

**FRANKLIN NEW COMMUNITY AUTHORITY  
BOARD OF TRUSTEES**

**INITIAL ORGANIZATIONAL MEETING**

June 12, 2023

10:00 A.M.

City of Franklin, Ohio Municipal Offices  
One Benjamin Franklin Way  
Franklin, Ohio 45005

**AGENDA**

- I. Roll Call (TAB #1)
- II. Oaths of Office (TAB #2)
- III. Election of Chairperson and Vice Chairperson and Selection of Secretary and Treasurer
- IV. Reports and Communications from Officers of the Board (TAB #3)
  - A. Board Training Presentation by Bricker Graydon LLP
    - A1. Ohio Ethics Law Memoranda for Board Members and Commission Members
    - A2. Fiduciary Duties of Public Board Members
  - B. Statutory Developer Report
- V. Consideration of Resolutions
  - A. Resolution No. 2023-01 – Authority By-Laws Resolution is a resolution adopting by-laws with respect to the operation of the Board pursuant to Ohio Revised Code Section 349.04. (TAB #4)
  - B. Resolution No. 2023-02 – Authority Public Records Resolution is a resolution adopting a public records policy and records retention schedule for the Authority and the Board in compliance with Ohio Revised Code Section 121.22. (TAB #5)
  - C. Resolution No. 2023-03 – Authority Insurance Resolution is a resolution providing for the adoption of insurance and bond coverage for the Authority and the Board pursuant to Ohio Revised Code Section 349.04. (TAB #6)
  - D. Resolution No. 2023-04 – Authority Budget Resolution is a resolution providing for the adoption of a 2023 budget for the Authority and the Board pursuant to Ohio Revised Code Section 349.06. (TAB #7)
  - E. Resolution No. 2023-05 – Authority Charge Resolution is a resolution providing for the approval of a community development charge for the Authority and the Board pursuant to Ohio Revised Code Section 349.07. (TAB #8)
- VI. Other Business
- VII. Establish Next Meeting Date
- VIII. Adjournment

**FRANKLIN NEW COMMUNITY AUTHORITY  
MEMBERS OF THE BOARD OF TRUSTEES**

<p style="text-align: center;"><b>Peggy Darragh-Jeromos</b> 4915 Robinson-Vail Rd Franklin, Ohio 45005 513-571-6144 peggydj@aol.com Appointed Citizen Member Appointed 04/17/2023 to a one-year term expiring 04/17/2024</p>	<p style="text-align: center;"><b>Jonthan Westendorf</b> 1 Benjamin Franklin Way Franklin, Ohio 45005 937-746-9921 jwestendorf@franklinohio.org Developer Appointed Member Appointed 04/17/2023 to a one-year term expiring 04/17/2024</p>
<p style="text-align: center;"><b>Josh Meyers</b> 439 S. Main Street Franklin, Ohio 45005 937-746-2545 josh.meyers@edwardjones.com Appointed Citizen Member Appointed 04/17/2023 to a one-year term expiring 04/17/2024</p>	<p style="text-align: center;"><b>Robert Stephens</b> 3805 Edwards Road, Suite 150 Cincinnati, OH 45209 513.996.6952 robert.stephens@idilogistics.com Developer Appointed Member Appointed 04/17/2023 to a one-year term expiring 04/17/2024</p>
<p style="text-align: center;"><b>David Hopper</b> 2 North Broadway Lebanon, OH 45036 513.228.7661 dhopper@lcnb.com Appointed Citizen Member Appointed 04/17/2023 to a two-year term expiring 04/17/2025</p>	<p style="text-align: center;"><b>Matthew Schnipke</b> 406 Justice Dr #301 Lebanon, OH 45036 513.695.2090 Matthew.Schnipke@co.warren.oh.us Developer Appointed Member Appointed 04/17/2023 to a two-year term expiring 04/17/2025</p>
<p style="text-align: center;"><b>Karisa Steed</b> 1 Benjamin Franklin Way Franklin, Ohio 45005 937-746-9921 ksteed@franklinohio.org Local Government Representative Appointed 04/17/2023 to a two-year term expiring 04/17/2025</p>	

**FRANKLIN NEW COMMUNITY AUTHORITY  
BOARD OF TRUSTEES  
CITY OF FRANKLIN, OHIO**

**OATH OF OFFICE**

I, \_\_\_\_\_, swear or affirm to honestly and faithfully perform the duties of my office as an appointed member to the Board of Trustees of the Franklin New Community Authority, and I will support the constitutions of the United States of America and of the State of Ohio during the term of my office.

Sworn to this \_\_\_\_ day of \_\_\_\_\_, 2023.

\_\_\_\_\_

\_\_\_\_\_  
Board of Trustees  
Franklin New Community Authority

Subscribed to before an officer authorized to administer oaths in the State of Ohio.

\_\_\_\_\_  
Notary Public

Seal:



## OHIO ETHICS COMMISSION

William Green Building  
30 West Spring Street, L3  
Columbus, Ohio 43215-2256  
Telephone: (614) 466-7090  
Fax: (614) 466-8368

[www.ethics.ohio.gov](http://www.ethics.ohio.gov)

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# OHIO ETHICS LAW MEMORANDA FOR BOARD AND COMMISSION MEMBERS

## I. INTRODUCTION TO THE ETHICS LAW AND RELATED STATUTES

This handout contains general information about the Ohio Ethics Law and related statutes (Chapter 102, and Sections 2921.42, 2921.421, and 2921.43) as they apply to individuals serving as state board and commission members. To assist you, this handout outlines, in general terms, your responsibilities under the Ethics Law and related statutes.

The prohibitions of the Ethics Law and related statutes protect both individuals who serve in public positions and the general public. The law includes requirements for financial disclosure by many state board and commission members, as well as general provisions that condition the conduct of public officials and employees to help protect against conflicts of interest.

- A. Intent:
  - To prevent public officials and employees with conflicts of interest from acting on those conflicts
  - To provide remedies of education, advice, and enforcement
- B. Application:
  - All public officials and employees at every level of government in Ohio, and those who do business with them
  - All state board and commission members are public officials and are, therefore, subject to Ohio's Ethics Law.
- C. Ohio's Ethics Law:
  - Found in Chapter 102 of the Revised Code
  - Related statutes are R.C. 2921.42 and R.C. 2921.43

## II. THE OHIO ETHICS COMMISSION

- A. History
  - Post-Watergate enactment in 1973 [H.B. 55, effective 1/1/74]
- B. Purpose
  - Requiring personal financial disclosure
  - Imposing **criminal** penalties for unethical conduct
  - Establishing uniform review of questions by statewide commissions of the three branches of government

- C. Composition of the Ethics Commission
  - Six **bi-partisan** members
  - Appointed by Governor, confirmed by Senate
  - Staggered, 6-year terms
  - Compensated \$75 per meeting, up to \$1800 per year
  
- D. Authority of the Ethics Commission
  - Administers Ethics Law (R.C. 102) and related statutes (R.C. 2921.42 and 2921.43) for all public officials and employees at the state, county, municipal, township, and other levels of government *except*:
    - a. Judges and judicial employees [Contact the Board of Commissioners on Grievances and Discipline of the Supreme Court at (614) 644-5800]
    - b. State legislators and legislative employees [Contact the Joint Legislative Ethics Committee at (614) 728-5100]

### III. RESPONSIBILITIES AND PROCESSES OF THE COMMISSION

- A. General Duties - Five Major Responsibilities
  - 1. Public Information
  - 2. Advice
  - 3. Investigation and Referral for Prosecution
  - 4. Financial Disclosure
  - 5. Legislation
  
- B. Public Information – R.C. 102.08.
  - 1. Organize and provide training and information sessions regarding conflicts of interest and financial disclosure
    - Present approximately 200 annual educational sessions throughout the state
    - Sessions given by the Commission are free of charge
  - 2. Create and distribute informational materials regarding Ohio’s Ethics Law
  - 3. Maintain website of electronic information [<http://www.ethics.state.oh.us>]
  
- C. Advice – Render Advisory Opinions – R.C. 102.08.
  - 1. The Ethics Law provides assistance to public officials through written advisory guidance
  - 2. Answers questions about the specific application of the Ethics Law to future actions
  
- D. Investigation – R.C. 102.06.
  - 1. Authority – Analogous to specialized grand jury
  - 2. **Confidential process** – Commission is prohibited by law from disclosing any information about investigations *except*:
    - a. Commission may publicly comment that a complaint has been referred to a prosecutor if no action has been taken within 90 days of the referral
      - Commission cannot comment regarding the merits of its findings
    - b. Accused can request disclosure of a complaint, if the accused has successfully defended the complaint

3. Resolution Authority – After consultation with the accused, the person filing the complaint, and any other person the Commission considers necessary, the Commission or a prosecutor may agree to settle a charge with the accused.
  4. Demand exceeds resources:
    - a. An estimated 18,000 elected office holders and 500,000 public employees subject to authority
    - b. As a result, commission must weigh the relative severity of allegations in order to prioritize which will be investigated
- E. Financial Disclosure – R.C. 102.02.
1. Many state board and commission members are required to file individual financial disclosure statements with the Ethics Commission by April 15th of each year.
  2. These statements aid board and commission members in identifying financial interests they hold that may present conflicts of interest for them in the performance of their public duties.
  3. The Ethics Commission provides blank financial disclosure statements on its web site at [www.ethics.ohio.gov](http://www.ethics.ohio.gov)
  4. Financial disclosure statements reflect the entire preceding year's financial interests held by the filer, even if the board or commission member did not serve during the preceding year.
  5. Many financial disclosure filers are required to disclose:
    - Sources of income;
    - Sources of gifts of over \$75;
    - Investments;
    - Debtors and creditors;
    - Most ownership and leasehold interests in real property, located in Ohio.
  6. Statements filed by some board and commission members (such as those who are uncompensated) are confidential except for any part of the disclosure that reveals a potential conflict of interest. Each confidential statement is individually reviewed by the Ethics Commission to identify sources of potential conflict. These may include a filer's financial interests, because a public official may not use his authority to affect his own interests if they have business or regulative relationships with the board or commission.
  7. The General Assembly has mandated timely compliance with the deadline. As a result, the Ethics Commission will assess a late filing fee of \$10 per day, up to a total of \$250, against individuals who fail to file statements by the deadline.
- F. Legislation – R.C. 102.08: Recommend legislation relating to ethics, conflicts of interest, and financial disclosure

#### IV. SUBSTANTIVE PROVISIONS OF THE ETHICS LAW AND RELATED STATUTES

**General Rule – Whenever the personal financial or fiduciary interests of a public official or employee, his family, or his business associates are involved in a situation before the official or employee, there is an ethics issue.**

In addition to financial disclosure requirements, the Ohio Ethics Law contains provisions regarding the private activities of public officials. These provisions deal with four general areas: conflicts of interest; public contracts (including nepotism) and public investments; post-employment, confidentiality, and representation; and, supplemental compensation. These general restrictions are summarized below.

**A. Conflict of Interest – R.C. 102.03 (D), (E), (F).**

1. A state board or commission member is prohibited from taking any action, including voting, discussing, deliberating, and formally or informally lobbying, on any matter where the official, his family, his business associates, or others with whom he has a relationship that would affect his objectivity, would receive anything of substantial value [102.03 (D)].
  - a. R.C. 102.03 (D) prohibits a public official from using his authority to secure anything of value that could have a substantial and improper influence upon the official in the performance of his duties. This section prohibits any formal or informal action in a matter where a substantial thing of value may benefit the official, his family, or his business associates.
  - b. The law defines “**anything of value**” to include money, goods, chattels, future employment, interests in realty, and "every other thing of value."
2. A state board or commission member is prohibited from accepting or soliciting anything of substantial value, including gifts, travel, meals, and lodging payments, and consulting fees, from improper sources including parties that are doing or seeking to do business with, regulated by, or interested in matters before the board or commission she serves [R.C. 102.03 (D) and (E)].
  - a. R.C. 102.03 (E) prohibits a public official from merely soliciting or accepting anything of value if the thing of value could have a substantial and improper influence upon the public official in the performance of his duties.
  - b. “Anything of value” could have a **substantial** influence upon a public official if the thing has a substantial value. The Ethics Commission has stated, for example, that season tickets for a professional sports team have a substantial value and cannot be provided to a public official by a party doing business with or regulated by the public agency [[OEC Adv. Op. No. 95-001](#)].
  - c. A thing of value could have an **improper** influence upon a public official if it is provided by a source that has a direct relationship with the public agency served by the official. Those sources, which are “improper” because of their relationships with a public agency, include parties doing or seeking to do business with, regulated by, or interested in matters before the public agency. Those “interested in” matters might include an association of parties doing business with the public agency.
3. The law also **prohibits a private party, or any person**, from promising or giving anything of value to a state board or commission member if the thing of value could have a substantial and improper influence upon the public official or

employee in the performance of his duties [R.C. 102.03 (E); [OEC Adv. Op. No. 90-001](#)].

**B. Public Contract Restraints - R.C. 2921.42; R.C. 102.04.**

1. A state board or commission member is prohibited from authorizing or using his position to secure authorization of a public contract for himself, a member of his family, or a business associate [R.C. 2921.42 (A)(1)].
  - a. A “**public contract**” is any purchase or acquisition of any property or services, including employment, and casual, as needed purchases, and any design, construction, alteration, repair, or maintenance of any public property [2921.42 (G)(1)].
  - b. The Commission has stated that a prohibited “**interest**” in a public contract must be definite and direct, and may be either pecuniary or fiduciary [[OEC Adv. Op. No. 78-005](#)].
  - c. The term “**a member of his family**” includes, but is not limited to, a spouse, parent, grandparent, child, grandchild, or sibling. It also includes any other person related by blood or marriage to the public official and residing in the same household with the official [[OEC Adv. Op. No. 80-001](#); *Walsh v. Bollas*, 82 Ohio App. 3d 588 (Lake County 1992)].
  - d. A “**business associate**” is a person with whom a public official is engaged in an on-going business enterprise, such as a partner in a partnership, a co-owner of a business, or an outside, private employer [[OEC Adv. Op. No. 92-003](#)].
2. A state board or commission member is **prohibited from profiting from** a public contract he approved, or that was approved by the board or commission of which he is a member, even if he abstains from the approval, unless the contract was competitively bid and awarded to the lowest and best bidder [R.C. 2921.42 (A)(3)]. This restriction applies while the official is connected with the board or commission, and for one year after he leaves his position.
  - a. This section prohibits a member of a governing board, for one year from the time he leaves his position, from accepting employment with his public agency, if the employment was authorized or the position was created during his service. R.C. 102.03 (D) (discussed above) also prohibits a member of a governing board from using his position to secure employment from the public agency he serves [[OEC Adv. Op. No. 87-008](#)]. These restrictions do not mean that a former state board or commission member is prohibited from securing employment with the board or commission he had served, so long as the board or commission did not create the position or authorize the employment during his service, and the former board or commission member did not seek the employment opportunity until after he left the board or commission.
3. **Nepotism**
  - a. A state board or commission member is prohibited from authorizing the hire of, or using his authority to secure the hire of, or employment benefits for, any member of his family (parents, grandparents, children, grandchildren, spouse, siblings, or any person related by blood or marriage and residing in the same household) [R.C. 2921.42 (A)(1)].



4. **Improper Interest in Public Contracts**

- a. A state board or commission member is prohibited from having an interest in the profits or benefits of a public contract entered into by the institution with which he is connected [R.C. 2921.42 (A)(4)]. The term “connected with” has been defined by the Commission as being related to or associated with the institution [[OEC Adv. Op. No. 87-002](#), [89-004](#), [90-007](#)].
- i. **EXEMPTION:** A state board or commission member is not considered to have an interest in a public contract entered into by his board or commission with a private corporation if his interest in the corporation is limited to being a stockholder of less than five percent or a creditor of **less than five percent** [R.C. 2921.42 (B)].
- ii. **EXEMPTION:** A state board or commission member is not prohibited from having an interest in a public contract entered into by the board or commission he serves so long as: (1) the purchase is a necessary purchase; (2) the goods or services are unobtainable elsewhere for the same or lower cost, or are furnished as part of a continuing course of dealing started prior to the member’s connection with the board or commission; (3) the service provided is the same as or better than the service provided to other clients or customers; and (4) the public official does not participate, the contract is at arm’s length, and the board or commission has full knowledge of the board member’s interest [R.C. 2921.42 (C)].
- iii. The application of these two exemptions is dependent upon the facts.  
Please contact the Ethics Commission for further information.
- b. A state board or commission member is prohibited from authorizing investments, or employing authority to secure investments of public funds in any security, if he, a member of his family, or any of his business associates either has an interest, is an underwriter, or receives any brokerage, origination, or servicing fees [R.C. 2921.42 (A)(2); [State v. Strabala](#) (1993)].

5. **Sale of Goods**

- a. A state board or commission member is prohibited from selling any goods or services to any state entity, except through competitive bidding or as provided by exemption [R.C. 102.04 (B)].
- i. **EXEMPTION:** Sales to state agencies other than the board or commission served are exempted when the board or commission member completes and files a disclosure of the sale of goods or services, as described in R.C. 102.04 (D), before entering into the sale. The board or commission member must file the disclosure with the board or commission he serves, the state entity to which the sale will be made, and the Ethics Commission [R.C. 102.04 (D)].

C. **Post-Employment Restrictions – R.C. 102.03(A), (B); 102.04(A),(C).**

1. **General Revolving Door – R.C. 102.03(A):**

A state board or commission member is prohibited, during public service and for **one year** thereafter, from representing anyone, before any public agency, on any matter in which he personally participated while he was a member of the board or

commission. For some matters, the prohibition remains in effect for two years [R.C. 102.03 (A)].

- a. A “**matter**” is any case, proceeding, application, determination, issue, or question [R.C. 102.03 (A)(5)].
  - b. “**Personal participation**” is any decision, approval, disapproval, recommendation, the rendering of advice, investigation, or other substantial exercise of administrative discretion [R.C. 120.03 (A)(1)]. Supervision of another public official or employee can be, but is not always, personal participation [[OEC Adv. Op. No. 91-009](#)].
  - c. “**Representation**” is defined as any formal or informal appearance before, or any written or oral communication with, any public agency [102.03 (A)(5)]. “Representation” includes preparing documents, regardless of whether the individual himself signs them, or they are signed by someone else [[OEC Adv. Op. No. 86-001](#)]. The restriction applies even if the represented party is another public agency [[OEC Adv. Op. No. 93-011](#)]. The restriction does not apply to behind-the-scenes consultation with a client or new employer [[OEC Adv. Op. No. 92-005](#)].
2. **Representation** – R.C. 102.04 (A).
    - a. A state board or commission member is prohibited from receiving compensation except from the public entity he serves for any service **rendered personally** on any case, application, or other matter before any state entity, except as provided by exemption [R.C. 102.04 (A)]. Ministerial matters like tax preparation and filing incorporation papers are removed from the restriction [R.C. 102.04 (F); [OEC Adv. Op. No. 89-016](#)].
      - i. **EXEMPTION:** Receiving compensation for providing services on matters pending before state agencies other than the public entity served is exempted when the official completes and files a disclosure, as described in R.C. 102.04 (D), before performing the personal services. The board or commission member must file the disclosure with the public entity he serves, the state entity to which the sale will be made, and the Ethics Commission [R.C. 102.04 (D)].
  3. **Confidentiality** – R.C. 102.03 (B).
    - a. A state board or commission member is prohibited from disclosing or using confidential information acquired in his state position, without appropriate authorization. There is no time limit on this restriction [R.C. 102.03 (B)].
  4. Representation - Influence peddling – R.C. 102.04 (A)(C).
- D. Other Restrictions.
1. Supplemental Compensation – R.C. 2921.43 (A).
    - a. A state board or commission member is prohibited from accepting compensation, other than from the public entity he serves, for the performance of his public duties [R.C. 2921.43 (A)]. Private parties are also prohibited from offering or giving supplemental compensation to board or commission members [102.03 (F); 2921.43 (A)].
  2. Honoraria – R.C. 102.03 (H)
    - a. The Legislature enacted a restriction in 1994 that prohibits a public official who files a disclosure statement from receiving an honorarium. Contact the Ethics Commission for specific guidance.
  3. Rate-Making – R.C. 102.03 (C).

V. SUMMARY-COMMON SENSE WRAP-UP

- A. Cannot authorize a contract or use authority to secure authorization of a contract for self, family, business associates
- B. Cannot solicit or accept things of value
- C. Cannot disclose or use confidential information
- D. Cannot receive additional compensation for performance of official duties
- E. Cannot represent parties on matters in which public servant involved
- F. Cannot participate in matters where public servant has a conflict of interest – i.e., where something of value will result for self, family members, others

This memorandum was prepared by the Ohio Ethics Commission for informational purposes only. It is not intended as a substitute for the laws referenced or Ethics Commission advisory opinions construing those provisions.

**WHEN IN DOUBT, CALL THE ETHICS COMMISSION--(614) 466-7090**  
**Check us out on the Web at <http://www.ethics.state.oh.us>**

# Fiduciary Duties of Public Board Members

The Ohio Revised Code explains the manner in which public boards may be operated, including the qualifications and fiduciary duties of board members.<sup>2</sup> Fiduciary duties are functions, tasks, and obligations assumed or imposed by law upon persons by virtue of the power given to them in their professional capacity. By reading the Code in conjunction with the opinions of Ohio courts and administrative agencies, you can gain an understanding of the fiduciary duties of public board members. Essentially, public boards may exercise only those powers expressly granted by law or necessarily implied by a statute's strict construction of language.<sup>3</sup> Members of public boards may only perform those duties deemed appropriate by the persons authorized to appoint them to the board, the board's by-laws, and Ohio law governing their performance.<sup>4</sup> This article discusses the nature of the fiduciary duties public board members must honor and the practical ways those duties can be fulfilled.

## Duty of Loyalty

Despite the diversity of missions among public boards, every public board member must operate in accordance with a pre-approved legal mandate. It follows then that the actions taken pursuant to that mandate are publicly sanctioned and binding.<sup>5</sup> Public officers wielding such power must remember that they are primarily accountable to the constituency directly served by their board and are ultimately accountable to the public at large as public servants. Public board members are therefore obligated to uphold their fiduciary duty of loyalty while performing their official functions. The duty of loyalty is an established creation of common law, a concept that exists beyond statutes and regulations and yet remains inherent within them. At its core, the duty of loyalty requires that those who operate as agents exercising power on behalf of others must protect the interests of those persons served above all others, including themselves.

A public board member can satisfy the duty of loyalty by disclosing any personal conflicts of interest that place the constituency's goals secondary to the board member's personal concerns. Impermissible conflicts of interests are characterized by the Ohio Ethics Commission and Ohio courts as interests of a financial or fiduciary nature that divest some profit or benefit to someone other than the constituency.<sup>6</sup> For instance, an impermissible conflict and, therefore, a breach of the duty of loyalty occurs when a public official contracts with the public board that the public official serves. It is well-settled in Ohio law that a public officer may not contract with himself or herself directly or indirectly.<sup>7</sup>

Disclosure remains the best method of honoring the duty of loyalty. Once a conflict is identified, the impartial board members that remain may determine, in light of governing statutes and by-laws, whether simply removing the interested party from discussion of the matter would avoid breach of the duty of loyalty. To guard against conflicts of interest, members of public boards might adopt a disclosure policy that encourages candor among board members from the outset of service in addition to demanding disclosure of conflicts as they arise. Questionnaires distributed to new board members requesting disclosure of personal affiliations and circulation of the disclosure policy, to be signed upon review, may help to keep the board vigilant against conflicts and better able to preserve the duty of loyalty.

The duty of loyalty can also be compromised if a board member discloses too much information to persons not authorized to hear it. Members of public boards must honor the confidences of fellow board members to the extent permitted by that board's by-laws and applicable regulations. Ohio's Sunshine Law requires that meetings of certain public bodies involving official action and deliberation of official business be held open to the public unless a specific exception authorizes a meeting in executive session.<sup>8</sup> A board's discussions during executive session are confidential, and a member who discloses the content therein not only breaches the duty of loyalty, but also may be subject to criminal penalty.<sup>9</sup>

## Duty of Care

The duty of care is also an established common law fiduciary duty most simply described as an obligation to dutifully and diligently perform the functions of a position. Preserving the duty of care involves little more than making a good faith effort to do a job well and doing just that. However, this vague description can be fleshed out in several ways that provide practical guidance for board members.

***First, know the board's mission.***

Members of public boards should be knowledgeable as to the purpose and function of the board on which they serve, and their expected contributions. If the board has adopted a formal mission statement or strategic plan, its members are obligated to have a working understanding of the goals and objectives they outline. Board members must also be familiar with the legal mandate directing the board's activity, whether it is the Ohio Revised Code or regulations devised by a superior administrative body. This knowledge helps avoid breach of the duty of care by ensuring that board members will actually know what duties to faithfully perform. Otherwise, public board members who recklessly fail to perform duties *expressly* required of them by law or perform an act expressly forbidden by law, can face criminal penalties for 'dereliction of duty'.<sup>10</sup> Incompetence that results in a board member's failure to perform an *implied* duty also constitutes a breach of the duty of care and justifies civil penalties.<sup>11</sup>

***Second, honor your commitments.***

Public board members must honor their commitments to the board (and the public) and respect the authority vested in their office by refraining from giving away too much of their power through excessive delegation of tasks.<sup>12</sup> Certainly, there are aspects of board administration that may be delegated and performed by other affiliates. However, board members who are authorized by law to exercise discretion must personally exercise that power to maintain the integrity of the office. Satisfying the duty of care also requires compliance with new or modified duties imposed on an existing office. Dutiful performance might require that board members stay informed of advances in their respective fields by attending continuing education workshops and classes. Attendance at instructional classes is but one method to ensure a board members' duties are truly performed to the best of their ability.

Public board members also honor their commitments and preserve the duty of care by regularly attending meetings prepared to participate in the decision-making process. In most instances, members of public bodies must be physically present in order to vote or be counted toward a quorum. Actions taken by a board without the requisite attendance may be subject to invalidation. Because attendance at board meetings is vital to satisfying the duty of care, if meetings are not pre-scheduled by statute, they should be scheduled at the most convenient times and intervals possible. Meetings should be conducted pursuant to formal rules of parliamentary procedure and incorporate proper record-keeping. If permitted, circulation of the agenda before the board convenes encourages thoughtful responses from the membership and increases efficiency.

***Third, seek professional help... and use it.***

Members of public bodies 'have the right, duty, and privilege in time of uncertainty to seek and receive advice and opinions from a duly constituted legal advisor and, once given, are under moral, ethical, if not legal obligation to act accordingly.'<sup>13</sup> Public board members may rely upon the opinions of accredited professionals and are encouraged to seek their advice concerning matters beyond their own expertise to ensure that the job is done right. Acquiring the assistance of a tax professional is a good example of professional assistance that promotes the duty of care. The complexities of the tax code offer no shelter for failed compliance and learned professionals can help avert disaster merely because of their familiarity and training in the field.

**Liabilities of Public Officers**

The mere fact that a public officer does not receive compensation for his or her service does not remove liability to the public for negligent or wrongful acts.<sup>14</sup> Members of public boards who are not compensated for their services are liable for their acts in a manner equivalent to those who do receive payment. Members of public boards are significantly protected from personal liability for breach of fiduciary duty by the common law and statute, particularly

if their service affords them the status of a public official. Much like the business judgment rule in corporate law, public board members granted the liberty of exercising discretion to perform duties may not be held liable or accountable simply for errors in judgment.<sup>15</sup> The Ohio Revised Code grants public qualified immunity for persons who err in determinations of law and fact while acting in good faith and within their authority.<sup>16</sup> In these circumstances good faith is presumed, and the charging party bears the burden of proving an act or actor is not entitled to immunity. Additionally, the 'Public Duty Doctrine' prevents recovery by individuals injured as a result of a public official's failure to uphold a duty absent a special relationship with that individual.<sup>17</sup> This stems from the theory that a public officer owes a duty to the public and not to individuals and, thus, failure to preserve that duty injures the public at large. If a public board acts beyond its legal authority, the public may seek the remedy of injunction to counteract the harm caused.

There are, however, activities that clearly constitute a breach of fiduciary duty and result in civil or criminal penalties against the wrongdoer. As previously stated, failure to adhere to express direction or prohibition may result in a 'dereliction of duty' sufficient to incur criminal penalty. Also, a public board member who engages in overtly criminal acts, like embezzlement or theft, clearly cannot use his or her official position as a shield from the law.

### **Public Board Members as Members of Nonprofit Boards**

Public officials who also seek to serve on public or nonprofit governing boards may do so if they qualify and are not prohibited by law from holding the position. Public board members can review the Ohio Revised Code to see if there is a prohibition against simultaneous service on a public or nonprofit board. Opinions of the Ohio Attorney General also provide direction for a public officer seeking simultaneous service as a member or trustee of a public or nonprofit board. The myriad of office/board combinations presents opportunities where specific legal guidance might be lacking. In those instances, public board members must take care to avoid simultaneous service that results in a conflict of interest between their responsibilities as a public board member and their duties and loyalties as a member of a private or nonprofit board. Finally, public officers who act in good faith bear no greater liability for the actions of the board on which they serve than do private citizens and may not be sued as individuals for the actions of the board.<sup>18</sup>

### **Conclusion**

Members of public boards are given authority to act on behalf of the public and in doing so are afforded considerable protection from public assault. However, the law provides protection only when board members reciprocate with legal compliance and preservation of the fiduciary duties. Because full compliance is possible only with an understanding of the responsibilities owed, public board members must make education and mastery of those duties a priority.

## Footnotes

- <sup>2</sup> The term ‘public board member’ as used within this article encompasses all persons who serve on public administrative boards and commissions in an official capacity, including but not limited to: county commissioners, township trustees, members of city council, members of school boards, members of zoning commissions, etc.
- <sup>3</sup> [City of Cleveland v. State Bank, 16 Ohio St. 236 \(1865\).](#)
- <sup>4</sup> [RC 1702.34\(B\)\(1\).](#)
- <sup>5</sup> [Shipbaugh v. Kimball, 19 Ohio Dec. 33, 39-40 \(1908\)](#) ([A public officer] acts only for the public; and the public are represented in the instance only by him; and the theory upon which his acts bind the public is that his acts have the public sanction, because they are exclusively in the interest of the public.’).
- <sup>6</sup> [RC 2921.42\(A\)\(4\); State ex rel. VanMeter v. Lawrence Cnty. Bd. Cmmrs., 1994 WL 323703 \(Ohio Ct. App. 4th Dist. Lawrence County 1994\); Ohio Ethics Comm. Advisory Ops. No. 93-001 \(Jan. 8, 1993\), at 3-4, No. 81-008 \(Nov. 19, 1981\) at 1.](#)
- <sup>7</sup> [State ex rel. Taylor v. Pinney, 13 Ohio Dec. 210 \(C.P. Franklin County 1902\); 1979 Op. Att’y Gen. No. 79-111; 2002 Op. Att’y Gen. No. 2002-41, 12-13.](#) However, an employer of a public official is not prohibited from doing work for the public entity on whose board the public official sits. In Advisory Opinion 86-004, dated 5-10-86, the Ohio Ethics Commission opined that, while Ohio law prohibits a member of a regional authority from voting on matters concerning the retention of legal counsel or using his or her authority to influence such decisions, it would not prohibit such member’s law firm from providing services to such regional authority. The Ethics Commission also opined that, while Ohio law prohibits a member of a regional authority who is a partner in a private law firm from having a direct interest in the profits or benefits of a contract between the authority and his firm, it does not prohibit such person from receiving a distributive share of partnership profits generated by the representation of such regional authority, provided he or she does not render the services personally. Advisory Opinion 86-004, Ohio Ethics Commission.
- <sup>8</sup> [RC Chapt. 121. Municipal corporations operating under Home Rule Amend. are not governed by the Sunshine Law and must therefore consult the Ohio Constitution regarding the scope of board confidentiality. City Com. of Piqua v. Piqua Daily Call, 64 Ohio App.2d 222, 412 N.E.2d 1331 \(1979\).](#)
- <sup>9</sup> [RC 102.03](#) provides that it is unlawful for a public official or employee to ‘disclose or use, without appropriate authorization, any information acquired by the public official or employee in the course of the public official’s or employee’s official duties that is confidential because of statutory provisions, or that has been clearly designated to the public official or employee as confidential when that confidential designation is warranted because of the status of the proceedings or the circumstances under which the information was received and preserving its confidentiality is necessary to the proper conduct of government business.’ [RC 102.99](#) specifies that violation of [RC 102.03](#) constitutes a first degree misdemeanor.
- <sup>10</sup> 15 O. JUR. Civil Servants and Other Public Officers and Employees § 362.; [RC 2921.44\(E\).](#)
- <sup>11</sup> [State v. Gaul, 117 Ohio App.3d 839, 849-852, 691 N.E.2d 760, 766-768 \(1997\).](#)
- <sup>12</sup> [Kelley v. Cincinnati, 7 Ohio N.P.360, 9 Ohio Dec. 611 \(C.P. 1899\); Bell v. Bd. Twp. Trs. Lawrence Cnty General Hosp., 34 Ohio St.2d 70, 296 N.E.2d 276 \(1973\).](#)
- <sup>13</sup> [State ex rel. Reeder v. Municipal Civil Service Commission, 82 Ohio L. Abs. 225, 165 N.E.2d 490 \(1959\).](#)
- <sup>14</sup> 12 O. JUR. 3d Agency & Indep. Contrac. §105.

- <sup>15</sup> 15 O. JUR. 3d.Civil Servants and Other Public Officers and Employees § 355.; *State v. Bair*, 71 Ohio St. 410 (1905); *Reckman v. Keiter*, 109 Ohio App. 81, 164 N.E.2d 448 (1959).
- <sup>16</sup> *Leibson v. Ohio Dep't of Mental Retardation & Developmental Disabilities*, 84 Ohio App. 3d 751, 618 N.E.2d 232 (1992); *Catalina v. Crawford*, 19 Ohio App.3d 150, 483 N.E.2d 486 (1984).
- <sup>17</sup> *Brodie v. Summit County Children Services Bd.*, 51 Ohio St.3d 112, 554 N.E.2d 1301 (1990); *Elliot v. Ohio Dep't of Ins.*, 88 Ohio App.3d 1, 623 N.E.2d 87 (1993).
- <sup>18</sup> *Harris v. Davis Constr. Systems, Inc.*, 34 Ohio App.3d 350, 518 N.E.2d 956 (10th Dist. Franklin County 1986).

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**BOARD OF TRUSTEES  
FRANKLIN NEW COMMUNITY AUTHORITY**

The Board of Trustees (the "Board") of the Franklin New Community Authority (the "Authority") met on June 12, 2023 at 10:00 a.m. at the City of Franklin Administrative Offices, One Benjamin Franklin Way, Franklin, Ohio 45005, with the following members present:

M\_\_\_. \_\_\_\_\_  
M\_\_\_. \_\_\_\_\_  
M\_\_\_. \_\_\_\_\_  
M\_\_\_. \_\_\_\_\_  
M\_\_\_. \_\_\_\_\_  
M\_\_\_. \_\_\_\_\_  
M\_\_\_. \_\_\_\_\_

M\_\_\_. \_\_\_\_\_ introduced the following resolution and M\_\_\_. \_\_\_\_\_ moved its passage:

RESOLUTION NO. 2023-01

A RESOLUTION ADOPTING BY-LAWS PURSUANT TO OHIO REVISED  
CODE SECTION 349.04.

WHEREAS, the Franklin New Community Authority (the "Authority") has been created and the Board of Trustees of the Authority (the "Board") has been appointed pursuant to the authority contained in Ohio Revised Code Chapter 349; and

WHEREAS, pursuant to Ohio Revised Code Section 349.04, the Board is obligated to establish by-laws governing the administration of the affairs of the Authority.

NOW, THEREFORE, BE IT RESOLVED by the Board that:

Section 1. This Board hereby formally adopts the By-Laws of the Franklin New Community Authority Board of Trustees (the "By-Laws"), which By-Laws are attached as Exhibit A to this Resolution.

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

Section 3. This Resolution shall be in full force and effect immediately upon its passage.

M. \_\_\_\_\_ seconded the motion and, after discussion, a roll call vote was taken and the results were:

Voting Aye: \_\_\_\_\_

Voting Nay: \_\_\_\_\_

Passed: \_\_\_\_\_, 2023

BOARD OF TRUSTEES,  
FRANKLIN NEW COMMUNITY  
AUTHORITY

Attest: \_\_\_\_\_  
Secretary

\_\_\_\_\_  
Chairperson

CERTIFICATE

The undersigned Secretary of the Board of Trustees of the Franklin New Community Authority hereby certifies that the foregoing is a true copy of a resolution duly passed by the Board of Trustees of said Authority on \_\_\_\_\_, 2023.

\_\_\_\_\_  
Secretary  
Franklin New Community Authority

Exhibit A

By-Laws of the Franklin New Community Authority Board of Trustees

[See Attached]

**BY-LAWS**  
**OF THE**  
**BOARD OF TRUSTEES**  
**OF THE**  
**FRANKLIN NEW COMMUNITY AUTHORITY**

The Franklin New Community Authority (the “Authority”) was established under Chapter 349 of the Ohio Revised Code pursuant to Ordinance 2023-10 approved on April 17, 2023 by the City Council of the City of Franklin, Ohio (the “City Council”).

These by-laws represent the official action of the Board of Trustees pursuant to the authority granted them under Chapter 349 of the Ohio Revised Code and are to govern the conduct of the Board’s operation of the Franklin New Community Authority. The Board shall exercise all powers granted to it under Chapter 349 of the Ohio Revised Code pursuant to these by-laws, which shall become effective upon adoption by the Board and shall be subject to amendment only as provided in Article VI hereof.

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ARTICLE I  
OFFICES

Section 1.1. Principal Office. The principal office of the Franklin New Community Authority (the “Authority”) and of the Board of Trustees (the “Board”) shall be located at One Benjamin Franklin Way, Franklin, Ohio 45005.

Section 1.2. Other Offices. The Board may establish other offices at such other places as shall be designated from time to time by the Board.

**(END OF ARTICLE I)**



ARTICLE II  
BOARD OF TRUSTEES

Section 2.1. Powers. All of the powers of the Authority shall be exercised by its Board, but, without relief of such responsibility, the Board may delegate such powers to committees of the Board or the officers and employees of the Board.

Section 2.2. Number of Trustees. Pursuant to Section 349.04 of the Ohio Revised Code and Ordinance No. 2023-31, approved on April 17, 2023 by the City Council of the City of Franklin (the “City Council”), the number of Trustees is fixed at seven (7), three (3) of whom are citizen members (“Citizen Members”) to represent the interests of present and future residents of the new community district established as of April 17, 2023 by the City Council by Ordinance No. 2023-10, passed on April 17, 2023 (the “New Community District”), one (1) of whom is to serve as a representative of local government (the “Local Government Member”), and three (3) of whom are to serve as representatives of the City of Franklin, Ohio, in its capacity as statutory developer (the “Developer”) as the developer members (the “Developer Members”).

Section 2.3. Terms of Office. Each Trustee shall hold office for a term of two (2) years from the date of his or her appointment, except that two (2) of each of the initial Citizen Members and Developer Members were appointed to serve an initial one (1) year term in order to provide the membership of the Board with two (2) year overlapping terms.

Section 2.4. Replacement by Elected Members. Section 5(d) of the Petition for Establishment of the Franklin New Community Authority as a New Community Authority under Ohio Revised Code (the “Petition”), which Petition was filed pursuant to Ohio Revised Code Section 349.03 by the Developer, as statutory developer for the purposes of Ohio Revised Code Chapter 349 of the New Community District, contemplates that certain bonds or notes (the “Bonds”) will be issued by the Authority, by the City of Franklin, by an Ohio port authority, or by one or more governmental entities in

cooperation with the Authority, the City of Franklin, or an Ohio port authority for the purposes of financing Community Facilities, as that term is defined within the Petition. For so long as the Bonds shall remain outstanding, Trustees shall be appointed pursuant to the process set forth in Section 2.2 hereof. After the Bonds are no longer outstanding, Trustees shall be elected in accordance with the provisions of Ohio Revised Code Section 349.04 according to procedures established by the Board.

Section 2.5. Resignation and Removal. Any Citizen Member of the Board and the Local Government Member may resign by submitting their resignation to the City Council, and such resignation shall take effect immediately or at such other time as the resigning Trustee may have specified in the written notice of resignation. Any Developer Member may resign by submitting his or her written resignation to the Developer, with a copy thereof to the Chairperson of the Board and a copy to the City Council. Any Citizen Member or the Local Government Member may be removed by the City Council at any time for misfeasance, nonfeasance, or malfeasance in office. Developer Members may be removed by the Developer at any time without showing of cause. Removal shall be accomplished by written communication from the removing authority delivered to the Chairperson and Secretary of the Board.

Section 2.6. Vacancies. A vacancy upon the Board shall be deemed to exist upon the death, incapacity, resignation, removal, or expiration of term of office of any Trustee. The City Council may appoint a successor Trustee for the remainder of an unexpired term to fill a vacancy for any of the Citizen Members or the Local Government Member. The Developer may appoint a successor Trustee for the remainder of an unexpired term to fill a vacancy for any of the Developer Members. The City Council shall fill vacancies by legislation duly approved by the City Council, a certified copy of which shall be

delivered to the Chairperson and Secretary of the Board. The Developer shall fill vacancies by written notice delivered to the Chairperson and Secretary of the Board.

Section 2.7. Compensation. Members of the Board shall serve without compensation; provided, however, that with the prior written approval of the Board, Members may be reimbursed for costs incurred in connection with the fulfillment of Member responsibilities hereunder or as otherwise provided in Ohio Revised Code Chapter 349.

**(END OF ARTICLE II)**

ARTICLE III  
OFFICERS

Section 3.1. Officers. The officers of the Board shall be Chairperson, Vice-Chairperson, Secretary and Treasurer, and any other officers as the Board may additionally designate from time to time. The Chairperson and Vice-Chairperson shall be Members of the Board and elected by the Board. The Secretary and Treasurer of the Board shall be appointed by the Board. The Secretary, Treasurer, and any other officers may, but need not be, Members of the Board.

Section 3.2. Chairperson. The Chairperson shall preside at all Meetings of the Board (as such term is defined in Section 4.3), shall perform all applicable duties commonly incident to the position of chief executive officer of a board or commission of a public body or public agency in the State of Ohio, and shall have authority to exercise general supervision over the business of the Authority. The Chairperson shall be the chief executive officer of the Authority and the Board for the purpose of service of civil process, and is authorized to accept such service on behalf of the Authority or the Board; and shall perform such other duties and have such other powers as may be provided from time to time by the Board.

Section 3.3. Vice-Chairperson. The Vice-Chairperson shall perform the duties and have the authority of the Chairperson during the absence of the Chairperson or the inability of the Chairperson to perform his or her duties, shall preside at all Meetings of the Board in the absence of the Chairperson or when the Chairperson shall for any reason vacate the chair, and shall perform such other duties and have such other authority as may be provided from time to time by the Board. When performing the duties and having authority of the Chairperson, the Vice-Chairperson shall have all powers of the Chairperson. At any Meeting of the Board from which both the Chairperson and the Vice-Chairperson are absent, the Board, by a majority vote of those present, may select a member of the Board present to serve as presiding officer for that Meeting.

Section 3.4. Secretary and Treasurer.

(a) The Secretary and the Treasurer will report administratively to the Chairperson and will assist and inform the Chairperson and the Board in matters relating to the duties of those offices. Additional duties as are consistent with those respective positions may be assigned by the Board.

(b) The Secretary shall attend all Meetings of the Board and keep accurate records of the proceedings at such Meetings, which shall be attested by the Secretary; shall have such authority and perform such duties as are provided by law for such office and such duties as may at any time and from time to time, be assigned by the Board; shall have custody of and maintain all Minutes, resolutions, records, documents and files of the Board except financial records; and shall certify any such Minutes, resolutions, records or documents as true and exact copies thereof. Any seal of the Authority shall be maintained in the custody of the Secretary. The Secretary, if not a Member of the Board, may receive such compensation as the Board may from time to time provide and may be required by the Board to provide a surety bond.

(c) The Treasurer shall be the fiscal officer of the Authority and shall maintain all financial records of the Authority and accurate books of account of the Authority's financial transactions. The Treasurer, if not a Member of the Board, may receive such compensation as the Board may from time to time provide and may be required by the Board to provide a surety bond.

The Treasurer shall have the care and custody of the funds of the Authority except as otherwise provided by the Board.

(d) Except for responsibilities which can be discharged only by the Secretary or the Treasurer personally, the Secretary or the Treasurer shall be deemed to have discharged their respective responsibilities hereunder if they shall have caused the same to be discharged by another person properly authorized by the Secretary or Treasurer, as applicable, or by the Board.

Section 3.5. Assistants to Officers. The Board may appoint from time to time such assistants to officers, as the Board deems appropriate. Subject to the provisions of any such appointment, any such assistant officer shall perform any and all of the duties, and have the authority and powers of, the officer to whom such assistant is an assistant officer, excepting only such duties, authority and powers that may, as provided by law or by these By-Laws, only be fulfilled, performed or exercised by the officer himself or herself; and shall perform such other duties and discharge such other responsibilities as the Board from time to time may require. The Board may require that an assistant officer provide a surety bond.

Section 3.6. Terms of Office. Except as the Board may otherwise provide, the terms of office for the Chairperson and Vice-Chairperson shall be one (1) year and until their respective successors take office; provided that if any such officer shall cease to be a member of the Board, he or she shall also cease to be such officer. Such officers shall be elected annually at the organizational Meeting of the Board (or at such other Meeting as established by the Board), and such officers shall take office upon their election. Terms of office for all officers other than the Chairperson and Vice-Chairperson shall be as specified by the Board and, if not specified, shall be at the pleasure of the Board.

Section 3.7. Resignation. Any officer of the Board may resign his or her position as such officer by giving written notice of such resignation to the Chairperson, provided that in the event of resignation of the Chairperson, such written notice shall be given to the Vice-Chairperson. Such resignation shall be effective as of the date stated in such resignation, or if there be no such date stated, then as of the date of its receipt by the proper officer. The officer receiving such resignation shall promptly

transmit notice of any such resignation to the Board, but no such resignation shall require acceptance by the Board.

Section 3.8. Removal. All officers who serve at the pleasure of the Board shall be subject to removal by the Board at any time.

Section 3.9. Vacancies. A vacancy in any office of the Board shall be filled by the Board for the unexpired term of such officer.

**(END OF ARTICLE III)**

ARTICLE IV  
MEETINGS

Section 4.1. Quorum. A majority of the Members of the Board shall constitute a quorum and the concurrence of a majority of a quorum shall be sufficient for any action taken by the Board, provided that a quorum is present when such concurrence is reached and a majority of those members constituting such quorum are Members not appointed by the Developer, as required by Chapter 349 of the Ohio Revised Code. Any number less than a quorum may adjourn a Meeting of the Board or recess it to a stated date and time.

Section 4.2. Place of Meeting. All Meetings of the Board shall be held at the City Hall, One Benjamin Franklin Way, Franklin, Ohio 45005, designated alternate meeting places, or, subject to Section 4.3 hereof, at such other place as may be designated by the Board at a preceding Meeting of the Board, or as may be designated in the notice of the Meeting of the Board as hereinafter provided.

Section 4.3. Meetings.

(a) Regular meetings of the Board or of any duly appointed committee of the Board at which meeting a majority of the members of the committee are present (each a “Regular Meeting”, collectively “Regular Meetings”) of which no notice need be given, shall be held on the dates and at the times and places as determined by motion of the Board or of the committee, as appropriate, duly adopted at a preceding Regular Meeting. The first Meeting of the Board and, annually thereafter, the first Meeting in that calendar year, will constitute the organizational Meeting at which officers are elected and regular meeting dates established.

(b) Special meetings of the Board or of any duly appointed committee of the Board at which meeting a majority of the members of the committee are present (each a “Special Meeting”, collectively “Special Meetings”) may be called at any time by the Chairperson, or the Vice-Chairperson, or the Secretary, or any three Members of the Board, by giving notice, or causing



notice to be given to all Members of the Board or the committee, as appropriate, of the date, hour and place of the meeting. Such notice may be given in writing, either electronically or otherwise, or orally in person or by telephone at least twenty-four (24) hours prior to the meeting, or by letter (i) mailed by postage prepaid first-class mail or sent by telegram, addressed to the residence or business address of each member, at least forty-eight (48) hours prior to the meeting or (ii) delivered to such residence or business address of each member at least twenty-four (24) hours prior to the meeting.

(Regular Meetings, Special Meetings, organizational meetings, and Emergency Meetings (as defined in Section 5.4(d)) are collectively referred to in these By-laws as “Meetings”; such reference is intended to conform to the definition set forth in Section 121.22(B)(2) of the Ohio Revised Code.)

(c) Notice of any Meeting need not be given to any member of the Board or member of a committee if such notice is waived by that member in writing before, during, or after such Meeting, or if that member shall be present at that Meeting. Any Special Meeting shall be a valid Meeting without notice having been given thereof if all of the Members of the Board or members of a committee shall be present at that Special Meeting. Any subject matter may be considered at any Meeting of the Board.

Section 4.4. Conduct of Meetings. Meetings of the Board shall be conducted in accordance with the following procedures:

(a) Order of Business: The business of Regular Meetings of the Board shall be transacted in the following order:

1. Roll call.

2. Submission of Minutes of the preceding Regular Meeting and of any Special Meetings subsequent thereto.
3. Reports and communications from officers of the Board.
4. Other reports and communications.
5. Reports of standing committees.
6. Reports of special committees.
7. Consideration of pending resolutions and motions.
8. Introduction of new resolutions and motions.
9. Other business.
10. Adjournment.

(b) Resolutions and Motions: Action of the Board shall be by resolution or motion. Resolutions shall be in written form. Motions shall be presented, seconded, and acted upon, in accordance with this section. Upon request of any Member, any motion shall be reduced to writing. Any motion may be withdrawn by the maker with the consent of the second, before it has been amended or voted upon. All motions which have been entertained by the Member presiding at the Meeting, and the disposition thereof, shall be entered upon the Minutes of the Meeting.

(c) Addressing the Meeting: Persons wishing to address the Board must make advance written request for time to present oral communications to the Board. This written request must be placed in the hands of the Chairperson or any Member of the Board for presentation to the Board at least two hours before the meeting of the Board at which such time is requested, and it must specify both the subject matter of the proposed communication and the amount of time requested. The Chairperson may allocate such time to such persons as requested hereunder as in his or her

discretion seems reasonable and feasible, subject to the right of the Board to provide a different allocation, or to end the discussion by a majority vote of the Members present.

(d) Vote: Any Member of the Board shall be permitted to change his or her vote until roll call has been verified and result declared. Subject to intervening rights of third parties, motions for reconsideration on any vote may be made by any Member who was in the majority on such vote, and any such motion must be made not later than the next Regular Meeting or Special Meeting following the Meeting at which such original vote was taken.

(e) Division of Question: If any question contains two (2) or more divisible propositions, the Member presiding at the Meeting may, and upon request of any Member shall, divide the same.

(f) Robert's Rules of Order: To the extent not otherwise provided by these By-Laws, Meetings shall be conducted in accordance with the latest published edition of Robert's Rules of Order. Any rules of procedure may be waived by the affirmative vote of all Members of the Board present at the Meeting at which waived.

#### Section 4.5. Minutes.

The Minutes of each Meeting shall be promptly prepared, filed, and maintained in a minute book to be kept by the Secretary. With respect to each Meeting, there shall be shown in the Minutes the date and place at which the Meeting was held, the names of the Members present, a summary of actions there taken, the resolutions and motions adopted and a record of the vote of each Member present. Resolutions adopted shall be identified in such Minutes by appropriate reference to number of title. Said minute book shall be open to the inspection of the public at all reasonable times.

Section 4.6. Absence of Secretary. In the event the Secretary and any Assistant Secretary are absent from any Meeting which the Secretary or any Assistant Secretary is required to attend, the Member presiding at such Meeting shall designate a person, who need not be a Member of the Board, as acting secretary to record the Minutes of the Meeting and attest any resolutions adopted at such Meeting; any such acting secretary may also certify as to the authenticity of any resolution adopted at such Meeting or to the correctness of a copy or extract of the Minutes of such Meeting.

**(END OF ARTICLE IV)**

ARTICLE V  
RULES FOR NOTIFICATION OF MEETINGS  
TO THE PUBLIC AND NEWS MEDIA

Section 5.1. Public Meetings and Purposes. Meetings of the Board and of any duly appointed committee of the Board at which meeting a majority of the members of the committee are present shall be held, and notice thereof given, in accordance with Section 121.22, Revised Code, and this Article V. The purposes of the rules contained in this Article V are: (a) to establish a reasonable method for any person to determine the time and place of all Regular Meetings and the time, place and purpose of all Special Meetings, (b) to make provisions for giving advance notice of Special Meetings to the news media that have requested notification, and (c) to make provisions for persons to request and obtain reasonable advance notification of all Meetings at which any specific type of public business is to be discussed. The rules contained in this Article V are in addition to any applicable legal requirements as to notices to Members of the Board or to others in connection with specific meetings or specific subject matters.

Section 5.2. Notice of Regular and Organizational Meetings.

(a) The Secretary of the Board shall publish a statement of the time and place of Regular Meetings (other than the organizational Meeting), if any, for each calendar year not later than the second day preceding the day of the first Regular Meeting (other than the organizational Meeting), if any, of the calendar year of the Board. (For purposes of this Article V, “day” means calendar day, and “publish” means to display a written copy within the Franklin City Hall or Administrative Building, electronically post a notification on the City of Franklin’s website or social media, or to deliver a notification in writing via mail, electronic transmission, telegraph or personal delivery to a newspaper of general circulation in the New Community District.) If at any time during the calendar year, the time or place of Regular Meetings, or of any Regular Meeting, is changed on a permanent or temporary basis, a statement of the time and place of such changed

Regular Meetings shall be so published by the Secretary at least twenty-four (24) hours before the time of the first changed Regular Meeting.

(b) The Secretary shall publish a statement of the time and place of any organizational Meeting of the Board at least twenty-four (24) hours before the time of such organizational Meeting.

(c) Upon the adjournment of any Regular or Special Meeting to another day, the Secretary shall promptly publish notice of the time and place of such adjourned Meeting.

Section 5.3. Notice of Special Meetings.

(a) Except in the case of an Emergency Meeting referred to in section 5.4(d) below, the Secretary shall, no later than twenty-four (24) hours before the time of a Special Meeting, publish a statement of the time, place, and purposes of such Special Meeting.

(b) The statement under this Section 5.3 and the notifications under Section 5.4 shall state such specific or general purpose or purposes then known to the Secretary to be intended to be considered at such Special Meeting and may state, as an additional general purpose, that any other business as may properly come before the Board or any duly appointed committee of the Board at such Special Meeting may be considered and acted upon.

Section 5.4. Notice to News Media of Special Meetings.

(a) Any news medium organization that desires to be given advance notification of Special Meetings shall file with the Secretary a written request therefor. The Secretary may then provide written or electronic notice to the requesting party. Written requests for notice must be accompanied with adequate prepaid postage.

Except in the event of an emergency requiring immediate official action as set forth in Section 5.4(d) below, a Special Meeting shall not be held unless at least twenty-four (24) hours

advance notice of the time, place and purpose of such Special Meeting is given to the news media that have requested such advance notification in accordance with Section 5.4(b) below.

(b) News media requests for such advance notification of Special Meetings shall specify: the name of the medium, the name and address of the person to whom written notifications to the medium may be mailed, telegraphed or delivered, and the names, addresses and telephone numbers (including addresses and telephone numbers at which notifications may be given either during or outside of business hours) of at least two (2) persons to either one of whom oral notification to the medium may be given.

(For purposes of this Article V, “oral notification” means notification given orally either in person or by telephone, directly to the person for whom such notification is intended, or by leaving an oral message for such person at the address, or if by telephone at the telephone number, of such person as shown on the records kept by the Secretary under this Article V. “Written notification” means notification in writing mailed, electronically transmitted, telegraphed or delivered to the address of the person for whom such notification is intended as shown on the records kept by the Secretary under this Article V, or in any way delivered to such person. If mailed, such notification shall be mailed by first-class mail, deposited in a U.S. Postal Service mailbox no later than the second day preceding the day of the Meeting to which such notification refers, provided that at least one regular mail delivery day falls between the day of mailing and the day of such Meeting.)

Any such request shall be effective for one (1) year from the date of filing with the Secretary or until the Secretary receives written notice from such medium canceling or modifying such request, whichever is earlier. Each requesting news medium shall be informed of such period of effectiveness at the time it files its request. Such requests may be modified or extended only by

filing a complete new request with the Secretary. A request shall not be deemed to be made unless it is complete in all respects, and such request may be conclusively relied on by the Board, its duly appointed committee and the Secretary.

(c) The Secretary shall give such oral notification or written notification, or both, as the Secretary determines, to the news media that have requested such advance notification in accordance with Section 5.4(b) above, of the time, place and purposes of each Special Meeting, at least twenty-four (24) hours prior to the time of such Special Meeting.

(d) In the event of an emergency requiring immediate official action, a Meeting may be held without giving twenty-four (24) hours advance notification thereof to the requesting news media (“Emergency Meeting”). The persons calling such Emergency Meeting, or any one or more of such persons or the Secretary on their behalf, shall immediately give oral notification or written notification, or both, as the persons or persons giving such notification determine, of the time, place and purposes of such Emergency Meeting to such news media that have requested such advance notification in accordance with Section 5.4(b) above. The Minutes or the call, or both, of any such Emergency Meeting shall state the general nature of the emergency requiring immediate official action.

Section 5.5. Notification of Discussion of Specific Types of Public Business.

(a) Any person, upon written request as provided herein, may obtain reasonable advance notification of all Meetings at which any specific type of public business is scheduled to be discussed.

Such person may file a written request with the Secretary specifying: the person’s name, and the addresses and telephone numbers at or through which the person can be reached during, and outside of, business hours, the specific type of public business the discussion of which the



person is requesting advance notification, and the number of calendar months (not to exceed twelve (12)) that the request covers. Such request may be canceled by written request from such person to the Secretary.

Each such written request shall be accompanied by stamped self-addressed envelopes sufficient in number to cover the number of Regular Meetings during the time period covered by the request and an estimated number of twelve (12) Special Meetings. The Secretary shall notify in writing the requesting person when the supply of envelopes is running out, and if the person desires advance notification after such supply has run out, such person must deliver to the Secretary an additional reasonable number of stamped self-addressed envelopes as a condition to receiving further notifications.

Such requests may be modified or extended only by filing a complete new request with the Secretary. A request shall not be deemed to be made unless it is complete in all respects, and such request may be conclusively relied on by the Board, its duly appointed committee, and the Secretary.

(b) The Secretary shall give such advance notification under this Section 5.5 by written notification, or by oral notification, or both, as the Secretary determines.

The contents of written notification under this Section 5.5 may be a copy of the agenda of the Meeting. Written notification under this Section 5.5 may be accomplished by giving advance written notification, via copies of the agendas, of all Meetings that are the subject of such request.

Section 5.6. General.

(a) Any person may visit or telephone the office of the Secretary during that office's regular office hours to determine, based on information available at that office: the time and place of Regular Meetings; the time, place and purposes of any then known Special Meetings; and

whether the available agenda of any such future Meeting states that any specific type of public business, identified by such person, is to be discussed at such Meeting.

(b) Any notification provided herein to be given by the Secretary may be given by any person acting on behalf of or under the authority of the Secretary.

(c) A reasonable attempt at notification shall constitute notification in compliance with this Article V.

(d) A certificate by the Secretary as to compliance with this Article V shall be conclusive upon the Board or its duly appointed committee.

**(END OF ARTICLE V)**

ARTICLE VI  
CONSTRUCTION AND AMENDMENT OF BY-LAWS

Section 6.1. Construction and Severability. Each Article and Section herein shall be construed, if and to the extent possible, in a manner consistent with the laws of the State of Ohio (and, particularly, Chapter 349 of the Ohio Revised Code) and the United States of America. If and to the extent that any provision or application thereof shall be deemed in conflict with any such laws, such provision or application thereof shall be void, but each provision shall be deemed separable from every other provision and its invalidity, or the invalidity of any application thereof, shall not affect any other provision or any lawful application thereof.

Section 6.2. Amendments. These By-Laws, and any portions thereof, may at any time, and from time to time, be amended, supplemented, added to, superseded and changed by a majority vote of the Board.

**(END OF ARTICLE VI)**

**BOARD OF TRUSTEES  
FRANKLIN NEW COMMUNITY AUTHORITY**

The Board of Trustees (the “Board”) of the Franklin New Community Authority (the “Authority”) met on June 12, 2023 at 10:00 a.m. at the City of Franklin Administrative Offices, One Benjamin Franklin Way, Franklin, Ohio 45005, with the following members present:

M\_\_\_. \_\_\_\_\_  
M\_\_\_. \_\_\_\_\_  
M\_\_\_. \_\_\_\_\_  
M\_\_\_. \_\_\_\_\_  
M\_\_\_. \_\_\_\_\_  
M\_\_\_. \_\_\_\_\_  
M\_\_\_. \_\_\_\_\_

M\_\_\_. \_\_\_\_\_ introduced the following resolution and M\_\_\_. \_\_\_\_\_ moved its passage:

RESOLUTION NO. 2023-02

A RESOLUTION ADOPTING A PUBLIC RECORDS POLICY AND A  
RECORDS RETENTION SCHEDULE IN ACCORDANCE WITH OHIO  
LAW

WHEREAS, the Ohio Public Records Act found in Ohio Revised Code Chapter 149 requires each public office, including a new community authority established under Ohio Revised Code Chapter 349, to maintain open records that are available for inspection by the public; and

WHEREAS, it is advisable to adopt a public records policy and records retention schedule ensuring compliance with all applicable requirements found in the Ohio Public Records Act.

NOW, THEREFORE, BE IT RESOLVED by the Board that:

Section 1. This Board hereby formally adopts the Franklin New Community Authority Public Records Policy (the “Policy”), which Policy is attached as Exhibit A to this Resolution, and the Franklin New Community Authority Records Retention Schedule (the “Schedule”), which Schedule is attached as Exhibit B to this Resolution.

Section 2. This Board hereby finds and determines that all formal actions taken relative to the passage of this Resolution were taken in an open meeting of this Board, and that all deliberations of this Board and of its committees, if any, which resulted in

formal action, were taken in meetings open to the public, in full compliance with applicable legal requirements.

Section 3. This Resolution shall be in full force and effect immediately upon its passage.

M. \_\_\_\_\_ seconded the motion and, after discussion, a roll call vote was taken and the results were:

Voting Aye: \_\_\_\_\_

Voting Nay: \_\_\_\_\_

Passed: \_\_\_\_\_, 2023

BOARD OF TRUSTEES,  
FRANKLIN NEW COMMUNITY  
AUTHORITY

Attest: \_\_\_\_\_  
Secretary

\_\_\_\_\_  
Chairperson

CERTIFICATE

The undersigned Secretary of the Board of Trustees of the Franklin New Community Authority hereby certifies that the foregoing is a true copy of a resolution duly passed by the Board of Trustees of said Authority on \_\_\_\_\_, 2023.

\_\_\_\_\_  
Secretary  
Franklin New Community Authority

Exhibit A

Public Records Policy

[See Attached]

**FRANKLIN NEW COMMUNITY AUTHORITY  
FRANKLIN, OHIO**

**PUBLIC RECORDS POLICY**

**INTRODUCTION**

As a public office in the State of Ohio, the Franklin New Community Authority (the “Authority”) is subject to the Ohio Public Records Act as provided in Ohio Revised Code Section 149.43 (the “Act”), which Act provides for prompt inspection of public records and requires that copies of existing public records be provided in a reasonable period of time. It is the policy of the Authority to strictly adhere to the Act.

**DEFINITIONS**

“**Record**” is defined by the Ohio Revised Code and generally includes any item that is kept by a public office that: (1) is stored on a fixed medium (items such as photographs, negatives, videos, maps, voice mails, e-mails, and computer files might constitute “records”); (2) is created, received, or sent under the jurisdiction of a public office, and (3) documents the organization, functions, policies, decisions, procedures, operations, or other activities of the public office.

“**Public Record**” is defined by the Ohio Revised Code and generally includes all records maintained by or for the Authority unless the records are specifically exempt from disclosure under the Ohio Revised Code or the disclosure of the record(s) is prohibited by state or federal law.

**POLICY**

**Section 1.      Availability of Public Records**

It is the policy of the Authority that, as required by law, the Authority shall organize and maintain its records in a manner such that they can be made available for inspection or copying. The Authority will post this public records policy in a conspicuous location.

The Authority will provide prompt inspection of records, if requested. Public records will be available for inspection at all reasonable times during regular business hours between 8:30 a.m. and 4:00 p.m. Upon request, the Authority will make copies of public records available within a reasonable time and as outlined in this Policy.

**Section 2.      Records Requests**

Public records requests need not be submitted in writing. The requester need not identify himself or herself, and will not be required to disclose the intended use of the requested information. Requesters are encouraged, but not required, to submit written requests that describe the documents sought in sufficient detail to assist the Authority in identifying the documents sought.

If a request is denied, in whole or in part, the requester shall be provided an explanation including the legal authority setting forth why the request was denied. Any information that is exempted from disclosure will be redacted from the document and the reason for the redaction noted.

### **Section 3. Time for Satisfying Public Records Requests**

Each request should be evaluated for an estimated length of time required to gather the records. Public records must be made available for inspection promptly. Copies of public records must be made available within a reasonable time. “Prompt” and “reasonable” take into account the volume of records requested, location of records, need for legal review, and any other factors which reasonably impact the time for satisfying a public records request.

### **Section 4. Costs for Public Records Requests**

The Authority will only charge its actual cost for copies, unless the cost is otherwise set by statute:

- a. First ten (10) pages of black and white 8.5 x 11 pages will be provided at no charge.
- b. All black and white 8.5 x 11 pages thereafter will be five cents (\$.05) per page (double-sided is counted as one (1) page).

Upon request, the Authority shall provide copies of public records via the U.S. mail or by any other reasonable means of delivery transmission. The Authority may transmit documents electronically if, in the Authority’s discretion, electronic transmission is feasible. There will be no charge for documents that are transmitted electronically. The Authority may require prepayment of the cost of copies in addition to costs associated with mailing such copies.

### **Section 5. Public Records Officer**

The Authority has designated its duly-appointed Secretary and his or her successors to serve as its public records officer and records custodian.

### **Section 6. Application of Law**

Notwithstanding the existence of this policy, the Authority hereby informs the public that it shall comply with the requirements of the Ohio Public Records Act, including, but not limited to, Section 149.43 of the Ohio Revised Code, and that the provisions of the Ohio Public Records Act, and any amendments thereto, supersede and take precedence over this policy. The Authority retains the right to amend this policy at any time in accordance with the Act.

### **Section 7. Effective Date and Revisions**

Effective: June 12, 2023.



Exhibit B

Records Retention Schedule

[See Attached]



**Ohio Historical Society**  
**State Archives of Ohio**  
**Local Government Records Program**

800 E. 17<sup>th</sup> Avenue  
 Columbus, Ohio 43211-2497

Date Reviewed: \_\_\_\_\_

Form Scanned: \_\_\_\_\_

**Section A: Local Government Unit**

Franklin New Community Authority

Public Records Official,  
 Franklin New Community Authority:

Name \_\_\_\_\_

Date: \_\_/2023

**Section B: Records Commission**

Secretary, Board of Trustees  
 Franklin New Community Authority  
 c/o Bricker Graydon LLP  
 100 S. Third Street  
 Columbus, Ohio 43215  
 Telephone: 614-227-2300

Certification: I, the Chairperson of the Franklin New Community Authority ("Authority"), hereby certify that the Authority met in an open meeting, as required by ORC Section 121.22, and approved the schedules listed on this form and any continuation sheets. I further certify that the Authority will make every effort to prevent these records series from being destroyed, transferred, or otherwise disposed of in violation of these schedules and that no record will be knowingly disposed of which pertains to any pending legal case, claim, action or request. This action is reflected in the minutes kept by the Authority.

Chairperson,  
 Franklin New Community Authority:

Name \_\_\_\_\_

Date: \_\_/2023

**Section C: The Ohio History Connection - State Archives of Ohio**

Name	Title	Date
------	-------	------

**Section D: Auditor of State**

Name	Date
------	------

**Section E: Records Retention Schedule**

Franklin New Community Authority  
 See attached Records Retention Schedule.

**FRANKLIN NEW COMMUNITY AUTHORITY**

**RECORDS RETENTION SCHEDULE**

**KEY TO SCHEDULE:**

**1000 - BOARD AND ADMINISTRATIVE RECORDS**

**2000 - EMPLOYEE RECORDS**

**3000 - BUILDING RECORDS**

**4000 - CENTRAL DEPARTMENT**

**5000 - FINANCIAL RECORDS**

**6000 - PAYROLL RELATED RECORDS**

**7000 - REPORTS**

**8000 - OTHER**

\* After End of Fiscal Year

\*\* Provided Audited

\*\*\* Transient Records

Symbol meanings:

“After End of Fiscal Year” means the number of years specified plus the current year.

“Provided Audited” means the record series has been audited by the Auditor of State and the audit report released.

“Transient Records” means drafts, temporary records, or other records superseded by a later record documenting the same function, activity, policy, procedure, or other decision. Hard copies of records are maintained for three years after initial action, then microfilmed.

Schedule Number	Record Title and Description	Retention Period	For use by approving agencies	For use by Auditor of State or OHS-LGRP	RC-3 Required by OHS-LGRP
<b>1000</b>	<b>BOARD AND ADMINISTRATIVE RECORDS</b>				<input type="checkbox"/>
1101	Minutes	Permanent			<input type="checkbox"/>
1101.1	Audio Tapes	Two Years*			<input type="checkbox"/>
1102	Blueprints, Plans, Maps	Permanent			<input type="checkbox"/>
1103	Deeds, Easements, Lease, Abstracts	Permanent			<input type="checkbox"/>
1104	Board Policy Books and Other Adopted Policies	One Year After Superseded			<input type="checkbox"/>
1105	Administrative Regulations	One Year After Superseded			<input type="checkbox"/>
1106	Court Decisions	Permanent			<input type="checkbox"/>
1107	Claims and Litigation	Permanent			<input type="checkbox"/>
1201	Elections	Ten Years			<input type="checkbox"/>
1202	Records Commission (Records Disposal)	Ten Years			<input type="checkbox"/>
1203	Agreements (Bargaining and other)	Ten Years			<input type="checkbox"/>
1204	Budget Policy Files	Five Years			<input type="checkbox"/>
1301	Worker's Compensation Claims	Ten Years After Financial Payment			<input type="checkbox"/>

**SCHEDULE OF RECORDS RETENTION AND DISPOSITION  
CONTINUATION SHEET**

		Made			
1302	Rank Depository Agreements	Four Years After Completion			<input type="checkbox"/>
1303	Organization Reports	Two Years**			<input type="checkbox"/>
1304	Board Meeting Notices	One Year			<input type="checkbox"/>
1305	Agendas	One Calendar Year			<input type="checkbox"/>
1901	Transient Records	Until Superseded			<input type="checkbox"/>
<b>2000</b>	<b>EMPLOYEE RECORDS</b> ("Employee Files" include employment applications, resumes, contracts/salary notices, evaluations, personnel actions, absence certification, transcripts and any other documents which became part of the file.)				
2101	Certificated Active Employee Files	Permanent			<input type="checkbox"/>
2102	Classified Active Employee Files	Permanent			<input type="checkbox"/>
2103	Certificated Inactive Employee Files	Permanent***			<input type="checkbox"/>
2104	Classified Inactive Employee Files	Permanent***			<input type="checkbox"/>
2105	Civil Rights, Civil Service, and Disciplinary Reports	Permanent***			<input type="checkbox"/>
2106	Retirement Letters	Permanent***			<input type="checkbox"/>
2107	Substitute Records	Twenty-Five Years			<input type="checkbox"/>
2201	Employee Contracts and Salary Notices	Four Years After Termination From Employment			<input type="checkbox"/>
2202	Irregular Employee Contracts (Substitutes, etc.)	Four Years After Contract Expires			<input type="checkbox"/>

**SCHEDULE OF RECORDS RETENTION AND DISPOSITION  
CONTINUATION SHEET**

2203	Unemployment Claims	Four Years After Final Claim Paid*			<input type="checkbox"/>
2204	Unemployment Records	Four Years**			<input type="checkbox"/>
2205	Applications (not hired)	Two Years**			<input type="checkbox"/>
2206	Schedules of Employees	Fiscal Year Plus Two Years			<input type="checkbox"/>
2207	I-9 Immigration Verification Forms	Termination of Employment Plus One Year			<input type="checkbox"/>
2301	Job Descriptions	Until Superseded			<input type="checkbox"/>
2901	Transient Records	Until Superseded			<input type="checkbox"/>
<b>3000</b>	<b>BUILDINGS RECORDS</b>				
3101	Building Health Inspections	One Year*			<input type="checkbox"/>
3102	Receipts/Deposit Slips	Four Years**			<input type="checkbox"/>
3103	Budget/ Appropriation Records	Four Years**			<input type="checkbox"/>
3104	Req/Purchase Orders	Four Years**			<input type="checkbox"/>
3105	Supplies Inventories	Until Superseded			<input type="checkbox"/>
3901	Transient Records	Until Superseded			<input type="checkbox"/>
<b>4000</b>	<b>CENTRAL DEPARTMENTAL RECORDS</b>				
4101	Calendars	Five Years			<input type="checkbox"/>

**SCHEDULE OF RECORDS RETENTION AND DISPOSITION  
CONTINUATION SHEET**

4201	Repair, Installation, and Maintenance Records	Four Years**			<input type="checkbox"/>
4202	Prevailing Wage Records	Ten Years**			<input type="checkbox"/>
4203	Rental Information (Use of Facilities)	Four Years**			<input type="checkbox"/>
4204	Work Orders	Four Years**			<input type="checkbox"/>
4205	Environmental Reports and Data (Asbestos, etc.)	Four Years**			<input type="checkbox"/>
4206	Vandalism Reports	Four Years**			<input type="checkbox"/>
4207	Sales Potential Forms	Four Years**			<input type="checkbox"/>
4208	Bids and Specifications (Unsuccessful)	One Year**			<input type="checkbox"/>
4209	Bids and Specifications (Successful)	Four Years/ Completion of Project**			<input type="checkbox"/>
4210	Contractor Files (Resolutions, additions, Drawings, etc.)	Until Project Complete, If No Action Pending**			<input type="checkbox"/>
4301	Preventative Maintenance Reports	Fiscal Year Plus Two Years			<input type="checkbox"/>
4302	Warranty/Guarantee	Life/Warranty of Equipment			<input type="checkbox"/>
4303	Plant and Equipment Inventory	Until Superseded**			<input type="checkbox"/>
4304	Textbook/Workbook Inventory	Until Superseded**			<input type="checkbox"/>
4305	Supplies Inventory	Until Superseded**			<input type="checkbox"/>
4901	Transient Records	Until Superseded			<input type="checkbox"/>
<b>5000</b>	<b>FINANCIAL RECORDS</b>				

**SCHEDULE OF RECORDS RETENTION AND DISPOSITION  
CONTINUATION SHEET**

5101	Annual Financial Reports Appropriation Ledgers Budget Ledgers Revenue Journals Vendor Listing Check Register Purchase Order Listing Invoice List Account Reports Financial Summary Detail Reports	Five Years**			<input type="checkbox"/>
5102	Activity Fund Cash Journal and Ledger	Five Years**			<input type="checkbox"/>
5103	Bond Register	Twenty Years After Issue Expires			<input type="checkbox"/>
5104	Securities	Permanent***			<input type="checkbox"/>
5201	Investment Ledger	Five Years**			<input type="checkbox"/>
5202	Foundation Distribution	Five Years**			<input type="checkbox"/>
5203	Tax Settlements (Semi-Annual) and Advances	Five Years**			<input type="checkbox"/>
5204	Budgets (Annual)	Five Years**			<input type="checkbox"/>
5205	Insurance Policies	Fifteen Years After Expiration Provided All Claims Settled			<input type="checkbox"/>
5206	Contracts	Fifteen Years After Expiration			<input type="checkbox"/>
5207	Bonds and Coupons	Until Bond Issues Redeemed**			<input type="checkbox"/>
5208	Accounts Payable Ledgers	Five Years**			<input type="checkbox"/>



**SCHEDULE OF RECORDS RETENTION AND DISPOSITION  
CONTINUATION SHEET**

5209	Accounts Receivable Ledgers	Five Years**			<input type="checkbox"/>
5210	Budget Work Papers	Five Years**			<input type="checkbox"/>
5211	Vouchers, Invoices, and Purchase Order	Ten Years**			<input type="checkbox"/>
5212	Travel Expense Vouchers	Ten Years**			<input type="checkbox"/>
5213	Unemployment Claims	Five Years			<input type="checkbox"/>
5214	Employee Bonds and Board Member Bonds	Five Years			<input type="checkbox"/>
5215	Certificate of Estimated Resources	Five Years			<input type="checkbox"/>
5216	Appropriation Resolutions	Five Years			<input type="checkbox"/>
5217	Tax Apportionments, Semi-Annual	Five Years			<input type="checkbox"/>
5301	Cancelled Checks and Bank Statements	Four Years**			<input type="checkbox"/>
5302	Publication Notice	Four Years**			<input type="checkbox"/>
5303	Investment Records (May include individual record of investments, bank confirmation, wire transfers, copy of CD, etc.)	Four Years**			<input type="checkbox"/>
5304	Travel Expense Reports - Board and Employees	Four Years**			<input type="checkbox"/>
5305	State Sales Tax Reports	Four Years**			<input type="checkbox"/>
5306	Check Registers	Four Years**			<input type="checkbox"/>
5307	Deposit Slips/Cash Proofs	Four Years**			<input type="checkbox"/>

**SCHEDULE OF RECORDS RETENTION AND DISPOSITION  
CONTINUATION SHEET**

5308	Bids and Specifications (Accepted and Rejected)	Four Years**			<input type="checkbox"/>
5309	Receipt Books	Four Years**			<input type="checkbox"/>
5310	Extra Trip Records	Four Years**			<input type="checkbox"/>
5311	Monthly Financial Reports	Four Years**			<input type="checkbox"/>
5312	Accounting Data	Four Years**			<input type="checkbox"/>
5313	Contracts: Service	Four Years**			<input type="checkbox"/>
5314	Delivery/Packing Slips	One Year**			<input type="checkbox"/>
5315	Requisitions	One Year*			<input type="checkbox"/>
5901	Transient Records	Until Superseded			<input type="checkbox"/>
<b>6000</b>	<b>PAYROLL RELATED</b>				
6101	Payroll Ledgers Bi-Weekly Payroll Reports Quarterly Payroll Reports	Permanent***			<input type="checkbox"/>
6102	Earnings Registers - By Staff Member and By Calendar Year	Permanent***			<input type="checkbox"/>
6103	Monthly Payroll Reports (Leave usage and accumulation, retirement service, etc.)	Permanent***			<input type="checkbox"/>
6201	Bureau of Employment Service Quarterly Reports	Seven Years			<input type="checkbox"/>
6301	W-2 (Employer Copy)	Six Years and Current**			<input type="checkbox"/>
6302	Federal Income Tax (Quarterly/Annual)	Six Years and Current**			<input type="checkbox"/>

**SCHEDULE OF RECORDS RETENTION AND DISPOSITION  
CONTINUATION SHEET**

6303	Ohio Income Tax (Monthly/Annual)	Six Years and Current**			<input type="checkbox"/>
6304	City Income Tax (Monthly/Annual)	Six Years and Current**			<input type="checkbox"/>
6305	School Income Tax (Monthly/Annual)	Six Years and Current**			<input type="checkbox"/>
6306	Payroll Reports (All Reports Used for Each Payroll — Computer Generated — except those listed under 6101, and 6102-3 above)	Four Years**			<input type="checkbox"/>
6307	Payroll Update listings	Four Years*			<input type="checkbox"/>
6308	Payroll Calculations	Four Years**			<input type="checkbox"/>
6309	Annuity Reports	Four Years**			<input type="checkbox"/>
6310	Benefit Folder/Report	Four Years**			<input type="checkbox"/>
6311	Employee Request and/or Authorization (Sick, Vacation, Personal, or Other Leave)	Four Years**			<input type="checkbox"/>
6312	Deduction Reports Voluntary Employment Payroll Deductions	Four Years**			<input type="checkbox"/>
6313	Employee Vacation/Sick Leave Records	Four Years**			<input type="checkbox"/>
6314	Time Sheets	Six Years			<input type="checkbox"/>
6315	Overtime Authorization	Six Years			<input type="checkbox"/>
6316	Employee Insurance Bills - Medical, Dental, and Life	Four Years**			<input type="checkbox"/>
6317	Paycheck Register (Not Ledgers)	Four Years*			<input type="checkbox"/>
6318	Payroll Bank Statement	Four Years**			<input type="checkbox"/>

**SCHEDULE OF RECORDS RETENTION AND DISPOSITION  
CONTINUATION SHEET**

6401	Deduction Authorization	Until Superseded or Employee Terminated			<input type="checkbox"/>
6901	Transient Records	Until Superseded			<input type="checkbox"/>
<b>7000</b>	<b>REPORTS</b>				
7101	State Audit Reports	Five Years			<input type="checkbox"/>
7102	County Auditor, Annual Wages (for W.C.)	Five Years			<input type="checkbox"/>
7103	County Auditor: Bank Balance Certification	Five Years			<input type="checkbox"/>
7104	Transportation	Four Years**			<input type="checkbox"/>
7901	Transient Records	Until Superseded			<input type="checkbox"/>
<b>8000</b>	<b>OTHER</b>				
8101	Personnel Directory	Ten Years			<input type="checkbox"/>
8102	Handbooks, Employee	Until Superseded			<input type="checkbox"/>
8103	Directives, Standards, Laws from Local State and Federal Governmental Agencies	Until Superseded			<input type="checkbox"/>
8901	Transient Records	Until Superseded			<input type="checkbox"/>

**BOARD OF TRUSTEES  
FRANKLIN NEW COMMUNITY AUTHORITY**

The Board of Trustees (the "Board") of the Franklin New Community Authority (the "Authority") met on June 12, 2023 at 10:00 a.m. at City of Franklin Administrative Offices, One Benjamin Franklin Way, Franklin, Ohio 45005, with the following members present:

M\_\_\_. \_\_\_\_\_  
M\_\_\_. \_\_\_\_\_  
M\_\_\_. \_\_\_\_\_  
M\_\_\_. \_\_\_\_\_  
M\_\_\_. \_\_\_\_\_  
M\_\_\_. \_\_\_\_\_  
M\_\_\_. \_\_\_\_\_

M\_\_\_. \_\_\_\_\_ introduced the following resolution and M\_\_\_. \_\_\_\_\_ moved its passage:

RESOLUTION NO. 2023-03

A RESOLUTION PROVIDING FOR THE ADOPTION OF INSURANCE  
AND BOND COVERAGE FOR THE AUTHORITY AND THE BOARD, IN  
PART, PURSUANT TO OHIO REVISED CODE SECTION 349.04.

WHEREAS, the Franklin New Community Authority (the "Authority") has been created and the Board of Trustees of the Authority (the "Board") has been appointed pursuant to the authority contained in Ohio Revised Code Chapter 349; and

WHEREAS, it is necessary to extend and approve bond coverage for each of the members of the Board pursuant to Ohio Revised Code Section 349.04 and an insurance coverage plan for the Authority and the Board.

NOW, THEREFORE, BE IT RESOLVED by the Board that:

Section 1. The Chairperson, Vice-Chairperson and Treasurer, together or individually, are authorized to obtain the bond coverage and insurance coverage necessary for the Board and the Authority and agree to such coverages provided therein on behalf of the Authority and the Board, including by executing any documents necessary to secure such coverages. The Chairperson, Vice-Chairperson and Treasurer, together or individually, are authorized to cooperate with the Authority's legal counsel to obtain the necessary bond coverage and insurance coverage.

Section 2. This Board hereby finds and determines that all formal actions taken relative to the passage of this Resolution were taken in an open meeting of this Board, and that all deliberations of this Board and of its committees, if any, which resulted in

formal action, were taken in meetings open to the public, in full compliance with applicable legal requirements.

Section 3. This Resolution shall be in full force and effect immediately upon its passage.

M. \_\_\_\_\_ seconded the motion and, after discussion, a roll call vote was taken and the results were:

Voting Aye: \_\_\_\_\_

Voting Nay: \_\_\_\_\_

Passed: \_\_\_\_\_, 2023

BOARD OF TRUSTEES,  
FRANKLIN NEW COMMUNITY  
AUTHORITY

Attest: \_\_\_\_\_  
Secretary

\_\_\_\_\_  
Chairperson

CERTIFICATE

The undersigned Secretary of the Board of Trustees of the Franklin New Community Authority hereby certifies that the foregoing is a true copy of a resolution duly passed by the Board of Trustees of said Authority on \_\_\_\_\_, 2023.

\_\_\_\_\_  
Secretary  
Franklin New Community Authority

**BOARD OF TRUSTEES  
FRANKLIN NEW COMMUNITY AUTHORITY**

The Board of Trustees (the "Board") of the Franklin New Community Authority (the "Authority"), met on June 12, 2023 at 10:00 a.m., at the City of Franklin Administrative Offices, One Benjamin Franklin Way, Franklin, Ohio 45005, with the following members present:

M\_\_\_. \_\_\_\_\_  
M\_\_\_. \_\_\_\_\_  
M\_\_\_. \_\_\_\_\_  
M\_\_\_. \_\_\_\_\_  
M\_\_\_. \_\_\_\_\_  
M\_\_\_. \_\_\_\_\_  
M\_\_\_. \_\_\_\_\_

M\_\_\_. \_\_\_\_\_ introduced the following resolution and moved its passage:

RESOLUTION NO. 2023-04

RESOLUTION BUDGETING AN AMOUNT FROM THE  
EXISTING FUNDS AND ACCOUNTS OF THE AUTHORITY  
AND THE REVENUES OF THE AUTHORITY TO PAY  
ADMINISTRATIVE EXPENSES AND OTHER EXPENSES  
OF THE AUTHORITY FOR FISCAL YEAR 2023.

WHEREAS, the Franklin New Community Authority (the "Authority") has been duly created, and the Board of Trustees of the Authority (the "Board") has been duly appointed, pursuant to the authority contained in Ohio Revised Code Chapter 349; and

WHEREAS, this Board needs to budget money at this time out of the existing funds and accounts of the Authority and the revenues of the Authority in order to pay administrative expenses and other expenses of the Authority for fiscal year 2023.

NOW, THEREFORE, BE IT RESOLVED by the Board that:

Section 1. Establishment of Budget. There is hereby budgeted for fiscal year 2023 and appropriated from the existing funds and accounts of the Authority and the revenues of the Authority the amount established by the budget attached hereto as Exhibit A necessary to pay the administrative expenses and other expenses of the Authority for fiscal year 2023.

Section 2. Compliance with Open Meeting Law. This Board hereby finds and determines that all formal actions taken relative to the passage of this Resolution were

taken in an open meeting of this Board, and that all deliberations of this Board and of its committees, if any, which resulted in formal action, were taken in meetings open to the public, in full compliance with applicable legal requirements, including Ohio Revised Code Section 121.22.

Section 3. Effect. This resolution shall be in full force and effect immediately upon its passage.

M. \_\_\_\_\_ seconded the motion and, after discussion, a roll call vote was taken and the results were:

Voting Aye: \_\_\_\_\_

Voting Nay: \_\_\_\_\_

Absent:

Passed: \_\_\_\_\_, 2023

BOARD OF TRUSTEES, FRANKLIN  
NEW COMMUNITY AUTHORITY

\_\_\_\_\_  
Chairperson

Attest: \_\_\_\_\_  
Secretary

CERTIFICATE

The undersigned Secretary of the Board of Trustees of the Franklin New Community Authority hereby certifies that the foregoing is a true copy of a resolution duly adopted by the Board of Trustees of said Authority on \_\_\_\_\_, 2023.

\_\_\_\_\_  
Secretary  
Franklin New Community Authority



**EXHIBIT A**

**FISCAL YEAR 2023 BUDGET  
FOR THE  
FRANKLIN NEW COMMUNITY AUTHORITY**

**2023 Budgeted Administrative Expenses**

Insurance _____	\$ _____
Legal (Bricker Graydon)	\$ _____
Additional Expenses	\$ _____
<b>Total</b>	<b>\$ _____</b>

\*The balance of the Development Charge, after payment of the Administrative Expenses, shall be allocated to the City to pay costs of Community Facilities selected by the City.

**BOARD OF TRUSTEES  
FRANKLIN NEW COMMUNITY AUTHORITY**

The Board of Trustees (the "Board") of the Franklin New Community Authority (the "Authority") met on June 12, 2023 at 10:00 a.m. at the City of Franklin Administrative Offices, One Benjamin Franklin Way, Franklin, Ohio 45005 with the following members present:

M\_\_\_. \_\_\_\_\_  
M\_\_\_. \_\_\_\_\_  
M\_\_\_. \_\_\_\_\_  
M\_\_\_. \_\_\_\_\_  
M\_\_\_. \_\_\_\_\_  
M\_\_\_. \_\_\_\_\_  
M\_\_\_. \_\_\_\_\_

M\_\_\_. \_\_\_\_\_ introduced the following resolution and moved its passage:

RESOLUTION NO. 2023-05

ESTABLISHING THE COMMUNITY DEVELOPMENT CHARGE OF  
THE FRANKLIN NEW COMMUNITY AUTHORITY, WARREN  
COUNTY, OHIO, UNDER CHAPTER 349 OF THE OHIO REVISED  
CODE FOR CALENDAR YEAR 2024.

WHEREAS, the Authority, a new community authority and body corporate and politic established pursuant to Chapter 349 of the Ohio Revised Code (the "Act"), is required pursuant to Article V of the Declaration of Covenants and Restrictions for the Franklin New Community Authority, dated \_\_\_\_\_, 2023 (the "Declaration"), at its annual Fiscal Meeting to establish and set the Charge (capitalized terms not herein defined having the meanings provided to them in the Declaration), based on the revenue required to be collected by the Authority in order to meet the Budget for the applicable calendar year; and

WHEREAS, pursuant to Resolution No. 2023-04, this Board approved a Budget for calendar year 2023;

NOW, THEREFORE, BE IT RESOLVED by the Board that:

Section 1. This Board hereby determines that the Charge, calculated in accordance with the Declaration, is imposed and is due for calendar year 2024 in the amounts, and against such parcels, as indicated in the report attached hereto as Exhibit A. The Treasurer is hereby authorized to approve any corrections to Exhibit A due to error.

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

Section 3. This Resolution shall be in full force and effect immediately upon its passage.

M. \_\_\_\_\_ seconded the motion and, after discussion, a roll call vote was taken and the results were:

Voting Aye: \_\_\_\_\_

Voting Nay: \_\_\_\_\_

Passed: \_\_\_\_\_, 2023

BOARD OF TRUSTEES, FRANKLIN NEW  
COMMUNITY AUTHORITY

Attest: \_\_\_\_\_  
Secretary

\_\_\_\_\_  
Chairperson

CERTIFICATE

The undersigned Secretary of the Board of Trustees of the Franklin New Community Authority hereby certifies that the foregoing is a true copy of a resolution duly passed by the Board of Trustees of said Authority on \_\_\_\_\_, 2023.

\_\_\_\_\_  
Secretary  
Franklin New Community Authority

EXHIBIT A TO RESOLUTION NO. 2023-05

Development Charge for Fiscal Year 2024