio Revised Code (the "Revised Code" and Chapter 149 thereof, the "Public Records Law"). It is the policy of the LCLRC that transparency in conducting public business leads to a better-informed citizenry, which leads to better government and better public policy. It is the policy of the LCLRC to strictly adhere to its obligations under the Public Records Law. It is also the policy of the LCLRC that exemptions from disclosure established by federal or State of Ohio (the "State") law must be applied when and where applicable, particularly where the laws are intended to protect the rights of third parties.

Section 1. Public Records Defined. The LCLRC, in accordance with Sections 149.011(G) and 149.43 of the Ohio Revised Code, defines a "public record" for the purposes of this Policy as: any item that is kept by the LCLRC that: (1) is stored on a fixed medium; (2) created, received, or sent under the jurisdiction of a public office; and (3) documents the organization, functions, policies, decisions, procedures, operations, or other activities of the LCLRC. Public records under this Policy do not include any of the records described in: (i) items (a) through and including (z) of subdivision (A)(1) of Section 149.43 of the Revised Code and (ii) items (1) and (2) of division (A) of Section 1724.11 of the Revised Code.

Section 1.1. Policy regarding Availability of Public Records. It is the policy of the LCLRC that, as required by Ohio law, public records will be organized and maintained so that they are available for inspection and copying in accordance with the Public Records Law. The LCLRC shall designate a public records manager to whom requests for public records of the LCLRC should be directed. The contact information of the LCLRC's public records manager shall be included on the publicly available website of the LCLRC.

Section 1.2. Policy regarding Record Retention Schedules. The LCLRC shall cause to be prepared in accordance with the rules and regulations of the Lucas County Records Commission record retention schedules and shall make such schedules available to the public in accordance with the policy set forth in Section 1.1 hereof.

Section 2. Public Record Requests. Each request for public records should be evaluated for a response using the following guidelines:

Section 2.1. Sufficiency of a Public Record Request; Clarification. Although no specific language is required to make a public record request, the requestor must at least identify the public records requested with sufficient clarity to allow the public office to identify, retrieve, and review the public records. If it is not clear what public records are being sought, the records custodian must contact the requestor for clarification, and should assist the requestor in revising the request by informing the requestor of the manner in which the office keeps its public records.

Section 2.2. Form of Public Record Request. The requestor of the public record does not have to make his/her public record request in writing and does not have to provide his or her identity or the intended use of the requested public record. It is the general policy of the LCLRC that the foregoing

information may be requested only if: (a)(i) the written request or the disclosure of identity of the requestor or (ii) the intended use of the record would benefit the requestor by enhancing the ability of the LCLRC to identify, locate or deliver the requested public record and (b) the requestor is informed that the written request or disclosure of identity of the requestor or intended use of the record is not mandatory.

Section 2.3 Availability of Public Records. Public records are to be available for inspection during regular business hours. Public records must be made available for inspection promptly. Copies of public records must be made available within a reasonable period of time. "Prompt" and "reasonable" take into account the volume of records requested; the proximity of the location where the records are stored; and the necessity for any legal review of the records requested.

Section 2.4. Routine and Non-routine Public Record Requests. Each public records request should be evaluated for an estimated length of time required to gather the public records. Routine requests for public records should be satisfied immediately, if feasible to do so. Routine requests include meeting minutes, budgets, salary information, forms and applications, and such other public record requests that the LCLRC determine are "routine." If any of these records contain information exempt from disclosure under subdivision (A)(1) of Section 149.43 of the Revised Code or subdivisions (A)(1) or (A)(2) of Section 1724.11 of the Revised Code, such as social security numbers or other confidential information, a request for such information cannot be handled as a "routine request." If fewer than 20 pages of copies are requested or if the public records are readily available in an electronic format that can be e-mailed or downloaded easily, these public records should be made available as quickly as practicable, taking into account the time required for legal review or redaction of the public records requested, when applicable. The LCLRC will strive to acknowledge all requests for public records and provide an estimate of the number of business days it will take to satisfy the request within three business days following the records custodian's receipt of the request.

Section 2.5. Explanation of Basis for Denial of a Public Record Request. Any denial of a public record request must include an explanation, including legal authority, of the basis for the denial. If portions of a record are public and portions are exempt from being requested, the exempt portions are to be redacted and the rest of the public record released. If there are redactions, each redaction must be accompanied by a supporting explanation, including legal authority, for the redaction. If the initial request was in writing, the explanation shall also be provided in writing.

Section 3. Costs for Public Records. Those seeking a copy of a public record will be charged only the actual out-of-pocket cost of making each of the copies.

Section 3.1. Out-of-Pocket Cost of Paper Copies. The charge per page for a paper copy is five cents ($0.05) per page.

Section 3.2. Out-of-Pocket Cost of CD-ROM Copy. The charge for downloading and burning computer files to a CD-ROM disc is $1.00 per CD-ROM disc.

Section 3.3. No Cost for Documents Directly Deliverable by E-Mail. There is no charge for delivery of a copy of a document by e-mail if the document is held in the form of a downloadable computer

file needing no additional formatting.

Section 3.4. Delivery of Paper Copies by U.S. Mail or Private Delivery Service.
Requestors may ask that paper copies of public record documents be sent to them via U.S. Mail or private delivery service. Such persons will be charged, in addition to any cost for the paper copies, the actual cost of the U.S. postage or, if specifically requested, the actual cost of a private delivery service, plus the actual cost of any mailing supplies used in connection with the delivery.

Section 3.5. Payment for Delivery in Advance. The LCLRC may require the requestor of a copy of Public Records to pay in advance the actual cost involved in delivery of the copies, including postage, if any.

Section 4. E-mail.
Documents held by LCLRC in electronic mail format are public records when their content relates to the business of the LCLRC. E-mail documents are to be treated in the same fashion as records in other formats and should follow the same record retention schedules.

Section 4.1. Use of Private E-Mail Accounts. Directors, officers or employees of the LCLRC who use private e-mail accounts to conduct public business create records that may be subject to disclosure in accordance with the Public Records Law. All directors, officers and employees or representatives of the LCLRC shall be instructed to comply with the records retention policy of the LCLRC with regard to all e-mails in private accounts that document the organization, functions, policies, decisions, procedures, operations, or other activities of the LCLRC, and to make them available to the records' custodian of the LCLRC in a timely manner, if so requested.

Section 4.2. Treatment of E-Mails from and in Private Accounts. The records' custodian shall be instructed to treat the e-mails from private accounts that document the organization, functions, policies, decisions, procedures, operations, or other activities of the LCLRC as public records of the LCLRC, filing them in the appropriate way, retaining them in accordance with established records' retention schedules and making them available for inspection and copying in accordance with the Public Records Law.

Section 5. Failure to Respond to a Public Records Request. The LCLRC recognizes that the consequences of failing to properly respond to a public records request in accordance with State law may result in a court ordering the LCLRC to comply with the law and to pay the requestor attorney's fees and statutory damages.

Adopted October 5, 2010 (Resolution #2010-004)
Karen Poore, Secretary

Date: October 5, 2010 **Resolution No. 2010-005**

Title: Appointing a President and Other Officers of the Corporation

Summary/Background: The Code of Regulations designates the President as the Chief Executive Officer of the LCLRC, with the responsibility of day-to-day management of the Corporation and the power to hire employees necessary to carryout its purposes. The Code also designates a Vice President, Secretary, and Treasurer of the Corporation to carryout such functions as are traditional for their offices.

Authority: Code of Regs. §§ 6.1, et seq.

Director Badik offered the following resolution:

WHEREAS, in consideration of the above, NOW, THEREFORE BE IT RESOLVED by the Board of Directors, Lucas County Land Reutilization Corporation, that:

Section 1. Michael J. Beazley is hereby appointed as President of the Corporation.

Section 2. David Mann is hereby appointed as Vice President of the Corporation.

Section 3. Karen Poore is hereby appointed as Secretary of the Corporation.

Section 4. Lila Shousher is hereby appointed as Treasurer of the Corporation.

Section 5. This Board finds and determines that all formal actions of this Board concerning and relating to the adoption of this resolution were taken in an open meeting of this Board and that all deliberations of this Board that resulted in those formal actions were in a meeting open to the public in compliance with the law.

Section 6. This resolution shall be in full force and effect from and immediately upon its adoption.

Action Taken:
Director Kapszukiewicz voted yes
Director Wozniak voted yes
Director Gerken voted yes
Director Badik voted yes
Director DeWitt voted yes

Karen Poore

Karen Poore, Secretary of the Board

Date: October 5, 2010 **Resolution No. 2010-006**

Title: Approving the Form of the Agreement & Plan with the Board of Lucas County Commissioners, and Authorizing the Execution and Delivery to the Board of County Commissioners for their Approval and Execution

Summary/Background: On August 31, 2010, the Board of Lucas County Commissioners directed the LCLRC to prepare an agreement and plan in furtherance of the LCLRC's objectives as the agency for reclamation, rehabilitation, and reutilization of vacant, abandoned, tax foreclosed and other real property in Lucas County.

Director Gerken offered the following resolution:

WHEREAS, in consideration of the above, NOW, THEREFORE BE IT RESOLVED by the Board of Directors, Lucas County Land Reutilization Corporation, that:

Section 1. The Agreement & Plan, herein attached, is approved.

Section 2. The President, or his designee, is hereby authorized to execute and deliver this plan to the Board of Lucas County Commissioners for their approval and execution.

Section 3. This Board finds and determines that all formal actions of this Board concerning and relating to the adoption of this resolution were taken in an open meeting of this Board and that all deliberations of this Board that resulted in those formal actions were in a meeting open to the public in compliance with the law.

Section 4. This resolution shall be in full force and effect from and immediately upon its adoption.

Action Taken:

Director Kapszukiewicz voted yes
Director Wozniak voted yes
Director Gerken voted yes
Director Badik voted yes
Director DeWitt voted yes

Karen Poore

Karen Poore, Secretary of the Board

Date: October 5, 2010 **Resolution No. 2010-007**

Title: Authorizing the President to Prepare an Interim Budget for the Remainder of the Year

Summary/Background: Consistent with the Code of Regulations, the President and his designees are directed to prepare an interim budget for the LCLRC for the remainder of 2010.

Authority: Code of Regs. § 9.2

Director Badik offered the following resolution:

WHEREAS, in consideration of the above, NOW, THEREFORE BE IT RESOLVED by the Board of Directors, Lucas County Land Reutilization Corporation, that:

Section 1. The President is hereby directed to prepare an interim budget for the remainder of 2010, with the advice and assistance of the Treasurer, and return the budget to the Board within 30 days for approval.

Section 2. This Board finds and determines that all formal actions of this Board concerning and relating to the adoption of this resolution were taken in an open meeting of this Board and that all deliberations of this Board that resulted in those formal actions were in a meeting open to the public in compliance with the law.

Section 3. This resolution shall be in full force and effect from and immediately upon its adoption.

Action Taken:

Director Kapszukiewicz voted yes
Director Wozniak voted yes
Director Gerken voted yes
Director Badik voted yes
Director DeWitt voted yes

Karen Poore

Karen Poore, Secretary of the Board

Date: October 5, 2010 **Resolution No. 2010-008**

Title: Authorizing the President to solicit proposals for property and liability insurance for the LCLRC and its Directors, officers and employees and to enter into a contract or contracts for the same

Authority: Code of Regs. §§ 7.1, et seq.

Director Gerken offered the following resolution:

WHEREAS, in consideration of the above, NOW, THEREFORE BE IT RESOLVED by the Board of Directors, Lucas County Land Reutilization Corporation, that:

Section 1. The President, or his designees, are authorized to solicit proposals for property and liability insurance for the LCLRC and its Directors, officers, and employees.

Section 2. The President is hereby authorized to enter in a contract or contracts for such property and liability insurance as authorized.

Section 3. This Board finds and determines that all formal actions of this Board concerning and relating to the adoption of this resolution were taken in an open meeting of this Board and that all deliberations of this Board that resulted in those formal actions were in a meeting open to the public in compliance with the law.

Section 4. This resolution shall be in full force and effect from and immediately upon its adoption.

Action Taken:

Director Kapszukiewicz voted yes
Director Wozniak voted yes
Director Gerken voted yes
Director Badik voted yes
Director DeWitt voted yes

Karen Poore

Karen Poore, Secretary of the Board

Date: October 5, 2010 **Resolution No. 2010-009**

Title: Authorizing the LCLRC to Make an Application to the U.S. Environmental Protection Agency for Community-Wide Assessment Grant Funding

Summary/Background: The U.S. EPA is making available up to $400,000 to qualifying organizations, including county land reutilization corporations, for competitive brownfield assessment grants. Assessment grants provide funding for a grant recipient to inventory, characterize, assess, and conduct planning and community involvement related to brownfield sites.

Director Badick offered the following resolution:

WHEREAS, in consideration of the above, NOW, THEREFORE BE IT RESOLVED by the Board of Directors, Lucas County Land Reutilization Corporation, that:

Section 1. The President, or his designee, is hereby authorized to make application to the U.S. Environmental Protection Agency for community-wide assessment grant funding on behalf of the LCLRC, and execute all documents necessary to carryout such application.

Section 2. This Board finds and determines that all formal actions of this Board concerning and relating to the adoption of this resolution were taken in an open meeting of this Board and that all deliberations of this Board that resulted in those formal actions were in a meeting open to the public in compliance with the law.

Section 3. This resolution shall be in full force and effect from and immediately upon its adoption.

Action Taken:

Director Kapszukiewicz voted yes
Director Wozniak voted yes
Director Gerken voted yes
Director Badik voted yes
Director DeWitt voted yes

Karen Poore

Karen Poore, Secretary of the Board

Date: October 5, 2010 **Resolution No. 2010-010**

Title: Appointing four Additional Directors of the Corporation

Summary/Background: Ohio law permits a county land reutilization corporation to have 5, 7, or 9 members compose its Board of Directors. In the interest of broad community representation for this important organization, the LCLRC elects to appoint four additional Directors to its Board, enlarging the membership to the maximum 9 members.

The additional directors include:

= Cindy Geronimo, Director of Real Estate, Lucas County Auditor's office
= A. Bailey Stanbery, President, Stanbery Homes, Inc., with significant private sector experience in real estate acquisition and rehabilitation
= Linda Furney, Greater Toledo Housing Coalition, former State Senator
= Ricci Gardner, Chief Operating Officer, Lucas County Improvement Corporation

Authority: Ohio Revised Code §1724.03(B); Code of Regs. § 3.1.2-.1.4

Director Badick offered the following resolution:

WHEREAS, in consideration of the above, NOW, THEREFORE BE IT RESOLVED by the Board of Directors, Lucas County Land Reutilization Corporation, that:

Section 1. Cindy Geronimo, A. Bailey Stanbery, Linda Furney, and Ricci Gardner are hereby appointed as additional Directors for a two-year term from the date of this resolution, or upon resignation or removal, whichever comes first.

Section 2. This Board finds and determines that all formal actions of this Board concerning and relating to the adoption of this resolution were taken in an open meeting of this Board and that all deliberations of this Board that resulted in those formal actions were in a meeting open to the public in compliance with the law.

Section 3. This resolution shall be in full force and effect from and immediately upon its adoption.

Action Taken:

Director Kapszukiewicz voted yes
Director Wozniak voted yes
Director Gerken voted yes
Director Badik voted yes
Director DeWitt voted yes

Karen Poore

Karen Poore, Secretary of the Board

LUCAS COUNTY
LandBank

Executive Director
Offer of Employment

Starting Date:	November 15, 2010
Salary:	$68,000/annually, paid in 26 periods
Status:	FLSA Exempt
Work Day:	Monday through Friday, 8:30 a.m. – 4:30 p.m., with additional work hours as required.
Health:	The LCLRC agrees to pay the full cost of any COBRA benefit available to you from a prior employer for the full period it is offered or until such time that the LCLRC has a comparable health care substitute to offer. Should the LCLRC provide a Lucas County Health Care benefit, it will be offered at the same terms and cost-sharing arrangement as employees are offered in the Lucas County Treasurer's Office.
Vacation PTO:	120 hours annually, with 40 hours available immediately, accruing at an equal rate per pay period
Sick PTO:	120 hours annually, with 40 hours available immediately, accruing at an equal rate per pay period
Retirement:	The LCLRC currently offers no retirement plan as part of its offer of employment. Should the LCLRC elect to enact its own retirement plan program, you will have equal access to any plan benefit. Should the State of Ohio include Chapter 1724 employees within its definition of public employees, the LCLRC shall cover the full employer share of OPERS.
Holidays:	The LCLRC will provide a full day of pay for each holiday honored by the Lucas County Treasurer's office.

General Summary

Under the direction of the President and Board of the Land Bank, the Executive Director is responsible for overall management and operations of the Lucas County Land Bank, including its financial and property assets, while ensuring compliance with Board directives and applicable federal, state and local requirements.

Essential Duties

- Directs the Land Bank's ongoing programs, including the acquisition, disposition, demolition and maintenance of real property.
- Coordinates with the President, the Board, the officers, and staff to make thoughtful but expeditious decisions regarding strategic property acquisition, property maintenance matters, the demolition or remediation of a property, and other routine issues.
- Responsible for development agreement management including negotiating terms that reflect the needs of the Land Bank, coordinating with legal advisors to finalize agreement terms, monitoring progress of agreements, and maintaining agreement documentation to ensure fulfillment of agreement terms including receipt and expenditure of funds.
- Provides regular advice to the President and the Board regarding strategic investment of resources to maximize the Land Bank's impact in the community, and coordinates the collection and maintenance of the Land Bank's data management programs.
- Assists in the development of current and long-term organizational goals and objectives as well as policies and procedures for the Land Bank. Establishes plans to achieve goals set by the Board and implement policies, subject to approval by the Board.
- Coordinates with the Secretary of the Board regarding human resources management for employees and contracted consultants.
- Analyzes and evaluates vendor services, particularly for insurance, employee benefits and management of Land Bank funds, to determine programs and providers that best meet the needs of the Land Bank, and makes recommendations to the Board as appropriate.
- Oversees work done by private contractors and manages related project development and administrative tasks.
- Ensures compliance with federal, Ohio, and local policy on matters that directly affect the Land Bank's ongoing mission and programs.
- Represents the Land Bank throughout the community, including at neighborhood meetings, with CDC and non-profit entities, local and state government officials, and Land Bank property end-users.
- All additional duties as required.

Desired Qualities and Skills

- Significant knowledge of real estate, including acquisition, financial appraisal, market analysis, public and private financing, planning and zoning regulations, environmental review requirements, local/state/federal housing preservation programs and regulations.
- Knowledge of the history of Lucas County's communities, including neighborhoods within the City of Toledo, and its current real estate market. Ongoing experience working with people from all socio-economic classes and backgrounds.
- Direct experience with public sector entities, including the Lucas County administrative offices, the City of Toledo, and all political subdivisions within Lucas County.
- Exemplary interpersonal skills.
- Persistent and excellent follow-through.
- Willing and able to make public presentations to diverse audiences with and without a prior opportunity to prepare.

- Strong oral and written communication abilities, including an ability to make complicated written documents as accessible as possible for all readers.
- Resourceful problem solver with attention to details.
- Ability to meet deadlines, use time efficiently, prioritize work obligations, and work independently and effectively as a team member.
- Ability to handle difficult situations and conflicts with a positive attitude and professionalism.
- Ability to maintain a professional, positive image within the community and with clients, community residents, vendors, elected officials, and other staff members.
- Proficient skill with office software, including Microsoft Office and Excel, internet-based property management applications. Strongly prefer experience with web design, Microsoft Access, and Google Tools.
- Commitment to the mission of the Lucas County Land Bank.

Education

Minimum Qualifications:	A Bachelor's degree in humanities, urban planning, community development, business administration, or other related field, and at least five years professional work experience in a non-profit, public sector or community development setting, with an orientation toward public policy.
Strongly Preferred:	A graduate degree or ongoing graduate coursework toward a degree in related Land Bank fields (MBA, MPA, J.D.), and at least five years experience in public policy roles and/or community development.

Unusual Working Conditions

- Often working around and within distressed properties.
- Extended working hours.
- Overnight travel.

I acknowledge that I meet the minimum qualifications for the position and accept the terms of employment as outlined above.

David Mann

11/11/10
Date

The Lucas County Land Bank is an equal opportunity employer.