




City of Dublin

**Office of the City Manager**

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# Memo

**To:** Members of Dublin City Council

**From:** Dana L. McDaniel, City Manager 

**Initiated By:** Doug E. McCollough, Chief Information Officer  
Donna Goss, Director of Development

**Date:** December 1, 2016

**Re:** RESOLUTION NO. 71-16 - A RESOLUTION AUTHORIZING THE CITY MANAGER TO ENTER INTO AN AGREEMENT FOR THE ESTABLISHMENT OF THE NORTHWEST 33 INNOVATION CORRIDOR COUNCIL OF GOVERNMENTS

## Summary

Resolution 71-16 authorizes the City Manager to execute the proposed Agreement establishing a Council of Governments ("COG") for the purpose of providing administrative governance and services to the subject political subdivisions promoting cooperative provision of public services to the NW 33 Innovation Corridor. The initial members of the COG are the City of Dublin, the City of Marysville, the Marysville-Union County Port Authority, and Union County. A set of By-laws will be adopted by the COG, once formed, creating a governing board that may act for the Council as provided in such by-laws, appointing a fiscal agent, and providing for the conduct of its business. These By-laws are also included with this staff report and have already been vetted by the future members of the COG.

## Background

The proposed COG will serve as the administrative institution created to manage numerous projects of regional interest and impact, including planning for Development, Economic Development, Infrastructure, and Services. The COG will enhance and expand the availability of high-speed Internet fiber making possible the implementation of Smart Mobility technologies along the NW 33 Innovation Corridor. Initial and immediate projects for the COG include coordinating the implementation of the Advanced Transportation and Congestion Management Technologies Deployment ("ATCMTD") grant the member political subdivisions have obtained from the U.S. Department of Transportation, and coordinating the construction of new fiber infrastructure along NW 33 by the Ohio Department of Transportation. The COG will continue to serve for subsequent and ongoing projects involving technology infrastructure, transportation infrastructure, systems coordination, joint purchasing, and Development projects.

## Description

The COG will serve as a critical administrative entity for the management, coordination, and administration of grants, funds, purchasing, project management, and coordination of

planning agreements between the members. It is conceived as a body to fulfill administrative and management functions and not for political decisions, which remain appropriately with the political bodies of the members. The COG will have the ability to appoint working committees to perform project management tasks.

**Recommendation**

Staff recommends Council adopt Resolution 71-16 Authorizing the City Manager to enter into an Agreement for the Establishment of the Northwest 33 Innovation Corridor Council of Governments.

# RECORD OF RESOLUTIONS

Dayton Legal Blank, Inc., Form No. 30045

Resolution No. 71-16 Passed \_\_\_\_\_, 20\_\_\_\_

### A RESOLUTION AUTHORIZING THE CITY MANAGER TO ENTER INTO AN AGREEMENT FOR THE ESTABLISHMENT OF THE NORTHWEST 33 INNOVATION CORRIDOR COUNCIL OF GOVERNMENTS

**WHEREAS**, Ohio Revised Code ("ORC") Chapter 167 authorizes certain political subdivisions to enter into agreements establishing a regional council of governments (a "COG") for the purposes of providing certain public services on a cooperative basis; and

**WHEREAS**, Council has reviewed and considered a proposed Agreement for the Establishment of the Northwest 33 Innovation Corridor Council of Governments (the "COG Agreement") by and among the City of Dublin, Ohio ("Dublin"), the City of Marysville, Ohio ("Marysville"), the Marysville-Union County Port Authority (the "Authority"), and Union County (the "County") and, together with Dublin, Marysville, and the Authority, (the "Council Members") (the "COG Agreement") which establishes a COG among the Council Members to coordinate the provision of governmental services for the purpose of promoting the growth and development of the Northwest 33 Innovation Corridor through smart planning, smart design, smart infrastructure, and smart mobility, including specifically through efforts to support the effective and efficient development of one of the fastest growing corridors in Ohio, a copy of which COG Agreement is attached hereto as Exhibit A; and

**WHEREAS**, the Council now desires to enter into, and to authorize the execution of the COG Agreement.

**NOW, THEREFORE, BE IT RESOLVED** by the Council of the City of Dublin, State of Ohio, \_\_\_\_\_ of the elected members concurring, that:

Section 1. This Council hereby approves the COG Agreement and authorizes the City Manager to execute the COG Agreement in the form attached hereto as Exhibit A and any related agreements or certificates thereto, together with any changes that the City Manager determines are not materially adverse to the City, which determination shall be evidenced by the execution by the City Manager of the COG Agreement.

Section 2. This Council hereby finds and determines that all formal actions taken relative to the passage of this Resolution were taken in an open meeting of this Council, and that all deliberations of this Council and of its committees, if any, which resulted in formal action, were taken in meetings open to the public, in full compliance with applicable legal requirements.

Section 3. This Resolution shall take effect and be in full force upon passage in accordance with Section 4.04(a) of the Revised Charter.

Passed this \_\_\_\_\_ day of \_\_\_\_\_, 2016

\_\_\_\_\_  
Mayor – Presiding Officer

Attest:

\_\_\_\_\_  
Clerk of Council

Exhibit A

**AGREEMENT**

**FOR THE ESTABLISHMENT OF THE  
NW 33 INNOVATION CORRIDOR COUNCIL OF GOVERNMENTS**

WHEREAS, Ohio Revised Code (“ORC”) Chapter 167 authorizes certain political subdivisions to enter into agreements establishing a regional council of governments (a “COG”) for the purposes of providing certain public services on a cooperative basis; and

WHEREAS, the City of Dublin, Ohio (“Dublin”), the City of Marysville, Ohio (“Marysville”), the Marysville-Union County Port Authority (the “Authority”), and Union County (the “County”) and, together with Dublin, Marysville, and the Authority (the “Council Members”), are political subdivisions with jurisdiction located on or adjacent to U.S. Route 33 (“Route 33”); and

WHEREAS, the Council Members share a mutual interest in encouraging and supporting economic development in the vicinity of U.S. Route 33 in an area known as the “NW 33 Innovation Corridor”, including specifically through providing certain planning, infrastructure, and services that will be beneficial to the effective and efficient growth and development of the NW 33 Innovation Corridor as an international destination for businesses and one of the fastest growing corridors in Ohio; and

WHEREAS; in connection with the foregoing, the Council Members desire to establish a COG that will promote cooperative provision of public services to the NW 33 Innovation Corridor, which initially will include, among other things, initiatives including planning, infrastructure and services, designed to (i) enhance and expand the availability of high-speed Internet fiber; and (ii) develop and support “Smart Mobility” such as advanced communication technologies to increase roadway safety and mobility along the NW 33 Innovation Corridor; and

WHEREAS, the City of Dublin, through Resolution No. [71-16], adopted by its City Council on [\_\_\_\_], 2016; the City of Marysville, through Ordinance No. [\_\_\_\_], adopted by its City Council on [\_\_\_\_], 2016; the Marysville-Union County Port Authority, through Resolution No. 2016-01, passed by its Board of Directors on [\_\_\_\_], 2016; and Union County, Ohio, through Resolution No. [\_\_\_\_], passed by its Board of County Commissioners on [\_\_\_\_], 2016; each have approved, authorized, and directed their undersigned officers to make and enter into this Agreement for the Establishment of the NW 33 Innovation Corridor Council of Governments (the “Agreement”);

NOW, THEREFORE, in consideration of the mutual agreements herein

contained and the mutual benefits to be derived, IT IS AGREED AS FOLLOWS:

Section 1. Name and Purpose.

The name of this regional council of governments shall be the “NW 33 Innovation Corridor Council of Governments” (the “Council”). The Council’s purpose shall be to promote the growth and development of the NW 33 Innovation Corridor through smart planning, smart design, smart infrastructure, and smart mobility, including specifically through efforts to support the effective and efficient growth and development of one of the fastest-growing corridors in Ohio.

Section 2. Membership; Withdrawal.

(a) The initial members of the Council (each, a “Council Member”) shall be the City of Dublin, the City of Marysville, the Marysville-Union County Port Authority, and Union County.

(b) From time to time, additional political subdivisions may become members of the Council upon (i) submission of a written request of the same, including approval by the applicant’s governing body of this Agreement and the By-Laws of the Council, as the same may be amended from time to time; and (ii) approval of the same by resolution of the Council.

(c) Any Council Member may withdraw from the Council upon ninety (90) days’ written notice to each of the other Council Members. No dues or assessments paid by such member shall be refunded, and all obligations to the Council assumed by the Council Member prior to submitting the notice of intent to withdraw shall continue until the end of the Council’s then-current fiscal year.

Section 3. Representation.

Representation on the Council by the original four Council Members (the City of Dublin, the City of Marysville, the Marysville-Union County Port Authority, and Union County) shall be as follows:

(a) The Authority shall be represented by its: Executive Director.

(b) The County shall be represented by its: County Administrator.

(c) Dublin shall be represented by its: City Manager.

(d) Marysville shall be represented by its: City Manager.

- (e) The fifth member shall be a representative of Dublin, Marysville, or Union County and shall be selected by the original four Council Members by a majority vote.
- (f) The governing body of each member accepted into the Council (after the four founding members) and after the initial date of this Agreement shall appoint a single representative to the Council.

At any time, a representative to the Council may designate, through a written designation provided to the Secretary of the Council, another person representing the Council Member to the Council for the period of time so designated.

#### Section 4. Powers.

Pursuant to ORC Section 167.03(A), and in carrying out its purposes as set forth in Section 1 of this Agreement, the Council shall have the power to:

- (a) Study issues affecting or common to Council Members as it deems appropriate, including specifically as may be necessary in connection with the purposes set forth in Section 1 of this Agreement; and
- (b) Promote cooperative arrangements and coordinate action among Council Members, and between Council Members and other agencies of local or state governments, whether within or not within Ohio, and the federal government;
- (c) Make recommendations for review and action to Council Members and to other public agencies that function within the region;
- (d) Promote cooperative agreements and contracts among Council Members or other governmental agencies and private persons, corporations, or agencies;
- (e) Perform planning directly by personnel of the Council, or under contracts between the Council and other public or private planning agencies;
- (f) Apply for and administer grants from state and federal agencies and private and civic sources;
- (g) Perform such other functions and duties as are performed or are capable of performance by the Council or its Council Members and necessary or desirable for dealing with problems of mutual concern; and
- (h) Perform such other functions or duties as are set forth in ORC Chapter 167 and may be approved by the Council from time to time.

Section 5. Employees, Supplies, Materials, Equipment, and Facilities.

Pursuant to ORC Section 167.02, the Council may purchase or lease such supplies, equipment, materials and facilities as are necessary to carry out its functions. The Council additionally may employ such staff and contract, or contract with other organizations, for the services of such persons as it shall deem necessary to carry out its duties, shall set their compensation and benefits and may terminate their employment without cause at any time.

Section 6. By-Laws.

For purposes of adopting by-laws, each of the original Council Members (the City of Dublin, the City of Marysville, the Marysville-Union County Port Authority, and Union County) shall designate one of its representatives to vote on its behalf, and those representatives shall adopt by simple majority vote by-laws designating the officers of the Council and the method of selection thereof, creating a governing board that may act for the Council as provided in such by-laws, appointing a fiscal agent, and providing for the conduct of its business. No by-law may be inconsistent with the provisions of this Agreement nor in excess of the authority granted by the provisions of the ORC. The Council shall have the authority, by majority vote of the designated representatives of the Council Members, to update the by-laws and other governing documents from time to time when determined appropriate.

Section 7. Financial Support and Expenditures.

The Council shall be supported by financial and in-kind contributions from the Council Members, and from other revenue sources as developed by the Council, made in such a manner and to such extent as determined by majority vote of the governing body of the Council. Requests for contributions from Council Members shall become binding obligations following action assuming such obligation by the governing board of the Council Member. The Council also may accept any gift, bequest, devise, grant, services or payment.

The Council shall determine the appropriate expenditure of all money available to it in order to carry out the purpose of this agreement.

The Council shall make an annual report of its activities to the legislative bodies of each of the Council Members.

Section 8. Amendments.

This agreement may be amended from time to time by the action of a simple majority of the governing bodies of the Council Members.

# NW 33 INNOVATION CORRIDOR COUNCIL OF GOVERNMENTS

## BYLAWS

(Adopted: \_\_\_\_\_)

### I. LEGAL BASIS:

The NW 33 Innovation Corridor Council of Governments (the "Council") was created pursuant to Chapter 167, Ohio Revised Code, by agreement of its members. Pursuant to Section 167.04, the Council adopts these By-Laws and creates a Governing Board.

### II. GOVERNING BOARD:

- A. Membership: The representatives of the Members of the Council ("Representatives") as provided in Section 3 of the Agreement for the Establishment of the Council (the "Agreement") shall constitute the Governing Board (the "Board").
- B. Powers: The Board shall be the governing body of the Council, and shall act for the Council and exercise all authority of the Council in the management and conduct of Council affairs.

### III. OFFICERS:

At the Annual Meeting the Board shall elect by majority vote, from among the Representatives, a President, Vice-President, and Secretary. All such officers shall serve for a term of one year or until his/her successor is elected. The President shall serve no more than two consecutive one (1) year terms. Any officer may be removed at any regular or special meeting upon a two-thirds (2/3) vote of the Representatives. If a vacancy occurs in any office, a replacement shall be chosen at the next meeting of the Board.

### IV. DUTIES OF OFFICERS:

- A. President: The President shall preside at all meetings of the Board, shall approve the records thereof and shall sign all written contracts, deeds, mortgages, bills of sale and all other conveyances, conditional or otherwise, notes and all other obligations of this Council upon resolution of the Board. The President shall see that all orders and resolutions of the Board are carried into effect. The President may appoint a parliamentarian. The President shall be a member ex-officio of all committees.
- B. Vice-President: The Vice-President shall perform all duties of the President in the President's absence or inability to act, and shall have such other and further powers



and perform such other and further duties as may be assigned by the Board.

- C. Secretary: The Secretary shall keep the minutes of all proceedings of the Board and make a proper record of them. The Secretary shall keep such books as may be required and generally perform such duties as may be assigned by the Board.

V. MEETINGS:

- A. Regular Meetings: There shall be, at a minimum, quarterly meetings scheduled by the Board. Any meeting may be canceled by agreement of a majority of the Representatives.
- B. Annual Meeting: The annual meeting of the Board shall be held at a location as designated in the notice to the Representatives of such annual meeting given in accordance with the provisions contained in these By-Laws and shall be convened as designated by the Board.
- C. Special Meetings: Special meetings of the Board may be held at any time upon the call of the President or a majority of Representatives at any location as designated.
- D. Notice of Meetings: Written notice of the time and place of each regular monthly meeting shall be sent to each Representative seven (7) days prior to said meeting. Special meetings may be called by informing the Representatives of the time, place and purpose of said meeting at least two (2) days prior to such meeting. Notice requirements shall be in compliance with the Ohio Revised Code.
- E. Quorum: The quorum for all meetings of the Board shall consist of a simple majority of the Representatives, provided that proper notice of said meeting has been given in accordance with the provisions contained in these By-Laws, unless the presence of a larger number of Representatives is required by law.
- F. Voting: At any meeting of the Board, each Representative present shall be entitled to one (1) vote. At any meeting of the Board at which a quorum is present, and except as otherwise provided in the Agreement or in these By-Laws, all questions except those for which the decision is regulated by law shall be determined by a majority vote of those Representatives present at the meeting.
- G. Public Meetings: Meetings of the Board shall be conducted in accordance with the Ohio Public Meeting Law (Section 121.22 of the Ohio Revised Code). By contacting the President of the Board:
  - 1. Any person may obtain information regarding the time and place of any regularly scheduled meeting, and the time, place and purpose of any special meeting;

2. Any news media representative may request advance notice of any special meeting;
  3. Any person may, upon payment of a reasonable fee or upon providing a sufficient number of self-addressed, stamped envelopes, request reasonable advance notice of all meetings at which a specific type of business is to be discussed.
- H. Minutes: Minutes of any meeting shall be recorded and/or written, approved by the Board, maintained, and open to public inspection as required by law.
- I. Rules: Meetings shall be conducted informally except when a majority of the members in attendance vote to follow Robert's Rules of Order, Revised.

VI. COMMITTEES:

The Board may create standing committees and prescribe their respective duties. The members of such committees shall be appointed by the President, with the approval of the Board. The President, with the approval of the Board, may appoint such special committees as he/she deems necessary to carry on the business of the Council and such committees shall serve at the pleasure of the President. No committee has the authority to take any official action; committees make recommendations for official action to the Board.

VII. FISCAL OFFICER

The City of Marysville, through its Finance Director, shall be the fiscal officer for the Council. The fiscal officer shall have responsibility for the funds of the Council, which shall be maintained separately from those of the City of Marysville, and shall receive, deposit, invest and disburse Council funds, or be responsible for the supervision thereof, as may be ordered by the Board and in accordance with the Agreement, these By-Laws, and all relevant laws, rules, and regulations. When necessary and proper the fiscal officer may endorse for collection on behalf of the Council checks, notes, and other obligations. The fiscal officer shall make or supervise the making of monthly statements of Council accounts and such other statements as may be required by the Board. The fiscal officer shall keep in books of the Council full and accurate accounts of all moneys received and paid for the accounts of the Council. The fiscal officer shall perform such other duties as may, from time to time, be assigned to it by the Board. The Fiscal Officer if needed from time to time may ask for assistance from any of the other member jurisdictions in order to carry out this fiduciary responsibility.

VIII. FISCAL YEAR

The fiscal year of the Council shall be the calendar year and begin on the first day of January and shall end on the thirty-first day of December.

IX. AMENDMENTS:

These By-Laws may be amended at any regular or special meeting of the Board. For purposes of amending these By-Laws, no Member of the Council shall have more than one vote, and the governing body of any Member having more than one Representative to the Council shall designate one of its Representatives to vote on its behalf. Approval of an amendment requires a two-thirds (2/3) vote of the Representatives eligible to vote on the proposed amendment.

IN WITNESS WHEREOF, these By-Laws have been duly adopted by a majority of the members of the NW 33 Innovation Corridor Council of Governments, and became effective on

\_\_\_\_\_.