

**Lucas County
Transportation Improvement District
Regular Meeting Board of Trustees**

Tuesday, April 29, 2014

11:00 A.M.

Minutes

Call to order by Keith Earley @ 11:08 am

Attendance:

Members: Keith Earley, Warren Henry, Rich Martinko, Bill Brennan, Paul Toth (arrived @ 11:13am)

Others: Rusty Schuermann, Mark Drennen, Harold Grim, Tom Kovacik, Leslie Kohli (arrived @ 11:17am), Jeff Lohse

A. Keith reviewed agenda and had Rusty Schuermann introduce himself to the group.

1. Purpose of Meeting -- Lucas County Transportation Improvement District ("LCTID") adoption of bylaws, election of officers; initial administrative matters; and, designation of LCTID Program and initial Projects and approval of related actions.

B. Administrative Items

1. Resolution Number 2014-01 adopting bylaws of the Lucas County Transportation Improvement District. Motion to approve by-laws by Warren Henry, seconded by Bill Brennan. Role call vote Henry - yes; Martinko - yes; Toth - absent; Earley - yes; Brennan - yes.

2. Nomination and Election of LCTID Officers.

Motion to nominate Bill Brennan as chairman by Rich Martinko, seconded by Warren Henry. Role call vote Henry - yes; Martinko - yes; Toth - yes; Earley yes; Brennan - yes.

Motion to nominate Rich Martinko as vice chairman by Warren Henry, seconded by Keith Earley. Role call vote Henry - yes; Martinko - yes; Toth - yes; Earley - yes; Brennan - yes.

Motion to nominate Keith Earley as secretary-treasurer by Rich Martinko, seconded by Warren Henry. Role call vote Henry - yes; Martinko - yes; Toth - yes; Earley - yes; Brennan - yes.

Meeting was turned over to Chairman Bill Brennan.

3. Establishment of Schedule and Location of Meetings and Notice Procedure.

Authorization to approve scheduling of the regular monthly meetings of the Lucas County Transportation Improvement District to be held on the second Wednesday of each month at 2:30 P.M. at the Lucas County Engineer's Office, 1049 S. McCord Road, Building A Conference Room, Holland OH 43528, or as otherwise determined and noticed by the Board of LCTID Trustees. Motion to approve meeting schedule by Keith Earley, seconded by Paul Toth. Motion passed by 5-0 voice vote.

Paul asked if alternate can attend if schedule issue of the Board member. Rusty Schuermann advised can attend for information but the alternate would not be permitted to vote.

Authorization to approve establishing the requisite rule, per ORC 121.22(F) for Meeting Notice Procedure, which is to follow and subscribe to the current notice procedure for meetings as adopted by the Lucas County Board of Commissioners, and to include an annual publication notice to Board members, media and stakeholders, with reminder notices via e-mail as deemed necessary. Motion to approve procedure by Keith Earley, seconded by Paul Toth. Motion passed by 5-0 voice vote.

4. Resolution Number 2014-02 Authorizing Retention of Legal Counsel

A Resolution to approve the retention of Richard W. Schuermann, Jr. of the law firm of Kegler Brown Hill & Ritter, LPA, to serve as Legal Counsel for the LCTID, for the provision of general and special counsel services. Motion to approve by Keith Earley, seconded by Rich Martinko. Motion passed by 5-0 voice vote.

5. Procurement of Insurance

Authorization for the Chair, Vice Chair and /or Secretary-Treasurer, in consultation with LCTID Legal Counsel, to initiate process to procure appropriate public officials insurance coverage/bonds of adequate fidelity coverage and to execute all required appropriate documents for the provision of insurance as necessary for providing coverage relating to the operations of the LCTID Board of Trustees.

Some discussion regarding need, and amount of insurance required: Public officials acting as representatives on the Board should or may already be covered, individually; need to determine coverage for the Board as a group - public officials liability coverage policy, the amount to be based on activity; pledged revenues could be considered assets of the Board; and can the County extend their existing coverage to include LCTID. Rusty advised he doesn't believe Counties have been able to extend this coverage with other TIDs. Essentially motion to approve secretary-treasurer to proceed by Keith Earley, seconded by Paul Toth. Motion passed by 5-0 voice vote.

6. Establishment of LCTID Accounts

Authorization for the Chair, Vice Chair and/or Secretary-Treasurer, or in such combination as may be required, in consultation with the Lucas County Engineer's Office and LCTID Legal Counsel, and in accordance with the LCTID bylaws and related provisions of applicable law, to take appropriate action on behalf of the LCTID board, including but not limited to, the preparation and execution of public depository documents with qualified banking institutions as determined and necessary for the operation of the LCTID.

Discussion included depository accounts and fund accounting, and subject to audit by the Auditor of State. The need to establish accounts was discussed. Keith offered the Lucas County engineer to provide seed money to initialize, will determine in future procedure to fund LCTID administration.

Motion to approve establishment of accounts by Keith Earley, seconded by Rich Martinko. Motion passed by 5-0 voice vote,

C. LCTID Program

Initial program of projects to be designated, developed, coordinated, and/or managed by LCTID:

- DORR STREET INTERCHANGE WITH 1-475 IMPROVEMENT PROJECT
- US 20A (ILLINOIS AVENUE) INTERCHANGE WITH 1-475 IMPROVEMENT PROJECT

1. Resolution Number 2014-03: A Resolution to establish and designate the Lucas County Transportation Improvement District Projects and Authorizing Registration with and Application to the ODOT Office of Jobs & Commerce Seeking Eligibility for FY15 TID Funding.

Discussion included the need to register the TID with ODOT by May 15th, with the application for the TID SFY 2015 ODOT Jobs & Commerce Grant Program due May 30th. Announcement of approval expected by or near July 1st. Aspects of this grant program were described. LCTID goal is to apply for the maximum \$250,000 for each of the interchange projects for engineering, right of way and/or construction phases, as determined appropriate, to supplement pledged amounts of project partners. This funding, if awarded, is on a reimbursement-basis. There may be an opportunity, if funding is awarded, to request direct transfer/pay approach with ODOT toward payment of consultant / construction services. For the application, the emphasis and connection to economic development activity is key. Rich will work to get the public information group of the University to provide a statement on economic impact to region and state.

Motion to proceed by Warren Henry, seconded by Paul Toth. Motion passed by 5-0 voice vote.

2. Resolution Number 2014-04: A Resolution Authorizing Application to ODOT Transportation Review and Advisory Council for Funding for Advancement of Transportation Improvement Project: Dorr Street Interchange with 1-475 Improvement Project.

Will be seeking, at this time, from the project implementation and funding partners at least a letter or memo of understanding of intent to pledge or commit funds to the project pending details to be worked out later by a joint cooperation or intergovernmental agreement. The letter will be utilized with the TRAC application, with any agreements to be ready by the September 10 presentations.

Motion to approve by Paul Toth, seconded by Rich Martinko. Motion passed by 5-0 voice vote.

3. Resolution Number 2014-05: A Resolution Authorizing Application to ODOT Transportation Review and Advisory Council for Funding for Advancement of Transportation Improvement Project: US 20A (Illinois Avenue) with 1-475 Improvement Project.

Motion to approve by Paul Toth, seconded by Keith Earley. Motion passed by 5-0 voice vote.

D. Other Business

- The City of Toledo (Matt Sapara) met with Springfield Township (Leslie Kohli) regarding the Dorr Street Interchange and JEDZ or JEDD establishment. Toledo's participation is dependent upon the establishment of such and percentage splits are being discussed. The Township feels a JEDD may be more appropriate and feasible.
- Keith discussed the structure of the LCTID Board as being good, less political and commented upon its obligation and intent to look out for the financial interest of any project partners for any projects county-wide. The LCTID should consider projects with an economic component to them and engage in outreach and provide information to local jurisdictions and stakeholders about the TID and potential benefits. Perhaps TMACOG would good be the avenue to get the word out. Leslie suggested an upcoming TMACOG Tech session on available tools in October as a forum.

- E. Next Meeting — Re-scheduled May 14, 2014, as there are too many conflicts for the Trustees. It was further discussed and the consensus was to meet at 11 am on Tuesday May 13th at the Lucas County Engineer's Office, 1049 S. McCord Road, Building A Conference Room, Holland OH 43528. Keith also advised he hopes to have TID grant app and ODOT TRAC app available for review.

- F. Adjournment @ 11:57 am.

**LUCAS COUNTY
TRANSPORTATION IMPROVEMENT DISTRICT**

Resolution Number 2014-01

**A RESOLUTION ADOPTING BYLAWS OF THE LUCAS COUNTY
TRANSPORTATION IMPROVEMENT DISTRICT**

WHEREAS, pursuant to Chapter 5540 of the Ohio Revised Code (“ORC”), the Board of County Commissioners of Lucas County, Ohio (the “County”) created the Lucas County Transportation Improvement District (the “LCTID”); which is authorized by ORC Chapter 5540 to finance, construct, maintain, repair, and operate street, highway, and other transportation projects (including, but not limited to, rail related transportation projects) and in relation construct, reconstruct, improve, alter, and repair roads, highways, and other related infrastructure and facilities (“Projects”);

WHEREAS, the Projects undertaken by a TID and exercise of its authority, pursuant to ORC Chapter 5540, are considered to be essential and to contribute to the improvement of the prosperity, health, safety, and welfare of the people of the County and its environs and of the State and are essential governmental functions, that will also promote industry, commerce, distribution, and research activity in the County, its environs, the region and the State;

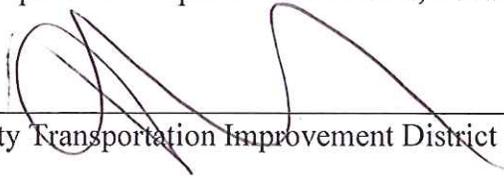
WHEREAS, The Board of Trustees (the “Board”) of the LCTID, held a meeting at 11:00 a.m. on the 29th day of April, 2014 at the Lucas County Engineer’s Office, 1049 S. McCord Road, Engineer’s Conference Room, Holland, Ohio 43528. A quorum of the Board was represented at this meeting;

WHEREAS, the Board has determined and pursuant to its authority vested under ORC Section 5540.03(A)(1), to adopt as its bylaws for the regulation of its affairs, operations and the conduct of its business those “BYLAWS OF THE LUCAS COUNTY TRANSPORTATION IMPROVEMENT DISTRICT” attached hereto as Exhibit I and made part hereof; and

NOW, THEREFORE, BE IT RESOLVED by the Board that the attached Bylaws, together with such supplements or amendments to it as may from time to time be adopted by the Board, be and are hereby established as the Bylaws of the LCTID.

It is found and determined that all formal actions of this Board concerning and relating to the adoption of this resolution were adopted in an open meeting of this Board, and that all deliberations of this Board that resulted in such formal action, were in meetings open to the public, in compliance with the law, including Section 121.22 of the Ohio Revised Code.

Adopted at a regularly adjourned meeting of the Board of Trustees of the Lucas County Transportation Improvement District, Lucas County, Ohio, this 29th day of April, 2014.



Lucas County Transportation Improvement District
Chairman

Attest:

Lucas County Transportation Improvement District
Secretary-Treasurer

Motion to Pass Resolution: _____

Seconded by: _____

EXHIBIT I

**BYLAWS OF THE LUCAS COUNTY
TRANSPORTATION IMPROVEMENT DISTRICT**

ARTICLE I

OFFICES

Section 1. Principal Office.

The principal office of the Lucas County Transportation Improvement District ("LCTID"), its Board of Trustees (the "Board"), its Chairman, its Vice-Chairman and Secretary-Treasurer shall be located at the Lucas County Engineer's Office, 1049 S. McCord Road, Holland, Ohio 43528.

ARTICLE II

OFFICERS

Section 1. Officers.

The officers of the LCTID shall be a Chairman, Vice-Chairman and Secretary-Treasurer who shall be elected from among the members of the Board.

Section 2. Term of Office.

The term of each officer shall be one year and until his/her successor takes office. Officers shall be elected annually at the Board's annual meeting and shall take office upon their election. If any officer shall cease to be a voting member of the Board during any term of office, he/she shall also cease to be an officer.

Section 3. Resignation.

Any officer may resign his/her position as such officer by giving written notice of such resignation to the Chairman of the Board, provided that in the event of resignation of the Chairman, then such written notice shall be given to the Vice-Chairman. The resignation shall be effective as of the date stated in such resignation, or if no such date is stated, then as of the date of its receipt by the proper officer. Notice of the resignation shall be transmitted to the next meeting of the Board by the officer receiving such resignation but no such resignation shall require acceptance by the Board.

Section 4. Removal.

The Chairman, Vice-Chairman and Secretary-Treasurer shall serve at the pleasure of the Board and shall be subject to removal from such office by an affirmative vote of the majority of the Board at any time.

Section 5. Vacancies.

Vacancies in the position of any officer shall be filled by an affirmative vote of the majority of the Board for the remainder of the term.

Section 6. Chairman.

The Chairman shall preside at all meetings of the Board and shall be the chief officer of the LCTID. He/she shall perform all duties commonly incident to the position of presiding officer of a board or commission and all duties commonly incident to the position of chief officer of a board, commission or business organization, and shall exercise supervision over the business of the LCTID, its officers and employees. He/she shall have authority (without impairment of any authority specifically granted by the Board to any other person) to sign all contracts, releases, notes, bonds and other instruments and documents to be executed on behalf of the LCTID. He/she shall be the chief officer of the LCTID for the purpose of service of civil process and is authorized to accept such services on behalf of the LCTID. He/she shall perform such other duties and have such other authority as may be provided from time to time by the Board.

Section 7. Vice-Chairman.

The Vice-Chairman shall perform the duties and have the authority of the Chairman during the absence or inability of the Chairman to perform his/her duties, and shall preside at all meetings of the Board when and while the Chairman shall vacate the chair. When performing the duties and having authority of the Chairman, the Vice-Chairman shall have all powers of the Chairman. He shall perform such other duties and have such authority as the Board may from time to time provide. At any meeting at which both the Chairman and the Vice-Chairman are absent, the Board, by a majority vote of those present, may elect a member of the Board to serve as presiding officer for that meeting.

Section 8. Secretary-Treasurer.

- a. The Secretary-Treasurer shall be the fiscal officer of the LCTID.
- b. Commensurate with receiving any moneys, either the Secretary-Treasurer is to give a compensated surety bond or such other security/insurance coverage shall be placed, as approved by the Board, including but not limited to fidelity or loss coverage provided through a form of public employee dishonesty policy to and in favor of the LCTID. The cost of

such bond, insurance and any other surety bonds that may be required per these Bylaws shall be paid by the LCTID.

- c. The Secretary-Treasurer shall attend all meetings of the Board and shall cause to be kept accurate records of the proceedings at such meetings, which shall be attested by him/her, or as otherwise provided in Article III, Section 8 herein. He/she shall have such authority and perform such duties as are provided by law and such as may, at any time and from time to time, be delegated to him/her by the Board. He/she shall have custody of and maintain all minutes, resolutions, records, documents and files of the LCTID and certify any minutes, resolutions, records or documents of the LCTID as true and exact copies thereof.
- d. The Secretary-Treasurer shall cause to be kept accurate books of account of all transactions on behalf of the LCTID.
- e. The Secretary-Treasurer shall have the care and custody of the funds of the LCTID and may on behalf of the LCTID endorse with his/her manual or facsimile signature for deposit or collection all drafts, checks, notes and other instruments and orders for the payment of money to the LCTID, or its order, and sign receipts therefore, in the manner and to the extent provided in these Bylaws and as determined and instituted by the Board in accordance with the further directives of the Board and the controls, policies and procedures instituted and adopted thereby in accordance with Article IV, Section 3 herein.
- f. The Secretary-Treasurer shall have authority to execute with his/her manual or facsimile signature on behalf of the LCTID, all vouchers for payments to be made by the LCTID and checks, drafts, notes and other obligations of the LCTID for the payment of money by the LCTID in the manner and to the extent provided in these Bylaws and as determined and instituted by the Board in accordance with the further directives of the Board and the controls, policies and procedures instituted and adopted thereby in accordance with Article IV, Section 3 herein.
- g. The Secretary-Treasurer shall, from time to time, with the approval of the Board, allocate and reallocate the funds of the LCTID into inactive, interim and active funds, as provided or permitted by law, and in the manner and to the extent provided in these Bylaws and as determined and instituted by the Board in accordance with the further directives of the Board and the controls, policies and procedures instituted and adopted thereby in accordance with Article IV, Section 3 herein.
- h. The Secretary-Treasurer shall prepare and submit to the Board proposals for the annual budget and appropriations; shall maintain operations and expenditures within the budget and appropriations; and shall establish budget procedures and maintain supervision over budget control, in the

manner and to the extent provided in these Bylaws and as determined and instituted by the Board in accordance with the further directives of the Board and the controls, policies and procedures instituted and adopted thereby in accordance with Article IV, Section 3 herein.

- i. The Secretary-Treasurer, or his/her designee, shall be Secretary to all committees, and when directed by the Chairman of any committee, shall cause minutes of each meeting to be kept.
- j. The Secretary-Treasurer shall have such other authority and perform such other duties as are conferred by law upon or incident to the office of Secretary or Treasurer and the office of fiscal officer of an authority, board, commission or business organization. He/she shall be deemed to have discharged his/her responsibilities under these Bylaws if he/she shall have caused the same to be discharged by an assistant or other person properly authorized or assigned to him/her by the Board, except as to any duties which under the law can be discharged only personally by the Secretary-Treasurer as fiscal officer of a LCTID, pursuant to the applicable provisions of the Ohio Revised Code.

Section 9. LCTID Director Position/Assignment of Duties.

In the event the LCTID board should determine to establish the position of Director, as the chief executive administrator of the LCTID, as and then the Board may proceed to hire a LCTID Director, retain a consultant to perform some or all the duties related to said position, and those specific duties, responsibilities and authorities are as set forth herein. In the event that the LCTID board does not employ a Director and/or retain or utilize a consultant for such position, the Chairman may from time to time assign among the Board or to a specific member of the Board, contingent upon the individual Board member's assent, the performance of the duties as listed herein and/or as may be assigned by the Board (the "Assignee"). The Director or Assignee shall do all things necessary for the proper implementation of the policies and programs of the Board. The Director or Assignee shall counsel with the Chairman of the Board and in the Chairman's absence, the Vice-Chairman, and, as appropriate, LCTID legal counsel, on questions of procedure, policy or practice. Subject to the applicable provisions of the statutes of the State of Ohio and without intending to limit the authority of the Board, he/she shall otherwise hire, discharge and supervise all employees. The Director or Assignee shall implement and supervise procedures essential to good corporate practices. The Director or Assignee shall maintain proper liaison with the County of Lucas, the townships and the municipal corporations therein and other appropriate governmental agencies. The Director or Assignee reports to the Board and shall communicate and interpret policies of the Board to Board employees, as applicable, and to others responsible for the execution of such policies. As a representative of the Board, the Director or Assignee shall:

- a. Be responsible for the day to day operation of the LCTID in compliance with Board policies.

- b. Interpret Board policies to the news media in close cooperation with the Board and appropriate personnel.
- c. Provide the Board with information relative to the status of obligations under contracts.
- d. Coordinate and be responsible for communication with and assignment or work to the legal counsel of the LCTID.
- e. Apply for available grants and execute grant documents pursuant to authorization by the Board of Trustees.
- f. Endeavor to bring the best managerial techniques to bear upon the challenges which the Board and its committees may face and shall assist in the discharge of the responsibilities of the LCTID, which may include program implementation and project management, including of consultant or contractor services.
- g. Maintain an awareness of governmental management and industry trends and other developments that would be helpful to the Board through publications, attendance at appropriate seminars, contact with federal and state officials and participation in relevant conferences and meetings.
- h. Make available all data developed in the operation of the LCTID or under the terms of any contract executed pursuant to Board authorization.

The Director or Assignee is hereby authorized to employ or utilize from time to time on a temporary or permanent basis such administrative personnel as may be necessary to carry out the operations and programs of the LCTID, and prescribe their authority and duties. The Director or Assignee is hereby authorized and directed to establish within the general categories fixed by the Board, the rate at which each person so employed shall be compensated, if applicable (as the LCTID, pursuant to Ohio Revised Code section 5540.03 (A) (10) (13) and related sections, is authorized to receive and accept aid or contributions of money, property, labor, or other things of value to carry out its purposes and projects).

The Board shall establish positions of permanent employment from time to time for such management, professional and technical personnel as may be necessary to carry out the operations and programs of the LCTID and prescribe the authority and duties of such positions. The Director or Assignee is hereby authorized to employ and discharge with cause personnel for such positions and prescribe additional authorities and duties for such personnel, subject to approval of the Board. Such employment by the Director or Assignee is hereby authorized and directed to establish within the general categories fixed by the Board, the rate at which each person so employed shall be compensated.

Before receiving any moneys, the Director or Assignee may be required by the Board to give a compensated surety bond or such other security/insurance acquired as

may be determined by the Board, to and in favor of the LCTID. The cost of such bond or insurance and any other bonds required by the Board shall be paid by the LCTID.

ARTICLE III

MEETINGS

Section 1. Quorum.

A majority of the voting members of the Board constitute a quorum, the affirmative vote of which is necessary for any action taken by the LCTID provided that less than a quorum may adjourn a meeting of the Board. No vacancy in the Board shall impair the rights of a quorum to exercise all rights and perform all the duties of the LCTID.

Section 2. Place of Meetings.

All meetings of the Board shall be held at its principal office, or at such other place as may be designated by the Chairman at a preceding meeting, or designated in the notice of the meeting as hereinafter provided.

Section 3. Meetings.

Regular meetings of the Board will be convened at least once each calendar month or as the Board may determine otherwise. Regular meetings of the Board shall be held at such dates, times and places for such meetings as designated by the Board at the next preceding regular meeting or in accordance with a schedule established by the Board. The annual meeting of the Board will be held in the month of January in each year, unless determined otherwise by the Board. Special meetings of the Board may be called at any time by the Chairman, the Vice-Chairman or any three members of the Board. The officer or members calling the meeting shall give notice, or cause the same to be given, to the other members of the Board of the date, hour and place of the meeting. Such notice may be given in person or by letter mailed by first-class mail, email or by telefax, and such letter shall be mailed/emailed and such telefax shall be sent at least forty-eight hours prior to the meeting. Notice of any meeting need not be given to any member of the Board if such notice shall have been waived by him in writing before, during or after such meeting, or if he shall be present, at the meeting. Any meeting shall be a valid meeting without notice having been given if all of the members of the Board shall be present at such meeting.

Section 4. Minutes and Resolutions.

- a. Action of the Board shall be by resolution or motion. Resolutions shall be in written form. On passage of each motion or resolution, the vote shall be entered in the minutes of the meeting.

- b. The minutes of each meeting of the Board shall be recorded and kept by the Secretary-Treasurer or a person designated by the Secretary-Treasurer, or in the absence of the Secretary-Treasurer, by the Board. With respect to each meeting there shall be shown in the minutes the date and place at which the meeting was held, the names of the members present, a summary of things said and done, and a record of each vote taken. Resolutions adopted shall be identified by appropriate reference to the number and title of such resolutions.
- c. Each resolution adopted by the Board will be numbered, signed by the member of the Board presiding at the meeting, attested by the Secretary-Treasurer or assistant Secretary and maintained and kept by the Secretary-Treasurer or a person designated by the Board. Resolutions shall be annually numbered consecutively beginning with the number one. Each resolution shall bear as a prefix to its number the year in which it has been adopted.
- d. As provided by law, the Board minutes and resolutions shall be open to the inspection of the public at all reasonable times.
- e. The vote of the members of the Board shall be indicated in the minutes.

Section 5. Public Meetings.

Meetings of the Board shall be open to the public as provided by Section 121.22 of the Ohio Revised Code.

Section 6. Rules of Procedure.

Until otherwise provided upon agreement or through actions as taken by the Board or these Bylaws, meetings of the Board shall be conducted in accordance with Robert's Rules of Order Newly Revised, subject to Section 7 below.

Section 7. Conduct of Meeting.

Meetings of the Board shall be conducted in accordance with the following procedures:

- a. Vote. Any member of the Board shall be permitted to change their vote until result has been verified and recorded. Motions for reconsideration on any vote may be made by any member who was in the majority on such vote. Such motion must be made not later than the close of the meeting at which such vote has been taken.
- b. Absent Member. Any member who was unavoidably absent from a meeting may be permitted to have his vote recorded upon any question acted upon during his absence; provided that such vote shall not be

counted, and such member shall not be entitled to move a reconsideration of the question to be voted upon.

- c. Division of Question. If any question contains two or more divisible propositions, the presiding member may, and upon request of a member shall, divide the same.
- d. Order of Business. The business of regular meetings of the Board shall be generally transacted in the following order, unless otherwise agreed upon or proceeded with by the Board per its agendas or actions:
 - 1. Roll call.
 - 2. Submission of minutes of preceding meetings.
 - 3. Reports and communications from officers.
 - 4. Other reports and communications.
 - 5. Reports of committees with consideration of resolutions and motions.
 - 6. Other business.
 - 7. Adjournment.
- e. Motions. Motions shall be presented, seconded, and acted upon, in accordance with said recognized parliamentary procedures. Upon request of any member, any motion shall be reduced to writing. Any motion may be withdrawn by the maker with the consent of the second, before it has been amended or voted upon. All motions which have been entertained by the presiding member shall be entered upon the minutes of the meeting.

Section 8. Absence of Secretary-Treasurer.

In the event the Secretary-Treasurer is absent from any meeting the presiding member may designate another member of the Board, as acting Secretary to cause to be kept and record the minutes of the meeting and attest any resolutions adopted at such meeting. The acting Secretary-Treasurer may also certify as to the authenticity of any resolution adopted at such meeting or to the correctness of a copy or extract of the minutes of such meeting.

ARTICLE IV

POWERS AND DUTIES

Section 1. Employees, Professional Consultants and Advisors, Board Assignees.

The Board may from time to time appoint and retain a LCTID Director, or retain a consultant, or assign responsibility to a Board member(s), with the assent and consent of such Board member, to provide for administration or management to perform such duties, as set forth herein, and appoint, retain or assign such assistants, subordinates and other employees, professional consultants or advisors as it may deem desirable or necessary, who shall be employed, or providing contributory services, during the pleasure of the Board and perform such duties as the Board may prescribe (as the LCTID, pursuant to Ohio Revised Code section 5540.03 (A) (10) (13) and related sections, is authorized to receive and accept aid or contributions of money, property, labor, or other things of value to carry out its purposes and projects).

Section 2. Delegation of Duties.

There is reserved in the Board the authority from time to time to delegate, transfer or assign duties of the officers and employees as noted herein and to the extent permitted by law.

Section 3. Execution of Instruments.

- a. Deeds, leases, contracts and other agreements. Deeds, leases, contracts, agreements and all other documents excepting those referred to in paragraph (b) below, shall be signed by the person or officer specified in any pertinent statute as the person or officer required to execute such instrument. If no such statutory requirement exists, such instruments shall be signed by the Chairman or Vice-Chairman; but the Board may at any time or from time to time designate one or more of its members or any other employee or officer to execute any such instrument for and on behalf of the LCTID.
- b. Checks, drafts, and other instruments.
 1. All revenues from any source whatsoever, including but not limited to revenue from grants, contributions, pledges, assignments, and any miscellaneous revenues shall be deposited in the LCTID's General Fund for credit to the General Account of that Fund, except to the extent otherwise provided by this Board, applicable law or contract. Depositories for the LCTID's General Fund shall be authorized by the LCTID's Board by specific action or resolution.

2. Within said General Fund, a General Account and Operating Account and/or such other accounts that may from time to time be determined to be convenient, necessary or appropriate may be established by the Board and the Board may further establish, structure or re-structure said accounts and institute and adopt such accounting and auditing procedures and controls as are determined by the Board to be appropriate, adequate and necessary for the functioning of the LCTID, in accordance and compliant with applicable provisions of the Ohio Revised Code, applicable accounting and auditing standards and other laws and regulations that may otherwise be applicable.

Moneys may be transferred from said General Account to the Operating Account to meet need as it may arise. Such amount shall be so transferred from time to time to the Operating Account and/or other such accounts as may be established by the Board by resolution in accordance with these Bylaws to provide sufficient funds to meet anticipated needs and to provide an amount for contingencies. The Operating Account is intended to be used for disbursement of all expenses of the LCTID's operations. Expenses paid from the Operating Account will include, but will not be limited to, administration, wage and salary expenses, research and planning, finance, and professional and consulting fees, or as necessary deemed necessary and appropriate.

Checks, drafts and other instruments requiring the payment of appropriated sums of money from the Operating Account shall be executed by the Chairman or Vice-Chairman and the Secretary-Treasurer and thus will require two different signatures, unless or until such time as the Board adopts and institutes an alternative procedure and controls further refining or revising same, in accordance and compliant with applicable provisions of the Ohio Revised Code, applicable accounting and auditing standards and other laws and regulations that may otherwise be applicable.

Each individual designated as a signatory or an approval shall be included in a blanket bond or such other security as may be determined by the Board, in an amount as determined sufficient by the Board .

- c. Purchase Orders. Purchase orders for materials and services for which expenditures have been appropriately authorized may be signed by the Chairman, Vice-Chairman, Secretary-Treasurer or LCTID Director or Assignee.

Section 4. Reimbursement for Expenses.

All members of the Board, officers, employees and any professional consultants or advisors employed by the Board, who properly incur expenses in the course of their official duties shall be reimbursed for such expenses so incurred, upon vouchers approved by the Chairman, Vice-Chairman or Secretary-Treasurer.

Section 5. Indemnification.

- a. The LCTID shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceedings, whether civil, administrative, or investigative, by reason of the fact that such person is or was a trustee or officer of the LCTID, to the extent permitted by law and in the event that indemnification is not otherwise provided by virtue of the position of public trust enjoyed by any trustee or officer of the LCTID. Such indemnification shall include expenses, including attorneys' fees, judgments, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or proceeding provided that:
 - (i) such trustee or officer was not acting manifestly outside the scope of his/her employment or official responsibilities, and was not acting with a malicious purpose, in bad faith, or in a wanton or reckless manner; or
 - (ii) such expenses, attorneys' fees, judgments and amounts paid in settlement were not incurred as a result of any action by LCTID against a trustee or officer or by such trustee or officer against LCTID.
- b. LCTID shall not indemnify a trustee or officer for any expenses, attorneys' fees, judgments and amounts paid in settlement:
 - (i) if such amounts are paid by a company issuing a policy of insurance for civil liability;
 - (ii) if such amounts represent punitive or exemplary damages for actions manifestly outside the scope of such trustee's or officer's employment or official responsibilities, and found to be acting with a malicious purpose, in bad faith, or in a wanton or reckless manner; or
 - (iii) if such amounts represent a portion of a settlement or consent judgment which the Board determines to be unreasonable.

- c. The foregoing is not intended to, and does not eliminate, limit, or reduce any immunity from civil liability that exists and/or may from time to time extend to the trustees and officers by any provision of the Ohio Revised Code or by the common law and is to the extent permitted by law.
- d. LCTID may procure a policy or policies of insurance insuring its trustees and officers against liability on account of any action, suit or proceedings, arising as a result of such trustees' or officers' actions or omissions in their official capacity on behalf of LCTID.

ARTICLE V

OFFICIAL SEAL

Section 1. Seal.

The LCTID may have an official seal.

ARTICLE VI

COMMITTEES

Section 1. Standing Committees.

The Chairman may appoint members of the Board to the following standing committees and name one of the members thereof as chairperson:

- a. Finance Committee. The finance committee reviews and makes recommendations on matters dealing with general financial policy, auditing functions, budgetary concerns, and the acquisition and administration of capital funds or as otherwise determined Chairperson.
- b. Operations Committee. The operations committee reviews and recommends policies regarding management, operations and operating personnel or as otherwise determined by the Chairperson. It also coordinates the relationship between operations and the Board.

The Chairman may from time to time, when considered in the best interest of the LCTID, convene a joint meeting of any two of the standing committees.

The Chairman shall be an ex-officio member of each committee. He/she may also determine the specific functions to be performed by each committee.

Section 2. Other Committees.

The Chairman may, from time to time, create additional committees, and appoint members and chairpersons therefor, and he/she shall be an ex-officio member of each such committee.

Section 3. Committee Meetings.

In the absence of a chairperson, a temporary chairperson shall be selected by majority vote of the members present. Each committee may establish a procedure for calling and giving notice of committee meetings, the conduct of such meetings, the undertaking of committee activities, and the preparation of committee reports.

Section 4. Board Members.

All members of the Board may participate, but not vote, in the meetings of other standing committees of which they are not a designated member. Timely notice of all committee meetings shall be provided to all members of the Board.

ARTICLE VII

APPROPRIATIONS AND CONTRACTS

Section 1. Appropriations.

Appropriations and budget procedures shall be in accordance with the applicable provisions of the Ohio Revised Code.

Section 2. Contracts.

Contracts shall be entered into in accordance with these Bylaws and the applicable provisions of the Ohio Revised Code.

Section 3. Expenditures.

Expenditures in excess of \$15,000.00 shall be authorized by the Board. Expenditures of \$15,000.00 or less, for operational costs or project-related for which moneys have been appropriated, may be made on authorization of any two of the following: the Chairman, Vice-Chairman, Secretary-Treasurer or LCTID Director or Assignee.

ARTICLE VIII
MANAGEMENT

Section 1.

The Board may from time to time establish a table of organization and create such departments as it may deem necessary to carry on the function of the LCTID.

Section 2.

Except as provided in Article II, Section 8, salary ranges for all personnel employed shall be fixed by resolution of the Board; provided that the Chairman shall review all salary ranges annually and shall recommend to the Board such adjustments as he/she deems appropriate.

Section 3.

Except as herein provided, office hours; hours of work; holidays; vacations; sick leave; payment in lieu of vacation or sick leave; military leave; funeral attendance; leave of absence without pay; medical insurance; jury duty; and reimbursement of expenses; and pension matters shall be established by further action of the Board.

ARTICLE IX
CONSTRUCTION, AMENDMENT AND EFFECTIVE DATE

Section 1. Construction and Separability.

Each bylaw herein set forth and each provision thereof shall be construed, if possible, in a manner consistent with the laws of the State of Ohio and the United States of America. If and to the extent that any Bylaw or provision thereof shall be deemed in conflict with any such law, such Bylaw or provision shall be void, but each Bylaw and each provision of each Bylaw shall be deemed separable from every other Bylaws and every other provision of such Bylaw and its invalidity shall not affect any other Bylaw.

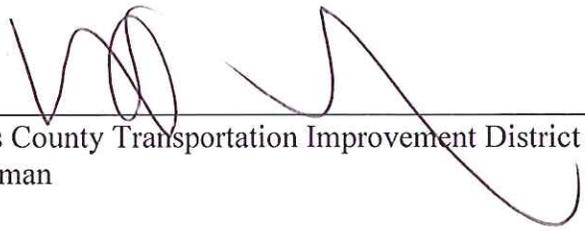
Section 2. Amendments.

These Bylaws may be amended from time to time by a majority vote of the members of the Board; provided that at least 3 business days written notice enclosing a copy of the proposed amendment be given to each member of the Board by certified or registered mail or if personally acknowledged by each member.

Section 3. Effective Date.

These Bylaws are effective April 29, 2014.

Adopted at a regularly adjourned meeting of the Board of Trustees of the Lucas County Transportation Improvement District, Lucas County, Ohio, this 29th day of April, 2014.



Lucas County Transportation Improvement District
Chairman

Attest:



Lucas County Transportation Improvement District
Secretary-Treasurer

Motion to Pass Resolution: Warren Henry

Seconded by: Bill Brennan

Upon roll call of the motion to adopt Resolution 2014-01, the vote was as follows:

Mr. Henry yes

Mr. Martinko yes

Mr. Toth absent

Mr. Earley yes

Mr. Brennan yes

**LUCAS COUNTY
TRANSPORTATION IMPROVEMENT DISTRICT**

Resolution Number 2014-02

A RESOLUTION AUTHORIZING RETENTION OF LEGAL COUNSEL

WHEREAS, the Lucas County Transportation Improvement District (“LCTID”) has been created pursuant Ohio Revised Code Chapter 5540 and, consistent with its purpose and mission, has accordingly determined to proceed to study, develop and implement specific transportation improvement projects, as defined under Ohio Revised Code Section 5540.01(C), within Lucas County, which it believes are consistent and compatible with the transportation improvements and related economic development initiatives within Lucas County and its environs (the “Work”);

WHEREAS, in proceeding with the Work the LCTID has determined it is necessary to acquire certain professional services, including services of accounting, legal and financial advisors in conjunction with the Work as well as relating to the governance, organization and ongoing functions of the LCTID;

WHEREAS, the LCTID is authorized pursuant to Ohio Revised Code Section 5540.03 (A)(9), to retain or contract for professional services, including accounting, legal and financial advisors services as it determines necessary;

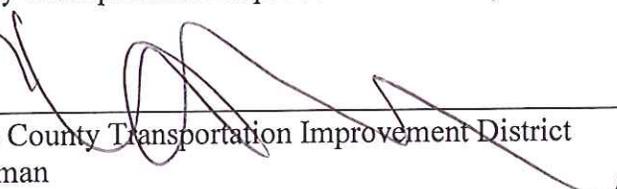
WHEREAS, pursuant to its authority under Ohio Revised Code Section 5540.03 (A)(9), the LCTID has determined it to be in the best interest of the LCTID to authorize retention of Richard W. Schuermann, Jr. of the law firm of Kegler Brown Hill & Ritter, LPA which has demonstrated the requisite experience and competencies required and as otherwise authorized for the purpose of providing general legal and special counsel services to the LCTID; and

NOW, THEREFORE, BE IT RESOLVED that retention of Richard W. Schuermann, Jr. of Kegler Brown Hill & Ritter, LPA is hereby approved and the Chairperson and/or Secretary-Treasurer of the LCTID is hereby authorized to execute a letter of retention with Richard W. Schuermann, Jr. of the law firm of Kegler Brown Hill & Ritter, LPA, in the form on file with the LCTID, authorizing him to provide legal counsel and advice, in coordination with the LCTID’s Board, committees, staff, its financial advisor, consultants, and the local funding jurisdictions or other local governments, the State of Ohio, federal agencies and departments, or as otherwise may be necessary, in such amounts as budgeted and authorized by the Secretary-Treasurer and/or the Board.

It is found and determined that all formal actions of this Board concerning and relating to the adoption of this resolution were adopted in an open meeting of this Board, and that all deliberations of this Board that resulted in such formal action, were in

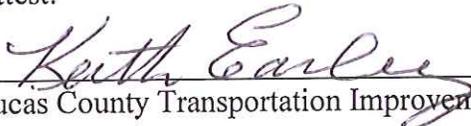
meetings open to the public, in compliance with the law, including Section 121.22 of the Ohio Revised Code.

Adopted at a regularly adjourned meeting of the Board of Trustees of the Lucas County Transportation Improvement District, Lucas County, Ohio, this 29th day of April, 2014.



Lucas County Transportation Improvement District
Chairman

Attest:



Lucas County Transportation Improvement District
Secretary-Treasurer

Motion to Pass Resolution: Keith Earley

Seconded by: Rich Martinko

April 29, 2014

Keith G. Earley, P.E.,P.S.
Secretary-Treasurer
Lucas County Engineer
1049 S. McCord Rd.
Holland, OH 43528

Re: Engagement for Professional Services

Dear Mr. Earley:

We are honored to provide our professional services to the Lucas County Transportation Improvement District ("TID") Board, in the related development and facilitation transportation improvement projects within the area of Lucas County (the "County"), in conjunction and coordination with related economic and community development initiatives, and providing assistance and counsel to the CTID relative to related funding approaches and options, project implementation and funding strategies, in conjunction with the County Engineer and the TID Board members and related organizations and jurisdictions. We will be drawing upon and imparting our experience and knowledge in analyzing, developing and assisting other TIDs over the past 20 years with such issues and strategies. This letter is to set forth the initial scope of our services, responsibilities and fees.

Initially, our functions would include assisting the TID, in close coordination and with the input of the County Engineer and TID Board, on matters relating to the start-up strategies and ongoing organization of the TID for development and advancement of potential TID projects. Our services will, in

general, include, as may be deemed appropriate: assisting the TID with matters relating to organization and the charter of the TID and any related committees; assessing what's potentially involved with ongoing TID operations and funding requirements; assisting in development and establishment of the framework, structure and approach to advancing various TID projects; assisting in coordination with local, state and/or federal governments, property owners, developers and other individuals and bodies; drafting and developing various documents, agreements and other legal instruments to this end; and, completing other TID-related assignments as otherwise determined in conjunction with the TID and the County Engineer and County Economic Development Director and acting as general legal advisor to the TID, as authorized. In rendering these services detailed above, we expect to perform the following tasks among others:

- (a) Provide advice and counsel on TID matters and governance and, as may be required, assist with drafting of TID documents involved with or required in TID operations and project implementation pursuant to Chapter 5540 and other related sections of the Ohio Revised Code, including draft resolutions, contracts and bylaws.
- (b) Assisting the TID, and interacting with its consultants or contractors, and/or local jurisdictions, as may be appropriate and requested in development of and in connection with the TID and related Projects.
- (c) Review and consult on various legal issues, funding and implementation strategies relating to a TID program and Projects, including review and assist with preparation of registration and application for the ODOT Jobs & Commerce HB 51 TID funding, ODOT State Infrastructure Bank or "SIB," and Transportation Review and Advisory Council or "TRAC," and other programs.
- (d) Attend meetings or work sessions, as determined appropriate in consultation with the TID, the Engineer and/or other entities or jurisdictions

I will be the attorney primarily responsible for the work although other attorneys in our firm may be working with me on this matter, from time to time, if

appropriate. We would propose an hourly-based fee relating to this work at a reduced rate of \$235.00 per hour, in such amounts authorized by the Board and unless otherwise agreed upon by our firm and the TID. In addition to our fees, we would be entitled to payment for, or reimbursement of all costs and expenses we incur in performing services on your behalf, for example, such items as photocopying, messenger and delivery service, computerized research, court costs and filing fees, to the extent applicable. The term of this engagement would begin effective April 22, 2014.

In conjunction with this engagement letter, the TID will be our client and an attorney-client relationship will exist between us. As you are aware, our firm has provided legal representation to many political subdivisions, as well as various agencies or departments of the State of Ohio. (However, we do not currently act as Special Counsel to the Ohio Department of Transportation.) It is possible that during the time that we are representing the TID, one or more of our present or future clients will have transactions with the TID. It is also possible that we may be asked to represent, in an unrelated matter, one or more of the entities involved in this transaction. We do not believe such representation, if it occurs, will adversely affect our ability to represent you as provided in this engagement letter, either because such matters will be sufficiently different from this transaction so as to make such representations not adverse to our representation of you, or because the potential for such adversity is remote or minor and outweighed by the consideration that it is unlikely that advice given to the other client will be relevant to any aspect of this transaction. Of particular note, and as you are aware, we regularly act as legal counsel to the Butler County Transportation Improvement District; the County Commissioners of Butler County, Ohio; the Belmont County Transportation Improvement District; the Clermont County Transportation Improvement District; the Clermont County Port Authority; Columbiana County, the Fairfield County Transportation Improvement District; the Hamilton County Transportation Improvement District; and the Warren County Transportation Improvement District, and other local funding jurisdictions, the State of Ohio and others, from time to time with respect to various matters. Applicable ethical rules prohibit us from undertaking the representation of parties if our professional judgment is likely to be affected by our multiple representation unless it is obvious that we can adequately represent the interests of each client and we obtain the consent of the clients after full disclosure of the possible effect of such representation on the exercise of our

independent professional judgment on said clients. Execution of this engagement letter signifies the TID's consent to our representation of others consistent with the circumstances described in this paragraph.

If the foregoing terms are satisfactory to you, please indicate by returning the enclosed copy of this letter signed by an authorized person, retaining the original for your files. Thank you for your retention of our firm.

Very truly yours,

KEGLER BROWN HILL & RITTER

By: _____
Richard W. Schuermann, Jr., Esq.

Accepted and Agreed to this 29th day of April, 2014

Lucas County, Ohio

By: _____

Its: _____

**LUCAS COUNTY
TRANSPORTATION IMPROVEMENT DISTRICT**

Resolution Number 2014-03

**A RESOLUTION DESIGNATING LUCAS COUNTY TRANSPORTATION
IMPROVEMENT DISTRICT PROJECTS AND AUTHORIZING APPLICATION FOR
OHIO DEPARTMENT OF TRANSPORTATION, OFFICE OF JOBS & COMMERCE
FUNDING FOR ADVANCEMENT OF TRANSPORTATION IMPROVEMENT
PROJECTS, TO WIT: DORR STREET INTERCHANGE WITH I-475 IMPROVEMENT
PROJECT AND US 20A (ILLINOIS AVENUE) INTERCHANGE WITH I-475
IMPROVEMENT PROJECT**

WHEREAS, pursuant to Chapter 5540 of the Ohio Revised Code (“ORC”), the Board of County Commissioners of Lucas County, Ohio (the “County”) created the Lucas County Transportation Improvement District (“LCTID”), which is authorized by ORC Chapter 5540 to finance, construct, maintain, repair, and operate street, highway, and other transportation projects (including, but not limited to, rail related transportation projects) and in relation construct, reconstruct, improve, alter, and repair roads, highways, public places, buildings, and other infrastructure (“Projects”);

WHEREAS, the Projects undertaken by the LCTID and exercise of its authority, pursuant to ORC Chapter 5540, are considered to be essential and to contribute to the improvement of the prosperity, health, safety, and welfare of the people of the County, and local political subdivisions within the County, including, but not limited to, the Cities of Toledo and Maumee (the “Cities”), the Townships of Springfield and Monclova (the “Townships”), and the region and the State, and are essential governmental functions that will also promote industry, commerce, distribution, and research activity within the County, the region and the State;

WHEREAS, it is also envisioned and intended that the ongoing efforts of the LCTID will assist and provide greater efficiencies to the ongoing transportation infrastructure and related improvement efforts in the County, and its commitment and relationship with Ohio Department of Transportation (“ODOT”), Ohio Development Services Agency, the Toledo Metropolitan Area Council of Governments (“TMACOG”), the Toledo Lucas County Port Authority (“TLCPA”), as well as the University of Toledo (“UT”) and local political subdivisions, including, but not limited to, the Cities, the Townships, and other agencies and offices within the County, the business community, and neighboring communities and counties, as may become applicable, in advancing transportation improvements, and related economic development and job retention and creation, which is vital to the long term mobility and economic prosperity of the County, the local political subdivisions within the County, the region and the State;

WHEREAS, the existence of the LCTID, under ORC Chapter 5540, empowers the various political subdivisions and their respective residents and other agencies within the County, to participate in a cooperative county-wide coalition to take advantage of the opportunities and benefits made available only through a Transportation Improvement District

(“TID”) to plan, construct and improve highways, roads, bridges, interchanges and other transportation improvements and accompanying capital improvements and development throughout the County and its environs, utilizing a program-level development approach for integration of local transportation projects, which will include and initially be comprised of the LCTID Projects known and referred to as “*the Dorr Street Interchange with I-475 Improvement Project*” and “*the US 20A (Illinois Avenue) Interchange with I-475 Improvement Project*”, as further identified on Exhibit I attached and made part hereof and as further described and set forth on the project plans and related project documents on file with the LCTID, the LCEO and ODOT (the “Identified Projects”), which program of Projects is intended to be amended and supplemented as appropriate to add additional Projects and is referred to as the “LCTID Program”;

WHEREAS, the Identified Projects in the LCTID Program are major transportation and infrastructure improvement projects, as contemplated by ORC Chapter 5540, that involve a coordinated, cooperative, multi-jurisdictional approach towards project integration, development, design and construction, land use planning, environmental stewardship, financial strategy implementation, economic development and public-private partnership opportunities to advance the Projects in an innovative, efficient and cost effective manner;

WHEREAS, the LCTID intends to identify, develop and secure necessary funding from available revenue sources for these Identified Projects, in such phases and manner as agreed upon by the LCTID and its local implementation and funding partners, including, but not limited to, the County, UT, TLPCA, the Townships and the Cities, and in further coordination and cooperation with ODOT, TMACOG and LCEO, and in such amounts as determined to be available, adequate and feasible for advancement of the Identified Projects and consistent, as applicable, with the ODOT Project Development Process or “PDP” and other applicable laws and regulations;

WHEREAS, the Ohio General Assembly, with the passage of HB51(the State Transportation Budget legislation for FY14-15) provided supplemental funding from ODOT, through its Office of Jobs & Commerce, for selected TID Projects, which requires registered and eligible TIDs making application for available FY 15 project funding to ODOT, on or before May 30, 2014 (the “TID Supplemental Funding”);

WHEREAS, the LCTID intends to take the necessary steps to seek registration with ODOT, to become an eligible TID, and to likewise apply for this TID Supplemental Funding that may be available, so as to further advance the Identified Projects, in appropriate coordination and cooperation with the County, the Cities and the Townships, UT, TMACOG, TLPCA and LCEO;

WHEREAS, the LCTID, pursuant to ORC Section 5540.03 is authorized to take such actions, receive such funding, and enter into all agreements necessary or incidental to performance of its functions and the execution of its powers to effect its purposes and Projects; and,

NOW, THEREFORE, BE IT RESOLVED, that the LCTID Board of Trustees hereby proclaims the importance of assisting, in conjunction, as appropriate, with the LCEO, the

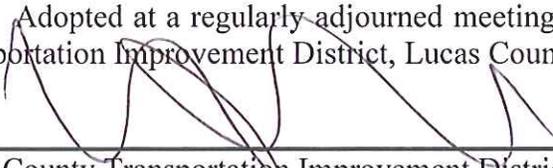
County, the Cities, Townships, TMACOG, TLPCA and/or UT with advancing and funding the development, implementation, engineering, re-construction, repair and construction of the Identified Projects: the Dorr Street Interchange with I-475 Improvement Project and the US 20A (Illinois Avenue) Interchange with I-475 Improvement Project, which are intended to address vital issues such as capacity, safety and congestion, in part, by providing additional connectivity and capacity and improving an alternative route, thus benefiting the traveling public, residents and properties in the area, as well as emergency services operations, improving police, fire and EMS response, and should also significantly facilitate and provide for public services within in the area, and other areas in and near, and adjacent to or in proximity to the Project areas.

BE IT FURTHER RESOLVED by the LCTID Board of Trustees that both the Identified Projects: the Dorr Street Interchange with I-475 Improvement Project and the US 20A (Illinois Avenue) Interchange with I-475 Improvement Project, as further defined and described herein, are hereby designated as Projects of the LCTID, pursuant to ORC§5540.03(A)(4) and are hereby made part of the LCTID Program of Projects, to be developed, implemented and constructed pursuant to and in accordance with ORC Chapter 5540 as LCTID projects and as further described, developed and set forth in plans and documents on file with the LCTID, the LCEO, ODOT and related local jurisdictions.

BE IT FURTHER RESOLVED, that LCTID Board of Trustees hereby approves, authorizes and directs that the LCTID Secretary-Treasurer, and/or his designees in consultation with LCTID legal counsel, prepare and submit to ODOT, through its Office of Jobs & Commerce, appropriate registration forms and funding applications, for eligibility as a registered TID and for HB 51 TID Supplemental Funding for FY 15, for the Identified Projects: the Dorr Street Interchange with I-475 Improvement Project and the US 20A (Illinois Avenue) Interchange with I-475 Improvement Project, and in such amounts as set forth on Exhibit I, and that the taking of any such action and the execution and delivery of any such documents or instruments by the LCTID Secretary-Treasurer shall be conclusive evidence of the Board's determination that such actions are proper and necessary in order for the LCTID to carry out the purposes of this resolution and of the authorization thereof by the Board.

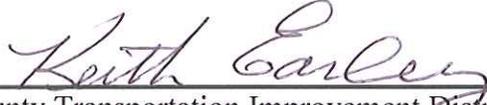
It is found and determined that all formal actions of this Board concerning and relating to the adoption of this resolution were adopted in an open meeting of this Board, and that all deliberations of this Board that resulted in such formal action, were in meetings open to the public, in compliance with the law, including ORC Section 121.22.

Adopted at a regularly adjourned meeting of the Board of Trustees of the Lucas County Transportation Improvement District, Lucas County, Ohio, this 29th day of April 2014.



Lucas County Transportation Improvement District
Chairman

Attest:



Lucas County Transportation Improvement District

Secretary-Treasurer

Motion to Pass Resolution: Warren Henry

Seconded by: Paul Toth

EXHIBIT I

IDENTIFIED PROJECTS

Projects	PID	Description	TID Partner	FY15
<i>Dorr Street Interchange with I-475 Improvement Project</i>		Preliminary Engineering & Detailed Design	City of Toledo Lucas County Springfield Township The University of Toledo	\$250,000
<i>US 20A (Illinois Avenue) Interchange with I-475 Improvement Project</i>		Preliminary Engineering & Detailed Design	City of Toledo City of Maumee Lucas County Monclova Township Toledo Lucas County Port Authority	\$250,000

**LUCAS COUNTY
TRANSPORTATION IMPROVEMENT DISTRICT**

Resolution Number 2014-04

**A RESOLUTION BY THE LUCAS COUNTY TRANSPORTATION IMPROVEMENT
DISTRICT AUTHORIZING APPLICATION TO ODOT
TRANSPORTATION REVIEW ADVISORY COUNCIL FOR FUNDING FOR
ADVANCEMENT OF TRANSPORTATION IMPROVEMENT PROJECT: *DORR
STREET INTERCHANGE WITH I-475 IMPROVEMENT PROJECT***

WHEREAS, pursuant to Chapter 5540 of the Ohio Revised Code (“ORC”), the Board of County Commissioners of Lucas County, Ohio (the “County”) created the Lucas County Transportation Improvement District (“LCTID”), which is authorized by ORC Chapter 5540 to finance, construct, maintain, repair, and operate street, highway, and other transportation projects (including, but not limited to, rail related transportation projects) and in relation construct, reconstruct, improve, alter, and repair roads, highways, public places, buildings, and other infrastructure (“Projects”);

WHEREAS, the Projects undertaken by the LCTID and exercise of its authority, pursuant to ORC Chapter 5540, are considered to be essential and to contribute to the improvement of the prosperity, health, safety, and welfare of the people of the County, and local political subdivisions within the County, including, but not limited to, the City of Toledo (the “City”) and the Township of Springfield (the “Township”), the region and the State, and are essential governmental functions that will also promote industry, commerce, distribution, and research activity within the County, the region and the State;

WHEREAS, the existence of the LCTID, under ORC Chapter 5540, empowers the various political subdivisions and their respective residents within the County, to participate in a cooperative county-wide coalition to take advantage of the opportunities and benefits made available only through a Transportation Improvement District (“TID”) to plan, construct and improve highways, roads, bridges, interchanges and other transportation improvements and accompanying capital improvements and development throughout the County and its environs, utilizing a program-level development approach for integration of local transportation projects, including, but not limited to, the Dorr Street Interchange with I-475 Improvement Project, which program of Projects is intended to be amended and supplemented as appropriate to add additional Projects and referred to as the “LCTID Program;”

WHEREAS, the type of Projects in the LCTID Program, as contemplated by ORC Chapter 5540, are major transportation and infrastructure improvement projects that involve a coordinated, cooperative, multi-jurisdictional approach towards project integration, development, design and construction, land use planning, environmental stewardship, financial strategy implementation, economic development and public-private partnership opportunities to advance the Projects in an innovative, efficient and cost effective manner;

WHEREAS, it is also envisioned and intended that the ongoing efforts of the LCTID will assist and provide greater efficiencies to the ongoing transportation infrastructure and related improvement efforts in the County, and its commitment and relationship with Ohio Department of Transportation (“ODOT”), Ohio Development Services Agency, the local MPO, the Toledo Metropolitan Area Council of Governments (“TMACOG”), various local political subdivisions, including, but not limited to, the City, the Township, as well as the University of Toledo (“UT”), and other agencies and offices within the County, the business community, and neighboring communities and counties in advancing transportation improvements, and related economic development and job retention and creation, which is vital to the long term mobility and economic prosperity of the County, local political subdivisions within the County, the region and the State;

WHEREAS, the LCTID, in coordination with its local implementation and funding partners, including the County, UT, TMACOG, the City, the Township, the Lucas County Engineer (LCEO) and ODOT District 2, has been studying the development and design of the LCTID Project referred to as the: Dorr Street Interchange with I-475 Improvement Project as also further described and identified on the project plans and related project documents on file with the LCTID, LCEO, TMACOG and ODOT (the “Project”);

WHEREAS, the LCTID continues taking the necessary steps to advance the Project and continuing to identify, develop and secure necessary funding and to provide or make available funding from available revenues for the Project, in such phases and manner as agreed upon by the LCTID and its local implementation and funding partners, including the County, UT, TMACOG, the City, the Township, in coordination with ODOT District 2, in amounts as determined adequate and feasible for advancement of the Project and in accordance with local implementation and funding partner shares contemplated as set forth in *Exhibit I* attached;

WHEREAS, the LCTID, with the support of the County, UT, TMACOG, the City, the Township, and ODOT District 2 is now prepared to make application to the ODOT Transportation Review Advisory Council (“TRAC”) for funding for the Project;

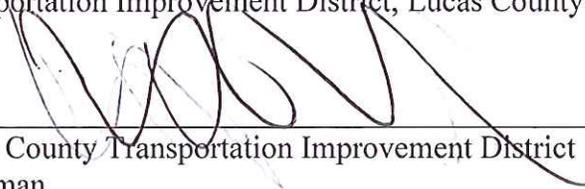
WHEREAS, the LCTID, pursuant to ORC Section 5540.03 is authorized to take such actions, receive such funding, and enter into all agreements necessary or incidental to performance of its functions and the execution of its powers to effect its purposes and Projects; and

NOW THEREFORE, BE IT RESOLVED that the LCTID Board of Trustees does hereby approve, direct and authorize the LCTID Chairman and Secretary-Treasurer, on behalf of the LCTID Board of Trustees, to coordinate and collaborate with the County, UT, the City, the Township, TMACOG and ODOT to prepare and submit an application to the TRAC for funding so as to advance and enable the further development, funding, design and construction of the Dorr Street Interchange with I-475 Improvement Project, as further described and identified on the project plans and related project documents on file with the LCTID, LCEO, TMACOG and ODOT; and, also to proceed in consultation with LCTID Legal Counsel to prepare and execute on behalf of the LCTID a memorandum of understanding, consistent with this *Resolution 2014-04 and Exhibit I* attached hereto and made part hereof, confirming funding shares with the local

implementation and funding partners and to further proceed with preparation of appropriate intergovernmental agreements (“IGAs”) between the LCTID and these local implementation and funding partners relating to the implementation and funding of this LCTID Transportation Improvement Project, with the final IGAs to be brought back before the LCTID Board for final approval.

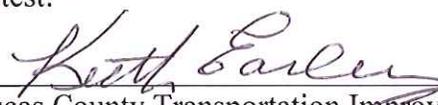
It is found and determined that all formal actions of this Board concerning and relating to the adoption of this resolution were adopted in an open meeting of this Board, and that all deliberations of this Board that resulted in such formal action, were in meetings open to the public, in compliance with the law, including ORC Section 121.22.

Adopted at a regularly adjourned meeting of the Board of Trustees of the Lucas County Transportation Improvement District, Lucas County, Ohio, this 29th day of April 2014.



Lucas County Transportation Improvement District
Chairman

Attest:



Lucas County Transportation Improvement District
Secretary-Treasurer

Motion to Pass Resolution: Paul Toth

Seconded by: Rich Martinko

LCTID RESOLUTION # 2014-04

**EXHIBIT I
CURRENT PROJECT ESTIMATE**

FOR

THE DORR STREET / I-475 (US 23) INTERCHANGE

Design & Engineering, Environmental	\$1,100,000	ODOT & LCTID
Right of Way	\$1,900,000	ODOT & LCTID
Construction	\$9,000,000	ODOT & LCTID
TOTAL PROJECT COST	\$12,000,000	

CONTRIBUTIONS:

- ODOT (TRAC) : \$6,000,000 (50%)
- LCTID SHARE: \$6,000,000 (50%)

PARTICIPATING AGENCIES:

- LUCAS COUNTY : \$1,500,000 (12.5%)
- CITY OF TOLEDO : \$1,500,000 (12.5%)
- SPRINGFIELD TOWNSHIP : \$1,500,000 (12.5%)
- UNIVERSITY OF TOLEDO : \$1,500,000 (12.5%)

**LUCAS COUNTY
TRANSPORTATION IMPROVEMENT DISTRICT**

Resolution Number 2014-05

**A RESOLUTION BY THE LUCAS COUNTY TRANSPORTATION IMPROVEMENT
DISTRICT AUTHORIZING APPLICATION TO ODOT
TRANSPORTATION REVIEW ADVISORY COUNCIL FOR FUNDING FOR
ADVANCEMENT OF TRANSPORTATION IMPROVEMENT PROJECT : *US 20A
(ILLINOIS AVENUE) INTERCHANGE WITH I-475 IMPROVEMENT PROJECT***

WHEREAS, pursuant to Chapter 5540 of the Ohio Revised Code (“ORC”), the Board of County Commissioners of Lucas County, Ohio (the “County”) created the Lucas County Transportation Improvement District (“LCTID”), which is authorized by ORC Chapter 5540 to finance, construct, maintain, repair, and operate street, highway, and other transportation projects (including, but not limited to, rail related transportation projects) and in relation construct, reconstruct, improve, alter, and repair roads, highways, public places, buildings, and other infrastructure (“Projects”);

WHEREAS, the Projects undertaken by the LCTID and exercise of its authority, pursuant to ORC Chapter 5540, are considered to be essential and to contribute to the improvement of the prosperity, health, safety, and welfare of the people of the County, and local political subdivisions within the County, including, but not limited to, the Cities of Toledo and Maumee (the “Cities”) and the Township of Monclova (the “Township”), the Toledo Lucas County Port Authority (“TLCPA”) the region and the State, and are essential governmental functions that will also promote industry, commerce, distribution, and research activity within the County, the region and the State;

WHEREAS, the existence of the LCTID, under ORC Chapter 5540, empowers the various political subdivisions and their respective residents within the County, to participate in a cooperative county-wide coalition to take advantage of the opportunities and benefits made available only through a Transportation Improvement District (“TID”) to plan, construct and improve highways, roads, bridges, interchanges and other transportation improvements and accompanying capital improvements and development throughout the County and its environs, utilizing a program-level development approach for integration of local transportation projects, including, but not limited to, the US 20A (Illinois Avenue) Interchange with I-475 Improvement Project, which program of Projects is intended to be amended and supplemented as appropriate to add additional Projects and referred to as the “LCTID Program;”

WHEREAS, the type of Projects in the LCTID Program, as contemplated by ORC Chapter 5540, are major transportation and infrastructure improvement projects that involve a coordinated, cooperative, multi-jurisdictional approach towards project integration, development, design and construction, land use planning, environmental stewardship, financial strategy implementation, economic development and public-private partnership opportunities to advance the Projects in an innovative, efficient and cost effective manner;

WHEREAS, it is also envisioned and intended that the ongoing efforts of the LCTID will assist and provide greater efficiencies to the ongoing transportation infrastructure and related improvement efforts in the County, and its commitment and relationship with Ohio Department of Transportation (“ODOT”), Ohio Development Services Agency, the local MPO, the Toledo Metropolitan Area Council of Governments (“TMACOG”), various local political subdivisions, including, but not limited to, the Cities, the Township, as well as the TLCPA, and other agencies and offices within the County, the business community, and neighboring communities and counties in advancing transportation improvements, and related economic development and job retention and creation, which is vital to the long term mobility and economic prosperity of the County, local political subdivisions within the County, the region and the State;

WHEREAS, the LCTID, in coordination with its local implementation and funding partners, including the County, TLCPA, TMACOG, the Cities, the Township, the Lucas County Engineer (LCEO) and ODOT District 2, has been studying the development and design of the LCTID Project referred to as the: US 20A (Illinois Avenue) Interchange with I-475 Improvement Project, as further described and identified on the project plans and related project documents on file with the LCTID, LCEO, TMACOG and ODOT (the “Project”);

WHEREAS, the LCTID continues taking the necessary steps to advance the Project and continuing to identify, develop and secure necessary funding and to provide or make available funding from available revenues for the Project, in such phases and manner as agreed upon by the LCTID and its local implementation and funding partners, including the County, TLCPA, TMACOG, the Cities, the Township, in coordination with ODOT District 2, in amounts as determined adequate and feasible for advancement of the Project and in accordance with local implementation and funding partner shares contemplated as set forth in *Exhibit I* attached;

WHEREAS, the LCTID, with the support of the County, TLCPA, TMACOG, the Cities, the Township, and ODOT District 2 is now prepared to make application to the ODOT Transportation Review Advisory Council (“TRAC”) for funding for the Project;

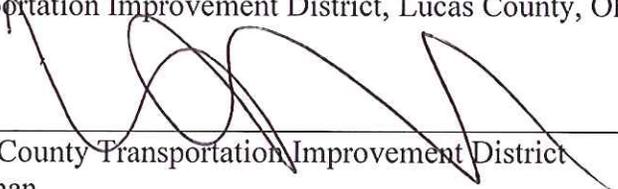
WHEREAS, the LCTID, pursuant to ORC Section 5540.03 is authorized to take such actions, receive such funding, and enter into all agreements necessary or incidental to performance of its functions and the execution of its powers to effect its purposes and Projects; and

NOW THEREFORE, BE IT RESOLVED that the LCTID Board of Trustees does hereby approve, direct and authorize the LCTID Chairman and Secretary-Treasurer, on behalf of the LCTID Board of Trustees, to coordinate and collaborate with the County, TLCPA, the Cities, the Township, TMACOG and ODOT to prepare and submit an application to the TRAC for funding so as to advance and enable the further development, funding, design and construction of the US 20A and I-475 Interchange Project, as further described and identified on the project plans and related project documents on file with the LCTID, LCEO, TMACOG and ODOT; and, also to proceed in consultation with LCTID Legal Counsel to prepare and execute on behalf of the LCTID a memorandum of understanding, consistent with this *Resolution 2014-05* and *Exhibit I* attached hereto and made part hereof, confirming funding shares with the local implementation and funding partners and to further proceed with preparation of appropriate

intergovernmental agreements (“IGAs”) between the LCTID and these local implementation and funding partners relating to the implementation and funding of this LCTID Transportation Improvement Project, with the final IGAs to be brought back before the LCTID Board for final approval.

It is found and determined that all formal actions of this Board concerning and relating to the adoption of this resolution were adopted in an open meeting of this Board, and that all deliberations of this Board that resulted in such formal action, were in meetings open to the public, in compliance with the law, including ORC Section 121.22.

Adopted at a regularly adjourned meeting of the Board of Trustees of the Lucas County Transportation Improvement District, Lucas County, Ohio, this 29th day of April 2014.



Lucas County Transportation Improvement District
Chairman

Attest:



Lucas County Transportation Improvement District
Secretary-Treasurer

Motion to Pass Resolution: Paul Toth

Seconded by: Keith Earley

LCTID RESOLUTION # 2014-05

**EXHIBIT I
CURRENT PROJECT ESTIMATE**

FOR

**THE US 20A (ILLINOIS AVENUE) / I-475 (US 23)
INTERCHANGE**

Design & Engineering, Environmental	\$2,000,000	ODOT & LCTID
Right of Way	\$3,300,000	ODOT & LCTID
Construction	\$19,000,000	ODOT & LCTID
TOTAL PROJECT COST	\$24,300,000	

CONTRIBUTIONS:

- ODOT (TRAC) : \$12,150,000 (50%)
- LCTID SHARE: \$12,150,000 (50%)

PARTICIPATING AGENCIES:

1) PREVIOUS RIGHT OF WAY ACQUISITION : \$2.3 MILLION (18.9%)

- LUCAS COUNTY : \$682,410 (5.62%)
- CITY OF TOLEDO : \$731,170 (6.02%)
- CITY OF MAUMEE : \$682,410 (5.62%)
- PORT AUTHORITY : \$204,010 (1.67%)

2) BALANCE FORWARD : \$9.85 MILLION (81.1%)

- LUCAS COUNTY : \$2,212,500 (18.21%)
- CITY OF TOLEDO : \$2,212,500 (18.21%)
- CITY OF MAUMEE : \$2,212,500 (18.21%)
- MONCLOVA TOWNSHIP: \$2,212,500 (18.21%)
- PORT AUTHORITY : \$1,000,000 (8.23%)