



Board of Directors Meeting  
Wednesday, February 13, 2019  
Orange Township Hall, Lewis Center, Ohio

The meeting was called to order at 10:00 A.M. with the following Directors present:

Gus Frangos – Cuyahoga  
David Mann – Lucas  
Deb Flora – Mahoning  
Shawn Carvin – Trumbull  
Amy Hamrick – Richland  
Tom Schneider – Lawrence  
Carol Knapp – Huron  
Patrick Bravo – Summit  
Curtiss Williams – Franklin (COCIC)

Guests: Jim Rokakis, Western Reserve Land Conservancy  
Robin Darden Thomas, Western Reserve Land Conservancy

**1. Approval of October 24, 2018 Minutes**

Frangos asked the Board to review the October 24, 2018 meeting minutes prepared by Mann. Hamrick made, and Bravo seconded, a motion to approve the minutes as presented. Motion passed unanimously.

**2. Resolution: Adoption a First Amended and Restated Code of Regulations**

Frangos reviewed the current Code of Regulations adopted by the Incorporators and the changes that he made to better conform the Code to the needs of the Association. Frangos asked the Board to adopt this First Amended and Restated Code of Regulations as presented (on file).

Knapp made, and Schneider seconded, a motion to adopt the First Amended and Restated Code of Regulations as presented. Motion passed unanimously.

**3. Finance and Membership Committee Report**

Mann and Carvin announced that 26 county land banks had pledged membership to the Association and paid their dues in full.

Bravo made, and Carvin seconded, a motion to accept the following land banks as members of the Ohio Land Bank Association in accordance with its Regulations:

Cuyahoga	Stark
COCIC (Franklin County)	Columbiana
Hamilton	Fairfield
Lucas	Licking
Montgomery	Mahoning
Summit	Portage

Richland  
Trumbull  
Ashtabula  
Clark  
Allen  
Ashland  
Athens

Crawford  
Erie  
Huron  
Jefferson  
Lawrence  
Ottawa  
Sandusky

The motion passed unanimously.

Board members agreed that reaching out and making the other 28 county land banks members was the most important membership goal going forward. Mann and Carvin stated that a 100% membership goal is important to the credibility and influence of the Association and realistic with the support of the remaining Board members. Board members agreed to participate in a membership recruitment drive organized by Carvin.

Mann presented a proposed 2019 budget for the Association reflecting a conservative approach to revenue and expenditures during the first year. The proposed budget is below.

	<b>2019 Budget APPROVED</b>
<b>REVENUES</b>	
Membership Dues	\$ 95,000
Sponsorships	\$ 15,000
Interest Income	\$ -
Other Income	\$ 500
<b>Total Revenues</b>	<b>\$ 110,500</b>
<b>EXPENSES</b>	
Management & Consulting	\$ 50,000
Lobbying & Advocacy	\$ 20,000
Services & Support	\$ 10,000
Accounting & Legal	\$ 5,000
Insurance	\$ 5,000
Marketing & Communications	\$ 5,000
Miscellenaous Expenses	\$ 500
<b>Total Expenses</b>	<b>\$ 95,500</b>
<b>Unencumbered Ending Balance</b>	<b>\$ 15,000</b>

Hamrick made, and Williams seconded, a motion to adopt the 2019 budget as proposed. The motion passed unanimously.

Frangos reported that the Association had obtained directors & officers and commercial general liability insurance through Cincinnati Insurance at an annual rate of about \$2,000.

Mann reported that work continued with Spengler Nathanson, P.L.L. to obtain a 501(c)(6) tax-exempt declaration from the Internal Revenue Service. To hold costs lower, Mann is assisting with the work in partnership with legal counsel. Full cost of the legal work is expected be \$3,000.

Mann further reported that the Association had filed and paid mandated fees to the Ohio Attorney General for non-profit, charitable organization registration in Ohio.

#### **4. Services and Support Committee Report**

Frangos presented a Professional Services Agreement between the Association and Western Reserve Land Conservancy (principals: Jim Rokakis and Robin Darden Thomas) for the managing consultant services contemplated in the Regulations. A copy of the Agreement outlining its terms is on file.

Rokakis and Thomas explained that much of their prior work assisting land banks will now be carried out under the auspices of the Association. However, Western Reserve Land Conservancy would continue to assist new land banks with startup for a fee until such land banks are ready to become members of the Association. From there, these new members would be served by the Agreement. Bravo, et al. asked for further conversation and discussion regarding this relationship as the Association moves forward.

Rokakis and Thomas also explained that the Western Reserve Land Conservancy would continue to manage and host the annual Ohio Land Bank conference exclusively. Board members accepted this understanding, with the expectation that the Association will take responsibility for such conferences when mutually agreeable.

Bravo made, and Carvin seconded, a motion to approve the Professional Services Agreement between the Association and Western Reserve Land Conservancy, to appoint Western Reserve Land Conservancy as the managing consultant for the Association, and to authorize the President to take all steps necessary to carry out the intent of this motion. The motion passed unanimously.

Bravo circulated a variety of designs for an Association logo (on file). After discussion amongst the Board members, there was a consensus that Design D with the deletion of the home image and the adoption of blue/green colors was the preferred choice. Bravo agreed to finalize the design and make the new logo available for Association use.

Bravo also circulated a list of website domain names that he purchased for the Association (on file). There was a general consensus that the main domain name for the Association should be OhioLandBanks.org. Bravo, Carvin, Hamrick, and Thomas agreed to work together to design and bring the Association's website online as the primary means of communication with members.

#### **5. Lobbying and Advocacy Committee Report**

Frangos reported that the Cuyahoga Land Bank was pursuing a bill to make legislative changes to the land banking and tax foreclosure statutes. Williams asked that the Association and Board members receive a copy of the bill and be kept up-to-date on its substance and its progress in the legislature, and Frangos agreed to share.

Mann presented a letter from Greater Ohio asking the Association to sign-on as a supporter of Greater Ohio's brownfield coalition effort to secure \$50 million in Ohio funding for brownfield cleanup efforts, called CORF 2.0. After review and discussion, Hamrick made, and Flora seconded, a motion to endorse Greater Ohio's CORF 2.0 proposal before the Ohio legislature.

## 6. New Business

Carvin reported that a demolition contractor that rightly did not receive a bid award had sued the Trumbull County Land Bank alleging that land reutilization corporations should be subject to Ohio's competitive bidding requirements, as counties are. Trumbull Land Bank won the suit in the Common Pleas court, and the 11th District Court of Appeals subsequently affirmed that judgment. However, the contractor is now seeking jurisdiction before the Ohio Supreme Court on these same issues.

Mann and Frangos stated that a ruling by the Supreme Court against the Trumbull County Land Bank would have a detrimental impact on every county land reutilization corporation in Ohio. Moreover, an adverse Supreme Court ruling would add restrictions to land banks that were intentionally left out of the enabling legislation in order to ensure that land banks could remain nimble and effective in complex situations, like every other non-profit.

Frangos offered to draft an amicus curiae (friend of the court) brief on behalf of the Association and file it in the Trumbull suit for a fee of no more than \$3,500. Board members agreed that this matter was important to the Association and one of the major purposes for the creation of the Association.

Hamrick made, and Knapp seconded, a motion to hire Gus Frangos, Esq. to draft and file an amicus curiae brief on behalf of the Association in *Triple Diamond Trucking & Excavating LLC v. Trumbull County Land Reutilization Corporation* for an amount not to exceed \$3,500. The motion was adopted unanimously, and Frangos abstained.

No further business before the Association, the meeting adjourned at 11:06 a.m.