

Montgomery County Land Reutilization Corporation (MCLRC)

Board Meeting

January 17, 2017

Attendees: Carolyn Rice, Treasurer (Chair of the Board)
Doug Harnish, Principle, Market Metrics (Vice Chair of the Board)
Scott Paulson, Trustee, Washington Township (Board Member)
Aaron Sorrell, Director of Planning & Community Dev., City of Dayton (Board Member)
John Theobald, Commission Aide to Debbie Lieberman (Commission Representative)
Cathy Startzman, Commission Aide to Judy Dodge (Commission Representative)
David Williamson, MCLRC (General Counsel)
Judy Zimmerman, Dir. of Finance, Treasurer's Office (Treasurer)
Angela Lilly, Montgomery County Treasurer's Office (Secretary)

Absent (Copies To): Debbie Lieberman, Montgomery County Commissioner (Board Member)
Sheila Crane, Realtor/Community Dev. Specialist, HER Realtors (Board Member)
Judy Dodge, Montgomery County Commissioner (Board Member)
Mike Grauwelman, MCLRC (Executive Director)

Call to Order

Carolyn Rice, Chair of the Board, noting a quorum, called the meeting to order. A copy of the agenda is attached for reference.

Approval of Minutes

Scott Paulson moved to approve the December 20, 2016 Board meeting minutes. The motion was seconded by John Theobald and approved unanimously by voice vote.

New Business – Item No. 1 – Resolutions Amending MCLRC By-Laws

David Williamson reviewed the changes to the Code of Regulations and the Articles of Incorporation requested by the IRS. In order to receive the IRS letter regarding 501C3 status, language had to be added to the Code of Regulations and the Articles of Incorporation that states in the event the organization should dissolve, the remaining assets of the corporation would be distributed to either Montgomery County or some other organization that does not produce income that is taxable. The IRS also asked that the language appointing non-voting members to the Board in section 2.1-2.3 of the Code of Regulations be changed to add certain conflict of interest provisions. Eliminating non-voting member positions would also satisfy this request. Finally, the Treasurer and Commissioners need to sign a designation of representative form so that instead of the representative having a dated term, the term is open until either the elected official is no longer in office or they designate a different representative. John Theobald asked that Mary Montgomery, Prosecutor's Office, be copied on the resolutions.

Resolution #1

RESOLUTION FOR AMENDMENT OF
THE MONTGOMERY COUNTY LAND REUTILIZATION CORPORATION CODE OF REGULATIONS

Be it resolved that Article I of the Code of Regulations entitled "Corporation" be amended as follows:

1) That Section 1.3 be amended to add the following paragraph so as to become the third paragraph of the Section and read:

"The Corporation may be dissolved pursuant to and in accordance with Sections 1702.47, 1702.52, and 1724.07(B) of the Ohio Revised Code and the Articles and Code of Regulations of the Corporation to the extent not inconsistent with applicable law. Upon the dissolution of the Corporation, the Board of County Commissioners of Montgomery County, Ohio shall, after paying or making provision for the payment of the liabilities of the Corporation, convey or distribute all remaining assets of the Corporation to the State of Ohio, to Montgomery County, Ohio, to a political subdivision of the State of Ohio, or to any other entity whose income is excluded from gross income under §115 of the Internal Revenue Code. Such conveyance or distribution of the remaining assets of the Corporation upon dissolution shall be in accordance with the determination of the Board of County Commissioners of Montgomery County, Ohio, such determination having been approved in writing by the Montgomery County Treasurer, and pursuant to and not in violation of any law or regulation applicable to the Corporation."

Doug Harnish moved to approve the amendment of the Code of Regulations, Section 1.3. The motion was seconded by Cathy Startzman and approved unanimously by voice vote.

Resolution #2

RESOLUTION FOR AMENDMENT OF
THE MONTGOMERY COUNTY LAND REUTILIZATION CORPORATION
ARTICLES OF INCORPORATION

Be it resolved that the Articles of Incorporation of the Montgomery County Land Reutilization Corporation be amended as follows:

1) That the Seventh Article be amended to add the following paragraph so as to become the second paragraph of the Seventh Article and read:

"The Corporation may be dissolved pursuant to and in accordance with Sections 1702.47, 1702.52, and 1724.07(B) of the Ohio Revised Code and the Articles and Code of Regulations of the Corporation to the extent not inconsistent with applicable law. Upon the dissolution of the Corporation, the Board of County Commissioners of Montgomery County, Ohio shall, after paying or making provision for the payment of the liabilities of the Corporation, convey or distribute all remaining assets of the Corporation to the State of Ohio, to Montgomery County, Ohio, to a political subdivision of the State of Ohio, or to any other entity whose income is excluded from gross income under §115 of the Internal Revenue Code. Such conveyance or distribution of the remaining assets of the Corporation upon dissolution shall be in accordance with the determination of the Board of County Commissioners of Montgomery County, Ohio, such determination having been approved in writing by the Montgomery County Treasurer, and pursuant to and not in violation of any law or regulation applicable to the Corporation."

Doug Harnish moved to approve the amendment of the Articles of Incorporation, Seventh Article. The motion was seconded by John Theobald and approved unanimously by voice vote.

Resolution #3

RESOLUTION FOR AMENDMENT OF THE MONTGOMERY COUNTY LAND REUTILIZATION CORPORATION CODE OF REGULATIONS

Be it resolved that Article II of the Code of Regulations entitled "Members; Authority of Members", be amended as follows:

1) That Section 2.1 be amended so that the first sentence of the Section end with a period after "*ex officio* Member"), and that all words following the period be deleted and stricken from the Code of Regulations, so that the Section read:

"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")"

2) That Sections 2. 2 and 2.3 are deleted and stricken from the Code of Regulations in their entirety.

Doug Harnish moved to approve the amendment of the Code of Regulations, Sections 2.1-2.3. The motion was seconded by Aaron Sorrell and approved unanimously by voice vote.

Announcement

The next board meeting is scheduled for Tuesday, February 21, 2017.

Call to Adjourn

There being no further business, the meeting was adjourned.

I hereby certify that the minutes related to the Board of Directors' monthly meeting January 17, 2017 set forth above are the minutes approved by the Board of Directors at their meeting of February 21, 2017.

/s/ Angela Lilly

Angela Lilly, Secretary

Montgomery County Land Reutilization Corporation



Board Meeting Agenda

Montgomery County Land Reutilization Corporation

January 17, 2017 3:30 pm

Montgomery County Treasurer's Office

Call to Order: Carolyn Rice, Chair

Roll Call:

Approval of Minutes: December 20, 2016 (Attached)

Old Business:

New Business:

Item No. 1: Resolutions Amending MCLRC By-Laws (Attachment)

- **Presentation and Discussion**
- **Motion to Approve**

Other Business:

Next Meeting: February 21, 2017

Adjourn