



Lucas County Land Reutilization Corporation

Board of Directors Meeting

Friday, August 19, 2011 at 1:00 p.m.

EMS Training Center, 2127 Jefferson Ave, Toledo, OH 43604

1. Call to order by the Chairman Kapszukiewicz
2. Additions/Deletions to Agenda
3. Approval of the June 20, 2011 Meeting Minutes
4. Reports
  - a. Personnel Committee Report
    - i. Candidate Interview and Recommendations
    - ii. **Resolution 2011-022: Authorizing the Hire of the Position of Program Manager**
  - b. Treasurer's Report
    - i. Report on 2<sup>nd</sup> Half Collections
    - ii. **Resolution 2011-023: Amending the 2011 Budget**
  - c. Property Activity Report (Executive Director)
    - i. Case Status
    - ii. Dispositions
      1. Commercial Property
    - iii. Demolition
      1. City of Toledo Workflow
      2. Private RFP
      3. Deconstruction Opportunities
    - iv. Technology Investments Update
5. Old Business
  - a. **Resolution 2011-024: Amending the Code of Regulations regarding quorum**
6. New Business
  - a. President's Report
7. Adjournment



**Date:** August 19, 2011

**Resolution No. 2011-022**

**Title:** Authorizing the Hire of the Position of Program Manager

**Summary/Background:** At its June 20, 2011, the Board authorized the Personnel Committee to conduct a search for a Program Manager. The Program Manager, at a minimum, was required to be a licensed attorney in Ohio with at least one year of experience in real property law. The Personnel Committee also sought an individual with a demonstrated dedication to community development work.

After publishing an advertisement on our website, in all local papers, and through the Toledo Bar Association for three weeks, 17 applications were received. Out of the 17, 11 met the minimum qualifications. After reviewing all resumes, the Personnel Committee identified three candidates to interview. Those interviews were conducted in person by the Committee on August 3, 2011.

The Personnel Committee unanimously agreed that Joshua Murnen, Esq. was the most qualified candidate for the position and would serve the organization very well as we continue to grow and mature.

**Authority:** Resolution 2011-016

**Director Kapszukiewicz 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 authorized to secure the employment of Joshua Murnen, Esq. as Program Manager, subject to the terms of the offer outlined in the attachment to this resolution.

Section 2. The position of Program Manager shall directly report to the Executive Director and shall be subject to an annual review conducted by the Personnel Committee, the President, and Executive Director.

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  
Director Geronimo was absent  
Director Stanbery voted yes  
Director Furney voted yes  
Director Gardner voted yes via proxy

A handwritten signature in cursive script that reads "Karen Poore". The signature is written in black ink and is positioned above a horizontal line.

Karen Poore  
Karen Poore, Secretary of the Board



**Program Manager  
Offer of Employment**

Starting Date: September 5, 2011, or a later date by mutual agreement

Salary: \$53,000/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 by the Executive Director.

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.

Fringe: The LCLRC shall reimburse the employee, upon invoice, for the cost of licensure with the Supreme Court of Ohio. The LCLRC shall reimburse the employee for the cost of employment-related CLE training opportunities necessary for the maintenance of attorney licensure, upon invoice and at the sole discretion of the Executive Director. The LCLRC shall maintain adequate legal malpractice insurance for the employee at the sole cost of the employer. The LCLRC will reimburse, upon invoice, the cost of parking at or near our business office at a rate not to exceed \$55/month.

Vacation PTO: 80 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 Executive Director of the Land Bank, the Program Manager will assist in the coordination of the Land Bank's property acquisition and disposition programs, with emphasis toward community reinvestment and strategic planning. The Program Manager will also provide ongoing legal assistance to the entity as a licensed attorney in the State of Ohio with direct experience in real estate and public sector practice.

## **Essential Duties**

- Assists in the Land Bank's ongoing programs, including the acquisition, disposition, demolition and maintenance of real property that is vacant, abandoned or otherwise distressed within Lucas County.
- Works closely with the Executive Director to make thoughtful but expeditious decisions regarding strategic property acquisition, property maintenance matters, the demolition or remediation of a property, and other day-to-day matters.
- Negotiates disposition terms that reflect the policies and priorities of the Land Bank and provides routine legal advice and drafting to finalize those terms.
- Advises regarding compliance with federal, Ohio, and local policy on matters that directly affect the Land Bank's ongoing mission and programs.
- Monitors work done by private contractors and performs related project development and administrative tasks.
- Participates in strategic planning regarding the Land Bank's ongoing operations.
- Additional duties as assigned.

## **Desired Qualities and Skills**

- Demonstrated commitment to the mission of the Lucas County Land Bank.
- General 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.
- Exemplary interpersonal skills.
- Persistent and excellent follow-through.
- 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 occasional 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.

### **Education**

Minimum Qualifications: A licensed, practicing attorney in the State of Ohio with a J.D. from an accredited U.S. law school, and at least one year of experience in real estate and public policy law and other related fields. Must have a valid driver's license.

### **Unusual Working Conditions**

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

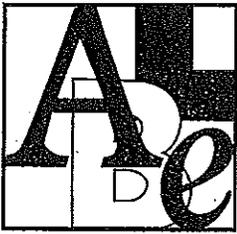
**I acknowledge that I meet the minimum qualifications for the position and accept the terms of employment as outlined above.**

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Joshua J. Murnen, Esq.

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Date



Advocates for Basic  
Legal Equality, Inc.

Center for  
Equal Justice

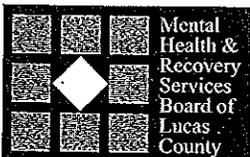
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ABLE is funded  
in part by:



June 23, 2011

David Mann, Executive Director  
Lucas County Land Reutilization Corporation  
One Government Center, Suite 500  
Toledo, OH 43604

Re: Program Manager Position

Dear Mr. Mann:

I am writing to express my strong interest in the Program Manager position with the Lucas County Land Bank. As an attorney and Equal Justice Works Fellow with Advocates for Basic Legal Equality, Inc. (ABLE) I have been working closely with the Land Bank on property acquisition and disposition, and on the development and implementation of the Land Bank's policies and procedures. For the reasons set forth below, I believe that I am an outstanding candidate for the Program Manager position.

I have dedicated my professional career to advocacy on behalf of low and moderate income residents of Lucas County. During the course of my practice I have gained a high level of expertise in the areas of property law, contract law, municipal and zoning law, foreclosure law and federal and state regulatory law, as well as federal, state and local legislative and administrative advocacy. I am intimately familiar with Lucas County's older urban neighborhoods and real estate markets, and I understand that a community centered approach combined with targeted investment can revitalize distressed and tipping point neighborhoods. In addition, I routinely work closely and effectively with clients and community partners from diverse backgrounds, allowing me to easily collaborate with different parties to move projects forward.

My primary personal and professional goal is to help restore distressed neighborhoods through the creation of safe, sanitary affordable housing and new community economic opportunities. Accordingly, I have been an early and consistent advocate for the implementation of a tax foreclosure based land bank system in Lucas County. I have also worked hard to develop an innovative and growing community economic development practice at ABLE. As Program Manager, I will work tirelessly to further the transition of the Land Bank from a new entity with tremendous potential to an efficient, high-functioning catalyst for redevelopment and investment.

The Program Manager position would provide me with the extraordinary opportunity to play an important role in improving the lives of Lucas County residents. In turn, the Land Bank would gain a dedicated and intelligent Program Manager with exceptional skills and qualifications for the position. I would like to thank you for considering me for the Program Manager position, and I look forward to speaking with you soon.

Sincerely,

Joshua Murnen  
Attorney at Law  
Advocates for Basic Legal Equality, Inc.

### **BAR ADMISSIONS**

Admitted to practice law in Ohio and Michigan.

### **EDUCATION**

**University of Pittsburgh School of Law**, Pittsburgh, Pennsylvania

Juris Doctor, May 2007

Honors: Dean's Scholarship ▪ Center for International Legal Education Study Abroad Fellowship

**University of Nottingham**, Nottingham, United Kingdom

LLM, Human Rights Law, December 2006

Law Journal: Editor, 2006 *Human Rights Law Commentary*

**University of Toledo**, Toledo, Ohio

Bachelor of Arts in Law and Social Thought/Minor in History, *magna cum laude*, May 2004

Honors: Departmental Honors ▪ Golden Key National Honors Society ▪ Tolliston Scholarship

Activities: President and Co-Founder, Student Organization for Law and Social Thought

### **WORK EXPERIENCE**

**Attorney/ Equal Justice Works Fellow, Special Litigation and Support Unit, Advocates for Basic Legal Equality, Toledo, Ohio. 09/2009-Present.**

- Collaborate with public officials and community stakeholders to assist in the development and implementation of the Lucas County Land Bank; assist in development and implementation of the Land Bank's policies and procedures; work closely with public officials to draft and enter into contractual agreements for provision of Land Bank services; conduct community outreach promoting stakeholder collaboration with the Land Bank.
- Facilitate real property transactions on behalf of the Lucas County Land Bank through working closely with property owners, prospective end-users and community stakeholders; draft transactional instruments, purchase agreements and other instruments to facilitate the Land Bank's acquisition and disposition of real property.
- Undertake legislative and policy advocacy at local, state and federal level on issues relating to affordable housing development, land reutilization, community economic development and public utilities.
- Represent clients through affirmative and defensive litigation, motion practice and mediation at the trial court, appellate court and administrative level in matters relating to residential property conditions, mortgage foreclosure, immigration and naturalization, access to public utilities and other substantive areas.
- Review and refer applicant intakes; coordinate new intakes across attorney practice groups; supervise law clerks.

**Adjunct Professor of Political Science, University of Toledo, Toledo, Ohio. 08/2008-05/2009.**

- Taught constitutional law courses for upper level undergraduates; prepared and presented lectures and course materials; facilitated class discussions; drafted and graded exams; advised students.

**Attorney/AmeriCorps Legal Fellow, Special Litigation and Support Unit, Advocates for Basic Legal Equality, Toledo, Ohio. 08/2007-09/2009.**

- Represented and advocated for low income clients through undertaking impact litigation on issues relating to mortgage foreclosure, land contracts, landlord-tenant law, property conditions and general property law.
- Represented low income clients on immigration issues, including asylum and naturalization.
- Drafted outreach materials; undertook outreach and legal education to clients and community service providers.
- Supervised law clerks and volunteer interns; supervised and coordinated substantive workgroup committees.

### **COMMUNITY INVOLVEMENT**

**Greater Toledo Housing Coalition, 10/2007-Present**

- Collaborate with other housing advocates to promote affordable housing issues at state and local level.

**Lucas County Citizen Review Committee, 10/2010-5/2011**

- Collaborate with members to develop recommendations for county government in Lucas County, Ohio.

**Toledo-Lucas County Homelessness Board, Sustainable Affordable Housing Committee 06/2008-10/2010**

- Advocated for development of affordable housing to meet needs of hardest to house populations.

**David Mann - RE: Meeting Reminder & Board Packet**

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**From:** R Gardner <[rgardner@lcicoh.com](mailto:rgardner@lcicoh.com)>  
**To:** David Mann <[DMann@co.lucas.oh.us](mailto:DMann@co.lucas.oh.us)>  
**Date:** 8/15/2011 3:28 PM  
**Subject:** RE: Meeting Reminder & Board Packet

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Dave I will be out of town this date, would you please give my proxy for Josh to Treasurer. My vote is for Josh.

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**From:** David Mann [<mailto:DMann@co.lucas.oh.us>]  
**Sent:** Monday, August 15, 2011 12:21 PM  
**To:** Cindy Geronimo; David Mann; Karen Poore; Lila Shousher; Pete Gerken; Tina Skeldon Wozniak; Wade Kapszukiewicz; [lindafurney419@gmail.com](mailto:lindafurney419@gmail.com); Mike Beazley; [rgardner@lcicoh.com](mailto:rgardner@lcicoh.com); [abstanbery@stanberyhomesinc.com](mailto:abstanbery@stanberyhomesinc.com); [tdewitt@sylvaniatownship.com](mailto:tdewitt@sylvaniatownship.com); Mike Badik  
**Subject:** Meeting Reminder & Board Packet  
**Importance:** High

Board Members,

This is your reminder of our Board meeting this Friday at 1:00 p.m. at the EMS Training Center. **Please RSVP only if you cannot attend.**

I've attached your Board packet and the minutes from the June 20, 2011 meeting for your review. If you would like a printed copy of the Board packet, please let me or Karen Poore know as soon as possible.

If you have any additions or questions before Friday, please let me know.

Thanks!

**David Mann**  
Executive Director

Lucas County Land Reutilization Corporation  
One Government Center, Ste. 500  
Toledo, Ohio 43604

direct: (419) 213-4193  
fax: (419) 213-4499  
[dmann@co.lucas.oh.us](mailto:dmann@co.lucas.oh.us)  
[www.LucasCountyLandBank.org](http://www.LucasCountyLandBank.org)

**Lucas County Land Reutilization Corporation**  
**Budget vs. Actuals: Budget (Approved Reso. 11-008) - FY11 P&L**

January - December 2011

	Total			
	Actual	Budget	\$ Remaining	% Remaining
<b>Income</b>				
Acquisition Reimbursement Income	1,023	24,775	23,752	96%
Discounts given	0	0	0	
Grant Income	0	0	0	
Markup	0	0	0	
Operating Income from Statutory DTAC	1,047,116	1,600,000	552,884	35%
Property Sales Income	7,264	24,500	17,236	70%
<b>Total Income</b>	<b>\$1,055,403</b>	<b>\$1,649,275</b>	<b>\$593,872</b>	<b>36%</b>
<b>Expenses</b>				
Acquisition Costs	1,881	83,275	81,395	98%
Advertising	537	1,000	463	46%
Bank Charges	0	1,000	1,000	100%
Computer Services	521	10,000	9,479	95%
Conferences	1,650	1,500	-150	-10%
Consulting Services Fee	0	5,000	5,000	100%
County Administrative Services	71,160	71,160	0	0%
Demolition Expense	0	740,000	740,000	100%
Dues & Subscriptions	0	0	0	
Environmental Services	0	50,000	50,000	100%
Field Services/Maintenance	2,910	200,000	197,090	99%
Healthcare Expenses	0	4,799	4,799	100%
Insurance	5,670	10,000	4,330	43%
Legal & Professional Fees	9,026	20,000	10,974	55%
Office Expenses	0	0	0	
Payroll Expenses	13	1,000	987	99%
Taxes	6,048	8,095	2,047	25%
Wages	61,077	98,000	36,923	38%
<b>Total Payroll Expenses</b>	<b>67,138</b>	<b>107,095</b>	<b>39,957</b>	<b>37%</b>
Promotional Meals	224	1,000	776	78%
Rent or Lease	12,000	12,000	0	0%
Repair & Maintenance	0	0	0	
Supplies	665	500	-165	-33%
Taxes & Licenses	0	0	0	
Title Work Fees	0	10,000	10,000	100%
Travel & Mileage	180	0	-180	
<b>Total Expenses</b>	<b>\$173,560</b>	<b>\$1,328,329</b>	<b>\$1,154,769</b>	<b>87%</b>
<b>Net Operating Income</b>	<b>\$881,842</b>	<b>\$320,946</b>	<b>\$ -560,896</b>	<b>-175%</b>
<b>Other Income</b>				
Investment Income	0	3,750	3,750	100%
Miscellaneous Income	0	0	0	
Reimbursed Expenses	0	5,000	5,000	100%
<b>Total Other Income</b>	<b>\$0</b>	<b>\$8,750</b>	<b>\$8,750</b>	<b>100%</b>

	Total			
	Actual	Budget	\$ Remaining	% Remaining
<b>Other Expenses</b>				
Miscellaneous	-197	0	197	
Penalties & Settlements	0	0	0	
<b>Total Other Expenses</b>	<b>\$ -197</b>	<b>\$0</b>	<b>\$197</b>	<b>0%</b>
<b>Net Other Income</b>	<b>\$197</b>	<b>\$8,750</b>	<b>\$8,553</b>	<b>98%</b>
<b>Net Income</b>	<b>\$882,040</b>	<b>\$329,696</b>	<b>\$ -552,344</b>	<b>-168%</b>

Monday, Aug 15, 2011 12:14:41 PM GMT-4 - Cash Basis



**Date:** August 19, 2011

**Resolution No. 2011-023**

**Title:** Amending the 2011 Annual Budget

**Summary/Background:** This resolution amends and replaces the annual operating budget for the Land Bank for the 2011 calendar year, as previously approved in Resolution 2011-008.

**Authority:** Code of Regs. § 9.3, Resolution 2011-008

**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. The attached amended 2011 annual budget 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  
Director Geronimo was absent  
Director Stanbery voted yes  
Director Furney voted yes  
Director Gardner was absent

A handwritten signature in cursive script that reads "Karen Poore".

Karen Poore, Secretary of the Board

Lucas County Land Reutilization Corporation

FY 2011 Budget

January - December 2011

Revised / Resolution 2011-023 (8/19/11)

	As Authorized - 4/15/11	Revised - 8/19/11	Increase / Decrease	% Change
<b>Income</b>				
Acquisition Reimbursement Income	24,775.00	2,000.00	(\$22,775.00)	-91.93%
Operating Income from Statutory DTAC	1,600,000.00	1,600,000.00	\$0.00	0.00%
Property Sales Income	24,500.00	24,500.00	\$0.00	0.00%
<b>Total Income</b>	<b>\$ 1,649,275.00</b>	<b>\$ 1,626,500.00</b>	<b>(\$22,775.00)</b>	<b>-1.38%</b>
<b>Expenses</b>				
Acquisition Costs	83,275.00	10,000.00	(\$73,275.00)	-87.99%
Advertising	1,000.00	1,500.00	\$500.00	50.00%
Bank Charges	1,000.00	1,000.00	\$0.00	0.00%
Computer Services	10,000.00	50,000.00	\$40,000.00	400.00%
Conferences	1,500.00	2,000.00	\$500.00	33.33%
Consulting Services Fee	5,000.00	2,500.00	(\$2,500.00)	-50.00%
County Administrative Services	71,160.00	71,160.00	\$0.00	0.00%
Demolition Expense	740,000.00	740,000.00	\$0.00	0.00%
Environmental Services	50,000.00	50,000.00	\$0.00	0.00%
Field Services/Maint.	200,000.00	200,000.00	\$0.00	0.00%
Insurance	10,000.00	10,000.00	\$0.00	0.00%
Legal & Professional Fees	20,000.00	20,000.00	\$0.00	0.00%
Rent or Lease	12,000.00	12,000.00	\$0.00	0.00%
Supplies	500.00	1,000.00	\$500.00	100.00%
Promotional Meals	1,000.00	1,000.00	\$0.00	0.00%
Title Work Fees	10,000.00	2,000.00	(\$8,000.00)	-80.00%
Travel/Mileage	0.00	500.00	\$500.00	100.00%
Payroll Expenses	1,000.00	300.00	(\$700.00)	-70.00%
Healthcare Expenses	4,799.00	4,799.00	\$0.00	0.00%
Taxes	8,095.00	9,770.39	\$1,675.39	20.70%
Wages	98,000.00	116,000.00	\$18,000.00	18.37%
<b>Total Payroll Expenses</b>	<b>\$ 110,894.00</b>	<b>\$ 130,569.39</b>	<b>\$19,675.39</b>	<b>17.74%</b>
<b>Total Expenses</b>	<b>\$ 1,328,329.00</b>	<b>\$ 1,305,529.39</b>	<b>(\$22,799.61)</b>	<b>-1.72%</b>
<b>Net Operating Income</b>	<b>\$ 320,946.00</b>	<b>\$ 320,970.61</b>	<b>\$24.61</b>	<b>0.01%</b>
<b>Other Income</b>				
Reimbursed Expenses	5,000.00	5,000.00	\$0.00	0.00%
Investment Income	3,750.00	3,750.00	\$0.00	0.00%
<b>Total Other Income</b>	<b>\$ 8,750.00</b>	<b>\$ 8,750.00</b>	<b>\$0.00</b>	<b>0.00%</b>
<b>Net Other Income</b>	<b>\$ 8,750.00</b>	<b>\$ 8,750.00</b>	<b>\$0.00</b>	<b>0.00%</b>
<b>Net Reserve</b>	<b>\$ 329,696.00</b>	<b>\$ 329,720.61</b>	<b>\$24.61</b>	<b>0.01%</b>



**Date:** August 19, 2011

**Resolution No. 2011-024**

**Title:** Amending the Code of Regulations to revise quorum requirements

**Summary/Background:** To ensure that the Code of Regulation accurately reflects the needs and operations of the Board, the quorum requirements are being revised.

**Authority:** Code of Regs. § 9.7, 10

**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 proposed amendments to the Code of Regulations, reflected in the language attached to this resolution and incorporated by reference, 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

Director Geronimo was absent

Director Stanbery voted yes

Director Furney voted yes

Director Gardner was absent

A handwritten signature in cursive script that reads "Karen Poore".

Karen Poore, Secretary of the Board

### Proposed Amendments to the Code of Regulations

Pursuant to the Board's direction, the following is a proposed amendment to the LCLRC's Code of Regulations regarding quorum. Additions to existing Code language are both **bolded** and underlined. Deletions to existing Code language are struck through.

Per Article X of the Code of Regulations, these amendments will be considered at the July 15, 2011 Board meeting.

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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 voting in present or by proxy as prescribed in Section 4.7.1 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.

### 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 and this Code of Regulations 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 and ~~(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 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.