

# **MUSKINGUM COUNTY LAND REUTILIZATION CORPORATION**

## **Mission & Purpose**

### **Mission Statement**

The mission of the Muskingum County Land Reutilization Corporation is to return land and vacant abandoned properties to a productive use; reduce blight, increase property values, support community land use goals; and improve the quality of life for all county residents.

### **Purpose**

To facilitate the acquisition, reclamation, rehabilitation and reutilization of vacant abandoned tax foreclosed and/or other real properties.

To assist governmental entities and non-profit and/or for-profit entities in the assembly of real property to further the Corporation mission.

To promote the healthy, sustainable growth and development of Muskingum County and the region.

## **CODE OF REGULATIONS**

Effective January 8<sup>th</sup>, 2013

### **ARTICLE I**

#### **THE CORPORATION**

**Section 1.1. Corporate Name.** The name of the Corporation shall be “Muskingum 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 in Muskingum County, Ohio.

**Section 1.3. Nonprofit Corporation.** The Corporation has been organized as a county land reutilization corporation, under Chapter 1724 of the Ohio Revised Code (the “Community Improvement Corporation Law”) and Chapter 1702 of the Ohio Revised Code (the “Nonprofit Corporation Law”). The Corporation shall carry on only such activities as are consonant with the purposes set forth in Section 1.4 of this Code of Regulations and in its Articles of Incorporation and in the laws of the State applicable to the Corporation. It is intended that the Corporation shall have the status of an organization which derives its income from the exercise of essential governmental functions and the income of which, if not used by the Corporation for the continuance of its

purposes, accrues to the County of Muskingum, 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, and all regulations issued thereunder (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. 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 R.C 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 Chapter 1724 and Chapter 5722 of the Ohio Revised Code (the "Land Reutilization Law").

In furtherance thereof, the Corporation shall have and may exercise all the powers granted to it in Revised Code Chapters 1724 and 1702, including the enablement's afforded to land reutilization corporations under S.B. 353, of the 127<sup>th</sup> General Assembly, and any other section of the Ohio Revised Code in which it is expressly given, whether specifically as a county land reutilization corporation or a nonprofit corporation as principal or agent, 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 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.
- c. 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(C) of the Ohio Revised Code.
- d. 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.

- e. 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.
- f. To mortgage, pledge, or otherwise encumber any property acquired pursuant to the powers contained in divisions c, d, or e of this section.
- g. 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.
- h. 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.
- i. 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.
- j. 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 assistance.
- k. 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.
- l. To employ and provide compensation for an executive director who shall manage the operations of the Corporation and shall employ others for the benefit of the Corporation as approved and funded by the Board of Directors, as defined in Section 3.1 hereof.
- m. 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.

- n. 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.
- o. 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 2.4 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.

Section 2.4. Authority of the Non-Voting Members. A Non-Voting Member of the Corporation shall not have any voting power with respect to the governance of the Corporation. Each Non-Voting Member shall serve exclusively in an advisory capacity to the Board of Directors and the Corporation. All powers of governance of the Corporation, including, but not limited to, the power to vote on all business of the Corporation, are reserved to the Board of Directors serving pursuant to the provisions of Section 1724.03 of the Ohio Revised Code, the Articles of Incorporation of the Corporation and this Code of Regulations. Each Non-Voting Member shall have the right to attend and speak at any regular or special meeting of the Board of Directors and at the annual meeting of the Corporation.

### **ARTICLE III**

### **DIRECTORS**

Section 3.1. Number and Terms of Office of the Board of Directors; Representatives; Pursuant to and in accordance with R.C 1724.03(B) in effect upon the date of the Corporation's incorporation, the Board of Directors of the Corporation (the "Board of Directors") shall be composed of no less than five (5) and no more than nine (9) members, including, (1) two County Commissioners, (2) the County Treasurer (the "County Treasurer"), (the County Commissioners and the County Treasurer are hereinafter referred to as the "*Ex officio* Directors"), (3) one representative from the city of Zanesville, being the largest city within the county (the "Municipal Director") and (4) one representative appointed by the Muskingum County Township Trustees Association and being a resident from a township having a population of Ten Thousand (10,000) or more (the "Township Director"), and, *should the Board of Directors determine at a future date, (5) two or four additional members selected by unanimous vote of the Ex officio Directors, (said additional members hereinafter referred to as the "Appointed Directors"), at least one of whom is an individual who is a resident of Muskingum County and has private sector or nonprofit experience in rehabilitation or real estate acquisitions.* (The *Ex officio* Directors, the Municipal Director, the Township Director and the Appointed Directors, shall collectively be referred to as the "Directors"). The Directors, by majority vote, may alter the number of Directors in its sole discretion; provided further that any decrease in the number of board Directors shall not, without the decision of a majority of Directors, operate to terminate the existing unexpired term of any then-sitting Director. Notwithstanding anything in this Code of Regulations to the contrary, the Directors set forth in items (1) and (2) of this Section 3.1 shall have full authority and power to act upon any business of the Corporation prior to the confirmation of the Directors described in item (3), (4) and (5) of this Section 3.1.

Section 3.1.1. Representatives of Ex officio Directors. Each of the *ex officio* Directors may appoint a representative, as a Director, to act for the *Ex officio* Director at any meeting of the Directors that the *Ex officio* Director would otherwise personally attend or in which the *Ex officio* Director would otherwise participate or take action by vote. Such appointment shall be made in writing to the Chair of the Board of Directors prior to the

representative participating or taking any 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 public official. As used in this Code of Regulations, a duly appointed representative of any *Ex officio* Director means a Director of the Corporation for purposes of a quorum and all other business of the Board of Directors.

Section 3.1.2. Municipal Director. The term of office of the Municipal Director shall run until the first to occur of: (i) the second anniversary of such Municipal Director's appointment and the appointment of such Municipal Director's successor, (ii) the replacement of such Municipal Director pursuant to Section 3.1.2.1 hereof by the municipal corporation that appointed such Director, provided that appointing municipality shall at the time still be the municipal corporation with the largest population in the County based on the population of the most recent federal decennial census, or (iii) the day on which the official results of a new federal decennial census are announced and such results evidence that the municipal corporation appointing the Municipal Director is no longer the largest municipal corporation in the County based on the population.

Section 3.1.2.1. Replacement of Person Serving as Municipal Director. The municipal corporation that appointed the Municipal Director pursuant to Section 3.1 hereof may replace such Municipal Director at any time with thirty (30) days' prior written notice signed by the chief executive officer, the chief legal officer, the president of council or other duly authorized public official of such municipal corporation and delivered to the Chairperson of the Board of Directors (which thirty-day notice period the Chairperson may, in his discretion, waive). Such notice shall include a statement that the municipal corporation is replacing the Municipal Director and shall state the name of such Director's respective replacement. Except for such written notice as provided in this Section 3.1.2.1, the Board need not obtain any further evidence of the replacement of a Municipal Director and shall not have any power to veto or void such appointment.

Section 3.1.3. Township Director. The term of office of the Township Director shall run until the first to occur of: (i) the second anniversary of such Township Director's appointment and the appointment of such Township Director's successor, (ii) the day on which the official results of a new federal decennial census are announced and such results evidence that the Township Director no longer represents a township having the greatest

population and/or the existing Township Director is no longer a resident from a township having the greatest population based on the census.

Section 3.1.3.1. Replacement of Person Serving as Township Director. The *Ex-Officio* Directors shall replace the Township Director when a vacancy occurs according to the requirements set forth in Section 3.1.

Section 3.1.4 Appointed Directors. Subject to the provisions of Sections 3.1.4.1, 3.1.4.2, 3.1.4.3, and 3.1.4.4 hereof, the term of office of each Appointed Director shall run from such Director's selection, in accordance with Ohio law and acceptance thereof, to the second anniversary of such Appointed Director's acceptance of selection and the selection of such Appointed Director's successor and such successor's acceptance of the selection.

Section 3.1.4.1. Resignation of Appointed Director. An Appointed Director may, at any time with forty-five (45) days' prior written notice to the Chairperson of the Board of Directors or 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 Chairperson shall call a meeting of the *Ex officio* Directors for the purpose of selecting a replacement for the resigning Appointed Director.

Section 3.1.4.2. Removal of Appointed Director. Any Appointed Director may at any time be removed from office upon an affirmative vote of the Directors at a meeting called for such purpose.

Section 3.1.4.3. Vacancy in the Office of Appointed Director. If a vacancy occurs in one or more of the offices of Appointed Directors, whether from death, disability or otherwise, the Chairperson of the Board of Directors shall notify all *Ex officio* Directors and shall schedule a meeting of such *Ex officio* Directors for the purpose of selecting a replacement to fill the vacancy or vacancies in accordance with Section 3.1.4.4.

Section 3.1.4.4. Upon the expiration of an Appointed Director's term, the *Ex officio* Directors shall within thirty (30) days thereafter, select the successor to such Director, provided that there shall be no prohibition on reappointing such Appointed Director to a successive two year term.

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 under the direction of, and by the affirmative vote of a majority of the Board of Directors acting at a meeting of such Board at which a quorum is present. 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 may

employ and provide compensation for a full or part-time executive director, or may contract with an individual to serve as executive director, whose title shall be Executive Director of the Corporation (the "Executive Director") 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. Subject to the approval of the Board of Directors, the Executive Director shall hire and employ other persons in such capacities as are necessary or appropriate for achieving the purposes of the Corporation and shall recommend 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-Chairperson of the Board of Directors. At the initial meeting of the Board of Directors at which this Code of Regulations is adopted, the Board of Directors shall elect a Chairperson and a Vice-Chairperson. The Chairperson shall preside over all meetings of the Board of Directors. The Vice-Chairperson shall 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, but excluding, the date of election of each as Chairperson or Vice-Chairperson to, and including, the next succeeding Annual Meeting. At each Annual Meeting following the adoption of this Code of Regulations, the Board of Directors shall elect a new Chairperson and new Vice-Chairperson each of whom shall assume such role at the next succeeding regular, quarterly or special meeting of the Board of Directors; provided that there shall be no prohibition on electing a member of the Board of Directors to successive terms as Chairperson or Vice-Chairperson. If at an Annual Meeting the election of a new Chairperson or Vice-Chairperson is not held for any reason, such election shall be held at a succeeding quarterly or regular meeting, and the Chairperson and Vice-Chairperson shall continue in their respective roles as such until the first meeting immediately following the meeting at which a new Chairperson and Vice-Chairperson were elected. Notwithstanding the foregoing, noncompliance with the provisions of this Section 3.3 shall have no legal effect on any actions taken by the Board of Directors at a meeting chaired by a Chairperson or Vice-Chairperson whose election or re-election was not held as provided in this Section.

## **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 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 1702, 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 such purposes, but such business shall not include any business the information with regard to which is not a public record subject to R.C. 149.43 or pursuant to the provisions of R.C. 1724.11.
- d. *“Written Notification”* means notification in writing mailed by first class mail, 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.

Section 4.2. Annual Meeting. The Board of Directors shall hold an annual meeting each calendar year 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 R.C. 1724.05. Each annual meeting shall be held in the County at the place set forth in the notice thereof. Notice of such annual meeting shall be given by the Secretary of the Corporation in accordance with Section 4.5.1 hereof. The purpose of the annual meeting shall be to release the annual report of the Corporation, the preparation of which is required pursuant to R.C. 1724.05, the election of the Chairperson and Vice-Chairperson of the Board of Directors and any other annual or special reports to the Board of Directors 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 per calendar quarter of each fiscal year of the Corporation on such dates and at such times as the Board of Directors shall determine. Notice of each regular meeting shall be given by the Secretary of the Corporation 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 Executive Director, 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 requiring action by the Board of Directors.

Section 4.4. Special Meetings. The Chairperson of the Board of Directors, a majority of the Directors, an *Ex officio* Director or the Executive Director of the Corporation 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.

Section 4.5.1. Annual Meeting. 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 the Secretary of the Corporation. 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 email or business addresses as they appear on the records of the Corporation.

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. 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 email or business addresses as they appear on the records of the Corporation.

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 and place of the meeting shall be given to the Directors by or at the direction of the Secretary of the Corporation or of the person or persons calling the same. Such notice shall be given to the Directors in writing which shall be given by personal delivery, mail, facsimile, telegram, e-mail, or other written media addressed to the Directors at their respective email or business addresses as they appear on the records of the Corporation.

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

Section 4.7 Quorum; Voting; Amendment. If the number of Directors of the Board of Directors consists of five (5) or seven (7) members, then a Quorum shall consist of at least four (4) members, at least two (2) of which shall be *ex officio* members. If the number

of Directors of the Board of Directors consists of nine (9) members, then a Quorum shall consist of at least six (6) members, at least two (2) of which shall be *ex officio* members. The act of a majority of the Directors present and voting at a meeting at which a Quorum is present shall be the act of the Board of Directors. After a Quorum has been established at a meeting of the Board of Directors, the subsequent withdrawal of a Director or Directors from the meeting so as to reduce the number of Directors present at any meeting to fewer than the number required for a Quorum shall not affect the validity of any action taken by the Board of Directors at the meeting or any adjournment thereof, if a Quorum was present when the action was taken. A majority of the Directors present, whether or not a Quorum exists, may adjourn any meetings of the Board of Directors to another time and place.

Section 4.8. Waiver of Notice by a Director. Notice of the time, place, and purposes of any meeting of the Board of Directors may be waived by a Director in writing either before or after the holding of such meeting. The attendance of any Director at any such meeting, without protesting the lack of proper notice prior to or at the commencement of the meeting, shall be deemed to be a waiver by such Director 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. 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 given or attempted to be given under this Article, and to whom such notifications were given or unsuccessfully attempted to be given.

Section 4.9.2. Posted or Published Notice of Meetings. Notice of all meetings, specifying the time, place and purpose thereof, shall be given not later than twenty-four (24) hours in advance thereof, by posting at the office of the Corporation and at the offices of the County Commissioners and the County Treasurer and/or by publishing the notice on the publicly accessible website of the County and/or Corporation.

Section 4.9.3. E-Mail 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 in writing therefore. The request shall be effective until terminated by the news media or notice sent to the e-mail address provided by the news media is returned as undeliverable on at least three separate occasions. Such requests may be modified 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 the e-mail 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 County and/or 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 by a majority affirmative vote of Directors present at a duly constituted meeting of the Board 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 by a majority affirmative vote of Directors present at a meeting of the Board where a quorum is present may create and define the powers and duties of an Executive Committee consisting of three Directors at least one of which shall be an *Ex officio* Director. 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 taken 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 created by the Board of Directors pursuant to this Article shall constitute a quorum at any meeting thereof and the act of a majority of the members present at a meeting at which a 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 for notification of its members and, if it 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") may consist of: (i) the Executive Director (the "Executive Director") who shall be hired by the Board of Directors; (ii) a Secretary and a Treasurer; and (iii) one or more Vice Presidents, as deemed necessary for accomplishing the purposes and mission of the Corporation. Pursuant to R.C. 1724.02(L), the Board of Directors shall provide for the compensation of the Executive Director. The employment of the Executive Director may be by contract or at will, as the Board in its sole discretion determines.

Section 6.2. Term of Office; Vacancies. The Officers shall hold office until their successors are employed by the Board of Directors 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 Executive Director or other Officers, the Board of Directors may remove the Executive Director and other Officers at any time with or without cause by a majority vote 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 Executive Director. The Executive Director shall be the chief executive officer of the Corporation. Subject to the direction of the Board of Directors, the Executive Director 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 the approval of the Board of Directors, the Executive Director shall employ and provide for the compensation of all other Officers or employees of the Corporation. The Executive Director 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 Chairperson of the Board of Directors shall act in the absence of the Executive Director or during the Executive Director's inability to act.

Section 6.3.2. Authority and Duties of the Corporate Treasurer or Finance Director.

The Corporate Treasurer or Finance Director ("Treasurer") shall be the fiscal officer of the Corporation. Subject to the direction of the Executive Director, 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 Executive Director 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, (c) receiving and depositing and having charge over all money, bills, notes, bonds and similar property belonging to the Corporation, (d) keeping or causing to be kept under his/her supervision an accurate set of accounting books of all financial transactions and assets of the Corporation in accordance with generally accepted accounting principles and holding the same open for inspection and examination by the Directors and the Auditor of State or other independent public accountant or firm of accountants as required by law, (e) preparing interim and annual financial reports of the Corporation for the Board of Directors, (f) managing the investment of the moneys of the Corporation, (g) complying with applicable State public bidding requirements, and (h) establishing of fiscally sound internal control procedures. In addition, the Treasurer shall perform any other duties or functions that may be assigned or delegated to such Officer by the Executive Director, 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 Executive Director or the Board of Directors and shall generally perform such other duties and functions as may be required or assigned by the Executive Director, 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. Each Vice President shall also perform such other and further duties as may be assigned to him by the Executive Director 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 permitted by law, 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, Officer or employee of the Corporation against any liability asserted against such Director, Officer or employee 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/her 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**  
**FISCAL MATTERS; CONTRACTS; RECORDS**

Section 8.1. 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 8.2. Annual Budget. At least thirty (30) days prior to the end of each fiscal year of the Corporation, the Executive Director 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 a 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 applicable 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 Executive Director 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 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 8.3. Contracts. The Executive Director and any other Officer duly authorized by the Board of Directors shall have the authority to execute contracts on behalf of the Corporation, subject to any limitations provided in this Section 9.3 and any other limitations adopted by resolution of the Board of Directors. Unless otherwise provided in the resolution of the Board approving the execution of the contract, any contract under which the Corporation incurs a liability shall require the approval of the Board of Directors. The Board of Directors may authorize by resolution the Executive Director to enter into any 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 8.4. Loans and Indebtedness. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by the Ohio Revised Code and by a resolution of the Board of Directors with such authorization being either general or confined to a specific instance. When a line or lines of credit have been authorized by the Board of Directors, draw-downs on the line or lines of credit require Board approval.

Section 8.5. Signatories on Checks, Drafts, and Evidences of Indebtedness. The Executive Director, the Chair of the Board and one additional Director shall be included as signatories on each account held in the name of the Corporation against which checks, draft or other order for the payment of money are drawn. 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 two authorized signatories on the account against which such check, draft or other order for the payment of money



is drawn. All checks, drafts or other orders for the payment of money in excess of \$10,000 shall be signed by two signatories and must have prior approval by Resolution of the Board. All notes, bonds, or other evidences of indebtedness of the Corporation for borrowed money shall be signed by the Chair of the Board, or other two Directors 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 8.6. 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 Chair or Executive Director upon approval by the Board of Directors and shall otherwise be in compliance with the provisions of Ohio law applicable to disposition of real property.

Section 8.7. 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 Chair, with approval of the Board, may select after solicitation to such banks, trust companies and other depositories for designation as a depository of the Corporation by the Treasurer.

Section 8.9. Maintenance of Records; Open Records. The Corporation shall keep accurate and complete books and records of account according to generally accepted accounting principles 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 R.C. 1724.05. 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 by and having any of the authority of the Board of Directors, shall be the responsibility of the Secretary. To the extent provided in R.C. 149.431 and except as otherwise provided therein and in R.C. 1724.11, the books and records of the Corporation shall be public records, open for public inspection in accordance with the provisions of R.C. 149.43.

Section 8.10. 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 controls and safeguards over the assets of the Corporation to ensure their safety and application consistent with all applicable law, regulations, the Articles of Incorporation and this Code of Regulations.

**ARTICLE IX**  
**AMENDMENTS TO**  
**ARTICLES OF INCORPORATION**  
**AND CODE OF REGULATIONS**

Except as otherwise provided by the Articles of Incorporation or this Code of Regulations and applicable Ohio law, the Articles of Incorporation of the Corporation and this Code of Regulations may be amended, altered, or repealed at any duly scheduled meeting of the Board of Directors called for that purpose by the affirmative vote of (i) a majority of the Directors of the Board and (ii) a majority of the *Ex officio* Directors provided that the notice of said meeting stated that consideration of the amendment of Articles of Incorporation or the Code of Regulations or both, as the case may be, is the purpose or 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 functions and claiming exemption from federal income taxation pursuant to Section 115(1) of the Code.

**ARTICLE X**  
**POLICY FOR ACQUISITION AND DISPOSITION OF REAL PROPERTY**

Section 10.1. General Policies for Real Property. The acquisition and disposition of properties of the Corporation, shall be governed by the following basic priorities and policies. The acquisition, use, and disposition of such properties shall at all times be consistent with the authority granted by the Land Bank Bill (SB 188/HB313), the articles of incorporation and bylaws of the Corporation, and the public purposes set forth in the foregoing. In determining which, if any, properties shall be acquired the Corporation shall give consideration to the following factors.

Section 10.1.1. Governmental Requests. Proposals and requests by governmental entities that identify specific properties for ultimate use and redevelopment

Section 10.1.2. Non Profit Requests. Non Profit Proposals and requests by nonprofit corporations that identify specific properties for ultimate acquisition and redevelopment.

Section 10.1.3. Turn Key Properties. Residential properties that are occupied or are available for immediate occupancy without need for substantial rehabilitation.

Section 10.1.4. Demolition. Improved properties that are the subject of an existing order for demolition of the improvements and properties that meet the criteria for demolition of improvements.

Section 10.1.5. Vacant Property. Vacant properties that could be placed into the Vacant Lot Disposition Program.

Section 10.1.6. Strategic Planning. Properties that would be in support of strategic neighborhood stabilization and reutilization plans.

Section 10.1.6. Other Considerations. The Corporation shall also give consideration to the underlying values of the subject properties, the financial resources available for acquisitions, the operational capacity of the Corporation, and the projected length of time of such properties to reach the ultimate transferees.

Section 10.2. Guidelines for the Disposition of Corporation Properties.

The disposition of properties shall be based upon a combination of different factors. The intended or planned use of the property; the nature and identity of the transferee of the property; the impact of the property transfer on the short and long term neighborhood and community development plans. Within each factor is a [ranking of priorities]. The disposition of any given parcel will be based upon an assessment of the most efficient and effective way to maximize the aggregate policies and priorities. The Corporation shall at all times retain flexibility in evaluating the appropriate balancing of the priorities for the use of property, priorities as to the nature of the transferee of properties, and priorities concerning neighborhood and community development.

Section 10.2.1. Use of Property.

Potential uses of the property should be in the spirit of one of the following:

- a) Neighborhood Reutilization
- b) Homeownership and affordable housing
- c) Return of the property to productive tax paying status
- d) Land assemblage for economic development
- e) Long term "Banking" of properties for future strategic uses

Section 10.2.2. Nature of the Transferee.

Transferees for all applications should meet the following applicable standards

- a) Individuals who own and occupy residential property for purposes of the Vacant Lot Disposition Program.
- b) Government Entities
- c) Qualified nonprofits corporations that will hold title to the property on a long-term basis (primarily rental properties) or hold title to the property for purposes of subsequent conveyance to private third parties for homeownership.
- d) Nonprofit institutions such as academic institutions and religious institutions.

- e) Entities that are a partnership, limited liability corporation, or joint venture comprised of a corporations and a private for-profit entity.
- f) Individuals and entities that were the prior owners of property at the time of the foreclosure which transferred titled to the Corporation shall be ineligible to be the transferee of such property from the Corporation. No transferee shall currently owe, or have owed in the previous five (5) calendar years back property taxes.

#### Section 10.2.3. Neighborhood and Community Development.

- a) The preservation of existing stable and viable neighborhoods.
- b) Neighborhoods in which a proposed disposition will assist in halting a slowly occurring decline or deterioration.
- c) Neighborhoods which have recently experienced or are continuing to experience a rapid decline or deterioration.
- d) Geographic areas which are predominantly non-viable for purposes of residential or commercial development.

#### Section 10.3. Consideration for Transfer.

The following factors shall constitute general guidelines for determining the value to be received by the Corporation for the transfer of properties. In each and every transfer of real property, the Corporation shall require good and valuable consideration. "Property Costs" shall mean the aggregate costs and expenses of the Corporation attributable to the specific property in question, including the costs of acquisition, maintenance, repair, demolition, and marketing of the property and all indirect costs of the operations of the Corporation attributable to the property. The amount of consideration shall be determined by the Corporation in its sole discretion. The value to be provided by the transferee to the Corporation 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.

##### Section 10.3.1. Transfers to Nonprofit Entities.

Transfers of property to nonprofit entities for the development, operation or maintenance of affordable housing shall require consideration not less than Corporation costs. The dominant priority in determining the amount of and method of payment of the consideration shall be to facilitate the development of affordable housing to ensure that the property is dedicated over an appropriate period of time to affordable housing.

##### Section 10.3.2. Transfers to Governmental Entities.

To the extent that transfers of property to governmental entities are designed to be held by such governmental entities in perpetuity for governmental purposes, consideration for the transfer shall be based on the use of the property. To the extent that transfers of property to governmental entities are anticipated as conduit transfers by such governmental entities to third parties, any value to the governmental entity shall consist of not less than the Property Costs, set by the Corporation.

## **ARTICLE XI**

### **SPECIFIC FORMS OF TRANSFER & TRANSFER PROCEDURE**

#### **Section 11.1. Side and Vacant Lots.**

The pricing policies applicable to the Side Lot and Vacant Lot Program shall be as set for in the policies and procedures applicable to the Side Lot and Vacant Lot Program. Muskingum County homeowners with vacant delinquent tax land adjacent to the right, left or rear of their home; or vacant owned parcels may have the opportunity to purchase that property as a side lot for a nominal cost. It is the Corporation's intention to merge such parcels with adjacent owner parcels in such a way that the property owner's land value is enhanced and such vacant lots are restored to the tax rolls. Programs will conform to local city, township and village policy. Vacant parcels of property in delinquent tax status shall be foreclosed for taxes by the Corporation, and placed into the Corporation for sale to adjacent owner. The transfer of any given parcel of property in the Side Lot and Vacant Lot Program is subject to override by higher priorities as established by the Corporation. Parcels of property eligible for inclusion in the Vacant Lot Disposition Program shall meet the following minimum criteria:

- a) The property shall be vacant unimproved real property.
- b) The property shall be physically contiguous to adjacent owner occupied property.
- c) The property shall consist of no more than one lot capable of development. Initial priority shall be given to the disposition of properties of insufficient size to permit independent development.
- d) More than one lot may be transferred per contiguous lot upon approval of the Corporation and government agency representing tax district in which parcels are located.

#### **Section 11.1.1. Qualification of Transferees.**

- a) All transferees must own the contiguous property; priority is given to transferees who personally occupy the contiguous property.
- b) The transferee must not own any real property (including both the contiguous lot and all other property in Muskingum County) that is subject to any un-remediate citation of violation of the state and local codes and ordinances.
- c) The transferee must not own any real property (including both the contiguous lot and all other property in Muskingum County) that is tax delinquent, or that has been tax delinquent in the past five (5) calendar years.
- d) The transferee must not have been the prior owner of any real property in Muskingum County that was transferred to the Treasurer or to a local government as a result of tax foreclosure proceedings unless the Corporation approves the anticipated disposition prior to the effective date of completion of such tax foreclosure proceedings.

#### **Section 11.1.2. Cost and Value.**

- a) Parcels of property that are not capable of independent development may be transferred for nominal consideration, as set by the Corporation foreclosure costs.

- b) Parcels of property that are capable of independent development shall be transferred for consideration in an amount of the costs incurred in acquisition, demolition and maintenance of the lot determined by the Corporation under a uniform formula not to exceed fair market value as set by the County Auditor.

Section 11.1.3. Additional Requirements.

- a) As a condition of transfer the transferee must enter into an agreement with the Corporation that the lot transferred will be consolidated with the legal description of the contiguous lot, by filed recorded deed and not subject to subdivision or partition within a five year period following the date of the transfer.
- b) In the event that multiple adjacent property owners desire to acquire the same vacant lot, the lot shall be divided and transferred among those interested contiguous property owners. Side & Vacant Lot Procedures
- c) The prospective buyer must submit a vacant lot request form with the Executive Director.
- d) Within a 90 day period of receiving a complete request packet, the Executive Director will complete a basic analysis for presentation to the Corporation Board for approval.
- e) Upon approval the buyer will sign an affidavit of purchase for the requested parcel(s).
- f) The County Treasurer shall initiate foreclosure action on said parcels under ORC 313 and process action through the Muskingum County Courts.
- g) Once the foreclosure proceeding is finalized and approved, the Executive Director will compile the closing documents for property transfer and complete the transaction with the buyer. The buyer shall be responsible for all document fillings and fees.

Section 11.2. Residential Land Transfers.

These policies pertain to transfers for future use as residential properties. At time of transfer the property may be vacant, improved, or ready to occupy, and conform to the following principals.

- a) The transferee must not own any real property that has any un-remediate citation or violation of the federal, state and local codes and ordinances.
- b) 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 during the twelve (12) months immediately preceding the submission of application (except in rental cases).
- c) The transferee must not have been the prior owner of any real property in Muskingum County that was transferred to the Treasurer or to a local government as a result of tax foreclosure proceedings unless the Corporation approves such action.
- d) If the use of transferred property must consider any comprehensive
- e) Community/Neighborhood Plan (if one is in place) and received a letter of comment from the appropriate planning groups.
- f) Parcels of property shall be transferred for consideration in an amount not less than the lower of the fair market value or the amount of the costs incurred in acquisition, demolition and maintenance of the lot/building.
- g) All development projects should be started and completed within a time frame negotiated with Corporation.

- h) A Corporation Proposed Use of Parcel form and a Narrative Description of Future Use of the Property is required.
- i) Transactions shall be structured in a manner that permits the Corporation 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 Corporation.
- j) The transferee must agree to pay future property taxes from time of transfer.
- k) If code or ordinance violations exist with respect to the property at the time of the transfer, the 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.
- l) The proposed use must be consistent with current zoning requirements or a waiver for non-conforming use is a condition precedent to the transfer.
- m) Where part or all of the consideration for the transfer is the prospective affordability of the housing units, affordability requirements will be set forth in the transfer agreement and enforceable through recorded covenants, conditions or limitations upon title.
- n) 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 Corporation and adequate completion of such rehabilitation shall be a condition to the release of restrictions or lien securing such performance.

Section 11.2.1. Additional policies for properties being transferred as part of a homeownership program.

- a) The owner-occupant must complete renovations and move into the structure with in a time frame negotiated by the Corporation.
- b) For properties transferred for cash consideration below full fair market value of the property, the owner-occupant must reside in the property as his or her primary residence for at least a 5-year period. If the property is sold prior to the 5-year period the transferee must sell the property for no more than the purchase price from the Corporation plus all cost of property improvements plus a 5% annual inflation rate or pay the difference to the Corporation.
- c) Parcels of property shall be transferred for consideration in an amount not less than the lower of fair market value or the amount of the costs incurred in acquisition, demolition and maintenance of the lot/building.

Section 11.3. Residential Land Transfers – Individual Trustees.

The prospective transferee must submit the following documents to the Corporation:

- a) List of property Address and Auditor’s Permanent Parcel Number(s)
- b) Rehabilitation / Improvement Specifications
- c) Time Line for Rehabilitation / Improvement Completion (if applicable)
- d) Project Financing (Pre-Qualification Letter for Lender)
- e) Development Budget (if applicable)

- f) Most recent Tax Return

Section 11.3.1. Residential Land Transfers – Individual Trustees Procedure.

Within a 90 day period of receiving a complete request packet, the Executive Director will complete a basic analysis and present it to the Corporation for approval. Once the project has been approved, the Executive Director will compile the closing documents for property transfer and complete the transaction with the transferee. Once proceedings are finalized and approved, the Executive Director will compile the closing documents for property transfer and complete the transaction with the buyer. The buyer shall be responsible all document fillings and fees.

Section 11.4. Residential Land Transfers – Corporate Transferees.

The prospective buyer must submit the following documents to the Executive Director.

- a) List of property address(s) and Auditor’s Permanent Parcel Number(s)
- b) Project Description

Development Team Description, including complete information on the following parties:

- a) Developer:
- b) Co-developer/Partner:
- c) Project Manager (during construction):
- d) Lead Construction Lender:
- e) Marketing Agent:
- f) Project Management (post-construction)
- g) Development Budget

Section 11.4.1. All Rental Transactions Must Attach an Operating Budget.

Following receipt of a completed application, the Executive Director will complete a basic analysis and present it to Corporation or such other persons as designated by the Corporation for approval. Once the project has been approved the Executive Director will compile the closing documents for property transfer, and complete the transaction with the buyer. Once proceedings are finalized and approved, the Executive Director will compile the closing documents for property transfer and complete the transaction with the buyer. The buyer shall be responsible all document fillings and fees.

Section 11.5. Commercial Land Transfers.

These policies pertain to transfers of real property for which the intended future use is nonresidential. At time of transfer the property may be vacant, improved or ready to occupy and conform to the following principals..

- a) The transferee must not own any real property that has any un-remediate citation of violation with the state and local codes and ordinances.
- b) The transferee must not own any real property that is tax delinquent.
- c) The transferee must not have been the prior owner of any real property in Muskingum County that was transferred to the Treasurer or to a local government as a result of tax foreclosure proceedings unless the Corporation approves the anticipated disposition prior to the effective date of completion of such tax foreclosure proceedings.



- d) The use of transferred property must give consideration to the Community/Neighborhood Plan (if one is in place) and received a letter of comment from the appropriate planning groups.
- e) Potential tenants must give consideration to the Community/Neighborhood Plan (if one is in place) and received a letter of comment from the appropriate planning groups.
- f) Parcels of property shall be transferred for consideration in an amount not less than the lesser of the fair market value or the amount of the costs incurred in acquisition, demolition and maintenance of the lot/building.
- g) All development projects should be started and completed within a time frame negotiated with the Corporation.
- h) A precise narrative description of future use of the property is required.
- i) Transactions shall be structured in a manner that permits the Corporation 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
- j) The transferee must agree to pay future property taxes from time of transfer.
- k) If code or ordinance violations exist with respect to the property at the time of the transfer, the 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.
- l) The proposed use must be consistent with current zoning requirements, or a waiver for non-conforming use is a condition precedent to the transfer.

#### Section 11.5.1. Commercial Land Transfer Required Application Documentation.

The prospective buyer must submit the following documents to a designated Executive Director.

Development Team Description, including complete information on the following parties:

- a) Developer:
- b) Co-developer/Partner:
- c) Project Manager (during construction):
- d) Lead Construction Lender:
- e) Development Budget
- f) Operating Budget

#### Section 11.5.2. Commercial Land Transfer Procedure.

Following receipt of a completed application, the Executive Director will complete a basic analysis and present it the Corporation or such other persons as designated by the Corporation for approval. Once the project has been approved the Executive Director will compile the closing documents for property transfer, and complete the transaction with the buyer. Once proceedings are finalized and approved, the Executive Director will compile the closing documents for property transfer and complete the transaction with the buyer. The buyer shall be responsible all document fillings and fees.

#### Section 11.5.3. Transfers Requiring Corporation Approval.

The Board of Muskingum County Land Reutilization Corporation must approve all transfers that require any exceptions to policies and procedures adopted by the Corporation. The Board of the Corporation must approve all transfers in which the property will be transferred to a tax exempt organization. The Board of Corporation must approve all transfers that involve more than one interested party. The Board of Corporation must approve all transfers for non-Residential projects. The Board of Corporation must approve all transfers to governmental entities.

Section 11.6. Transfers Occurring Under Corporation Director Approval.

The Executive Director may approve all transfers in the Side Lot and Vacant Lot Program and may further delegate, by written policy, such approval authority. The Executive Director may approve all transfers to individuals as part of the homeownership program. The Executive Director may approve all single parcel land transfers (single-family) to nonprofit corporations for Residential use. If a prospective transferee seeks to acquire more than three (3) properties within a twelve month period, the request must be presented to the Corporation Board for approval. All transfers authorized by the Executive Director must be reported in writing to the Board of Corporation at the next Board meeting.

Section 11.7. Requests From Non Profit Organizations.

All policies and procedures of the Corporation are applicable to non-profit entities, and such entities shall comply with all policies and procedures in all transactions with the Corporation. Requests by non-profit entities for housing development related transfer(s) shall first be submitted in writing to the Corporation. The Corporation shall review the request and provide technical assistance to the non-profit entity to ensure that the application is completed in accordance with all Corporation policies and procedures. The completed request shall be submitted by the non-profit entity to the Corporation together with a written letter of approval from the local government agency of location of the project.

The Corporation is willing to receive title to properties from community development corporations and other entities, and hold title to such properties pending future use by the Corporation, by the transferor of the property, or by other third parties. The receipt by the Corporation of any and all conveyances of real property shall at all times be solely within the discretion of the Corporation, and nothing in this policy shall be deemed to require the Corporation to take title to any properties nor to limit the discretion of the Corporation in negotiating the terms of its acquisition of any property, whether as donatives transfers or otherwise.

All conveyances received by the Corporation in its land banking capacity must comply with the requirements set forth below in Part A, and will be reviewed and considered by the Corporation in accordance with the procedures set forth in Part B. If the transfer is approved by the Corporation, the Corporation shall hold the subject property, and may use or convey the subject property or any interest in the subject project, subject only to the right of repurchase set forth in Part C. Following the transfer of any properties to the Corporation in accordance with this policy, the Corporation 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 Corporation may deem necessary and appropriate in its sole discretion.

## **ARTICLE XII**

### **LAND BANKING**

#### **Section 12.1. Requirements for Conveyance to the Corporation in its Land Banking Capacity.**

Property that is intended to be conveyed to the Corporation and to be held by the Corporation in its land banking capacity shall be clearly designated as such in the proposal for the transfer, and in the records of the Corporation

No property shall be transferred to the Corporation pursuant to this land banking policy unless the transferor is either a private nonprofit entity or a governmental entity. The subject property must be located in Muskingum County, Ohio. The subject property must, as of the date of the transfer to the Corporation, be free of any and all liens, taxes, special assessments, and other liens or encumbrances in favor of local, state or federal government entities. The subject property must, as of the date of the transfer to the Corporation, be free of all outstanding mortgages and security instruments. The Corporation shall not receive and hold, at any given time, in excess of sixty (60) separate parcels of property from any given transferor.

#### **Section 12.1.1. Requirements for Conveyance to the Corporation in its Land Banking Capacity.**

The transferor of any proposed conveyance to the Corporation in its land banking capacity shall prepare a written proposal containing the following information:

- a) A legal description of the property.
- b) A title report, or other similar evidence, indicating that the property is free of all liens and encumbrances.
- c) A description of the transferor's intended uses of the property and the time frame for use and development of the property by the transferor.

Following receipt of the proposal, the Corporation shall review the proposal and notify the transferor of its approval or disapproval, and of any changes or additions that may be necessary as determined by the Corporation in its sole discretion.

## **ARTICLE XIII**

### **TRANSFER OF REHABILITATED PROPERTIES**

#### **Section 13.1. General.**

These policies apply to the disposition by the Corporation of improved real property which is rehabilitated by or on behalf of the Corporation prior to its disposition to a transferee.

#### **Section 13.2. Rehabilitation and Marketing.**

The Corporation shall undertake, in its sole discretion, rehabilitation of properties prior to the transfer to third parties. The nature and extent of any such rehabilitation shall be determined by

the Corporation in its sole discretion. At the commencement of rehabilitation a sign shall be placed on the property indicating that the property is owned by the Corporation. A real estate agent, or realtor, shall be selected in accordance with Corporation guidelines to assist in the marketing of the property. A listing agreement will normally be signed with such agent approximately two months prior to completion of the rehabilitation. Marketing of the property will normally commence at this point. The Corporation will make available information on the property and on the procedures to be followed by parties interested in the possible acquisition of the property.

Section 13.3. Sale of Rehabilitated Properties.

A nonrefundable escrow deposit shall be required for all contracts for the disposition of property rehabilitated by the Corporation. Such deposit shall be in an amount established by the Corporation, but shall not be less than \$500 for a purchase price less than \$30,000, and \$1000 for a purchase price greater than \$30,000. A sales contract shall be submitted to the Executive Director for review, and must comply with all policies and procedures of the Corporation. The sales contract shall not be binding upon the Corporation until approved by the Executive Director, and or by the Board of the Corporation if required by Corporation policies and procedures. Closing of the transfer shall occur with the assistance of a title company selected and approved in accordance with the Corporation guidelines.

Addendum I: Ethics Policy

Addendum II: Public Records Policy