



Lucas County Land Reutilization Corporation
Board of Directors Meeting
Friday, December 2, 2011 at 1:00 p.m.
Emergency Services Building, 2144 Monroe Street, Toledo, OH 43604

1. Call to order by the Chairman Kapszukiewicz
2. Additions/Deletions to Agenda
3. Approval of the October 21, 2011 Meeting Minutes
4. Action Items
 - a. Treasurer's Report
 - i. Public Hearing on the Proposed 2012 Annual Budget
 - ii. **Resolution 2011-027: Adopting the 2012 Annual Budget of the Corporation**
 - b. President's Report
 - c. Executive Director's Report
 - i. Update on Property Acquisition / Disposition
 - ii. **Resolution 2011-028: Amending the Code of Regulations**
 - iii. **Resolution 2011-029: Amending the Policies and Procedures**
5. Old Business
 - a. **Resolution 2011-030: Authorizing the President to appropriate dollars toward the demolition of 2127/2131 Collingwood and to negotiate a sale of the properties for commercial redevelopment**
 - b. **Resolution 2011-031: Authorizing the President to accept the donation of certain parcels from Stephen and Julie Taylor, subject to certain conditions**
 - c.
6. New Business
 - a. Establishing a Schedule of Meetings for 2012
7. Adjournment



Date: December 2, 2011

Resolution No. 2011-027

Title: Adopting the 2012 Annual Budget of the Corporation

Summary/Background: Pursuant to the Code of Regulations, the Board called and held a public hearing as part of its regular December 2, 2011 meeting to consider budget appropriations for the 2012 fiscal year. Pursuant to that hearing, the Board wishes to authorize the adoption of the 2012 annual budget for the Land Bank.

The primary income sources for the Land Bank in 2012 include the statutory DTAC allocation by the Board of County Commissioners, payable after each half-year tax collection settlement, and property sales income from the Land Bank's primary programs. The primary income uses for the Land Bank in 2012 include neighborhood reinvestment funding, targeted demolition through contracts with the City of Toledo and private companies, ongoing property inspection and maintenance, and administrative and legal support services for acquisition & disposition.

Authority: Code of Regs. § 9.3

Director 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 '2012 Budget Proposal' attachment, incorporated by reference, is hereby adopted as the annual budget of the corporation for the 2012 fiscal year.

Section 2. The Treasurer, with approval by the President or his designee, shall be authorized to amend the annual 2012 budget to reflect the final 2011 unappropriated balance of funds as carryover income.

Section 3. The President, or his designee, is authorized to execute a lease agreement with the Board of Lucas County Commissioners for the 2012 calendar year for office space located within One Government Center and other incidental services in an amount not to exceed \$400/month and pursuant to the adopted 2012 budget, appropriate funds accordingly.

Section 4. The President, or his designee, is authorized to take all steps necessary to effectuate an agreement with the County Treasurer's office for the purpose of sharing equipment and supplies, including but not limited to office copiers and office printers, for the 2012 fiscal year in an amount not to exceed \$250/month and pursuant to the adopted 2012 budget, appropriate funds accordingly.

Section 5. Pursuant to the adopted 2012 budget, the Treasurer, or her designee, shall appropriate an amount not to exceed \$66,484.00 (an amount equal to 25% of the salary and benefits of Karen Poore,

Lila Shousher, and Ruth Seth) to the County Treasurer for the 2012 fiscal year for administrative services.

Section 6. Pursuant to the adopted 2012 budget, the Treasurer, or her designee, shall appropriate an amount not to exceed \$25,000.00 to the County Prosecutor for the 2012 fiscal year for administrative services.

Section 7. 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 8. This resolution shall be in full force and effect from and immediately upon its adoption.

Action Taken:

Director Kapszukiewicz voted

Director Wozniak voted

Director Gerken voted

Director Badik voted

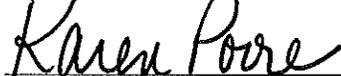
Director DeWitt voted

Director Geronimo voted

Director Stanbery voted

Director Furney voted

Director Gardner voted



Karen Poore, Secretary of the Board

Lucas County Land Reutilization Corporation
2012 Budget Proposal
 January - December 2012

	2011 Budget (Approved)	2012 Budget (Proposed)	Yr to Yr Difference
Income			
Acquisition Reimbursement Income	\$ 2,000	\$ 2,000	\$
Operating Income from Statutory DTAC	\$ 1,600,000	\$ 1,621,000	\$ 21,000
Property Sales Income	\$ 24,500	\$ 100,000	\$ 75,500
Carryover Income	\$	\$ 800,000	\$ 800,000
Budget Stabilization Fund	\$	\$ (150,000)	\$ (150,000)
Total Income	\$ 1,626,500	\$ 2,373,000	\$ 746,500
Expenses			
Acquisition Costs	\$ 10,000	\$ 2,000	\$ (8,000)
Advertising	\$ 1,500	\$ 1,500	\$
Accounting Charges	\$ 1,000	\$ 15,000	\$ 14,000
Information Technology	\$ 50,000	\$ 50,000	\$
Conferences	\$ 2,000	\$ 2,000	\$
Consulting Services Fee	\$ 2,500	\$	\$ (2,500)
County Administrative Services	\$ 71,160	\$ 91,484	\$ 20,324
Demolition Expense	\$ 740,000	\$ 1,240,000	\$ 500,000
Environmental Services	\$ 50,000	\$ 50,000	\$
Field Services	\$ 200,000	\$ 221,250	\$ 21,250
Healthcare Expenses	\$ 4,799	\$ 20,523	\$ 15,724
Insurance	\$ 10,000	\$ 10,000	\$
Professional & Testing Fees	\$ 20,000	\$ 20,000	\$
Office Expenses	\$	\$ 4,000	\$ 4,000
Payroll Expenses	\$ 300	\$ 1,000	\$ 700
Taxes	\$ 10,000	\$ 12,908	\$ 2,908
Wages	\$ 117,500	\$ 157,000	\$ 39,500
Promotional Meals	\$ 1,000	\$	\$ (1,000)
Rent or Lease	\$ 12,000	\$ 6,200	\$ (5,800)
Supplies	\$ 1,000	\$	\$ (1,000)
Title Work Fees	\$ 2,000	\$ 2,000	\$
Travel & Mileage	\$ 500	\$ 500	\$
Project Reinvestment Fund	\$	\$ 150,000	\$ 150,000
Rehab Match Program	\$	\$ 100,000	\$ 100,000
Miscellaneous Expenses	\$	\$ 5,000	\$ 5,000
Total Expenses	\$ 1,307,259	\$ 2,162,365	\$ 855,106
Net Carryover Income	\$ 319,241	\$ 210,635	\$ (108,606)



Date: December 2, 2011

Resolution No. 2011-028

Title: Amending the Code of Regulations

Summary/Background: The Code of Regulations is being revised in order to modernize certain language, correct typographic errors, and for other purposes.

Authority: Code of Regs. § 9.7, 10

Director Furney 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:

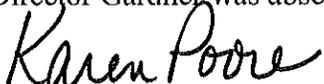
Section 1. The proposed amendments to the Code of Regulations, reflected in the language attached to this resolution and incorporated by reference, is adopted.

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



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 of Ohio. 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 "Land 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 its 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 "Board of Commissioners") pledge a specifically identified source of revenue pursuant to division 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 1724.02) 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 the 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 a President or 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 ("Members") 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 "*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 may 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 "Non-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. 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 "Board of Directors" or the "Directors") shall be composed of nine members, including, (1) the Lucas County, Ohio Treasurer (the "County 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 "*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 Commissioners 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 "Appointed 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.

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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.

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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. An Appointed Director may appoint a representative, as a Director of the corporation, in the same manner as *ex officio* Directors under Section 3.1.1.

SECTION 3.1.3. RESIGNATION OF APPOINTED DIRECTOR. An Appointed Director may, at any time with ~~forty-five~~ (1045) 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 *ex officio* 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~~ *ex officio* Directors and shall schedule a meeting of such Directors for the purpose of filling the vacancy or vacancies.

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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 "President") 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 as necessary, 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. *Meeting* including when used in connection with the terms "annual meeting," "regular meeting" and "special 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 its *ex officio* 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. *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. *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. *Written Notification* means notification in writing mailed, faxed, telegraphed, electronically mailed ("e-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 where possible.

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 financial 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. ~~ANNUAL 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 whenever possible.

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 whenever possible.

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 meeting. 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 whenever possible.

~~SECTION 4.6. NOTICES TO DIRECTORS OF MEETINGS~~MEETING LOCATIONS. 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 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.

SECTION 4.7.1. PROXY VOTING. A Director may, by written, signed proxy, authorize another Director to vote for such Director at any Board meeting. The proxy must be delivered to an officer of the Corporation at such meeting before any vote. The proxy authorization shall describe with particularity the matters to which the proxy holder is authorized to vote upon, but under no circumstances shall the proxy authorization confer a blanket voting power upon the proxy holder. At no more than two Board meetings per fiscal year shall a Director be permitted to confer a proxy authorization.

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 of 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 or~~ (2) by publishing the notice ~~on~~ 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 thereof. 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 of 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 Directors 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 "Officer") shall consist of: (i) a President ~~(the "President") 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. All Officers shall be appointed by the Board of Directors. 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 or employees of the Corporation in accordance with Section 6.3.1 hereof. Notwithstanding Section 1724.02(L) of the Ohio Revised Code, the Board of Directors may confer the title of "Executive Director" upon the President or another Officer as it determines in its sole discretion. 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 ~~the Chair of the Board~~ 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 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, receiving and depositing and having charge over all money, bills, notes, bonds and similar property belonging to the Corporation, (c) 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, (d) preparing interim and annual financial reports of the Corporation for the Board of Directors, (e) managing the investment of the moneys of the Corporation, (f) complying with applicable State public bidding requirements, and (g) 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 the 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, specifically:

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.

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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.

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SECTION 8.3. IN GENERAL. Words and terms with ~~initial capital~~ italized 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 meeting of the Board of Directors ~~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 e to investigate alternatives to the ~~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 arrangement ~~arrangement~~ 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 person 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, up to and including removal from the Board of Directors.

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 Ohio Ethics Commission disclosure form for the calendar year as required by law.

SECTION 8.6. PERIODIC REVIEWS. To ensure that ~~the~~er 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 ~~and~~ 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 Corporation's 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 may 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 "initial 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 "initial 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 in 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 (ii). 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 or 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, but 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, the Chair of the Board and one Officer, or two Directorstwo Officers or Directors, or any combination of them, 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 and 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 a majority of the Directors of the Board 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.

Adopted 5-0 by Board of Directors, 10/5/2010
Amended 7-0 by the Board of Directors, 1/28/2011
Amended 8-0 by the Board of Directors, 4/15/2011
Amended 7-0 by the Board of Directors, 8/19/11
Karen Poore, Secretary of the Board



Date: December 2, 2011

Resolution No. 2011-029

Title: Amending the Policies and Procedures

Summary/Background: In order to further clarify the priorities of the Board regarding the disposition of corporation property and the allocation of the corporation's resources, the Operating Policies and Procedures are being amended.

Authority: Code of Regs. § 1.4(p)

Director Geronimo 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:

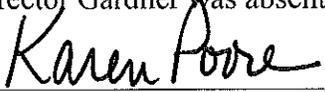
Section 1. An amendment to the operating policies and procedures manual, attached to this resolution and incorporated by reference, is adopted.

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



Karen Poore, Secretary of the Board



LUCAS COUNTY LandBank

POLICIES AND PROCEDURES

The acquisition, use, and disposition of such properties shall at all times be consistent with the authority granted by the Constitution of Ohio, the laws of the state of Ohio, the articles of incorporation and code of regulations of the Lucas County Land Reutilization Corporation, and the public purposes set forth therein.

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Acquisition of Properties

As part of its primary mission, the Lucas County Land Bank ("Land Bank") will acquire properties in order to improve the quality of neighborhoods, increase land values, create diverse housing opportunities, and return properties to the tax rolls.

Basic Considerations

- All properties acquired must have a maintenance plan and funding in place.
- Properties may be acquired when:
 - Eligible for tax foreclosure
 - Requested by a qualified end-user or other entity for ultimate acquisition and redevelopment, and the property a) acts as catalyst for further development; b) is part of a comprehensive development plan; c) supports infrastructure, public and green space development; or d) reduce blight in the community. In particular, acquisition will be prioritized where the Land Bank participation is necessary to complete the redevelopment
 - Located in reinvestment areas that would support strategic neighborhood stabilization and revitalization plans
 - Demolition will support blight elimination and neighborhood revitalization plans (contingent on Land Bank funding)
 - Eligible to be placed into a Side Lot Disposition Program
 - Available for the creation or expansion of green or community space or urban agriculture of any kind
 - Title issues are preventing the property from being developed to its highest and best use
 - Mortgaged-foreclosed or in receivership and located in a neighborhood that is an area of focus, or with the purpose of preventing the further decline of a neighborhood
 - Available for immediate occupancy without need for substantial rehabilitation
 - Part of a land assemblage development plan by either the Land Bank or partnering entities
 - Fulfilling the community's plan for historic preservation
 - May generate operating support for the functions of the Land Bank

- The Land Bank must be aware of any environmental conditions for Brownfield properties. If any adverse conditions are determined, a remediation plan must be in place before acquisition.
- Any exception to the policies governing acquisition shall be taken to the Land Bank Board for final approval.

Acquisition through Tax Foreclosure

The Land Bank will acquire a large majority of its properties after a tax foreclosure judgment, conveying a free and clear title on the property. Under current Ohio law, the County Treasurer can initiate a tax foreclosure 60 days after the Auditor publishes the list of properties certified tax delinquent in that calendar year. Practically, this means that a property that becomes tax delinquent at the first collection in January, and remains tax delinquent through the remainder of the year, will be eligible for tax foreclosure by the next February.

When eligible, an expedited tax foreclosure proceeding will be initiated in the Board of Revision for any property certified delinquent where:

- The land has no structures and is non-productive (i.e., vacant),
OR
- The land includes unoccupied structures and acquisition will assist in returning this property to productive use (i.e., abandoned)

Post-judgment, the Land Bank will receive free and clear title to such properties and will immediately petition the County Auditor's office to abate the existing property taxes, and future property taxes while in Land Bank possession.

Steps toward Acquisition

- A. Identify Eligible Property
 - i. The Land Bank will partner with the County Treasurer's office to strategically coordinate tax foreclosures, whenever possible.
 - ii. The Land Bank will specifically request tax foreclosure on all properties that meet its Acquisition priorities, especially where an end-user has notified the Land Bank of its interest in returning the land to productive use or eliminating blight.
 - iii. The Land Bank will carefully review any other property that the County Treasurer wishes to initiate tax foreclosure proceedings upon, identifying basic benchmarks regarding its future end use.
 - iv. The Land Bank may elect, on a case-by-case basis, to allow properties to be auctioned at a traditional Sheriff's sale when staff determines that their acquisition would consume significant Land Bank resources. The decision to permit a Sheriff's sale will be presumed for all non-residential tax foreclosures without an identified end-user. Any exception to this policy must be approved by the Land Bank Board prior to acquisition.

B. Inspect Property

- i. The Land Bank will inspect each property that it expects to receive through tax foreclosure.
 - a. Relevant public records will be collected from AREIS, Toledo Municipal Court, etc. regarding the structure, ownership, existing liens, public nuisance citations and any other relevant information.
 - b. An on-site inspection of the property's exterior and interior conditions will be made, whenever possible. The inspection will include a determination of vacancy or abandonment, current photographs, and a disposition recommendation.
- ii. When a qualified end-user and the Land Bank are working together to acquire a property through tax foreclosure, an on-site inspection will occur as necessary.

C. Notification of Land Bank Interest to Prosecutor

- i. Upon final inspection, the Land Bank will provide formal notice to the County Prosecutor regarding the condition of the property and the Land Bank's interest in acquiring it.
- ii. Should the Land Bank elect not to acquire the property, the tax foreclosure proceedings may continue and the property may ultimately be auctioned at a Sheriff's sale.

D. Tax Foreclosure Proceedings

- i. Upon initiation of tax foreclosure proceedings at the Board of Revision, the Land Bank will receive title in a window of time between 60 – 135 days.
- ii. Upon judgment of foreclosure, the Sheriff will be ordered by the by the Board of Revision (or Judge in some limited circumstances) to prepare a deed transferring the property to the Land Bank.
 - a. When taxes exceed the fair market value of the property, the previous owner's redemption period ends upon the order to the Sheriff and the Land Bank takes title immediately.
 - b. When the taxes are less than the fair market value of the property, the previous owner's redemption rights terminate 45 day after the foreclosure judgment, and the Land Bank then takes title.

E. Land Bank Acquires Title

- i. The Sheriff will convey a Sheriff's deed to the Land Bank for the property.
- ii. The Land Bank will notify the County Auditor's office for removal of the property from the tax duplicate and abatement of the existing taxes and all future taxes while in the Land Bank's possession.

Acquisition through Forfeited Land

Properties that go through two Sheriff's sales without a minimum bidder forfeit to the State of Ohio through the local county Auditor. These include a tremendous number of unbuildable lots and other market forgotten parcels. However, from time to time, properties with present value or neighborhood potential will be available for the Land Bank to acquire.

The Land Bank can acquire properties through the Auditor's Forfeited Land list with simple notice to the Auditor. An Auditor's deed is generated and recorded, extinguishing any subordinate liens, and transferring free and clear title to the Land Bank.

An end-user may notify the Land Bank at any time regarding their interest in a property on the forfeited lands list. Upon notice, and consistent with the Land Bank's acquisition considerations, the Land Bank may acquire the property for final disposition to that end-user.

Acquisition through Deed In Lieu of Foreclosure

The Land Bank may accept title to a delinquent property in lieu of the County Treasurer pursuing a tax foreclosure. The Land Bank may acquire properties through this process when it will be more efficient than the tax foreclosure and the property is not otherwise encumbered by subordinate liens, because this process does not guarantee the same free and clear title as a foreclosure judgment.

- A. Notice of Deed in Lieu Request
 - a. A delinquent owner or the Land Bank may request a deed in lieu of foreclosure transfer when eligible.
 - b. Upon notification, the Land Bank will document the request and may inspect the property in the same manner as if the property were being tax foreclosed upon.
- B. Acquisition
 - a. The Land Bank will acquire a property through deed in lieu of foreclosure when a qualified end-user has requested the property. An acquisition under this procedure for any other purpose must first be approved by the Land Bank Board.
 - b. When acquiring, the Land Bank will require the proper owner to deliver a free and clear title to the property.
 - c. The Land Bank will require the proper owner or an identified end-user to pay all acquisition costs, including but not limited to the costs of title work and inspection.

Acquisition through Donation

The Land Bank may acquire properties from governmental entities like Fannie Mae & HUD, banks and financial institutions, and from donations by private parties. Such properties will be considered for acquisition when requested by a qualified end-user or when the property will be transferred with resources to facilitate blight elimination.

- A. General Considerations
 - a. All donated properties must be approved by the Land Bank's Board of Directors by a majority vote.
 - b. Properties with immediate maintenance requirements will not be accepted without a funding source secured for such maintenance.
 - c. The Land Bank will not accept donated properties with a balance due to Lucas County for outstanding property tax and/or liens.
 - d. Brownfield properties with adverse environmental conditions will not be accepted without a satisfactory funded plan for remediation approved by the Land Bank.
 - e. The Land Bank will not determine the value of the donated property for the purpose of tax benefits, but will provide a letter describing the property donated.
- B. Notice of Private Transfer Request
 - a. A private owner may request that the Land Bank acquire a property.
 - b. Upon notification, the Land Bank will document the request and may inspect the property in the same manner as if the property were being tax foreclosed upon.
- C. Acquisition Priorities
 - a. The Land Bank will acquire a property through donation when a qualified end-user has requested the property or when funding will be provided by the current owner to eliminate blight.
 - b. When acquiring, the Land Bank will require the current owner to deliver a free and clear title to the property.
 - c. The Land Bank will require the current owner or an qualified end-user to pay all acquisition costs, including but not limited to the costs of title work and inspection.

Disposition of Properties

Basic Considerations

- Individuals and entities that were the prior owners of property at the time of the tax foreclosure which transferred title to the Land Bank shall be ineligible to be the transferee of such property from the Land Bank.
- The transferee must not own any real property that: a) has any unremediated citation or violation of the state and local codes and ordinances; b) is tax delinquent; c) was transferred to a local government as a result of tax foreclosure proceedings.
- The subject property must not have been used by the transferee or a family member of the transferee as his or her personal residence at any time preceding the submission of application (except in rental cases).
- A non-local resident or entity, working with a Lucas County agent with a demonstrable record of successful redevelopment projects in this county, may acquire Land Bank property only with an enforceable plan to place the property into immediate productive use (meaning the property is to be occupied immediately or with the immediate commencement of some form of development project that fits the stated mission of the Land Bank). This applies to all real property.
- All tax incentives and financing necessary for the development to be completed must be committed for the development prescribed in the development agreement prior to actual disposition.
- Options to purchase real estate may be available for a specified percentage of the purchase price with a negotiated time frame to be determined by the Land Bank. This fee will be credited to the parcel price at closing. If closing does not occur, the fee is forfeited. All option agreements are subject to all policies and procedures of the Land Bank pertaining to property transfers.
- All development projects should require a 'development agreement,' and be started and completed within the negotiated time-frame. Where rehabilitation of a property by the transferee is a condition of the transfer, the requirement for such rehabilitation shall be in accordance with rehabilitation standards as established by the local unit of government and adequate completion of such rehabilitation shall be a condition to the release of restrictions or lien securing such performance.

- A precise narrative description of future use of the property is required. The future use must be in-line with local development plans. A letter of support or opposition for the stated use provided by neighborhood groups and the Toledo-Lucas County Plan Commissions will be a factor in any final decision. The development agreement shall apply to stated use.
- If code or ordinance violations exist with respect to the property at the time of the transfer, the development or transfer agreements shall specify a maximum period of time for elimination or correction of such violations, with the period of time be established as appropriate to the nature of the violation of the anticipated redevelopment or reuse of the property.
- The proposed use must be consistent with current zoning requirements or a waiver for non-conforming use is a condition precedent to the transfer.
- Transactions shall be structured in a manner that permits the Land Bank to enforce recorded covenants or conditions upon title pertaining to development and use of the property for a specified period of time. Such restrictions may be enforced, in certain cases, through reliance on subordinate financing held by the Land Bank.
- Any exception to the policies governing disposition shall be taken to the Land Bank Board for final approval.

End-User Disposition Program

Qualification Procedure

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In order to facilitate its redevelopment mission and return property to long-term productive use, the Land Bank will require all prospective end-users to qualify for transfers based on criteria approved by the Land Bank Board.

The criteria will be developed based on the best underwriting practices of other long-standing land bank authorities. Among the considerations to qualify as an end-user will be identified funding sources and financial wherewithal, planned improvements, pre-lease agreements with potential tenants, previous experience in community redevelopment, development team qualifications, developer's equity in the project, timeline for completion, evidence of community support, and any other information the Land Bank may require. Qualifying criteria may vary depending on the nature of the end-user. Potential end-users will qualify through an application process designed and monitored by staff.

An end-user will be qualified for a transfer on a project-by-project basis, unless the end-user has pre-qualified.

Pre-Qualified End-User

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An end-user who has previously qualified for a transfer based on the criteria above will be considered pre-qualified, and may not be required to duplicate those efforts for any future transfers. All pre-qualified end-users are qualified for the purposes of these policies and procedures.

A pre-qualified end-user is not guaranteed a property transfer. A pre-qualified end-user will be required to provide the Land Bank all information about its redevelopment plans for a property prior to disposition.

The Land Bank will review all pre-qualified end-users from time to time and retains sole discretion to require an end-user to follow the standard qualification procedure prior to any transfer.

Disposition Priorities

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The disposition of all properties shall be based on a combination of factors related to the property's transferee, use, and expenditure of resources. The disposition of any given parcel will be based on a staff-level assessment of the most efficient and effective way to maximize the Land Bank Board's overall policies and priorities.

The Board and the staff of the LCLRC shall retain flexibility in evaluating the appropriate balancing of priorities in order to achieve the overall mission of the LCLRC.

Priorities for Use of Property

1. Mixed-income development
2. Homeownership
3. Urban gardens / Urban agriculture / Green space
4. Rental
5. Historic Preservation
6. Parks / recreation
7. Institutional / public use
8. Infrastructure / Green Infrastructure
9. Commercial / Industrial

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Priorities as to the Qualified End-User

1. Individuals who own and occupy residential property
2. Neighborhood-based nonprofits / Nonprofit developers
3. Tax-exempt institutions / Local government entities for public purposes
4. Landlords or real estate investors
5. For-profit developers

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Priorities with regard to Land Bank resources

The Land Bank shall prioritize its disposition resources (including, but not limited to, any dollars allocated for demolition, maintenance, and renovation) based on the following general criteria:

- In neighborhoods with an active neighborhood plan, developed with direct input from neighborhood residents and institutions
- Where the targeted elimination of blight will make a specific impact on the overall stability of the neighborhood
- Where unrestricted dollars can bridge funding gaps in order to stabilize neighborhoods and preserve property values
- Where an investment will support a mixture of owner-occupied and rental property within priority neighborhoods
- Where an investment will leverage funds from existing federal, state, or local housing programs
- With respect to commercial / industrial properties, allocations shall be limited to an investment of time and staff resources unless a direct expenditure of dollars is authorized by the Board of Directors.

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Disposition Procedure

- To request a property that the Land Bank has acquired or may acquire based on its acquisition procedures, an end-user must provide a completed transfer application to the Land Bank. Applications will be posted on the Land Bank's website and available through regular mail.

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- A completed transfer application will trigger the Land Bank's qualification process. Within 30 days of application, the Land Bank will notify the prospective end-user whether they have qualified based on the criteria described above.
- A qualified end-user that has requested the Land Bank acquire a particular property has first priority to receive that property post-acquisition, subject to limit only by the Disposition Priorities of this section.
- Consideration
 - The Land Bank will collect at sale, at a minimum, the fair market value of the property, including all acquisition costs (e.g., inspection costs, court fees, title work, etc.)
 - The Land Bank Board may, on a case-by-case basis, waive certain acquisition costs and/or accept non-monetary consideration for any transfer.
- Transfer Restrictions
 - Consistent the above general considerations, a development agreement, restrictive covenants, or deed restrictions may be required to facilitate a transfer to a qualified end-user, on a project-specific basis.
 - No more than 5 individual parcels may be transferred to a qualified end-user per fiscal year without prior action by the Board. Every transfer thereafter must be approved by the Land Bank Board prior to conveyance, unless individually waived by Board action.
- Closing
 - Once all Land Bank conditions have been satisfied, the Land Bank will notify the end-user and proceed toward closing.

Side Lot Disposition Program

Individual parcels of property may be acquired by the Land Bank and transferred to individuals in accordance with the following policies and the basic considerations outlined above. The transfer of any given parcel of property in the Side Lot Disposition Program is subject to override by higher priorities as established by the Land Bank.

Side Lot Disposition Policies and Procedures

Qualified Properties Parcels of property eligible for inclusion in the Side Lot Disposition Program shall meet the following minimum criteria:

- 1) The property shall be vacant unimproved real property.
- 2) The property shall be physically contiguous to adjacent occupied (owner) residential property with not less than a 50% common boundary line on one side.
- 3) Initial priority shall be given to the disposition of properties of insufficient size to permit independent development.
- 4) No more than one lot may be transferred per contiguous lot, except with the authorization of the Land Bank Board.
- 5) Intended use for lot must be disclosed.
- 6) The transfer may include a deed restriction requiring the use of the property to be consistent with the stated use.
- 7) The transfer shall include a deed restriction requiring the side-lot property be combined to the adjacent property.

Transferees

- 1) All transferees must hold title to and personally occupy the contiguous property. The transferee must not own any real property (including both the contiguous lot and all other property within the county) that is subject to any un-remediated citation of violation of the state and local codes and ordinances.
- 2) The transferee must not own any real property (including both the contiguous lot and all other property in the county) that is tax delinquent.
- 3) The transferee must not have been the prior owner of any real property that was transferred to the Treasurer or to a local government as a result of tax foreclosure proceedings ten years prior to the disposition.

Pricing

- 1) Properties sold as a side lot to an adjacent owner shall be priced at \$100 inclusive of all recordable fees. Title insurance is not included in the sale price.

Transfer Procedure

- 1) Utilizing existing property records and the Land Bank's software tools, Land Bank staff will work to identify potential side-lot users.
- 2) Once identified, the Land Bank will offer the property to the potential end-user as a side lot.
- 3) The Land Bank will attempt to facilitate a transfer of the parcel to a single side-lot owner whenever possible.
- 4) In the event that multiple adjacent owner-occupied property owners desire to acquire the same side lot, the property will be divided and transferred among the interested contiguous property owners. To facilitate such a transaction, the adjacent owners may be required to pay the costs of a required survey of the land in order to split the parcel, in addition to the standard consideration.
 - a. If both parties do not agree to this resolution, then the property will be sold based on the highest offer.
 - b. In the event of two or more interested owners, a contiguous property needs land for a driveway or other local code compliance issues will receive priority.
- 5) Having identified a side-lot end user or users, Land Bank staff will be authorized to facilitate a transfer of the property without prior Board approval.
- 6) The Land Bank will prepare and provide a quit-claim deed for the property and otherwise facilitate closing.

Blight Elimination

Because the Land Bank will generally be on the receiving end of the most challenged and damaged property in Lucas County, the best use for many of the properties the Land Bank acquires will be blight elimination. As a result, many of these properties will be demolished.

Demolition may occur in conjunction with a transfer to a qualified end-user. Demolition may also occur while the Land Bank works to identify a side-lot end-user or users who will take title to the future unimproved land, or in coordination with land assembly for future use.

Demolition Procedure

- Post-Acquisition Property Inspection
 - For any property not acquired for a qualified end-user, the Land Bank, upon possession, will engage a property inspector who will evaluate the current condition of the property and the estimated cost of making the structure habitable and code compliant.
 - That inspection will be delivered to the Land Bank within 30 days of ownership. Upon return of the inspection, the Land Bank will coordinate its triage resources to make a final decision regarding demolition of the property.
- Demolition Partners
 - The Land Bank will partner with public-sector and private partners to facilitate the demolition of properties as swiftly as possible after a demolition decision has been made.
 - To coordinate resources efficiently, the Land Bank will offer the City of Toledo the right of first refusal on all demolitions.
 - For any demolition that the City of Toledo is unable to undertake, the Land Bank will request proposals from private contractors on a competitive basis.
 - The Land Bank will work with these partners to coordinate a check-list of demolition requirements, including utility kills, neighborhood notification, and environmental remediation.
- Quality of the Demolition
 - Every Land Bank demolition will include the total removal of the structure, including any foundation or substructure, unless impracticable.

- Deconstruction of the structure may be permitted to recover important historic materials or architectural details. A nonprofit or community group with experience in deconstruction must contact the Land Bank a minimum of 30 days prior to the posting of a scheduled demolition on the Land Bank's website to undertake deconstruction. Where health and safety concerns or timely coordination of the demolition make deconstruction impracticable, a request may be denied.

Maintenance

As a general policy, the Land Bank will work with qualified end-users, community-minded neighbors, and others to return a property to productive, private ownership as soon as possible. However, the Land Bank will acquire parcels that will require regular maintenance for extended periods of time while an end-user is solicited.

The Land Bank's resources are best used to identify an end-user who will take title to the property and return it to productive use. With this in mind, the Land Bank will attempt to achieve an appropriate balance between necessary maintenance and the efficient use of its resources.

Operating Procedure

- Maintenance Property
 - When a post-acquisition inspection determines that structure has marketable potential and recommends against demolition, OR when the Land Bank acquires an unbuildable lot without immediate side-lot potential, the parcel shall be considered a Maintenance Property.
- Maintenance Generally
 - The Land Bank will seek qualified vendors for all maintenance necessary on the property for the duration of the Land Bank's ownership.
 - To use resources most efficiently, the Land Bank will prioritize maintenance partnerships with the City of Toledo, LMHA, or another public-sector vendor whenever possible.
 - When necessary, the Land Bank may solicit bids from private vendors in order to meet its maintenance needs. A request for proposals of this nature may include a block of properties or properties on an individual basis.
- Maintenance Standards
 - Working with appropriate vendors, the Land Bank will require all newly acquired properties to be:
 - Initially cleaned and cleared out
 - Boarded up and otherwise secured
 - Winterized (when necessary)

- The Land Bank recognizes that the appropriate level of maintenance may vary property-to-property. Maintenance resources will be coordinated in such a way to most efficiently return the property to a productive use. When contracting with the City of Toledo, the Land Bank will coordinate its maintenance with the existing maintenance schedule of the City.
- Adopt-a-Lot
 - Any residents, businesses, neighbors, block watches or other organizations interested in caring for vacant Land Bank properties are eligible to adopt a lot.
 - The Adopt-a-Lot program will be offered at no cost. Interested parties may fill out and return an application in order to apply.

Consideration

The Land Bank will consider the following factors as general guidelines for determination of the consideration to be received for the transfer of properties.

- In each and every transfer of real property the Land Bank shall require good and valuable consideration in an amount determined by the Land Bank in its sole discretion. The Land Bank will consider the fair market value of the property in its determination of consideration for each property.
- All property that is transferred shall be based upon consideration equal to the fair market value of the property, but not less than \$250. Fair market value shall be determined by Land Bank staff. Such consideration shall be paid in full at the time of transfer.
- The consideration to be provided by the transferee to the Land Bank may take the form of cash, deferred financing, performance of contractual obligations, imposition of restrictive covenants, or other obligations and responsibilities of the transferee, or any combination thereof.
- The Land Bank will consider alternative financing options (e.g. Land Contract) as a method of disposition in any transactions.
- Any exception to the policies governing consideration shall be taken to the governing body of the Land Bank for approval.

Insurance

All properties that the Land Bank acquires will be covered by general liability insurance for the duration of the Land Bank's ownership.

The Land Bank may secure property insurance for those parcels with structures present that are not scheduled for blight elimination. Factors to consider regarding the purchase of property insurance include

- the proposed length of Land Bank ownership and
- the present fair market value of the property.

Land Assembly

The Land Bank is willing to receive title to properties from qualified end-users and other Board-approved entities and hold title to such properties pending future use by the Land Bank, by the transferor of the property, or by other third parties. The receipt by the Land Bank of any and all conveyances of real property shall at all times be solely within the discretion of the Land Bank Board, and nothing in this policy shall be deemed to require the Land Bank to take title to any properties nor to limit the discretion of the Land Bank in negotiating the terms of its acquisition of any property, whether as donated transfers or otherwise.

All conveyances received by the Land Bank in its land assembly capacity must comply with the requirements set forth below in Part A, and will be reviewed and considered by the Land Bank in accordance with the procedures set forth in Part B. If the transfer is approved by the Land Bank, the Land Bank shall hold the subject property(s), and may use or convey the subject property(s) or any interest in the subject project, subject only to the right of repurchase set forth in Part B.

Following the transfer of any properties to the Land Bank in accordance with this land assembly policy, the Land Bank shall have the right, but not the obligation, to maintain, repair, demolish, clean, and grade the subject property and perform any and all other tasks and services with respect to the subject property as the Land Bank may deem necessary and appropriate in its sole discretion.

A. Requirements for Conveyances to the Land Bank in its Land Banking Capacity

1. Property that is intended to be conveyed to the Land Bank and to be held by the Land Bank in its land assembly capacity shall be clearly designated as such in the proposal for the transfer, and in the records of the Land Bank.
2. No property shall be transferred to the Land Bank pursuant to this Land Banking policy unless the transferor is a qualified end-user.
3. The subject property must not be occupied by any party or parties as of the date of transfer to the Land Bank.
4. The subject property must be located in Lucas County, Ohio.
5. The subject property must, as of the date of the transfer to the Land Bank, be free of any and all liens for taxes, special assessments, and other liens or encumbrances in favor of local, state or federal government entities.
6. The subject property must, as of the date of the transfer to the Land Bank, be free of all outstanding mortgages and security instruments.

7. The Land Bank shall not receive and hold, at any given time, in excess of fifty separate parcels of property from any given transferor.
8. Any exception to the policies governing disposition shall be taken to the Land Bank Board for approval.

B. Right of Repurchase by the Transferor

1. The transferor shall have a right to repurchase the subject property from the Land Bank at any time within a period of three years from the date of transfer to the Land Bank by giving notice to the Land Bank.
2. The right of repurchase may be exercised by the transferor upon payment to the Land Bank of the Purchase Price. The Purchase Price shall be an amount equal to (i) all expenditures of the Land Bank (whether made directly by the Land Bank or through payments to a third party contractor) in connection with the subject property incurred subsequent to the date of conveyance to the Land Bank, and (ii) an amount determined by the Land Bank as its average indirect costs, on a per parcel basis, of holding its portfolio of properties.
3. The Land Bank shall have the right, at any time within the three year period following the date of the original transfer, to require the transferor to exercise its right of repurchase by giving written notice to the transferor of the requirement that it exercise its right of repurchase and the amount of the Purchase Price. The transferor must exercise its right of repurchase, and close the reconveyance of the property within sixty (60) days of receipt of such notice. Failure of the transferor to exercise and close upon its right of repurchase within such period of time shall result in a termination of all rights of repurchase with respect to the subject property.



Date: December 2, 2011

Resolution No. 2011-030

Title: Authorizing the President to appropriate dollars toward the demolition of 2127/2131 Collingwood and to negotiate a sale of properties for commercial redevelopment

Summary/Background: The Board, in partnership with the City of Toledo and an identified end-user and developer, wishes to appropriate dollars toward the removal of twin apartment structures that are a significant blight on the Old West End. The land will be cleared and readied for future development by a major institution located within the Old West End / UpTown neighborhoods.

Authority: Code of Regs.

Director Furney 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 directed to cause the Treasurer to appropriate an amount not to exceed fifty thousand dollars (\$50,000) from the 2012 budget to the City of Toledo for the purpose of demolition of the structures located at 2127/2131 Collingwood Ave.

Section 2. The President or his designee is authorized to negotiate the sale of the land located at 2127/2131 Collingwood for the required minimum consideration, as adopted in in the Board's policies and procedures, to a qualified end-user, if the land is available for acquisition by 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 was absent
Director Geronimo voted yes

Director Stanbery was absent
Director Furney voted yes
Director Gardner was absent

Karen Poore

Karen Poore, Secretary of the Board



Date: December 2, 2011

Resolution No. 2011-031

Title: Authorizing the President to accept the donation of certain parcels from Stephen and Julie Taylor, subject to certain conditions

Summary/Background: The corporation has been approached by Stephen and Julie Taylor, owners of various improved and unimproved commercial parcels of land located in the 13th and 14th Street block bounded by Monroe and Jefferson in UpTown, regarding their donation for the 2011 federal tax year. The Board has authorized the President to accept these parcels as a donation on the condition that the corporation be indemnified for any and all liability resulting from the acquisition and with the agreement that the current owners will remain liable to the corporation for the costs of demolishing any and all structures on the parcels, if necessary.

Authority: Code of Regs.

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 or his designee is authorized to negotiate an agreement with Stephen and Julie Taylor regarding the donation of certain parcels of land located in the UpTown neighborhood of downtown Toledo on the condition that the corporation is indemnified from any and all liability, including but not limited to environmental, demolition, or nuisance abatement liability, that arises as a result of this transfer. The President or his designee is authorized to execute any documents necessary to effectuate this agreement.

Section 2. The President or his designee shall not be permitted to accept the donation of any parcels where the donation is conditioned on the ability of the donor to direct the future disposition of any or all of the parcels once title is transferred into the corporation's name.

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



Karen Poore, Secretary of the Board



Wade Kapszukiewicz, Chair

Land Bank Board of Directors 2012 Meeting Schedule

All meetings will be held on the third Friday of the month at 1:00 p.m. at the EMS Training Center, 2127 Jefferson, Toledo, OH 43604, unless otherwise indicated with proper notice.

January 20, 2012

February 17, 2012

March 16, 2012*

April 20, 2012

May 18, 2012

June 15, 2012

July 20, 2012

August 17, 2012

September 21, 2012

October 19, 2012

December 7, 2012**

*Denotes Annual Meeting of the Board, unless otherwise changed

**Denoted change date for combined November / December meeting