



To: Members of the Community Development Committee

From: Dana L. McDaniel, City Manager

Date: March 16, 2022

Initiated By: Megan O'Callaghan, Deputy City Manager/Chief Financial and Development Officer
Jennifer M. Rauch, AICP, Director of Planning
Tammy Noble, Senior Planner

Re: Historic District Task Force Recommendations Follow-up – Façade Improvement Program and Community Improvement Corporation (CIC)

Summary

Throughout 2021 the Community Development Committee (Committee) considered the three primary recommendations of the Historic District Task Force; including, the "Creation of an Updated Historic District Area Plan", "Consider Management Options for the Historic District", and "Support Existing Efforts that will Lead to Short-Term Successes" within the Historic District. Two of the recommendations have either been completed or are underway in 2022. The final recommendation regarding consideration of a management option for the Historic District is under consideration, and as part of this discussion, the Committee is considering the reinstatement of the Façade Enhancement Program by working with the existing Community Improvement Corporation (CIC). The purpose of this memorandum is to outline the recommended process to reinstate the program for the Committee's review and discussion.

Façade Improvement Program

The City of Dublin implemented the Commercial Façade Improvement Program in 2018 to encourage private investment in property renovations and overall building improvements that enhance the quality and character of Historic Dublin. (see attached brochure and guidelines) The program shared the costs of improving commercial building exteriors and publicly used amenities that improve the vibrancy of the Historic core. The City provided matching grants to property owners or tenants who would otherwise not be able to make these improvements without financial assistance. An overview of the previous program structure is as follows:

Grant Amount: Up to 50% of the eligible project cost. \$15,000 maximum grant per project

Grant Requirements:

- Zoning and building permit review and approval.
- Properties must be located within Historic Dublin.
- Commercial, mixed-use (not strictly residential), non-profit, and not-for-profit (holding valid 501(C) status with the IRS).
- Compliance with all provisions of the Dublin Zoning Code and Historic Dublin Design Guidelines.

Eligibility:

Tenant and property owners of commercial and mixed-use structures within the boundaries of Historic Dublin are eligible for funding. Sample Eligible Projects included:

- Uncovering and restoration of historical facades
- Replacement/repair of cornice, parapets and shutters
- Awning/sign installation or replacement
- Site and landscape improvements in areas that are accessible to the public
- Parking improvements and expansion
- Storefront restoration or renovation
- Window and door repair or replacement
- Roof replacement (must include additional façade improvements)

The program did not include new construction or routine repairs or maintenance unless the repairs impacted the structural integrity of the building. The project also required a registered architect or design professional with expertise in historic structures, and only permits design fees up to ten percent of the total project cost. Priority was given to projects that resulted in a comprehensive restoration or improvement to an entire building or façade to maximize the impacts the program would have in the Historic District.

The Commercial Façade Improvement Program completed several projects that improved the appearance of the Historic District and demonstrated the benefit of such a program. Examples of approved and constructed projects are as follows:

133 South High Street (Rear Façade)



53 North High Street (Sidewalk)



The Commercial Façade Improvement Program was suspended in 2020 based on the recommendation of Squire, Patton and Boggs who was concerned the program structure was

not operated through another entity such as the Dublin Community Improvement Corporation (CIC) or was not directly correlated to job retention. The options of partnering with an entity such as the CIC and/or tying the program to job retention better ensures that the program fulfills a public purpose and improves the economic welfare of the community.

At their May 25, 2021 meeting, the Committee recommended the City reinstate the Façade Enhancement Program by working with the CIC to develop and operate the program with a similar structure and financial limitations as the original program.

Dublin Community Improvement Corporation (CIC)

A CIC is a non-profit organization that is permissible under Chapter 1724 of the Ohio Revised Code and is organized for the purpose of advancing, encouraging and promoting the economic, commercial, and civic development of a community or area. (see attached) These corporations are typically used to borrow funds, acquire property, and serve as an agent in applying for grants. CICs are not typically utilized to manage or oversee a community or its operations; however, Dublin's CIC could be used to manage a City's Façade Enhancement Program.

In 2015 when Dublin's CIC was created the purpose of the corporation was limited to review and certify, as required under Chapter 165 of the Ohio Revised Code, the City's nontax revenue bonds. (see attached Res 62-15) The membership of the CIC includes five members: the Mayor, Chair of the Finance Committee, Chair of the Community Development Committee, Assistant City Manager and Development Director (by position – not name). The scope of the existing CIC's purpose would need to be expanded to allow for management of the City's Façade Enhancement Program. The Law Director's Office benchmarked other communities' CICs and found them to generally have a much broader purpose and "all the powers granted under Chapter 1724 of the Revised Code in furtherance of the CIC's stated purpose". (see attached)

The Law Director's Office advised the following steps would be required to modify the CIC powers and reinstate the Façade Enhancement Program. Article IX of the Code of Regulations provides the process for the Board of Directors to amend the Code of Regulations as follows:

Section 1. Amendment to Articles of Incorporation or Code of Regulations. Amendments to the Articles of Incorporation or Regulations may be proposed by the Board of Directors and such proposed amendment shall be presented to the Board during the next annual meeting or special meeting called for the specific purpose of amending the Regulations or Articles of Incorporation.

Section 2. Procedures for Vote. Copies of proposed amendments shall be mailed by first class mail to all Directors at least five (5) days prior to the meeting. A two-thirds (2/3) majority vote of the Directors must vote in favor of the amendment for passage. Any amendment which fails cannot be resubmitted for a period of one (1) year after the date of the vote.

The Articles of Incorporation would not need to be amended and City Council action is not required to implement these changes.

Recommendation

Staff recommends the Committee consider the approach to reinstate the Façade Enhancement Program by working with the Dublin CIC. Staff further recommends consideration be given to expanding the Dublin CIC's purpose to advance, encourage, and promote the industrial, economic, commercial, and civic development of the City of Dublin to provide additional flexibility and opportunities for innovation in the future.

Commercial Façade Improvement Program 2019



PROGRAM OVERVIEW

The Commercial Façade Improvement Program is designed to encourage high-quality building improvements that contribute to the character and vibrancy of the Historic Dublin core. The City of Dublin will provide matching grants to property owners or tenants of commercial buildings to encourage these renovations and restoration efforts.

Grant Amount

- Up to 50% of the eligible project cost
- \$15,000 maximum grant per project

Grant Requirements

- Zoning and building permit review and approval.
- Properties must be located within Historic Dublin (see map in *Guidelines Document*).
- Commercial, mixed-use (not strictly residential), non-profit, and not-for-profit (holding valid 501(C) status with the IRS).
- Compliance with all provisions of the Dublin Zoning Code and Historic Dublin Design Guidelines.

ELIGIBILITY

Tenant and property owners of commercial and mixed-use structures within the boundaries of Historic Dublin are eligible for funding. Refer to the Commercial Façade Improvement Program Guidelines for a detailed list of eligible activities and program requirements (see website information below).

Sample Eligible Projects

- Uncovering and restoration of historical facades
- Replacement/repair of cornice, parapets and shutters
- Awning/sign installation or replacement
- Site and landscape improvements in areas that are accessible to the public
- Parking improvements and expansion
- Storefront restoration or renovation
- Window and door repair or replacement
- Installation of decorative lighting & upgrading of existing external fixtures
- Roof replacement (must include additional façade improvements)

CONTACT US

For more information visit:

www.econdev.dublinohiousa.gov/facade-improvement-program/

Or Contact: **Façade Improvement Program**
5800 Shier Rings Road
Dublin, Ohio 43017
(614) 410-4429
FaçadeImprovement@Dublin.oh.us

Application Process

1. Pre-application Meeting
 2. Application Submission
 3. Application Review
 4. Required Zoning and Building Permit Approvals
 5. Complete Project
 6. Project Reimbursement
- 



City of Dublin

Commercial Façade Improvement Program 2019

Overview

The Commercial Façade Improvement Program is designed to encourage private investment in property renovations and overall building improvements that enhance the quality and character of Historic Dublin. The program will share the costs of improving commercial building exteriors and publicly used amenities that improve the vibrancy of the Historic Core. The City of Dublin will provide matching grants to property owners or tenants who would otherwise not be able to make these improvements without financial assistance.

Eligibility

Commercial, mixed-use, non-profit and non-for-profit organization (holding valid 501(C) status with the IRS) properties within the boundaries of Historic Dublin (see page 6 map). Government operating buildings are not eligible.

Grant Amount

- Up to 50% of the total eligible project costs, not to exceed \$15,000.
- Projects must have a minimum of \$5,000 (\$10,000 total project cost).
- Grantees will be reimbursed at the conclusion of the project after certification of costs and verification of compliance with approved plans.

Application Requirement

- Property owners or tenants are eligible to apply.
- Tenants must have written approval by property owner.
- Property owner/tenants must be current on all municipal taxes, utility bills, City Codes and property maintenance or projects that bring their property maintenance into compliance.

ELIGIBLE PROJECTS & CRITERIA

Eligible Projects

Criteria

- Routine repairs or maintenance are NOT eligible unless the repairs represent major improvements that contribute to structural longevity.
- Projects must comply with application Zoning Code requirements and the Historic Dublin Design Guidelines.
- Projects must gain all necessary zoning and building permit approvals prior to proceeding with work.
- Use of a qualified architect or design with expertise in historic structures encouraged.
- Design fees not to exceed 10% of total project costs unless granted (% charged by architect or Construction Company for project).
- Priority given to projects that result in comprehensive restoration or improvement to the entire building or façade.

General Improvements List

- Uncovering and restoration of historical facades.
- Replacement/repair of cornice, parapets, shutters and other architectural features.
- Removal of inappropriate façade materials.
- Addition of appropriate detailing which leads to a substantially enhanced appearance.
- Site and landscape improvements in areas that are open and accessible to the public.
- Window repair or replacement – if returned to original historical character.
- Door repair or replacement – if returned to original historical character.
- Tuck pointing
- Exterior painting
- Awning installation or replacement
- Installation and improvement of signs
- Installation of decorative lighting and upgrading of existing fixtures on external facades
- Storefront restoration or renovation
- Parking improvements (striping, paving, signage, etc.), new parking additions and shared parking arrangements
- Projects that increase accessibility
- Projects that promote sustainability that is historically sensitive
- Roof replacement must include additional façade improvements

Ineligible Projects

- Cost of new construction or routine maintenance
- Projects that commence before City of Dublin approval of grant
- Projects that commence prior to gaining required zoning and building permit approval

Decision Criteria

General

- Amount requested will be compared with available funds.
- Projects will be required against the criteria outlined below.
- Projects with the highest rankings will receive priority in the awarding of grant monies.
- Grant monies may be reduced if projects or portions of projects are deemed ineligible or requested funding amount is not available.
- Priority will be given to projects that result in comprehensive restoration, are highly visibility, and impact the public street.

The following criteria will be taken into account:

- Instances where an immediate renovation would stop serious deterioration of the building's façade and where historic or architecturally significant feature contributing to the building's character are in danger of being lost
- Projects that would restore the historic features of a building
- Projects that would improve the architectural integrity of a building
- Projects that demonstrate the ability to attract people to Historic Dublin
- Projects that would result in significant new investment and the creation of jobs in Historic Dublin
- Projects involving buildings with vacant or underutilized spaces where the overall marketability of the building would be improved
- Project that incorporate a mixed of uses or multiple tenants
- Applications that demonstrate the applicant's capacity to complete a project

Grant requirements

- Owner/tenant shall comply with all provisions of the Dublin Codified Ordinances and Ohio Building Code.
- Applicants must gain all zoning and building permits approvals prior to project commencement.
- Projects must be completed within 180 days of grant approval, or receive permission from the City for additional time.
- All projects will be inspected by the City for interior and exterior compliance.

APPLICATION PROCESS

Step One: Pre-application Meeting

Applicants are required to schedule a pre-application meeting with staff to review the scope of work and drawings. To request a preliminary meeting, please contact:

Commercial Façade Improvement Program

5800 Shier Rings Road

Dublin, Ohio 43017

(614) 410-4429

FacadeImprovement@Dublin.oh.us

Step Two: Façade Improvement Application Submittal

Applications will be accepted on an on-going basis. Applicants shall be required to submit:

- Completed Commercial Façade Improvement Program Application.
- Estimated budget with detailed line items (including a contingency of up to 10% for each line item) and financing options.
- Pictures, site plans, architectural rendering and/or other visual representations of the proposed improvements.

Step Three: Project Approval Process

- Applications will be reviewed and accepted based on the complete submission and eligibility requirements outlined above. Applicants will be notified of incomplete and ineligible applications.
- Upon acceptance, applications will be reviewed and ranked based on the Decision Criteria listed above.
- Decision letters awarding funding will be sent to all applicants within 21 days of application submission.
- Applications will submit and gain any necessary zoning and building permit approvals prior to project commencement.
- Projects are expected to begin within 60 days of zoning and building permit approval and completed within 180 days.

Step Four: Project Completion & Grant Reimbursement

City Staff will conduct a review of projects upon completion for compliance with zoning and building permit approval. For a project to be considered complete and eligible for reimbursement, applicant must:

- Obtain all applicable building permits and pass all building inspections relating to the projects.
- Submit a completed W-9.
- Submit third-party receipts or invoices to the City of Dublin that match the project description and final budget. If other building improvements were made in conjunction with the façade improvements, separate cost summaries related to the façade improvements must be provided. In-kind contributions are not eligible unless prior written approval is provided to the City of Dublin.
- Receive City of Dublin verification of work.

Historic Dublin Location Map



Historic Dublin, Ohio - Location Map

Historic Dublin properties fall with the light green overlay.



Ohio Revised Code

Section 1724.02 Powers of corporation.

Effective: March 31, 2021

Legislation: House Bill 312 - 133rd General Assembly

(A) In furtherance of the purposes set forth in section 1724.01 of the Revised Code, a community improvement corporation shall have the following powers:

(1)(a) To borrow money for any of the purposes of the community improvement corporation by means of loans, lines of credit, or any 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; and

(b) If the community improvement corporation is a county land reutilization corporation, the corporation may request, by resolution:

(i) That the board of county commissioners of the county served by the corporation pledge a specifically identified source or sources of revenue pursuant to division (C) of section 307.78 of the Revised Code as security for such borrowing by the corporation; and

(ii)(I) If the land subject to reutilization is located within an unincorporated area of the county, that the board of county commissioners issue notes under section 307.082 of the Revised Code for the purpose of constructing public infrastructure improvements and take other actions as the board determines are in the interest of the county and are authorized under sections 5709.78 to 5709.81 of the Revised Code or bonds or notes under section 5709.81 of the 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 the municipal corporation determines are in its interest and are authorized under sections 5709.40 to 5709.43 of the Revised Code.



(2) 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; provided that an economic development corporation shall not approve any application for a loan unless and until the person applying for said loan shows that the person has applied for the loan through ordinary banking or commercial channels and that the loan has been refused by at least one bank or other financial institution. Nothing in this division shall preclude a county land reutilization corporation from making revolving loans to community development corporations, private entities, or any person for the purposes contained in the corporation's plan under section 1724.10 of the Revised Code.

(3) 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 community improvement 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. A county land reutilization corporation shall not acquire an interest in real property if such acquisition causes the number of occupied real properties held by the corporation to exceed the greater of either fifty properties or twenty-five per cent of all real property held by the corporation for reutilization, reclamation, or rehabilitation. For the purposes of this division, "occupied real properties" includes all real properties that are not unoccupied as that term is defined in section 323.65 of the Revised Code.

(4) 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 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.

(5) 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 that no tax revenue, if any, received by a community improvement corporation shall be used for such acquisition or subscription.

(6) To mortgage, pledge, or otherwise encumber any property acquired pursuant to the powers contained in division (A)(3), (4), or (5) of this section.

(7) Nothing in this section shall limit the right of a community improvement corporation to become a member of or a stockholder in a corporation formed under Chapter 1726. of the Revised Code.

(8) To serve as an agent for grant applications and for the administration of grants, or to make applications as principal for grants for county land reutilization corporations.

(9) To exercise the powers enumerated under Chapter 5722. of the Revised Code on behalf of a county that organizes or contracts with a county land reutilization corporation.

(10) 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 a county land reutilization corporation to provide code enforcement or nuisance abatement assistance.

(11) 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.

(12) To employ and provide compensation for an executive director who shall manage the operations of a county land reutilization corporation and employ others for the benefit of the corporation as



approved and funded by the board of directors. No employee of the corporation is or shall be deemed to be an employee of the political subdivision for whose benefit the corporation is organized solely because the employee is employed by the corporation.

(13) 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 Revised Code.

(14) To be assigned a mortgage on real property from a mortgagee in lieu of acquiring such real property subject to a mortgage.

(15) To act as a portal operator for purposes of an OhioInvests offering under sections 1707.05 to 1707.058 of the Revised Code.

(16) To do all acts and things necessary or convenient to carry out the purposes of section 1724.01 of the Revised Code and the powers especially created for a community improvement corporation in Chapter 1724. of the Revised Code, including, but not limited to, contracting with the federal government, the state or any political subdivision, a board of county commissioners pursuant to section 307.07 of the Revised Code, a county auditor pursuant to section 319.10 of the Revised Code, a county treasurer pursuant to section 321.49 of the Revised Code, and any other party, whether nonprofit or for-profit. An employee of a board of county commissioners, county auditor, or county treasurer who, pursuant to a contract entered into in accordance with section 307.07, 319.10, or 321.49 of the Revised Code, provides services to a county land reutilization corporation shall remain an employee of the county during the provision of those services.

(B) The powers enumerated in this chapter shall not be construed to limit the general powers of a community improvement corporation. The powers granted under this chapter are in addition to those powers granted by any other chapter of the Revised Code, but, as to a county land reutilization corporation, shall be used only for the purposes enumerated under division (B)(2) of section 1724.01 of the Revised Code.

(C) Ownership of real property by an economic development corporation does not constitute public ownership unless the economic development corporation has applied for and been granted a tax



AUTHENTICATED,
OHIO LEGISLATIVE SERVICE
COMMISSION
DOCUMENT #234253

exemption for the property under section 5709.08 of the Revised Code.

RECORD OF RESOLUTIONS

Dayton Legal Blank, Inc., Form No. 30045

Resolution No. 62-15

Passed _____, 20____

A RESOLUTION DESIGNATING THE DUBLIN COMMUNITY IMPROVEMENT CORPORATION AS AN AGENCY OF THE CITY UNDER OHIO REVISED CODE SECTION 1724.10 AND AUTHORIZING THE EXECUTION OF AN AGREEMENT AND PLAN FOR INDUSTRIAL, COMMERCIAL, DISTRIBUTION AND RESEARCH DEVELOPMENT.

WHEREAS, the Section 13 of Article VIII of the Ohio Constitution provides that, to create and preserve jobs and employment opportunities and to improve the economic welfare of the people of the State, it is in the public interest and a proper public purpose for a municipal corporation, its agencies or instrumentalities, or corporations not for profit designated by such municipal corporation as its agency or instrumentality, to perform the acts and exercise the powers therein provided; and

WHEREAS, pursuant to Chapter 1724, Ohio Revised Code as it may hereinafter be amended (herein called the "*Act*"), there has been formed a corporation known as "Dublin Community Improvement Corporation", a corporation not for profit as recorded on the Records of Incorporation and Miscellaneous Filings of the Secretary of State of the State of Ohio; and

WHEREAS, there are substantial and pressing problems including but not limited to the development and encouragement of industry, commerce, distribution and research within the confines of this City, which problems may best be solved by and with the assistance of said corporation; and

WHEREAS, it is hereby found and determined that the policy of this City is to promote the health, safety, morals and general welfare of its inhabitants through the designation by resolution of a community improvement corporation as the agency of the City for industrial, commercial, distribution and research development in the City; and

WHEREAS, any political subdivision which has designated a community improvement corporation as such agency may enter into an agreement with said corporation to provide any one or more services specified by Chapter 1724, Ohio Revised Code; and

WHEREAS, this Council has determined that it would be in the best interests of the City to approve and authorize the execution of an Agreement and Plan for Industrial, Commercial, Distribution and Research Development (the "*Agreement and Plan*"), all pursuant to Section 1724.10, Ohio Revised Code;

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Dublin, State of Ohio, 6 of the elected members concurring, that:

Section 1. Designation of the Dublin CIC. The Dublin Community Improvement Corporation is hereby designated as the agency of the City, for the industrial, commercial, distribution and research development of the City of Dublin, Ohio. The Mayor, Finance Committee Chair, Community Development Committee Chair, Assistant City Manager and Director of Development are hereby appointed to represent the City as members of the Board of Trustees of the Dublin Community Improvement Corporation.

Section 2. Agreement and Plan of Development. The form of Agreement and Plan for Industrial, Commercial, Distribution and Research Development by and between this City and the Dublin Community Improvement Corporation, in the form presently on file with the Clerk of Council, is hereby approved and authorized with changes therein not inconsistent with this Resolution and not substantially adverse to this City and which shall be approved by the City Manager and Director of Finance. The City Manager and Director of Finance, for and in the name of this City, are hereby authorized to execute the Agreement and Plan, provided further that the approval of changes thereto by those officials, and their character as not being substantially adverse to the City, shall be evidenced conclusively by the execution thereof.

RECORD OF RESOLUTIONS

Dayton Legal Blank, Inc., Form No. 30045

Resolution No. 62-15

Page 2 of 2
Passed _____, 20____

Section 3. Open Meetings. This Council finds and determines that all formal actions of this Council and any of its committees concerning and relating to the adoption of this Resolution were taken in an open meeting of this Council or committees, and that all deliberations of this Council and any of its committees that resulted in those formal actions were in meetings open to the public, all in compliance with the law.

Section 4. Effective Date. This Resolution is declared to be in full force and effect from and after the earliest period allowed by law.

Signed:



Vice Mayor - Presiding Officer

Attest:



Clerk of Council

Adopted: August 24, 2015

Effective: August 24, 2015

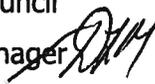


City of Dublin

Office of the City Manager
5200 Emerald Parkway • Dublin, OH 43017-1090
Phone: 614-410-4400 • Fax: 614-410-4490

Memo

To: Members of Dublin City Council

From: Dana L. McDaniel, City Manager 

Date: August 20, 2015

Initiated By: Angel L. Mumma, Director of Finance

Re: Resolution No. 62-15 – Designating the Dublin Community Improvement Corporation as an Agency of the City Under Ohio Revised Code Section 1724.10 and Authorizing the Execution of an Agreement and Plan for Industrial, Commercial, Distribution and research Development

Summary

As part of the Development Agreement that was approved between the City and Crawford Hoying Development Partners, LLC. (Ordinance No. 44-15 approved on August 10, 2015), the City has committed to financing a portion of the Phase 1 public improvements - \$11.1 million for the Phase 1 roadway network and \$32 million for the Block B and Block C parking structures.

In anticipation of the approval of the Bridge Park Development Agreement, staff began working with the City's Municipal Advisor, Brad Sprague, as well as Bond Counsel, Chris Franzmann, to prepare a financing package. This financing package not only includes the parking structures and roadway improvements outlined in the Development Agreement, but also other City projects that were expected to be debt financed, including the Justice Center Renovation, the construction of the SR 161/Riverside Drive Roundabout and the Realignment of Riverside Drive. The entire financing package is encompassed within Ordinance Nos. 60-15 through 64-15, which are on Council's agenda for first reading on August 24, 2015 with second reading scheduled for September 8, 2015.

As outlined in the Information Only memo dated August 6, 2015, the bonds issued for the parking structures will be nontax revenue bonds, which are different than the traditional general obligation (GO) bonds that are normally issued by the City for its traditional public infrastructure projects. Nontax revenue bonds differ from general obligation bonds in that they do not represent or constitute a debt or pledge of the full faith and credit of the City. As defined in Chapter 165 of Ohio Revised Code, these bonds are payable solely from the rentals, revenues, and other income, charges, and moneys as are pledged for their payment in accordance with the bond proceedings. While moneys raised by taxation may be used for the payment of these bonds (on an annual and subject to appropriation basis), Ohio law prohibits the City from pledging tax revenues to pay these bonds.

The ORC stipulates that in order for a municipality to issue nontax revenue bonds (under ORC Chapter 165), the project to be financed must first be approved by the City's designated Community Improvement Corporation (CIC). A CIC is organized as an Ohio not-for-profit

corporation and for the purpose of advancing, encouraging and promoting the industrial, economic, commercial and civic development of a community or area (as outlined in ORC Chapter 1724).

The City previously established a CIC in the late 70's – The Dublin Area Community Improvement Corporation. However, staff has determined that its existence as an organization, as determined by the Ohio Secretary of State, ceased in the fall of 2013, after years of no activity and no official filings with the State of Ohio. After discussions with legal counsel, it has been determined that the best course of action is to start anew, creating a new CIC – the Dublin Community Improvement Corporation (Dublin CIC).

Resolution No. 62-15 designates the Dublin CIC as an agency of the City under Ohio Revised Code Section 1724.10.

The structure of the Dublin CIC is outlined in the "Code of Regulations" (Code), which is attached for Council review. This document specifically provides the purpose of the Dublin CIC. While the ORC provides for a number of powers of a CIC, we are proposing to limit the purpose of the Dublin CIC to reviewing and certifying that any project to be financed by the issuance of nontax revenue bonds as provided for in ORC Chapter 165 is in accordance with the Plan as approved by the City and the Dublin CIC. Simply put, the purpose of the Dublin CIC, at this time, is simply to approve the issuance of the City's nontax revenue bonds. If the City chooses to utilize the Dublin CIC for additional purposes in the future, the Code of Regulations would need to be modified to grant to the Dublin CIC additional powers as permitted under the ORC. The Dublin CIC, once established, is the body that will adopt this Code.

The structure of the Dublin CIC is defined within the Code – Section 2. It is our recommendation that the Board of Directors shall be composed of five members, with at least two of whom shall consist of the Mayor, members of City Council, or any other appointed or elected officers of the City. Both of these two individuals will be considered a "Public Director." The Public Directors shall be permanent members of the Board and will be responsible for appointing the remaining three directors (each, an "Appointed Director") who shall serve for a term of two years, or until his or her successor is appointed.

Staff recommends that the Public Directors be the Mayor and the Chairperson of the Finance Committee. Furthermore, it is our recommendation that the Appointed Directors be as follows:

- One additional member of City Council
- Assistant City Manager
- Development Director for the City of Dublin

While it is common for the Appointed Directors of a CIC to be community members, based on the limited scope of the Dublin CIC, we felt it was appropriate to recommend staff members to fill these positions. However, in the future, should the Dublin CIC take on additional responsibility, as permitted under ORC, it would be our recommendation to replace staff members with various community members. Additionally, given that the powers of the Dublin CIC are limited to approving the issuance of nontax revenue bonds, the Code stipulates that the CIC is required to

meet one time per year. Again, should the scope of responsibility expand, the Dublin CIC could revise the Code to require additional meetings throughout the course of a year.

Also attached for Council review is the "Agreement and Plan for Industrial, Commercial, Distribution and Research Development" (Plan). The Plan, which is required under ORC Section 1724.10 and will also be approved by the Dublin CIC, defines the responsibilities of the Dublin CIC – namely, to encourage and promote the industrial, commercial, distribution and reserve development of the City in a manner that includes creating and preserving jobs, improving the economic welfare of the people of the City and the state, and maintaining and increasing the tax valuation of property within the City.

As it pertains to the issuance of the nontax revenue bonds, Section 3b outlines that the CIC shall review any project that is proposed to be financed by the City under ORC Chapter 165 to determine whether the project is in accordance with the Plan, and following the review shall certify to the City its determination.

Staff will coordinate the meeting of the Dublin CIC with the anticipated passage of Ordinance No. 64-15 at the September 8, 2015 Council meeting. This Ordinance authorizes the issuance of \$32 million in nontax revenue bonds. The Dublin CIC will be required to make the determination that the issuance of these bonds is in accordance with the Plan in advance of Council's vote on that Ordinance.

Recommendation

Staff is requesting approval of Resolution No. 62-15 at the August 24, 2015 Council meeting.

**AGREEMENT AND PLAN FOR INDUSTRIAL,
COMMERCIAL, DISTRIBUTION AND RESEARCH DEVELOPMENT**

This AGREEMENT AND PLAN FOR INDUSTRIAL, COMMERCIAL, DISTRIBUTION AND RESEARCH DEVELOPMENT (the “*Agreement*”), is being entered into as of the _____ day of _____, 2015, by and between the CITY OF DUBLIN, OHIO (the “*City*”), a municipal corporation duly organized and validly existing under the Constitution and laws of the State of Ohio (the “*State*”), and the DUBLIN COMMUNITY IMPROVEMENT CORPORATION (the “*CIC*”), a community improvement corporation organized and existing as a corporation not for profit under the laws of the State.

RECITALS

WHEREAS, the City, by Resolution No. _____-15 adopted on _____, 2015 and in accordance with Section 1724.10, Ohio Revised Code, has designated the CIC as the agency and instrumentality of the City for the industrial, commercial, distribution and research development of the City and has approved this Agreement and the Plan and authorized the City Manager and the Director of Finance of the City to execute this Agreement on behalf of the City; and

WHEREAS, upon the designation of the CIC as the agency and instrumentality of the City for the aforementioned purposes, the CIC, by Resolution No. _____ adopted on _____, 2015, has proposed that the CIC and the City enter into this Agreement pursuant to Section 1724.10, Ohio Revised Code to provide for a plan for industrial, commercial, distribution and research development within the City (the “*Plan*”), all as provided for in Section 1724.10, Ohio Revised Code;

NOW, THEREFORE, the City and the CIC do hereby agree as follows:

Section 1. Plan. The initial Plan shall be to advance, encourage and promote the industrial, commercial, distribution and research development of the City in a manner which:

- a. Creates and preserves jobs and employment opportunities in the City and the State.
- b. Improves the economic welfare of the people of the City and of the State.
- c. Encourages and causes the maintenance, location, relocation, expansion, modernization and equipment of sites, buildings, structures and appurtenant facilities for industrial, commercial, distribution and research activities within the City and thereby preserves, maintains or creates additional opportunities for employment within the City.
- d. Maintains and increases the tax valuation of property within the City in order that tax revenues may be available to provide services for the preservation of public peace, health, safety and general welfare of the City.
- e. Is consistent with social, economic and geographic factors present in the City.
- f. Is not inconsistent with job needs and skills present in the City.

- g. Is not inconsistent with environmental factors present in the City.
- h. Is in accordance with its applicable planning and zoning.

Section 2. Furtherance of the Plan by the CIC. Such initial Plan may be amended and supplemented from time to time by the City and the CIC and to that end, and to the extent as requested by the legislative authority of the City:

a. The CIC shall prepare and maintain a current inventory and catalog of lands, buildings, or other improvements within the City which are or may become available and suitable for the location, relocation, expansion, modernization or conversion of or to industrial, commercial, distribution or research development facilities in furtherance of this Agreement and the Plan and the accomplishment of its purposes. The CIC agrees that it will, from time to time, supplement and amend any such inventory and catalog in order that it may be currently maintained.

b. The CIC shall cause the preparation of an analysis of the social, economic, geographic and other advantages which the City can offer in support of industrial, commercial, distribution or research development in a form suitable for distribution to those which the City and CIC seek to interest in such development in the City.

Section 3. Implementation of the Plan. In furtherance of the Plan, as from time to time amended, the CIC may, to the extent as requested by the legislative authority of the City:

a. As the agency and instrumentality of the City, advance, encourage and promote the maintenance, location, relocation, expansion, modernization and equipment of buildings, structures and appurtenant facilities, and the acquisition of sites therefor for lease or sale by the City or the CIC for industrial, commercial, distribution and research development activities within the City. Any real or personal property, or both, proposed for acquisition, by gift or purchase, construction, improvement or equipment for such purpose is referred to herein as a "*Development Project*".

b. From time to time, prepare and present to the executive and legislative authorities of the City recommendations for action to be taken in aid of industrial, commercial, distribution and research development in the City. Where appropriate, such recommendations shall include the location, relocation, construction, expansion, modernization, modification or improvement of municipal facilities or services.

c. Upon the request of the City Manager (which may be in lieu of a request of the legislative authority of the City), review any Development Project proposed to be financed by the City pursuant to the authority granted by Article VIII, Section 13, Ohio Constitution and Chapter 165, Ohio Revised Code, to determine whether or not such Development Project is in accordance with this Agreement and the Plan and following such review shall certify to such City its determination.

d. Cause advertising, promotional and educational material to be prepared, printed or otherwise reproduced and distributed and otherwise made available to such extent and in such

manner as in the judgment of the CIC will best assist the industrial, commercial, distribution and research development in the City.

e. Contact and solicit any person, firm or corporation ("*Employer*") which then or in the immediate future is likely to or may be induced to locate, relocate, expand, modify or improve industrial, commercial, distribution or research activities or facilities within the City or which then or in the immediate future threatens to terminate or reduce employment in any such activities or facilities then existing within the City in order to induce said Employer to locate, relocate, expand, modify, improve or maintain its said industrial, commercial, distribution or research activities or facilities in the City.

f. Advance, encourage and promote the establishment, growth and maintenance in the City of industrial, commercial, distribution and research facilities in accordance with and in furtherance of the purposes set forth in Section 1 of this Agreement by:

(i) insuring mortgage payments required by a first mortgage on any industrial, economic, commercial or civic property for which funds have been loaned by any person, corporation, bank or financial or lending institution upon such terms and conditions as the CIC may prescribe.

(ii) incurring debt, mortgaging its property, no matter from what source and by what method acquired, and issuing its obligations for the purpose of acquiring, constructing, improving and equipping buildings, structures and other properties, and acquiring sites therefor, for lease or sale by the CIC, provided that any such debt shall be solely that of the CIC and shall not be secured by the pledge of any moneys received or to be received from the City, the State or any political subdivision thereof.

(iii) making loans to any person, firm, partnership, corporation, joint stock company, association, or trust, and may establish and regulate the terms and conditions with respect to any such loans; provided the CIC shall not approve any application for loan unless and until the person applying for said loan shows that he has applied for the loan through ordinary banking or commercial channels and that the loan has been refused by at least one bank or other financial institution.

(iv) purchasing, receiving, holding, leasing, or otherwise acquiring and selling, conveying, transferring, leasing, subleasing, or otherwise disposing of real and personal property, together with such rights and privileges as maybe incidental and appurtenant thereto and the use thereof, including but not restricted to, any real or personal property acquired by the CIC from time to time in the satisfaction of debts or enforcement of obligations.

(v) acquiring 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 may assume, undertake, or pay the obligations, debts, and liabilities of any such person, firm, partnership, corporation, joint stock company, association, or trust; may acquire improved or unimproved real estate for the purpose of constructing industrial plants or other business establishments thereon 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; and may acquire, construct or reconstruct, alter, repair, maintain, operate, sell, convey, transfer, lease, sublease, or otherwise dispose of industrial plants or business establishments.

(vi) acquiring, subscribing for, owning, holding, selling, assigning, transferring, mortgaging, pledging, or otherwise disposing 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, may exercise all the rights, powers, and privileges of ownership, including the right to vote therein.

(vii) mortgaging, pledging, or otherwise encumbering any property acquired pursuant to the powers contained in paragraphs (iv), (v) or (vi) of this subsection 3(f).

(viii) making application to the Director of the Ohio Development Services Agency of the State for insurance or advance commitments for insurance of mortgage payments required by a first mortgage on any Development Project for which the CIC has loaned its funds or upon which the CIC has borrowed funds, and may make assignments of insured mortgages and provide other forms of security in accordance with the provisions of Section 122.451, Ohio Revised Code.

(ix) soliciting, receiving and using donations or commitments of money or other property of any kind whatsoever from private corporations, firms or organizations.

(x) otherwise exercising any or all of the powers and privileges permitted by, and subject to the limitations of, Section 1724.10, Ohio Revised Code.

g. Sell or to lease any lands or interests in lands owned by the City determined from time to time by the legislative authority of the City not to be required by the City for its purposes, for uses determined by the legislative authority of the City as those that will promote the welfare of the people of the City, stabilize the economy, preserve, maintain or provide employment, and assist in the development of industrial, commercial, distribution and research activities to the benefit of the people of the City and will preserve, maintain or provide additional opportunities for their gainful employment. The legislative authority of the City shall specify the consideration for such sale or lease and any other terms thereof. Any determination made by the legislative authority of the City under this paragraph of this Agreement shall be conclusive. The CIC acting through its officers and on behalf and as agent of the City shall execute the necessary instruments, including deeds conveying the title of the City or leases, to accomplish such sale or lease. Such conveyance or lease shall be made without advertising and receipt of bids. A copy of this Agreement shall be recorded in the office of the county recorder of the County of Franklin, Ohio in which the City is located, prior to the recording of a deed or lease executed pursuant to this Agreement.

Section 4. Miscellaneous.

a. The City may convey to the CIC lands and interest in lands owned by the City and determined by its legislative authority not to be required by the City for its purposes, and that such

conveyance of such land or interests in land will promote the welfare of the people of the City, stabilize the economy, provide employment and assist in the development of industrial, commercial, distribution and research activities to the benefit of the people of the City and preserve, maintain or provide additional opportunities for their gainful employment. The consideration for any such lands and interests in lands so conveyed shall be the fair market value thereof as determined by a qualified appraiser, designated and employed by the City, and confirmed by its legislative authority. The CIC may also, as agency for such development and to the extent requested by the legislative authority of the City, acquire from others additional lands or interests in lands and may convey lands or interests in land provided, however, that any lands or interests in land the CIC may so acquire or convey shall be so acquired or conveyed for uses that will promote the welfare of the people of the City, stabilize the economy, preserve, maintain or provide employment, and assist in the development of industrial, commercial, distribution and research activities required for the people of the City and for their gainful employment. Any conveyance or lease by the City to the CIC shall be made without advertising and receipt of bids. If any lands or interests in lands conveyed by the City to the CIC are sold by the CIC at a price in excess of the consideration received by the City from the CIC therefor, such excess shall be paid to the City after deducting therefrom the following costs to the extent incurred by the CIC; the costs of acquisition and sale by the CIC, taxes, assessments, costs of maintenance, costs of improvements to the land by the CIC, debt service charges of the CIC attributable to such lands or interests, and a reasonable service fee determined by the CIC.

b. The City shall not be required to make any financial contributions to the CIC and nothing in this Agreement and the Plan shall be construed as permitting the CIC to obligate the City except as expressly set forth in this Agreement.

c. All costs of the CIC shall be paid solely from the funds of the CIC and the City need not contribute any moneys to the CIC to meet its costs. In no event shall any moneys raised by taxation be obligated or pledged for the payment of any bonds or other obligations issued or guarantees made pursuant to this Agreement.

d. Not less than two-fifths of the governing board of the CIC shall be comprised of appointed or elected officers of the City or other political subdivision designating the CIC as its agency pursuant to Section 1724.10, Ohio Revised Code.

e. In the event of any voluntary or involuntary dissolution or liquidation of the CIC, or in the event of failure to reinstate the Articles of Incorporation of the CIC after cancellation thereof, any remaining assets of the CIC shall be paid over and distributed as determined by the governing body of the CIC with the approval of the Court of Common Pleas of the County of Franklin, Ohio, to one or more political subdivisions of the State from which on the date of the dissolution, liquidation or cancellation of the Articles of the CIC there exists a designation of the CIC to act as agent for industrial, commercial, distribution and research development, to be used exclusively for designated civic projects or public charitable purposes.

f. The term of this Agreement shall commence on the date of its making and shall continue in effect thereafter except as otherwise provided in this subsection 4(f). Upon the expiration of twelve months after either party shall have given to the other party notice of intention to withdraw from this Agreement, no further actions, agreements, contracts, liabilities or

obligations shall be initiated or incurred pursuant to this Agreement, but any action, agreement, contract, liability or obligation which has been commenced, entered into, initiated or incurred prior to the expiration of such twelve month period shall not be affected by such withdrawal and this Agreement shall remain in full force and effect as to any such action, agreement, contract, liability or obligation and the CIC shall continue as the Agency of the City under this Agreement and the Plan and the designation made by the legislative authority of the City in the ordinance confirming and authorizing this Agreement, as to all such actions, agreements, contracts, liabilities or obligations. Notice of withdrawal shall be given to the City by delivering a copy of such notice to the office by the Clerk of Council of the City and to the CIC by delivering a copy of such notice to the person in charge of its principal office.

g. No provision, term or covenant contained in this Agreement shall be construed as prohibiting or limiting the City from independently exercising any and all powers it may have under the Constitution of the State, Chapter 165, Ohio Revised Code, or any other law.

h. This Agreement may be amended or supplemented from time to time as desired and approved by the legislative authority of the City and the Board of Trustees of the CIC.

i. This Agreement may be executed in several counterparts, each of which shall be regarded as an original and all of which shall constitute but one and the same agreement. It shall not be necessary in proving this Agreement to produce or account for more than one of those counterparts.

(THIS SPACE INTENTIONALLY LEFT BLANK – SIGNATURE PAGE TO FOLLOW)

IN WITNESS WHEREOF, the City and the CIC, by their duly authorized officers, have caused this Agreement to be executed as of the day and year first above written.

DUBLIN COMMUNITY IMPROVEMENT CORPORATION

By: _____
President

Attest: _____
Secretary

CITY OF DUBLIN, OHIO

By: _____
City Manager

Attest: _____
Director of Finance

Approved as to form and correctness:

Director of Law

CODE OF REGULATIONS

OF

DUBLIN COMMUNITY IMPROVEMENT CORPORATION

ARTICLE I

Name

The name of the organization is Dublin Community Improvement Corporation (the "Corporation").

ARTICLE II

Purposes of the Corporation

The Corporation has been organized for the sole purpose of reviewing and certifying, as required under Chapter 165 of the Ohio Revised Code, as the designated agency for development of the City of Dublin, Ohio (the "City") authorized pursuant to Section 1724.10 of the Ohio Revised Code, that a project or projects to be financed by the issuance bonds, as such bonds are authorized by the City pursuant to the authority granted by Article VIII, Section 13, Ohio Constitution and Chapter 165 of the Ohio Revised Code, is in accordance with the plan prepared by the Corporation pursuant to Section 1724.10 of the Revised Code and as such plan has been confirmed and approved by the City.

ARTICLE III

Offices and Registered Agent

Section 1. Offices. The Corporation shall have and maintain continuously a registered office in the State of Ohio at such place as may be designated by the Board of Directors or the President. The principal office of the Corporation and such other offices as it may establish shall be located at such place(s), within the State of Ohio, as may be designated by the Board of Directors.

Section 2. Agent. The Corporation shall maintain continuously within the State of Ohio a registered agent, which agent shall be designated by the Board of Directors or the President.

Section 3. Changes. Any change in the registered office or registered agent of the Corporation shall be accomplished in compliance with the laws of the State of Ohio and Chapter 1702 of the Ohio Revised Code and as provided in these Regulations.

ARTICLE III

Board of Directors

Section 1. General Power and Duties. The management, control and direction of the affairs,

property, and interests of the Corporation shall be vested in the Board of Directors. The Board of Directors shall have, and may exercise, any and all powers provided in the Articles of Incorporation or the State of Ohio Nonprofit Corporation Law which are necessary or convenient to carry out the purposes of the Corporation. There shall be one (1) class of membership which shall consist of the members of the Board of Directors. The Board of Directors is deemed the Membership as such term is used in Ohio Revised Code Chapter 1702.

Section 2. Eligibility Requirements for Membership with the Board of Directors.

A. Number. The Board of Directors shall be comprised of five (5) members, at least two (2) of whom shall consist of the mayor of the City, members of the City legislative authority, or any other appointed or elected officers of the City (each a “Public Director”). The Public Directors shall be appointed to the Board of Directors by the City Council of the City. The Public Directors shall be permanent members of the Board. The two (2) Public Directors shall appoint the remaining three (3) directors (each, an “Appointed Director”) who shall serve for a term of two (2) years, or until his or her successor is appointed.

B. Change in Number. The number of Directors may at any time be increased or decreased by amendment to these Regulations, but no decrease shall have the effect of shortening the term of any incumbent Director. At all times, at least two-fifths (2/5) of the Directors shall consist of Public Directors.

C. Vacancies. Any vacancy of an Appointed Director on the Board of Directors arising from death, resignation or removal of such Appointed Director in accordance with these Regulations, or an increase in the number of Directors, shall be filled by the affirmative vote of a majority of the remaining directors, even though less than a quorum of the Board of Directors. When a Public Director ceases to be mayor or a member of the legislative authority, the individual replacing him/her shall automatically be substituted as a member of the Board of Directors. A Director elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor and until a successor is elected and qualified.

D. Resignation. A Director may resign at any time by giving notice thereof in writing to the Secretary of the Corporation.

E. Removal. An Appointed Director may be removed, with or without cause, by two-thirds (2/3) vote of the remaining Directors in office or by the Mayor of the City with the approval of the legislative authority of the City. A Public Director may be removed, with or without cause, by the Mayor of the City with the approval of the legislative authority of the City.

F. Election of Chairman and Vice Chairman The Board of Directors, at its first regular meeting, and from time to time thereafter, shall elect one (1) Director as Chairman of the Board of Directors, and may elect one (1) Director as Vice-Chairman of the Board of Directors, each to serve at the pleasure of the Board of Directors. The Chairman of the Board of Directors shall preside at all meetings of the Board of Directors at which he or she is present, and shall perform such other duties as may be required of him or her by the Board of Directors. The Vice-Chairman of the Board of Directors shall preside, in the absence of the Chairman of the Board of Directors, at meetings of the Board of Directors and shall perform such other duties as may be required of him or her by the Board of Directors.

Section 3. Meetings of the Board of Directors.

A. Regular Meetings. Regular meetings of the Board of Directors shall be held at least (1) one time per year as determined by the Board of Directors. Special meetings shall be called at the discretion of the Chairman of the Board of Directors, at the request of (i) any two (2) Directors in office or (ii) the President. The last regular meeting of the Board of Directors in each fiscal year shall constitute its annual meeting.

B. Time and Place of Meetings. The meetings of the board shall be held at such time or place, within or without the State of Ohio, as designated by the Board of Directors.

C. Notice of Meetings. At least fourteen (14) days notice shall be given to each Director of a regular meeting of the Board of Directors. A special meeting of the Board of Directors may be held upon notice of at least five (5) days. Notice of a meeting of the Board of Directors shall specify the date, time and place of the meeting. Unless otherwise required by the Articles of Incorporation, the Regulations, or the laws of the State of Ohio, the notice of any meeting need not specify the purpose or purposes thereof. Notice must be either delivered personally to each Director, mailed to his or her address as it appears on the records of the Corporation or sent by facsimile to his or her facsimile number as it appears on the records of the Corporation. If such notice is given by mail, it shall be deemed delivered when deposited in the United States mail properly addressed and with postage prepaid thereon or confirmation of delivery by the delivery agent of an express mail service. If such notice is given by facsimile, it shall be deemed delivered upon receipt of confirmation that the transmittal has been successful. Notwithstanding the foregoing, a Director may waive notice of any regular or special meeting of the Board of Directors by written statement filed with the Board of Directors, or by oral statement at any such meeting. Attendance at a meeting of the Board of Directors shall also constitute a waiver of notice, except where a Director states that he or she is attending for the purpose of objecting to the conduct of business on the grounds that the meeting was not lawfully called or convened. Notice of a meeting will be deemed to have been waived by any Director who attends such meeting either in person or by proxy, and who does not, before or at the commencement of the meeting, protest the lack of proper notice.

D. Quorum. One-half (1/2) of the number of Directors as fixed pursuant to these Regulations shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

E. Approval. Except as otherwise provided by law, the Articles of Incorporation or these Regulations, all matters before the Board of Directors shall be decided by a majority vote of the Directors present at a meeting at which a quorum exists. Each Director shall be entitled to one vote.

F. Remuneration. The Board of Directors and members of committees of the Board of Directors shall not receive any salary for their services as Directors or committee members, but may, by resolution of the Board of Directors, be reimbursed for any necessary and proper expenses incurred in the performance of duties as members of the Board of Directors or committees of the Board of Directors.

ARTICLE V

Committees

Section 1. Committees. The Board of Directors may create such committee(s) consisting of Directors or other persons, which committee(s) shall have such authority as the Board of Directors may be law permit.

Section 2. Attendance by the President. The President shall be entitled to participate in meetings of the Board of Directors and all committees, but shall not be entitled to vote at such committee meetings in his or her capacity as President.

ARTICLE VI

Officers

Section 1. Designations. The officers of the Corporation shall be a President, a Secretary, a Treasurer and such other Officers as may from time to time be deemed advisable by the Board of Directors. Any two or more offices may be held by the same individual, except for the offices of President and Secretary.

Section 2. Terms of Office. All of the Officers of the Corporation shall hold their offices for such terms, not in excess of three (3) years, as shall be determined from time to time by the Board of Directors, and shall exercise such powers, perform such other duties and receive such compensation as shall be determined from time to time by the Board of Directors.

Section 3. Removal. The Officers of the Corporation shall hold office until their successors are chosen and qualified. Any Officer of the Corporation may be removed, with or without cause, at any time by a majority vote of the Board of Directors in office. Any vacancy occurring in any office of the Corporation may be filled by the Board of Directors.

Section 4. General Powers and Authorities. The President, Vice President Secretary, Treasurer and such other Officers as may be authorized by the Board of Directors may enter into and execute on behalf of the Corporation contracts, leases, debt obligations and all other forms of agreements or instruments, whether under seal or otherwise, permitted by law, the Articles of Incorporation and these Regulations, except where such documents are required by law to be otherwise signed and executed, or where the signing and execution thereof shall be exclusively delegated to some other Officer or agent of the Corporation. The duties and powers of the Officers of the Corporation shall be as provided in these Regulations or as provided pursuant to these Regulations.

Section 5. The President. The President shall be the chief operating officer of the Corporation and, subject to the control of the Board of Directors, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with any policies and directives approved by the Board of Directors.

Section 6. Vice President. During the absence or disability of the President, the Vice President, if any, shall exercise all the functions of the President. The Vice President shall have such powers and discharge such duties as may be assigned to him or her from time to time by the

Board of Directors.

Section 7. Secretary. The Secretary shall be responsible for keeping an accurate record of the proceedings of all meetings of the Board of Directors, and such other actions of the Corporation as the Board of Directors shall direct. He or she shall give or cause to be given all notices in accordance with these Regulations or as required by law and, in general, perform all duties customary to the office of secretary. The Secretary shall have custody of the corporate seal of the Corporation, and he or she, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it. When so affixed, it may be attested by his or her signature or by the signature of such Assistant Secretary. The Board of Directors may give authority to any Officer to affix the seal of the Corporation and to attest the affixing by his or her signature.

Section 8. Treasurer. The Treasurer shall have the custody of all monies and securities of the Corporation and shall keep regular books of account. He or she shall deposit or cause to be deposited all monies or other valuable effects in the name of the Corporation in such depositories as shall be selected by the Board of Directors. The Treasurer shall disburse the funds of the Corporation in payment of the just demands against the Corporation or as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render an account of all his or her transactions as Treasurer and the financial condition of the Corporation to the President and the Board of Directors at its regular meetings or when the Board of Directors so requires. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board of Directors.

ARTICLE VII

Indemnification

Section 1. The Corporation does hereby indemnify to the maximum extent legally permissible, each Director and Officer and former Director and Officer of the Corporation, and each individual who served at its request as a director, officer or trustee of another Corporation, partnership, joint venture, trust, or other enterprise or employee benefit plan, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with or arising out of any threatened, pending or completed claim, action, suit, proceeding, issue or matter of whatever nature, whether civil, criminal, legislative, administrative or investigative, in which he or she may be involved as a party or otherwise by reason of his or her being or having been such Director, Officer, director, officer or trustee.

Section 2. Expenses, including attorneys' fees, incurred by a Director or Officer of the Corporation in defending any action, suit or proceeding referred to in this Article VII shall be paid by the Corporation as they are incurred, in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount, if it ultimately is determined that such person is not entitled to be indemnified by the Corporation.

Section 3. This indemnification includes amounts paid or incurred in connection with acts of negligence, whether liability on the part of such Director, Officer, director, officer or trustee exists as to the Corporation, its Directors, Officers, agents or employees or as to third parties, including

creditors.

Section 4. This indemnification also extends to any criminal action, suit, investigation or proceeding, provided that the same shall be dismissed against such Director, Officer, director, officer or trustee or that he or she shall have been found not guilty. Such indemnification likewise extends to a criminal action, suit, investigation or proceeding that is terminated by a plea of *nolo contendere*, or its equivalent, to a charge of misdemeanor, provided that the conduct complained of on the part of the Director, Officer, director, officer or trustee was done in good faith and with the belief that it was in the best interest of the Corporation and on the reasonable assumption of its legality.

Section 5. No reimbursement or indemnification shall relate to any expense incurred in connection with any matters as to which such Director, Officer, director, officer or trustee has been adjudged to be liable for gross negligence or misconduct in the performance of his or her duty to the Corporation, exclusive of issues of matters not related to the conduct on which the judgment was based, unless and only to the extent that the court in which the action or suit was brought shall determine that despite such adjudication of liability and in view of all the circumstances of the case, such Director, Officer, director, officer or trustee is fairly and reasonably entitled to indemnification for those expenses that the court shall deem proper.

Section 6. The indemnification provided by this Bylaw shall not be deemed exclusive of any other rights which such Director, Officer, director, officer or trustee may have under any agreement, vote of the Board of Directors or otherwise.

Section 7. No indemnification shall be made under this Article VII if such indemnification would result in any liability for tax under chapter 42 of the Internal Revenue Code of 1986, as amended.

Section 8. Every provision of this Article VII is intended to be severable, and if any term or provision is invalid for any reason whatsoever, such invalidity shall not affect the validity of the remainder of this Article VII.

ARTICLE VIII

Miscellaneous

Section 1. Fiscal Year. The Corporation's fiscal year is that annual period ending with December 31.

Section 2. Depositories. The monies of the Corporation shall be deposited in the name of the Corporation in such bank or banks or financial institution or financial institutions as the Board of Directors shall designate, and shall be drawn from such accounts only by check or order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Directors.

ARTICLE IX

Amendments

Section 1. Amendment to Articles of Incorporation or Code of Regulations. Amendments to the Articles of Incorporation or Regulations may be proposed by the Board of Directors and such proposed amendment shall be presented to the Board during the next annual meeting or special meeting called for the specific purpose of amending the Regulations or Articles of Incorporation.

Section 2. Procedures for Vote. Copies of proposed amendments shall be mailed by first class mail to all Directors at least five (5) days prior to the meeting. A two-thirds (2/3) majority vote of the Directors must vote in favor of the amendment for passage. Any amendment which fails cannot be resubmitted for a period of one (1) year after the date of the vote.

[End of Code of Regulations]

SUMMARY OF COMMUNITY IMPROVEMENT CORPORATION POWERS

The definition of a Community Improvement Corporation (“CIC”) is an Economic Development Corporation or a County Land Re-utilization Corporation. County Land Re-utilization Corporations are corporations organized under Section 1724.04 of the Ohio Revised Code for specific purposes outlined in Section 1724.01(B)(2) of the Revised Code. Economic Development Corporations are corporations organized for the purpose of advancing, encouraging, and promoting the industrial, economic, commercial, and civic development of a community or area.

CICs, in furtherance of the aforementioned purposes, have the following powers:

1. To borrow money for any of the purposes of the CIC;
2. To make loans and to establish and regulate the terms and conditions with respect to any such loans;
3. To purchase, receive, hold, manage, lease, or otherwise acquire or to sell, convey, transfer, lease, sublease, or otherwise dispose of real and personal property, together with such rights and privileges incidental or appurtenant thereto;
4. To acquire the good will, business, rights, real and personal property, and other assets of any person, firm, partnership, corporation, joint stock company, association, or trust; the CIC may also assume, undertake, or pay the obligations, debts, and liabilities of any such entity; CICs have additional real property powers specifically related to industrial plants, business establishments, or housing;
5. To acquire, subscribe for, own, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of stock, shares, bonds, debentures, notes, or other securities and evidences of interest in, or indebtedness;
6. To mortgage, pledge, or otherwise encumber any property acquired pursuant to the powers contained in divisions (3), (4), or (5), herein;
7. To become a member of, or a stockholder in, a corporation formed under Chapter 1726 of the Revised Code;
8. To serve as an agent for grant applications and for the administration of grants or to make applications as principal for grants for County Land Re-utilization Corporations;
9. To exercise the powers enumerated under Chapter 5722 of the Revised Code on behalf of a county that organizes or contracts with a County Land Re-utilization Corporation;
10. To engage in code enforcement and nuisance abatement on properties that are subject to a delinquent tax assessment lien or property for which a municipal corporation or township has contracted with a County Land Re-utilization Corporation to provide code enforcement or nuisance abatement services;
11. 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;
12. To employ and provide compensation for an executive director who manages the operations of a County Land Re-utilization Corporation, and to employ others for the benefit of the corporation as approved and funded by the board of directors;

13. 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 Revised Code;
14. To be assigned a mortgage on real property from a mortgagee in lieu of acquiring such real property subject to a mortgage;
15. To act as a portal operator for purposes of an OhioInvests offering under Sections 1707.05 to 1707.058 of the Revised Code; and
16. To do all acts and things necessary or convenient to carry out the purposes of Section 1724.01 of the Revised Code and the powers especially created for a Community Improvement Corporation in Chapter 1724 of the Revised Code.

EXAMPLES OF COMMUNITY IMPROVEMENT CORPORATIONS PURPOSES AND POWERS

Bexley Community Improvement Corporation

- All powers granted under Chapter 1724 of the Revised Code for a Community Improvement Corporation classified as an Economic Development Corporation.
- The stated purposes of the CIC are:
 - (a) Charitable purposes within the meaning of 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any future United States internal revenue law);
 - (b) In furtherance of the charitable purposes, the CIC shall support the advancement, encouragement, and promotion of the industrial, economic, commercial, and civic development of the City of Bexley pursuant to Chapter 1724 of the Revised Code; and
 - (c) The CIC is intended to be a Community Improvement Corporation as defined in Section 1724.01(A)(1) of the Revised Code, and further classified as an Economic Development Corporation as defined in Section 1724.01(A)(2) of the Revised Code.

Community Improvement Corporation of Union County

- All powers granted to Community Improvement Corporations by Chapter 1724 of the Revised Code in furtherance of the CIC's stated purposes.
- The stated purposes of the CIC are:
 - (a) To advance, encourage, and promote the industrial, economic, commercial and civic development of Union County in whatever way, and by whatever means, that will improve: normal growth, employment opportunities, and stability of employment in existing industry;
 - (b) To advance the industrial and commercial life of the community and to stabilize the economy;
 - (c) To participate in programs that advance the aforementioned objectives and to correct conditions detrimental to those objectives;

- (d) To develop strategies for, or to assist in, the development of strategies to advance the aforementioned objectives;
- (e) To assist in projects and activities related to the aforementioned objectives;
- (f) To borrow money for any purpose of the CIC;
- (g) To loan money and to establish and regulate the terms and conditions with respect to any such loans;
- (h) To purchase, receive, hold, lease, option, or otherwise acquire, or to sell, convey, transfer, lease, sublease, option, or otherwise dispose of real and personal property together with such rights and privileges incidental or appurtenant thereto;
- (i) To acquire the good will, business, rights, real and personal property, and other assets of any person, firm, partnership, corporation, joint stock company, association, or trust; the CIC may also assume, undertake, or pay the obligations, debts, and liabilities of any such entity; CICs have additional real property powers specifically related to industrial plants, business establishments;
- (j) To acquire, subscribe for, own, hold, sell, assign, transfer, mortgage, pledge, or dispose of stock, shares, bonds, debentures, notes, or other securities and evidences of interest in, or indebtedness;
- (k) To mortgage, pledge, or otherwise encumber any property acquired pursuant to the powers contained in divisions (h), (i), or (j), herein;
- (l) To become a member of, or a stockholder in, an improvement corporation formed under Section 1726 of the Revised Code, if desired; and
- (m) To do all acts and things necessary or convenient to carry out the powers granted under Chapter 1724 of the Revised Code.

Hilliard Development Corporation

- In furtherance of the CIC's stated purposes, the CIC has the following powers as outlined in Section 1724.02 of the Revised Code:
 - (a) To borrow money for any of the purposes of the CIC;
 - (b) To make loans and to establish and regulate the terms and conditions for such loans;
 - (c) To purchase, receive, hold, lease, or otherwise acquire and to sell, convey, transfer, lease, or otherwise dispose of real and personal property, together with such rights and privileges incidental and appurtenant thereto;
 - (d) To acquire good will, business, rights, real and personal property, and other assets of any person, firm, partnership, corporation, joint stock company, association, or trust, and to assume undertake, or pay the obligations, debts, and liabilities of such entities; the CIC has certain additional powers specifically with respect to industrial plants and business establishments;
 - (e) To acquire, subscribe for, own, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the stocks, shares, bonds, debentures, or other securities and evidences of interest in, or indebtedness;
 - (f) To mortgage, pledge, or otherwise encumber any property acquired pursuant to the powers contained in divisions (c), (d), or (e), herein;

- (g) To become, if desired, a member of or a stockholder in an improvement corporation formed under Chapter 1726 of the Revised Code;
- (h) To serve as an agent for grant applications and for the administration of grants; and
- (i) To do all things necessary or convenient to carry out the powers under Chapter 1724 of the Revised Code.
- The stated purposes of the CIC are:
 - To advance, encourage, and promote the industrial, economic, commercial, and civic development of the City of Hilliard, Ohio, in whatever ways and by such means as will improve the normal growth, employment opportunities, and stability of employment in existing industry;
 - To advance the industrial and commercial life of the community, and to stabilize the general economy of the area;
 - To participate in programs designed to advance the foregoing purposes or for the correction or improvement of conditions detrimental to the foregoing purposes in the City of Hilliard;
 - To develop strategies, or to assist in the development of strategies, to advance the foregoing purposes; and
 - To assist with projects and activities related to the foregoing purposes.

Pickerington Community Improvement Corporation

- To have all the powers of a non-profit corporation as stated in Chapter 1724 of the Revised Code in furtherance of the CIC's purpose.
- The stated purpose of the CIC is:
 - The advancement, encouragement, and promotion of the industrial, commercial, distribution, and research development of the City of Pickerington, Ohio.

The Big Walnut Area Community Improvement Corporation

- The stated powers of the CIC are:
 - To accept, hold, or disburse income, gifts, lands, buildings, bequests, and funds arising from any source, for the CIC's purposes, and to do all things necessary or incidental thereto;
 - To buy, own, sell, convey, assign, mortgage, rent, and/or lease real or personal property, and to build, maintain, or operate improvements thereon necessary or incidental to the provision of such land or commercial facilities for the CIC's purposes;
 - To borrow money and provide evidence of such indebtedness for any of the objects of its business, and to secure the same with a mortgage, pledge, or lien on CIC property; and
 - To further the purposes set forth in Section 1724.01 of the Revised Code.
- The stated purposes of the CIC are:
 - (a) To operate as a CIC pursuant to Chapter 1724 of the Revised Code;
 - (b) To facilitate the economic development process and to encourage the interaction of member communities and businesses within the CIC;

- (c) To market/promote development in southeastern Franklin County;
- (d) To propose policy and make suggestions to assist with local economic development;
- (e) To engage in any lawful act or activity that does not conflict with Chapter 1724 of the Revised Code as to the powers of a CIC;
- (f) To operate exclusively for nonprofit purposes; and
- (g) To raise and solicit monies, funds, equities, and assets by any lawful means.

Upper Arlington Community Improvement Corporation

- In furtherance of the CIC's stated purposes, the CIC has the following powers as outlined in Section 1724.02 of the Revised Code:
 - (a) To borrow money for any of the purposes of the CIC;
 - (b) To make loans and to establish and regulate the terms and conditions for such loans;
 - (c) To purchase, receive, hold, lease, or otherwise acquire, and to sell, convey, lease, transfer, or otherwise dispose of real and personal property, and any rights or privileges incidental and appurtenant thereto;
 - (d) To acquire the good will, business, rights, real and personal property, and other assets from any person, firm, partnership, corporation, joint stock company, association, or trust, and to assume, undertake, or pay the obligations, debts and liabilities of such entities; the CIC has certain additional powers specifically with respect to industrial plants and business establishments;
 - (e) To acquire, subscribe for, own, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of stock, shares, bonds, debentures, notes, or indebtedness;
 - (f) To mortgage, pledge, or otherwise encumber property acquired pursuant to the powers contained in divisions (c), (d), (e), herein;
 - (g) To become of member of, or a stockholder in, an improvement corporation formed under Chapter 1726 of the Revised Code, if desired; and
 - (h) To have all powers necessary or convenient to carry out the powers under Chapter 1724 of the Revised Code, under the CIC's articles of incorporation, and any further lawful powers necessary to fulfill the CIC's purpose.
- The stated purpose of the CIC is:
 - To assist the City of Upper Arlington, Ohio in revitalizing and enhancing property within the corporate limits of the City by advancing, encouraging, and promoting industrial, economic, commercial, and civic development.