

ASHTABULA COUNTY LAND REUTILIZATION CORPORATION

CODE OF REGULATIONS

(as approved 9/24/2013)¹

ARTICLE I

CORPORATION

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

Section 1.2. Principal Office. The place in the State of Ohio (the “State”) where the principal office of the Corporation is located is the village of Jefferson, Ashtabula 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 Ashtabula, 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 enablements afforded to

land reutilization corporations under S.B. 353, 127th General Assembly, and any other section of

¹ Resolution 2013-2 Passed 9/24/13

the Ohio Revised Code in which it is expressly given, whether specifically as 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 request by resolution that:
 1. the Ashtabula County Board of County Commissioners (the “Board of Commissioners”) pledge a specifically identified source or sources of revenue pursuant to division (C) of Section 307.78 of the Ohio Revised Code as security for a borrowing of the Corporation; and
 2. i. if the land subject to reutilization is located within an unincorporated area of the County, that the Board of Commissioners issue (A) notes under Section 307.082 of the Ohio Revised Code for the purpose of constructing public infrastructure improvements and take such other actions as the Board of Commissioners determines are in the interest of the County and are authorized under Sections 5709.78 to 5709.81 of the Ohio Revised Code or (B) bonds or notes under Section 5709.81 of the Ohio Revised Code for the refunding purposes set forth in that section; or
ii. if the land subject to reutilization is located within the corporate boundaries of a municipal corporation, that the municipal corporation issue bonds for the purpose of constructing public infrastructure improvements and take such other actions as it determines are in its interest and are authorized under Sections 5709.40 to 5709.43 of the Ohio Revised Code.
- c. To make loans to any person, firm, partnership, corporation, joint stock company, association, or trust, and to establish and regulate the terms and conditions with respect to any such loans.
- d. To purchase, receive, hold, manage, lease, lease-purchase or otherwise acquire, and to sell, convey, transfer, lease, sublease, or otherwise dispose of real and personal property, together with such rights and privileges as may be incidental and appurtenant thereto and the use thereof, including but not restricted to, any real or personal property acquired by the Corporation from time to time in the satisfaction of debts or enforcement of obligations, and to enter into contracts with third parties, including the federal government, the State, any political subdivision or any other

- entity, except as otherwise limited in Section 1724.02(C) of the Ohio Revised Code.
- e. To acquire the good will, business, rights, real and personal property, and other assets, or any part thereof, or interest therein, of any persons, firms, partnerships, corporations, joint stock companies, associations, or trusts, and to assume, undertake, or pay the obligations, debts, and liabilities of any such person, firm, partnership, corporation, joint stock company, association, or trust; to acquire, reclaim, manage, or contract for the management of, improved or unimproved and underutilized real estate for the purpose of constructing industrial plants, other business establishments or housing thereon, or otherwise causing the same to occur, for the purpose of assembling and enhancing utilization of the real estate, or for the purpose of disposing of such real estate to others in whole or in part for the construction of industrial plants, other business establishments or housing; and to acquire, reclaim, manage, contract for the management of, construct or reconstruct, alter, repair, maintain, operate, sell, convey, transfer, lease, sublease, or otherwise dispose of industrial plants, business establishments or housing, except as otherwise limited in Section 1724.02(D) of the Ohio Revised Code.
 - f. To acquire, subscribe for, own, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the stock, shares, bonds, debentures, notes, or other securities and evidences of interest in, or indebtedness of, any person, firm, corporation, joint stock company, association, or trust, and while the owner or holder thereof, to exercise all the rights, powers, and privileges of ownership, including the right to vote therein; provided, however, that no tax revenue, if any, received by the Corporation shall be used for such acquisition or subscription in violation of Article VIII, Section 6, Ohio Constitution.
 - g. To mortgage, pledge, or otherwise encumber any property acquired pursuant to the powers contained in divisions d., e., or f. of this section.
 - h. To serve as an agent for grant applications and for the administration of grants or to make applications as principal for grants for the Corporation.
 - i. To exercise the powers enumerated under Chapter 5722. of the Ohio Revised Code on behalf of the County or a county which contracts with the Corporation.
 - j. To enter into agreements with a political subdivision that has designated the Corporation as its agency for reclamation, rehabilitation, and reutilization of vacant, abandoned, tax-foreclosed, or other real property within the political subdivision.
 - k. To engage in code enforcement and nuisance abatement, including, but not limited to, cutting grass and weeds, boarding up vacant or abandoned structures, and demolishing condemned structures on properties that are subject to a delinquent tax or assessment lien, or property for which a municipal corporation or township has contracted with the Corporation to provide code enforcement or nuisance abatement assistance.
 - l. To charge fees or exchange in-kind goods or services for services rendered to

- political subdivisions and other persons or entities for whom services are rendered.
- m. To employ and provide compensation for an executive director who shall manage the operations of the Corporation and shall employ others for the benefit of the Corporation as approved and funded by the Board of Directors, as defined in Section 3.1 hereof.
 - n. To purchase tax certificates at auction, negotiated sale, or from a third party who purchased and is a holder of one or more tax certificates issued pursuant to Sections 5721.30 to 5721.43 of the Ohio Revised Code.
 - o. To be assigned a mortgage on real property from a mortgagee in lieu of acquiring such real property subject to a mortgage, except as otherwise limited in Section 1724.02(N) of the Ohio Revised Code.
 - p. To do all acts and things necessary or convenient to carry out the purposes of Section 1724.01 of the Ohio Revised Code and the powers especially created for a county land reutilization corporation in Chapter 1724 of the Ohio Revised Code, including, but not limited to, contracting with the federal government, the State or any political subdivision thereof (including agreements pursuant to divisions (A)(3) and (B) of Section 1724.10 of the Ohio Revised Code), and any other party, whether non-profit or for-profit

ARTICLE II

MEMBERS: AUTHORITY OF MEMBERS

Section 2.1. Designation of Members. The members of the Corporation (“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, who are currently serving as President and Vice President of the Board of County Commissioners, (2) 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 Ashtabula, as the largest city in the county of Ashtabula, who is appointed by the City Manager (the "Municipal Director"), (4) the County Commissioner not serving as an *ex officio* Director, (5) a representative of the Ashtabula County Township Association, as selected by the members of that Association, (6) a representative of the Ashtabula Board of Realtors, as selected by that Board, who is an individual who is a resident of Ashtabula County and has private sector or nonprofit experience in rehabilitation or real estate acquisitions, and (7) any additional members selected by unanimous vote of the *ex officio* Directors. Said members appointed through Section 3.1(4) – (7) shall hereinafter be referred to as the "Appointed Directors". The *ex officio* Directors, the Municipal Director, and any 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) (5), (6) and (7) of this Section 3.1.²

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. 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. Such appointment shall be made in writing to the Secretary of the Board of Directors prior to the representative participating or taking any 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 expiration of the term of the city manager who appointed such Municipal Director, (ii) the replacement of such Municipal Director pursuant to Section 3.1.2.1 hereof by the city manager 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 city manager of the municipality that appointed the Municipal Director pursuant to Section 3.1 hereof may replace such Municipal Director at any time

² Resolution 2013-14 Passed 9/24/13

with thirty (30) days' prior written notice signed 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 3.1.2.2. Representative of Municipal Director. Each Municipal Director may appoint a representative to act for the Municipal Director appointing the representative, at any meeting of the Directors that the Municipal Director would otherwise personally attend or in which the Municipal Director would otherwise participate or take action by vote. Such appointment shall be made in writing to the Secretary 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 Municipal Director from personally exercising all the rights of a Municipal Director at any meeting of the Directors that the Municipal Director personally attends or in which the Municipal Director otherwise participates or takes action by vote. The term of such appointment shall run until the earlier to occur of: (i) the replacement of the Municipal Director or (ii) the appointment of a successor representative by the Municipal Director. As used in this Code of Regulations, a duly appointed representative of any Municipal Director means a Director of the Corporation for purposes of a quorum and all other business of the Board of Directors.

Section 3.1.3. Appointed Directors. Subject to the provisions of Sections 3.1.3.1, 3.1.3.2, 3.1.3.3 and 3.1.3.4 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, however, that the initial term of such Appointed Director may be determined by the *ex officio* Directors to be less than two years and that upon the expiration of the initial term of appointment or of any term of re-appointment of an Appointed Director, such Appointed Director may be re-appointed for successive two-year terms in accordance with the provisions for appointment of Appointed Directors set forth in Section 3.1 hereof. In the case of the County Commissioner serving as an Appointed Director, the term of said Appointed Director shall run concurrently with that Commissioner's term of office.

Section 3.1.3.1. 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 3.1.3.2. Removal of Appointed Director. Any Appointed Director may at any time be removed from office upon an affirmative vote of the *ex officio* Directors at a meeting called for such purpose.

Section 3.1.3.3. 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 Chair 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 3.1.3.4.

Section 3.1.3.4. 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 3.1.4.5. Representative of Appointed Director. Each Appointed Director may appoint a representative to act for the Appointed Director appointing the representative, at any meeting of the Directors that the Appointed Director would otherwise personally attend or in which the Appointed Director would otherwise participate or take action by vote. Such appointment shall be made in writing to the Secretary 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 Appointed Director from personally exercising all the rights of a Appointed Director at any meeting of the Directors that the Appointed Director personally attends or in which the Appointed Director otherwise participates or takes action by vote. The term of such appointment shall run until the earlier to occur of: (i) the replacement of the Appointed Director or (ii) the appointment of a successor representative by the Appointed Director. As used in this Code of Regulations, a duly appointed representative of any Appointed Director means a Director of the Corporation for purposes of a quorum and all other business of the Board of Directors.

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 contract for or may employ and provide compensation for an 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 hereof.

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 immediately preceding the regularly scheduled monthly meeting on the fourth month following the close of the Corporation's fiscal year or on such later date for which notice of such annual meeting is given in accordance with Section 4.5.1 hereof, but in no event later than the date by which the Corporation is required to file with the Auditor of State the financial report described in R.C. 1724.05.³ 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, 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.⁴

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 President or 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 President or 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

³ Resolution 2020-2 Passed 3/16/20 electronically, added to 2/10/20 minutes

⁴ Resolution 2015-6 Passed 3/19/15

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; Adjournment. Except as otherwise provided in this Code of Regulations, a majority of the Directors of the Corporation, including a majority of the *ex officio* Directors (or their representatives as prescribed in Section 3.1.1 hereof) of the Corporation, shall constitute a quorum for the transaction of business. The act of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the act of the Board of Directors. After a quorum has been established at a meeting of the Board of Directors, the subsequent withdrawal of 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 (1) by posting at the office of the Corporation and at the offices of the County Commissioners and the County Treasurer and (2) 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.

Section 4.10. Use of Technology For Conducting Meetings. Voting members and proxyholders who are not physically present at a meeting of voting members may attend the meeting by use of authorized communications equipment that enables the voting members and proxyholders an opportunity to participate in a meeting and to vote on matters submitted to the voting members, including an opportunity to read or hear the proceedings of the meeting, participate in the proceedings, and contemporaneously communicate with the persons who are physically present at the meeting.⁵

⁵ Resolution 2019-6 Passed 5/20/19

“Authorized communications equipment” means any communications equipment that provides a transmission, including, but not limited to, by telephone, telecopy, or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the member or director involved and, with respect to the meetings, allows all persons participating in the meeting to contemporaneously communicate with each other.

Any voting member who uses authorized communications equipment is deemed to be present in person at the meeting whether the meeting is held at the designated place or solely by means of authorized equipment. The directors may adopt procedures and guidelines for the use of authorized communications equipment in connection with a meeting of voting members to permit the corporation to verify that a person is a voting member or proxyholder and to maintain a record of any vote or other action taken at the meeting.

The above practice may be exercised for board meetings as well as executive committee meetings.

The organization may at its discretion conduct a vote electronically when it deems such action is warranted. This vote shall be reflected in the minutes of the meeting immediately following said activity.

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

(Reserved for future)

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

CONFLICT OF INTEREST AND ETHICS POLICY

(Reserved for future)

ARTICLE IX

FISCAL MATTERS; CONTRACTS; RECORDS

(Reserved for future)

ARTICLE X

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 (or their representatives as prescribed in Section 3.1.1 hereof), provided that the notice of said meeting stated that consideration of the amendment of Articles of Incorporation 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 VI

OFFICERS

Section 6.1. Employment and Designation of Officers. . The officers of the Corporation (each an “Officer”) shall consist of: (i) a President and Executive Director (the “President”) who shall be hired by the Board of Directors, (ii) a Secretary, (iii) a Treasurer and (iv) any number of Vice Presidents as deemed necessary for accomplishing the purposes and mission of the Corporation. An individual may hold more than one office. The Corporation may provide for the compensation of the President. The employment of the President may be by contract or at will, as the Board in its sole discretion determines. Should the President deem necessary, the President shall recommend employment of other Officers and/or employees for Board approval.

Section 6.1.1 The Board of Directors may enter into agreement with the County Treasurer, Board of County Commissioners, County Auditor or may contract with any individual or organization to serve as any or all Officer(s) of the Corporation

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 Officer, the Board of Directors may remove the Officer 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 President. The President shall be the chief executive officer of the Corporation. Subject to the direction of the Board of Directors, the President shall be

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

Section 6.3.2. Authority and Duties of the 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 President, the Treasurer shall be responsible for all fiscal affairs of the Corporation, including, but not limited to, (a) preparing annually a budget estimating the revenues and expenditures of the Corporation for the next subsequent fiscal year and delivering a copy of such budget to the President and the Board of Directors in sufficient time for their review, revision and adoption of the same prior to the end of the fiscal year immediately preceding the fiscal year for which such budget will be effective, (b) opening demand deposit and other bank accounts in which all moneys of the Corporation will be deposited, (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 President, subject to any express limitations on such other duties and functions as may be adopted by the Board of Directors.

Section 6.3.3. Authority and Duties of the Secretary. The Secretary shall be responsible for keeping the minutes of all meetings and proceedings of the Board of Directors and shall make a proper record of the same, which shall be attested by him or her. The Secretary shall keep such other books as may be required by the President or the Board of Directors and shall generally perform such other duties and functions as may be required or assigned by the President, subject to any express limitations on such other duties and functions as may be adopted by the Board of Directors.

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

ARTICLE IX

FISCAL MATTERS; CONTRACTS; RECORDS

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

Section 9.2. Annual Budget. At least thirty (30) days prior to the end of each fiscal year of the Corporation, the President shall present to the Board of Directors the annual budget of the Corporation for the next succeeding fiscal year. The Board of Directors shall, at a regular or special meeting, conduct a public hearing on such budget and shall, at such meeting or at another meeting called for the purpose, adopt the annual budget which shall govern the expenditures of the Corporation during the fiscal year to which such budget applies. On and after the commencement of 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 President from approving the transfer of an unencumbered balance from any line item, account or fund to a line item, account or fund with respect to which an insufficient unencumbered balance exists when it is in the best interests of the Corporation to enter into the binding monetary obligation. In the event that due to unforeseen circumstances the annual budget has not been adopted and is not ready for adoption by the last day of the fiscal year immediately preceding the year for which such budget is to be effective, the Board of Directors may adopt a temporary budget governing fiscal matters for the first three months of the new fiscal year.

Section 9.3. Contracts. The Board of Directors may 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 be signed by the Chair and one additional Director. The Board of Directors may authorize by resolution other Officers or agents 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 or Fiscal Officer shall certify that there is an unencumbered balance in the applicable budgetary account at least sufficient to pay in the fiscal year in which such contract is being signed all payments that are required to be made under the contract in such fiscal year.

Section 9.4. 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 upon the signature of the Chair or Vice Chair of the Board are deemed authorized by the Board of Directors unless expressly prohibited by Board resolution.

Section 9.5. Signatories on Checks, Drafts, and Evidences of Indebtedness. All checks, drafts or other orders for the payment of money issued in the name of the Corporation or to the Corporation, shall be signed or endorsed by two of the Board Members who are an authorized signatory on the account against which such check, draft or other order for the payment of money is drawn. All notes, bonds, or other evidences of indebtedness of the Corporation for borrowed money shall be signed by the Chair and Vice Chair if so authorized in the resolution of the Board of Directors approving the borrowing of money and the issuance of notes, bonds, or other evidences of indebtedness. The signatures of such persons may be by facsimile where expressly authorized, but shall not be preprinted on the instrument.

Section 9.6. 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 Vice Chair and shall otherwise be in compliance with the provisions of Ohio law applicable to disposition of real property.

Section 9.7. 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 Board may select after written solicitation to such banks, trust companies and other depositories for designation as a depository of the Corporation by the Treasurer.

Section 9.8. 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 9.9. 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 VIII

CONFLICT OF INTEREST AND ETHICS POLICY

CHAPTER 1

CONFLICTS OF INTEREST

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

“...Membership on the governing board of a community improvement corporation does not constitute the holding of a public office or employment within the meaning of sections 731.02 and 731.12 of the Revised Code or any other section of the Revised Code. Membership on such governing boards shall not constitute an interest, either direct or indirect, in a contract or expenditure of

money by any municipal corporation, township, county, or other political subdivision. No member of such governing boards shall be disqualified from holding any public office or employment, nor shall such member forfeit any such office or employment, by reason of membership on the governing board of a community improvement corporation notwithstanding any law to the contrary.”

Section 8.2. Prohibited Interests and Actions of Directors, Officers and Employees; Permitted Interests; Exceptions.

Section 8.2.1. Prohibited Interests in Corporation Contracts. No Director, Officer or employee of the Corporation shall knowingly do any of the following:

- (1) Authorize, or employ the authority or influence of such person's office to secure authorization of any contract with the Corporation in which such person, a member of such person's family, or any of such person's business associates has an interest;
- (2) Authorize, or employ the authority or influence of such person's office to secure the investment of funds in any share, bond, mortgage, or other security, with respect to which such person, a member of such person's family, or any of such person's business associates either has an interest, is an underwriter, or receives any brokerage, origination, or servicing fees; during such person's term of office with the Corporation or within one year thereafter, occupy any position of profit in the prosecution of a contract authorized by such person or by the Board of Directors of the Corporation of which such person was a member at the time of authorization, unless the contract was let by informal competitive bidding to the lowest and best bidder; have an interest in the profits or benefits of a contract entered into by or for the use of the Corporation;
- (3) Have an interest in the profits or benefits of a contract that is not let by informal competitive bidding if not required under the Corporation's Informal Competitive Bidding Policy and that involves more than one hundred fifty dollars.

Section 8.2.2. Permitted Interests. In the absence of bribery or a purpose to defraud, a Director, Officer or employee of the Corporation, member of such person's family, or any of such person's business associates shall not be considered as having an interest in a Corporation contract or the investment of its funds, if all of the following apply:

- (1) The interest of that person is limited to owning or controlling shares of the corporation, or being a creditor of the corporation or other organization, that is the contractor on the contract involved, or that is the issuer of the security in which the funds are invested;
- (2) The shares owned or controlled by that person do not exceed five per cent of the outstanding shares of the corporation, and the amount due that person as creditor does not exceed five per cent of the total indebtedness of the corporation or other organization;
- (3) That person, prior to the time the contract is entered into, files with the Board of Directors of the Corporation, an affidavit giving that person's exact status in connection with the corporation or other organization.

Section 8.2.3. Exceptions. Section 2.1 hereof does not apply to a Corporation contract in which a Director, Officer or employee of the Corporation, a member of such person's family, or one of such person's business associates has an interest, when all of the following apply:

- (1) The subject of the contract is necessary supplies or services for the Corporation;
- (2) The supplies or services are unobtainable elsewhere for the same or lower cost, or are being furnished to the Corporation as part of a continuing course of dealing established prior to such person's becoming associated with the Corporation;
- (3) The treatment accorded the Corporation is either preferential to or the same as that accorded other customers or clients of the corporation or other organization in similar transactions;
- (4) The entire transaction is conducted at arm's length, with full knowledge by Corporation of the interest of such person, the member of such person's family, or business associate, and such person takes no part in the deliberations or decision of the Corporation with respect to the contract.

Section 8.2.4. Soliciting or Accepting Improper Compensation. No Director, Officer or employee of the Corporation shall knowingly solicit or accept, and no person shall knowingly promise or give to a Director, Officer or employee of the Corporation, either of the following:

- (1) Any compensation, other than as allowed by divisions (G), (H), and (I) of Section 102.03 of the Revised Code or other provisions of law, to perform such person's official duties, to perform any other act or service in such person's official capacity, for the general performance of the duties of such person's office or employment, or as a supplement to such person's compensation;
- (2) Additional or greater fees or costs than are allowed by rule or regulation of the Corporation to perform such person's official duties.

Section 8.2.5. Soliciting or Accepting Anything of Value in Exchange for Certain Consideration. No Director, Officer or employee of the Corporation for such person's own personal or business use, and no person for the person's own personal or business use or for the personal or business use of a Director, Officer or employee of the Corporation, shall solicit or accept anything of value in consideration of either of the following:

- (1) Appointing or securing, maintaining, or renewing the appointment of any person to any office, employment, or agency with the Corporation;

- (2) Preferring, or maintaining the status of, any Director, Officer or employee of the Corporation with respect to compensation, duties, placement, location, promotion, or other material aspects of employment or service.

Section 8.2.6. Soliciting or Accepting Political Contributions in Exchange for Certain Consideration. No person for the benefit of a political party, campaign committee, legislative campaign fund, political action committee, or political contributing entity shall coerce any contribution in consideration of either of the following:

- (1) Appointing or securing, maintaining, or renewing the appointment of any person to any office, employment, or agency with the Corporation;
- (2) Preferring, or maintaining the status of, any employee of the Corporation with respect to compensation, duties, placement, location, promotion, or other material aspects of employment.

Section 8.2.7. Definitions. Words and terms with initial capital letters used as defined words and terms in this Policy and not otherwise defined herein shall have the same meaning given such words and terms in the Code of Regulations of the Corporation. For purposes of this Section, “family” means any member of the immediate family of a Director, Officer or employee of the Corporation.

Section 8.3. Procedures.

Section 8.3.1. Duty to Disclose. Notwithstanding the provisions of Section 2.2(3) hereof, in connection with any actual or potential conflict of interest, a Director, Officer or employee of the Corporation must disclose in writing the existence and nature of his or her interest to the Board of Directors prior to its formal approval of the proposed transaction or contractual arrangement.

Section 8.3.2. Duty to Recuse Oneself from Vote or Selection Process. A Director or Officer that has, or will have, an interest in a transaction or contractual arrangement of the Corporation with an entity or individual that is prohibited under this Policy must recuse himself or herself from (i) participating in discussions whose immediate purpose is to make a recommendation or selection of the entity or individual with whom the Corporation will enter into the transaction or arrangement, (ii) voting on the matter or (iii) both, as applicable. A Director that is either elected or employed by a political subdivision with which the Corporation is considering entering into a transaction or other arrangement must recuse himself or herself from voting on the matter involving the political subdivision. A Director or Officer who complies with the provisions of this Section 3.2 shall not be deemed to have an actual or potential conflict of interest.

Section 8.3.3. Determining Whether a Prohibited Interest Exists. After disclosure of a potential prohibited interest under Section 3.1 of this Policy, the Director, Officer or employee making such disclosure shall leave the Board of Directors' meeting while the Board discusses the nature of the interest and votes upon whether it believes such an interest constitutes or will constitute a prohibited interest if the Corporation were to enter into a transaction or contractual arrangement with the entity or individual in respect of which the interested person has an interest and whether such person is not or will not be deemed to have a conflict of interest due to such person's compliance with the provisions of Section 3.2 hereof. If such person is a Director, the remaining Board of Directors shall decide if a conflict of interest exists.

Section 8.3.4. Procedures for Addressing the Conflict of Interest If, pursuant to Section 3.3, a prohibited interest is deemed to exist:

- (1) The Board of Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement and may in its discretion request verbal advice or a written opinion of the Ohio Ethics Commission on the matter.
- (2) After exercising due diligence, the Board of Directors shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- (3) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

Section 8.3.5. Violations of the Conflicts of Interest Policy.

- (1) If the Board of Directors has reasonable cause to believe that a Director, Officer or employee of the Corporation has failed to disclose an actual or possible prohibited interest under this Policy, it shall inform such person of the basis for such belief and afford such person an opportunity to explain the alleged failure to disclose.
- (2) If, after hearing the response of such person and making such further investigation as may be warranted in the circumstances, the Board of Directors determines that such person has, in fact, failed to disclose an

actual or possible prohibited interest, it shall take the disciplinary and corrective action which it, in its sole discretion, determines to be appropriate in the circumstances, including, without limitation, compliance with division (A)(1) of Revised Code Section 2721.22.

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

- (1) The names of the persons who disclosed or otherwise were found to have an potential or actual prohibited interest under this Policy, the nature of the interest, any action taken to determine whether the interest is a prohibited interest hereunder or under any law of the State of Ohio, and the Board of Directors' decision as to whether a prohibited interest in fact existed.
- (2) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

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

- (1) has received a copy of the most recent Conflicts of Interest Policy;
- (2) has read and understands this Policy;
- (3) has agreed to comply with this Policy; and
- (4) understands that (i) the Corporation is an organization performing essential governmental functions authorized in Chapters 1724 and 5722 of the Ohio Revised Code, among others, and, therefore, pursuant to Section 115(1) of the Code, it and its income is exempt from federal income taxation and (ii) in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its governmental purposes.

Section 8.6. Periodic Reviews. To ensure that the Corporation operates in a manner consistent with its governmental purposes and that it does not engage in activities that could jeopardize its status as an organization performing essential governmental functions and claiming exemption from federal income taxation pursuant to Section 115(1) of the Code, periodic reviews shall be conducted. The periodic reviews shall, at the minimum, include the following subjects:

- (1) Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining; and

- (2) Whether partnership and joint venture arrangements and arrangements with management service organizations, including property management organizations, if any, conform to written policies of the Corporation, are properly recorded with the Corporation, reflect reasonable payments for goods and services, further the Corporation's governmental purposes and do not result in personal inurement or impermissible private benefit.

Section 8.7. Use of Outside Experts. In conducting the periodic review provided for in Section 6, the Corporation may, but need not, use outside advisors or experts. If outside experts are used their use shall not relieve the Board of Directors of its responsibility for ensuring that periodic reviews are conducted.

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

CHAPTER 2 **GENERAL ETHICS POLICY**

Section 8.9. Statement of Intent and Purpose. Notwithstanding that Revised Code Section 1724.10(B)(1) expressly provides that "*Membership on the governing board of a community improvement corporation does not constitute the holding of a public office or employment within the meaning of sections 731.02 and 731.12 of the Revised Code or any other section of the Revised Code*" and the conclusion of the Memorandum of Law in Chapter 1 of this Ethics and Conflict of Interest Policy regarding the application of Revised Code Chapter 102 to the Directors, Officers and employees of the Ashtabula County Land Reutilization Corporation (the "Corporation"), the Directors of the Corporation, acknowledging the quasi-public nature of the Corporation and the public purpose for which it is organized, desire to voluntarily adopt, along with the Conflicts of Interest Policy set forth in Chapter 1 hereof, an ethics policy (this "General Ethics Policy") that is to govern actions of the Corporation's Directors, Officers and employees in order to protect the public trust inherent in the Corporation's statutory purposes.

Section 8.10. Definitions. As used in this Chapter:

(A) "*Income*" includes gross income as defined and used in the "Internal Revenue Code of 1986," 100 Stat. 2085, 26 U.S.C. 1, as amended, and interest and dividends on obligations or securities of any state or of any political subdivision or authority of any state or political subdivision.

(B) "*Anything of material value*" means to the extent material, as defined below:

- (1) Money, bank bills or notes, United States treasury notes, and other bills, bonds, or notes issued by lawful authority and intended to pass and circulate as money;
- (2) Goods and chattels;
- (3) Promissory notes, bills of exchange, orders, drafts, warrants, checks, or bonds given for the payment of money;
- (4) Receipts given for the payment of money or other property;
- (5) Rights in action;
- (6) Things which savor of the realty and are, at the time they are taken, a part of the freehold, whether they are of the substance or produce thereof or affixed thereto, although there may be no interval between the severing and taking away;
- (7) Any interest in realty, including fee simple and partial interests, present and future, contingent or vested interest, beneficial interests, leasehold interests, and any other interest in realty;
- (8) Any promise of future employment;
- (9) Every other thing of value, including, but not limited to, a contribution as defined in section 3517.01 of the Revised Code.

For the purposes of this definition, “material” when used in the phrase “anything of material value” means anything with a monetary value in excess of \$400.

(C) “*Honorarium*” means any payment made in consideration for any speech given, article published, or attendance at any public or private conference, convention, meeting, social event, meal, or similar gathering. “*Honorarium*” does not include ceremonial gifts or awards that have insignificant monetary value; unsolicited gifts of nominal value or trivial items of informational value; or income received from any person for personal services rendered to that person that are customarily provided in connection with the practice of a bona fide business and that are wholly unrelated to the duties or services provided to the Corporation by the recipient in connection with the such person’s employment by the Corporation.

Section 8.11. Prohibited Representations. A present or former Director, Officer or employee of the Corporation is not permitted, during employment with or service to the Corporation or for a period of one year thereafter to represent a client or act in a representative capacity for any person on any matter in which the Director, Officer or employee personally participated as a Director, Officer or employee of the Corporation through decision, approval, disapproval, recommendation, the rendering of advice, investigation, or other substantial exercise of administrative discretion.

Section 8.12. Maintaining Confidentiality of Information. A present and former Director, Officer or employee of the Corporation is prohibited from disclosing or using, without appropriate authorization, any information acquired by such Director, Officer or employee in the course of the Director's, Officer's or employee's official duties for the Corporation that is confidential because of statutory provisions, or that has been clearly designated to the Director, Officer or employee as confidential when that confidential designation is warranted because of the status of the proceedings or the circumstances under which the information was received and preserving its confidentiality is necessary to the proper conduct of the Corporation's business.

Section 8.13. Prohibited Use of the Authority or Influence of Corporate Office or Employment. A Director, Officer or employee of the Corporation is prohibited from using or authorizing the use of the authority or influence of his or her office or employment to secure anything of value or the promise or offer of anything of value that is of such a character as to manifest a substantial and improper influence upon the Director, Officer or employee with respect to that person's duties.

Section 8.14. Prohibition upon Solicitation or Acceptance of Things of Material Value. A Director, Officer or employee of the Corporation is prohibited from soliciting or accepting anything of a material value that is of such a character as to manifest a substantial and improper influence upon the Director, Officer or employee with respect to that person's duties. For purposes of this Section, there is a rebuttable presumption that the acceptance of meals or casual entertainment from the same person or entity that does not exceed \$400 during a calendar year does not manifest a substantial and improper influence upon a Director, Officer or employee with respect to that person's duties. Reimbursement by a third party of the actual travel expenses of a Director, Officer or employee of the Corporation when traveling on or for official business of the Corporation for the purpose of making a speech or presentation about the Corporation or for educational or other charitable purposes shall be excluded from the application of this Section.

This Section shall not be construed as prohibiting a Director, Officer or employee of the Corporation from accepting an Honorarium or a payment in reimbursement of travel, meal, and lodging expenses for a speech or presentation about or related to the work of the Corporation if voluntarily offered by a third party. Any such Honorarium shall be deposited into the general fund of the Corporation immediately upon the Director's, Officer's or employee's return to the Corporation. Payment in reimbursement of travel, meals, and lodging expense for such speech or presentation may be retained by the Director, Officer or employee so long as no reimbursement for the same expenses is sought from the Corporation.

This Section shall not be construed as prohibiting a Director, Officer or employee of the Corporation from accepting an Honorarium, payment for engagement as a professional

consultant or payment in reimbursement of travel, meal, and lodging expenses for a speech or presentation which is not directly about or related to the work of the Corporation, provided that the Honorarium, payment for professional consulting services or expenses, or any combination thereof, were paid in recognition of demonstrable business, professional, or esthetic interests of the Director, Officer or employee that exist apart from the Corporation and such person's employment by or service to the Corporation and that payment for professional consulting services or expenses, or any combination thereof, were not paid by any person or other entity, or by any representative or association of those persons or entities, that is doing business with, or seeking to do business with, the Corporation.

This Section shall not be construed as prohibiting a Director, Officer or employee of the Corporation from accepting a paid consulting engagement arising out of such Director's, Officer's or employee's expertise about the functions of or his or her relationship to the Corporation and its mission if the payment for such an engagement is deposited into the general fund of the Corporation and if the acceptance of such an engagement will not adversely affect that person's duties with the Corporation.

Section 8.15. Requesting a Ruling from the Board of Directors. Any Director, Officer or employee of the Corporation who is unsure of such person's compliance with the provisions of this Chapter in connection with an individual situation that arises may request that the Board of Directors of the Corporation, in its absolute discretion, rule on the potential activity's compliance with the letter and spirit of this Chapter. If a Director of the Corporation avails himself or herself of the provisions of this Section 7, such Director shall not participate in any discussions among the other Directors or in their ruling related to such Director's requested ruling, except as the other Directors may request in connection with learning or clarification of the factual matters related to such situation.

Section 8.16 Violations of the General Ethics Policy. If the Board of Directors has reasonable cause to believe that a Director, Officer or employee of the Corporation has violated this General Ethics Policy, it shall inform the Director, Officer or employee of the basis for such belief and afford such person an opportunity to explain the alleged violation.

If, after hearing the response of such person and making such further investigation as may be warranted in the circumstances, the Board of Directors determines that such Director, Officer or employee has, in fact, violated this General Ethics Policy, it shall take appropriate disciplinary and corrective action, including, but not limited to, ordering mandatory withdrawal from the Board of Directors, if such person is a Director, or suspension or termination of employment, if such person is an Officer or employee.

Nothing in this Section 8 or anywhere else in Chapters 1, 2 or 3 of this Comprehensive

Ethics Policy shall be construed as prohibiting the Board of Directors of the Corporation from turning over evidence of an alleged violation of any provision of this Comprehensive Ethics Policy to local law enforcement authorities if it believes that the alleged violation may rise to the level of a criminal offense.

CHAPTER 3

DISCLOSURE OF POLITICAL CONTRIBUTIONS TO ACLRC DIRECTORS THAT ARE ELECTED OFFICIALS

Section 8.17. Statement of Intent and Purpose. Notwithstanding the bona fide belief of each Director of the Corporation who is an elected official of a political subdivision within the County, as those terms are used in Ohio law (each an “Affected Director”), that the Corporation is not subject to the provisions of Revised Code Sections 3517.13(I) and (J), the Affected Directors acknowledge that disclosure by a potential person or entity that is seeking to contract with the Corporation for the sale of goods or services of any political contributions made to any such Affected Director provides such Affected Director with the opportunity to recuse himself or herself from voting on the award of the related contract, thereby avoiding even an appearance of a prohibited conflict of interest. Therefore, the following policy regarding the disclosure of political contributions to any Affected Director is hereby adopted.

Section 8.18. Submission of Contribution Disclosure Form with Bids. In connection with the solicitation of bids, whether formally or informally, by the Corporation, the Corporation shall include as a part of each bid package delivered to a prospective bidder a contribution disclosure form substantially in the form of Attachment A to this Chapter 3 (the “Contribution Disclosure Form”). All prospective bidders shall include a completed Contribution Disclosure Form with their respective bids for a contract to supply the goods or services for which bids were solicited. Any bid received from a bidder which does not include a fully completed Contribution Disclosure Form shall automatically be returned as “incomplete” and not considered in connection with the award of the contract for the goods or services.

Section 8.19. Delivery of Contribution Disclosure Form to Affected Directors. A copy of each Contribution Disclosure Form shall be delivered to the Affected Director as soon as possible after the receipt thereof in a bid package.

Section 8.20. Use of Information in Contribution Disclosure Form. Each Affected Director shall use the information in the Contribution Disclosure Form to determine whether or not to recuse himself or herself from voting on the award of a contract to a person or entity that submitted the Contribution Disclosure Form. If the award of a contract is not subject to approval by the Board of Directors under the Corporation’s Board-approved policy for awarding contracts, neither the Affected Director nor the President or any Officer of the Corporation shall

use the information in such Form to influence the awarding of the contract by the President or other Officer of the Corporation, so long as such an award is in compliance with the Corporation's Board-approved policy for awarding contracts.

CHAPTER 4

WHISTLEBLOWER POLICY

Section 8.21. Statement of Intent and Purpose. It is the intent of the Directors, Officers and employees of the Corporation to adhere to and observe high standards of business and personal ethics in the conduct of their duties and responsibilities on behalf of the Corporation. As Directors, Officers and employees representing the Corporation, each acknowledges and believes that it is necessary to practice honesty and integrity in fulfilling his/her responsibilities to the Corporation and to comply with all applicable laws and regulations. This Chapter 4 which is referred to herein as the "Whistleblower Policy" is adopted in the furtherance of this acknowledgement and belief.

Section 8.22. Reporting Responsibility. It is the responsibility of all Directors, Officers and employees to report suspected violations of this Ethics Policy in accordance with the provisions of this Whistleblower Policy. Notwithstanding the foregoing, except in a case where the applicable general law requires the reporting of suspected criminal actions directly related to the Corporation, its assets or its Directors, Officers or employees, no Director, Officer or employee shall be subject to discipline, including, but not limited to, termination, for not reporting a suspected violation of this Ethics Policy if the Director, Officer or employee in good faith did not reasonably suspect that a violation occurred or if the Director, Officer or employee concluded in good faith that no violation occurred.

Section 8.23. No Retaliation No Director, Officer or employee who in good faith reports a suspected violation of this Ethics Policy shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a suspected violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Corporation prior to seeking resolution of such concerns outside the Corporation.

Section 8.24. Corporation's Open Door Policy; Addressing Employee's Concerns, Suggestions or Complaints; Reporting Suspected Violations of Ethics Policy The Corporation shall have an open door policy, and does hereby declare the following to be its open door policy: each Officer and employee is encouraged to share his/her questions, concerns, suggestions or

complaints with someone who can address them properly whether such concerns, suggestions or complaints rise to the level a suspected violation of the Corporation's Ethics Policy or not. In most cases, the person or persons to whom the Officer or employee most immediately reports is in the best position to address an area of concern, including such a suspected violation of the Corporation's Ethics Policy. However, if any Officer or employee believes in good faith that he/she cannot be candid and open about an area of concern or suspected violation of the Ethics Policy with the person or persons to whom the Officer or employee most immediately reports or is not satisfied with such person's response, the Officer or employee is encouraged to speak with either the President or Vice President, Legal Affairs of the Corporation. Each Officer or other employee to whom a suspected ethics violation is reported shall report such suspected ethics violation to the Vice President, Legal Affairs, who has specific and exclusive responsibility to investigate all reported suspected violations. In the case of suspected fraud, or if an Officer or employee is not satisfied or is uncomfortable with following the Corporation's open door policy, individuals are encouraged to contact the Corporation's Vice President, Legal Affairs directly.

Section 8.25. Compliance Officer The Vice President, Legal Affairs shall be the Corporation's Compliance Officer for purposes of this Whistleblower Policy. As Compliance Officer, the Vice President, Legal Affairs is responsible for investigating and resolving all reported complaints and allegations concerning suspected violations and, at his/her discretion, shall advise the President and the Board of Directors of the fact of such an investigation and upon its completion of the results of such an investigation.

Section 8.26. Accounting and Auditing Matters There shall be, and there is hereby established, an audit committee of the Board of Directors composed of three members of the Board of Directors, at least one of which members shall be the Chair or Vice-Chair of the Board. The initial audit committee of the Board of Directors shall be elected by the members of the Board of Directors at the meeting at which this Ethics Policy is adopted. When a vacancy in the membership of the audit committee occurs, the Board shall fill the vacancy at its next scheduled public meeting. The audit committee shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The Compliance Officer shall immediately notify the audit committee of any such complaint and work with the committee until the matter is resolved.

Section 8.27. Acting in Good Faith Any Officer or employee filing a complaint concerning a suspected violation of this Ethics Policy must be acting in good faith and have reasonable grounds for believing the information disclosed would constitute a violation. Any allegation of a suspected violation of this Ethics Policy that after investigation is proven to be unsubstantiated and is proven to have been made maliciously or to knowingly be false shall be considered a serious offense subject to appropriate disciplinary measures. Notwithstanding the foregoing, an Officer or employee prior to formally filing such a complaint may seek counsel

from his/her supervisor, from the President or the Vice President, Legal Affairs about the evidence leading such person to suspect that a violation of this Ethics Policy may have occurred and whether such evidence would warrant filing a formal complaint. If after such counsel both the person seeking such counsel and the Officer or employee providing such counsel believe that the evidence is sufficient to warrant filing a formal complaint, the Officer or employee filing of such a complaint shall be presumed to be acting in good faith. All information submitted or discussed while seeking such counsel shall be kept confidential and shall not be disclosed unless a formal complaint is thereafter filed, and then only to the extent permitted under Section 8 hereof.

Section 8.28. Confidentiality A suspected violation of this Ethics Policy may be submitted on a confidential basis by the complainant or may be submitted anonymously. A submission of such a suspected violation will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Section 8.29. Handling of Reported Violations Upon the filing of a formal complaint concerning a suspected violation of this Ethics Policy in any case other than an anonymous complaint, the Compliance Officer will notify the sender and acknowledge receipt of the suspected violation within five business days of receipt of the complaint. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

This statement, properly executed and containing all required information must be completed.
IF YOU FAIL TO COMPLY, YOUR PROPOSAL WILL NOT BE CONSIDERED.

Entity Name:

Entity's Mailing Address:

COMPLETE SECTION I, II, OR III BELOW, WHICHEVER IS APPROPRIATE, AND SECTION IV.

NOTE: For purposes of this Statement, the members of the Board of Directors of the Ashtabula County Land Reutilization Corporation (ACLRC) includes:

**Dawn Cragon, Ashtabula County Treasurer
Casey Koslowski, Ashtabula County Commissioner
JP Ducro, Ashtabula County Commissioner
Kathryn Whittington, Ashtabula County Commissioner
James M. Timonere, Ashtabula City Manager
Michael Cliff, Saybrook Township Trustee
Janis Dorsten, Ashtabula County Board of Realtors**

SECTION I. TO BE COMPLETED BY NON-PROFIT CORPORATION AND GOVERNMENTAL ENTITIES.

If you are recognized by the IRS as a non-profit corporation or are a governmental entity, mark the appropriate designation below and proceed to the indicated section(s).

_____ NON-PROFIT CORPORATION **GO TO SECTIONS III and IV**

_____ GOVERNMENTAL ENTITY **GO TO SECTION IV**

SECTION II. TO BE COMPLETED BY INDIVIDUALS, SOLE PROPRIETORSHIPS, PARTNERSHIPS, INCORPORATED PROFESSIONAL ASSOCIATIONS, UNINCORPORATED ASSOCIATIONS, ESTATES, TRUSTS, PARTNERSHIPS AND JOINT VENTURES.

The above-named entity is a (Please mark appropriate designation):

___ SOLE PROPRIETORSHIP

- TRUST
- INCORPORATED PROFESSIONAL ASSOCIATION
- UNINCORPORATED ASSOCIATION
- ESTATE
- PARTNERSHIP
- LIMITED LIABILITY COMPANY
- JOINT VENTURE

For purposes of Section II, a “**Principal**” means an individual, an owner, a partner, a shareholder, a member, an administrator, an executive or trustee connected with the above- named entity, or the spouse of any of them.

Listed in the immediately following table are the names of EACH OF THE PRINCIPALS of the above named entity who made one or more contributions to the named member of the Board of Directors or to that member’s campaign committee, together with the total amount of the contributions, if the contributions totaled either (i) individually in excess of \$1,000 during the twenty-four (24) months immediately preceding the date of this Contribution Disclosure Form or (ii) when added to the contributions of all other principals, in excess of \$2,000. during the twenty-four (24) months immediately preceding the date of this Contribution Disclosure Form.

Name of Principal making contribution	Name of Director receiving contribution	Amount of Contribution

[Add additional sheet if necessary.]

GO TO SECTION IV.

Please select one of the following:

NON-PROFIT CORPORATION

FOR-PROFIT CORPORATION

BUSINESS TRUST (OTHER THAN INCORPORATED PROFESSIONAL ASSOCIATIONS)

For purposes of Section III, a “**Principal**” means an individual or an entity owning more than 20% of the corporation or business trust or the spouse of any such individual.

Listed in the immediately following table are the names of EACH OF THE PRINCIPALS of the above named entity who made one or more contributions to the named member of the Board of Directors or to that member’s campaign committee, together with the total amount of the contributions, if the contributions totaled either (i) individually in excess of \$1,000 during the twenty-four (24) months immediately preceding the date of this Contribution Disclosure Form or (ii) when added to the contributions of all other principals, in excess of \$2,000. during the twenty-four (24) months immediately preceding the date of this Contribution Disclosure Form.

Name of Principal making contribution	Name of Director receiving contribution	Amount of Contribution

[Add additional sheet if necessary.]

GO TO SECTION IV.

SECTION IV. TO BE COMPLETED BY ALL ENTITIES.

I hereby state that I have legal authority to complete this statement on behalf of the above-named entity and to the best of my knowledge and belief the answers herein are true and complete.

Print Name: _____

Print Title: _____

Signature: _____

Date: _____/_____/_____

Telephone No.: _____ - _____ - _____
(Area Code)

STATE OF _____)

SS:

COUNTY OF _____)

Before me, a Notary Public in an for said County and State, personally appeared on this day of_____, 20____ the above-named_____, who acknowledge that (he/she) did sign the foregoing statement and that the same is (his/her) free act deed, personally and as duly authorized representative of _____, and the free act and deed of the entity on whose behalf (he/she) signed.

Notary Public: _____

