

112 East Mansfield Street
Suite 207
Bucyrus Ohio 44820

Crawford County
Land Reutilization
Corporation

Ph: 419-562-7861
FAX: 419-562-3171
Email: cclb@crawford-co.org

**Board Members: Gary Cole, Jennifer Kuns, Doug Weisenauer, Jeff Reser, Jenny Vermillion
Barb McCullough, Manager**

March 9, 2016

Gary Cole called the meeting to order at 2:06pm with the following members in attendance:

- Jenny Vermillion
- Jennifer Kuns
- Steve Reinhard
- Gary Cole
- Russ Long, Attorney
- Jeff Reser (arrived at 2:23pm from a prior meeting)

Gary recognized that Mr. Russ Long is in attendance as potential legal advisor. Gary stated that one of the first purchases that should be made is a recorder for the secretary. He then commended Jenny Vermillion on the detailed minutes she provides to the group.

Gary asked if everyone had a chance to review the minutes and if there were any corrections/additions. Secretary, Jenny Vermillion stated that she had found a mistake in minutes where she misspelled "richland" when recording the Richland County landbank website. Gary said that on page three under "Number 8" paragraph, the Ohio Revised Code is referenced which should read the Code of Regulations. Later in "Number 8" the addition of the notation regarding the free checking is the minimum balance of \$7,000.00. Last page, under "Number 9" the word "Playbook" needs to be changed to board manual.

Jennifer made the motion to accept the minutes with the above corrections, seconded by Steve, motion carried.

Number 4 regarding contract services for Mr. Russ Long's work for the CCLRC as legal advisor was questioned by Gary as he proceeded into the agenda. Russ said he forgot the document and would email a copy of the contract which has the standard language of an engagement letter. Gary tabled this agenda item until the next meeting.

Number 5 involved the discussion/review of the recommendations of the Code of Regulations. Russ passed out his memorandum of recommendations to the Code of Regulations which he presented in a section by section format, adding and clarifying verbiage as well as correcting typos. The minutes will have the recommendations attached as an addendum when they are made official at the next meeting. Questions arose regarding the application for 501C3 status which Russ suggested language be inserted in the Code of Regulations. This is a now or then option but if we are intending to apply for 501C3 status it would be best to have the necessary jargon redundancy that will also need to be reflected in the Articles of Incorporation. There was a lot of discussion on particular items within the Code of Regulations as well as where the inconsistencies were with grammar noted. Gary said he would take all the recommendations made by Russ, make the additions and corrections and then distribute copies to the group for

further review and consideration of changes. Jeff joined the meeting at 2:23pm coming from another meeting.

Number 6 in the agenda was the consideration of the Ethics Policy. Gary asked Russ if he had a chance to review to which Russ said it looked pretty good. Russ then proposed a couple changes one which, only a typo, has significant implications to the group. Steve made the motion to accept the Ethics Policy with the changes, seconded by Jeff, motion carried.

Number 7 in the agenda dealt with the finalization of procedures to establish bank account for the CCLRC. Gary told the group that there is \$60,703.57 awaiting for deposit into the CCLRC account from the 5% of the DTAC monies provided by the Board of Commissioners through resolution to support the CCLRC. It was decided at the previous meeting that Gary and Steve would be the two statutory signers on the account along with the future manager being the third signature. Jennifer presented the documents for Gary and Steve to sign. Jennifer stated that one of them needed to be an online customer now which could change at a later date.

Gary said he would be the online client at this time. Gary signed as "A" and Steve signed as "B" which applied to the declaration of powers for the signers. Changes to the powers can be altered anytime and once a manager is selected, that person can be added as well. Gary will keep the copies of the banking documents in his files.

Number 8 provided discussion of hiring a manager and possible contract issues. Gary asked what our desire was for a manager and if Russ had an opportunity to review the contract. Russ questioned the date on the contract as to whether it reflected the Commissioners' resolution of a different date. Gary said he wasn't sure and will check but he probably put that specific date for the sake of having a date to fill in the blank. Russ said the contract references the Code of Regulations which have yet to be adopted. The dates need changed if it refers to something else but need to match up with the references. Otherwise, the contract looks ok. Russ also pointed out that there was a typo in the bullets of the document as there was no #9 or #10 that are previous to the #11 Indemnity section. Russ also suggested adding the "material" misinterpretation to the wording. Russ said is add terminology to cover any criminal act, fraudulent or breach activity. Gary asked if Russ would email the changes and Russ agreed. Russ pointed out on the last page the term and compensation that the term showed a two year agreement which is doesn't have issue with but questioned if the term was determined by the Treasurers term in office. Gary said it was not but just copied what Richland County has on record. Russ then queried what would happen if a new treasurer were elected within that 2 year term the Treasurer is the manager and the new Treasurer didn't want that responsibility. Russ questioned if the prior Treasurer could bind the new Treasurer. Gary suggested that we add to the paragraph "...provided the County Treasurer is willing to assume the agreement." Gary said he would send an electronic version to Russ and asked Russ if the scope of the contract was acceptable and Russ agreed it was.

Gary said that this isn't necessary to add to the language of the contract but that the Treasurer's office already does a lot of the same work the manager at the landbank would do so his office would simply not bill the landbank for what the Treasurer's office already does on a daily basis. Jeff said that would help the budget spread out. Steve said that a minimal charge could be included in the contract to help cover some of the personnel expense, however future Treasurer's may want to increase that dollar amount. Gary said it should not be in the contract. He also said that the Zanesville Treasurer's office staff's landbank time is donated. Jeff said that it was hard enough to get the Bucyrus City Council to support and fund the Crawford County Education and Economic Development Patnership, he didn't see council going for donated time. Steve had to leave the meeting for another meeting at 2:54pm

Gary asked if there was any further discussion and the next meeting. He also said that for the next meeting we will finalize the banking documents. Jeff suggested two weeks for the next meeting to which Gary said they would have bills to pay by that time. Gary also said that two weeks should give the municipalities time to compile their lists of properties to be demolished. He spoke with Jim Rokakis about the upcoming grant funds to which Jim told Gary that once these two grants are awarded it will be some time before more monies become available. Gary asked if the group wanted to speak with his employee who was interested at the next meeting. Jeff said yes. Gary said maybe by then we can have the contract with Russ. Jennifer asked if Barb (McCullough) was who Gary referenced from his office, to which Gary affirmed. Jennifer then said that Barb is very knowledgeable and competent. Jennifer then told the group that Ms. McCullough worked in the banking industry for 25 years and Gary said she also worked at a title company when she left the bank. Jennifer praised Ms. McCullough for her organization and thoroughness. At that time Gary agreed with Jennifer and also stated that whatever he gives as direction, Ms. McCullough does and also remembers. Both prior job experiences benefit Ms. McCullough for the position within the Treasurer's Office to be the land bank manager. Gary asked Russ if he could work on the 501C3 and Russ agreed but the Code of Regulations as well as the Articles of Incorporation need to reflect the language the IRS requires. Jeff made the motion to have Russ work on the 501C3 application with a second by Jennifer, motion carried.

Gary said he would have Ms. McCullough present for the next meeting so the group could meet her and ask any questions they felt necessary.

Jennifer made the motion to adjourn, second by Jeff. The meeting was adjourned at 3p.m.

Respectfully Submitted,
Jenny Vermillion, Secretary

Next meeting is scheduled for March 30, 2016 at 2pm in the Auditor's conference room.