

BOARD OF TRUSTEES
MARY MAKLEY WOLFF
KENDAL A. TRACY
MARK C. SCHULTE

FISCAL OFFICER
ERIC C. FERRY

ADMINISTRATOR
PUBLIC SAFETY DIRECTOR
STEPHEN M. KELLY



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MIAMI TOWNSHIP

6101 MEIJER DRIVE • MILFORD, OH 45150-2189

RESOLUTION 2025-55

The Board of Trustees of Miami Township, Clermont County, Ohio met in regular session at the Miami Township Civic Center on October 21, 2025, with the following members present: Mark Schulte, ~~Ken Tracy~~ and Mary Makley Wolff.

A motion was made to adopt the following Resolution:

A RESOLUTION CREATING THE MIAMI TOWNSHIP COMMUNITY IMPROVEMENT CORPORATION AND ADOPTING A CODE OF REGULATIONS FOR THE MIAMI TOWNSHIP COMMUNITY IMPROVEMENT CORPORATION AND DISPENSING WITH THE SECOND READING

WHEREAS, Section 13 of Article 8 of the Ohio Constitution provides that, to create or preserve jobs and employment opportunities to improve the economic welfare of the people of the State, it is in the public interest and a proper public purpose for a township, its agencies or instrumentalities, or corporations, not for profit designated by any of them as such agencies or instrumentalities, to perform the act and exercise the powers therein provided; and

WHEREAS, under Chapter 1724 of the Ohio Revised Code, a corporation not for profit, known as a "community improvement, corporation," may be organized for the sole purpose of advancing, encouraging, and promoting the industrial, economic, commercial and civic development of a community or area; and

WHEREAS, as authorized under Chapter 1724 of the Ohio Revised Code, the Miami Township Board of Trustees seeks to create the Miami Township Community Improvement Corporation (the "Miami Township CIC") and designates the Miami Township CIC as its agency for the Township's industrial, economic, commercial, and civic development.

WHEREAS, The Miami Township CIC shall be a not-for-profit 501(c)(3) corporation formed for the purpose of advancing, encouraging, and promoting the industrial, economic, commercial, and civic development of Miami Township.

NOW THEREFORE BE IT RESOLVED by the Board of Trustees of Miami Township, Clermont County, Ohio pursuant to Chapter 1724 of the Ohio Revised Code, and its Home Rule Authority, as follows:

SECTION 1: Pursuant to the provisions of Chapter 1724 of the Ohio Revised Code, and its Home Rule Authority, the Board of Trustees of Miami Township, Clermont County, Ohio, (the "Board") hereby finds and determines that it is in the best interest of Miami Township (the "Township") to form a community improvement corporation to be known as the Miami Township Community Improvement Corporation (the "Miami Township CIC") for the purpose of advancing, encouraging, and promoting the industrial, economic, commercial, and civic development of the Township.

SECTION 2: The Board hereby adopts the Regulations for the Miami Township CIC, a copy of which is attached as Exhibit A and incorporated herein by reference.

SECTION 3. The Board authorizes the Law Director to prepare and file, and the Township Administrator/Public Safety Director to sign, the appropriate incorporation documents for the Miami Township CIC.

SECTION 4: The Township shall enter into a separate agreement with the Miami Township CIC to outline the relationship and responsibilities between the parties.

SECTION 5. The Board does hereby dispense with the requirement that this Resolution be read on two separate days, pursuant to Section 504.10 of the Ohio Revised Code, and authorizes the adoption of this Resolution upon its first reading.

SECTION 6: That this Board hereby finds and determines that all formal actions 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 Section 121.22 of the Ohio Revised Code.

SECTION 7: This Resolution shall take effect at the earliest period allowed by law.

First Reading: October 21, 2025

Second Reading: Dispensed with

Effective: October 21, 2025

Trustee Wolff made the Motion and it was seconded by Schulte. On the roll call being called the vote resulted as follows:

Mr. Schulte

✓

Mr. Tracy _____
Ms. Wolff ✓

Resolution 2025-55 was adopted October 21, 2025.

ATTEST:

Eric C. Ferry
Eric C. Ferry, Fiscal Officer

APPROVED AS TO FORM:

Joseph J. Braun
Joseph J. Braun,
Township Law Director

CERTIFICATION OF FUNDS

I hereby certify that at the time of making of this certification the amount required to meet the obligations set forth in this Resolution has been lawfully appropriated for such purpose and is in the treasury or in the process of collection to the credit of an appropriate fund free from any previous encumbrance.

Eric C. Ferry
Eric C. Ferry
Fiscal Officer, Miami Township

EXHIBIT A

REGULATIONS OF THE COMMUNITY IMPROVEMENT CORPORATION OF MIAMI TOWNSHIP, CLERMONT COUNTY, OHIO

ARTICLE I NAME AND OFFICES

Section 1. The name of the organization shall be the Community Improvement Corporation of Miami Township, Clermont County, Ohio ("MT CIC" or "CIC").

Section 2. The business office of the MT CIC is 6101 Meijer Drive, Milford, Ohio.

ARTICLE II PURPOSES

Section 1. Nature of Board. As authorized under Chapter 1724 of the Ohio Revised Code, the Miami Township Board of Trustees have designated the MT CIC as its agency for Miami Township's industrial, economic, commercial, and civic development.

Section 2. Primary Purposes. The MT CIC is a not-for-profit 501(c)(3) corporation formed for the purpose of advancing, encouraging, and promoting the industrial, economic, commercial, and civic development of Miami Township.

ARTICLE III POWERS AND GOVERNANCE

Section 1. General Powers. As Miami Township's designated agency for advancing, encouraging, and promoting the industrial, economic, commercial, and civic development of Miami Township, the MT CIC shall have the following powers, as described in O.R.C. § 1724.02:

- (A) To borrow money for any of the purposes of the CIC by means of loans, lines of credit, or any other financial instruments or securities, including the issuance of its bonds, debentures, notes, or other evidences of indebtedness, whether secured or unsecured, and to secure the same by mortgage, pledge, deed of trust, or other lien on its property, franchises, rights, and privileges of every kind and nature or any part thereof or interest therein; and
- (B) To make loans to any person, firm, partnership, corporation, joint stock company, association, or trust, and to establish and regulate the terms and conditions with respect to any such loans; provided that no application for a loan shall be approved unless and until the person applying for said loan shows that the person has applied for the loan through ordinary banking or commercial channels and that the loan has been refused by at least one bank or other financial institution.
- (C) To purchase, receive, hold, manage, lease, lease-purchase, or otherwise acquire and to sell, convey, transfer, lease, sublease, or otherwise dispose of real and personal property, together with such rights and privileges as may be incidental and appurtenant thereto and the use thereof, including but not restricted to, any real or personal property acquired by the CIC from time to time in the satisfaction of debts or enforcement of obligations, and to enter into contracts with third parties, including the federal government, the state, any political subdivision, or any other entity.

- (D) To acquire the good will, business, rights, real and personal property, and other assets, or any part thereof, or interest therein, of any persons, firms, partnerships, corporations, joint stock companies, associations, or trusts, and to assume, undertake, or pay the obligations, debts, and liabilities of any such person, firm, partnership, corporation, joint stock company, association, or trust; to acquire, reclaim, manage, or contract for the management of improved or unimproved and underutilized real estate for the purpose of constructing industrial plants, other business establishments, or housing thereon, or causing the same to occur, for the purpose of assembling and enhancing utilization of the real estate, or for the purpose of disposing of such real estate to others in whole or in part for the construction of industrial plants, other business establishments, or housing; and to acquire, reclaim, manage, contract for the management of, construct or reconstruct, alter, repair, maintain, operate, sell, convey, transfer, lease, sublease, or otherwise dispose of industrial plants, business establishments, or housing.
- (E) To acquire, subscribe for, own, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the stock, shares, bonds, debentures, notes, or other securities and evidences of interest in, or indebtedness of, any person, firm, corporation, joint stock company, association, or trust, and while the owner or holder thereof, to exercise all the rights, powers, and privileges of ownership, including the right to vote therein, provided that no tax revenue, if any, received by the CIC shall be used for such acquisition or subscription.
- (F) To mortgage, pledge, or otherwise encumber any property acquired pursuant to the powers contained in division (C), (D), or (E) of this section.
- (G) To serve as an agent for grant applications and for the administration of grants.
- (H) To do all acts and things necessary or convenient to carry out the purposes of O.R.C. § 1724.01 and powers especially created for a community improvement corporation in O.R.C. Chapter 1724, including, but not limited to, contracting with the federal government, the state or any political subdivision, a board of county commissioners pursuant to O.R.C. § 307.07, a county auditor pursuant to O.R.C. § 319.10, a county treasurer pursuant to O.R.C. § 321.49, and any other party, whether nonprofit or for-profit.
- (I) Any other powers not specifically enumerated herein but provided for by law.

Section 2. Agreements between the MT CIC and Miami Township. Miami Township and the MT CIC may enter into an agreement to provide any one or more of the following:

- (A) That the CIC shall prepare a plan for the political subdivision of industrial, commercial, distribution, and research development, and such plan shall provide therein the extent to which the CIC shall participate as the agency of the Township in carrying out such plan. Such plan shall be confirmed by the Township.
- (B) That the CIC may insure mortgage payments required by a first mortgage on any industrial, economic, commercial, or civic property for which funds have been loaned by any person, corporation, bank, or financial or lending institution upon such terms and conditions as the CIC may prescribe.

- (C) That the CIC may incur debt, mortgage its property acquired under this section or otherwise, and issue its obligations, for the purpose of acquiring, constructing, improving, and equipping buildings, structures, and other properties, and acquiring sites therefore, for lease or sale by the CIC in order to carry out its participation in such plan.
- (D) Authorization for the CIC to sell or to lease any real property or interests in real property owned by Miami Township determined from time to time by the Miami Township Board of Trustees not to be required by the Township for its purposes, for uses determined by the Township as those that will promote the welfare of the people of the Township, stabilize the economy, provide employment, assist in the development of industrial, commercial, distribution, and research activities to the benefit of the people of the Township, or will provide additional opportunities for their gainful employment. The Township shall specify the consideration for such sale or lease and any other terms thereof. Any determinations made by the Township under this division shall be conclusive. The CIC acting through its officers and on behalf and as agent of Miami Township shall execute the necessary instruments, including deeds conveying the title of Township or leases, to accomplish such sale or lease. Such conveyance or lease shall be made without advertising and receipt of bids. A copy of such agreement shall be recorded in the office of the county recorder of any county in which real property or interests in real property to be sold or leased are situated prior to the recording of a deed or lease executed pursuant to such agreement.
- (E) That the Township will convey to the CIC real property and interests in real property owned by the Township and determined by the Township thereof not to be required by the Township for its purposes and that such conveyance of such real property or interests in real property will promote the welfare of the people of the Township, stabilize the economy, provide employment, assist in the development of industrial, commercial, distribution, and research activities to the benefit of the people of the Township, or provide additional opportunities for their gainful employment, for the consideration and upon the terms established in the agreement, and further that as the agency for development or land reutilization the CIC may acquire from others additional real property or interests in real property, and any real property or interests in real property so conveyed by it for uses that will promote the welfare of the people of the Township, stabilize the economy, provide employment, assist in the development of industrial, commercial, distribution, and research activities required for the people of the Township and for their gainful employment. Any conveyance or lease by the Township to the CIC shall be made without advertising and receipt of bids. If any real property or interests in real property conveyed by the Township under this division are sold by the CIC at a price in excess of the consideration received by the Township from the CIC, such excess shall be paid to the Township after deducting, to the extent and in the manner provided in the agreement, the costs of such acquisition and sale, taxes, assessments, costs of maintenance, costs of improvements to the real property by the CIC, service fees, and any debt service charges of the corporation attributable to such real property or interests.

ARTICLE IV BOARD OF TRUSTEES

Section 1. The Board of Trustees shall be the governing board of the Corporation and shall consist of five (5) Trustees as follows:

- (A) Two elected or appointed officials of Miami Township to be appointed by the Board of Trustees; and
- (B) Three residents, business owners, or property owners of the Township to be appointed and approved by the Board of Trustees.

Section 2. Trustees shall serve during their tenure in the office as set by the Board of Trustees and may resign at any time.

ARTICLE V MEETINGS OF THE BOARD OF TRUSTEES

Section 1. The Board shall hold an annual meeting between January 1 and March 31 of each year and, if a quorum thereof be present, shall hold an organizational meeting for the purpose of electing officers and transacting other business.

Section 2. Regular meetings of the Board of Trustees may be held at such times and places within the Township as shall be provided for in these regulations or resolutions adopted by the Board of Trustees.

Section 3. Special meetings may be called by the President and/or any three members of the Board of Trustees. The notice of any special meeting shall set forth the time, date, and place thereof and the person or persons calling such meeting shall cause such notice to be given. Notice of each such meeting shall be given to each Trustee in writing, by personal delivery, first class mail, or through the use of authorized communications equipment not less than three (3) days prior to such a meeting; provided, however, that such notice shall be deemed to have been waived by the Trustees attending such meeting without protesting the lack of proper notice, or by voting at any such meeting and may be waived in writing or through the use of authorized communications equipment. Unless otherwise limited in the notice thereof, any business may be transacted at any special meeting.

Section 4. Any member may give his or her written proxy to any other member. Such proxy may be general or may be specific to a particular meeting.

Section 5. A majority of the Trustees present in person or by proxy shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees.

Section 6. Any meeting may be adjourned into executive session for the discussion of any matters deemed appropriate by one or more Trustees. Such adjournment shall be approved by a vote of a majority of Trustees present in person or by proxy at any meeting of the Corporation.

Section 7. Except as otherwise provided in these Regulations, any action which may be taken at a meeting of the Board of Trustees at which a quorum is present may be taken by a majority affirmative vote of the Trustees present in person or by proxy at such meetings.

Section 8. Meetings shall be conducted in accordance with Robert's Rules of Parliamentary Procedure and, when required by law, shall comply with the requirements of O.R.C. § 121.22, or successor provisions. Meetings shall be noticed no less than three (3) days prior to the meeting, written minutes shall be kept and approved and meetings shall be conducted in accordance with an agenda provided to all officers and Trustees prior to the commencement of the meeting.

ARTICLE VI OFFICERS AND STAFF

Section 1. The Board of Trustees shall elect a (1) President; (2) Vice President; (3) Secretary; (4) Treasurer; and (5) such other officers as the Board of Trustees may see fit. The Township Fiscal Officer may be designated to serve as the Treasurer of the MT CIC and shall be a non-voting member. Such officers will serve until officers are elected at the next annual meeting or until the end of their terms, whichever comes first, or until removed by a majority of the Trustees present in person or by proxy at a meeting of the Board of Trustees, or until as provided in Sections 2 or 3 below.

Section 2. Any officer may resign such office at any time by notice in writing delivered to any other officer of the Corporation.

Section 3. Except in the case of death, removal, or resignation, an elected officer shall serve until his or her successor has been elected. In the event of the death, removal or resignation of an elected officer (other than the President if there is a Vice President in office at the time), the Board of Trustees shall elect a successor for the balance of the unexpired term of such officer. In the event of the death or resignation of the President (if there is a Vice President in office at the time), the Vice President shall assume of the office of the President for the balance of the unexpired term, and shall be deemed to have resigned the office of the Vice President.

Section 4. Miami Township personnel may serve as Corporation staff as directed by the Miami Township Board of Trustees.

ARTICLE VII DUTIES OF OFFICERS

Section 1. The President shall preside at meetings of the Board of Trustees, may designate the date, time, and place of meetings of the Board of Trustees as provided herein, may execute all authorized instruments, including without limitation contacts, bonds, notes, debentures, deeds, mortgages, and other obligations in the name of the MT CIC and shall perform such other duties as the Board of Trustees may require.

Section 2. In case of the absence or disability of the President, or when circumstances prevent the President from acting, the Vice President, if any, shall perform all of the duties of the President, and in such case shall have all of the powers and obligations of the President, and any such instruments so executed by the Vice President shall be as valid and binding as

though executed by the President. The Vice President shall also perform such other duties as the Board of Trustees may require.

Section 3. The Secretary shall take and keep records of all meetings of the Board of Trustees, conduct such correspondence of the MT CIC as may be designated by the President, perform the usual duties of his or her office and perform such other duties as the Board may require. On the expiration of his or her term of office, he or she shall turn over to his or her successor or to the Board of Trustees, all property, books, papers, and moneys of the MT CIC in his or her hands.

Section 4. The Treasurer shall be the custodian of all funds and securities in other Corporations and similar property belonging to the MT CIC and shall do the same as may be ordered by the Board of Trustees. He or she shall keep accurate financial accounts and hold the same open for examination of the Trustees. On the expiration of his or her term of office, he or she shall turn over to his or her successor or to the Board of Trustees, all property, books, papers, and moneys of the MT CIC in his or her hands.

Section 5. The Board of Trustees may also elect one or more Assistant Secretaries, and one or more Assistant Treasurers, who shall perform the duties of the Secretary and Treasurer, respectively, in the case of the absence or disability of such Secretary or Treasurer, together with such duties as the Board of Trustees may from time to time prescribe. The power of such officers to execute all authorized deeds, mortgages, bonds, notes, contracts, and other obligations in the name and on behalf of the MT CIC shall be coordinated with like powers of the Secretary and Treasurer, respectively, and any such instrument so executed by any Assistant Secretary or Assistant Treasurer shall be as valid and binding as though executed by the Secretary or Treasurer, as the case may be. Such other officers as the Board of Trustees may elect shall have such powers and duties as the Board of Trustees may from time to time prescribe.

Section 6. The Board of Trustees is authorized to delegate the duties of any officer to any other officer and generally to control the action of the officers and to require the performance of duties in addition to those mentioned herein.

Section 7. The Board of Trustees shall select depositories for the safekeeping of the monies of the Corporation and establish the procedure for deposit and withdrawal of such monies. In lieu of such deposit, the Board of Trustees from time to time may authorize investment of monies of the Corporation as are not then required in any obligations in which the Township is authorized by the applicable sections of the Ohio Revised Code to invest its monies.

ARTICLE VIII COMMITTEES

The Board of Trustees may create committees of the Board to consist of not less than one Trustee and may delegate to such committee such powers and duties of the Board as it shall deem appropriate. Except as otherwise provided by the Board of Trustees, each such committee shall regulate its own procedures. Committee membership shall be limited to Trustees, officers and Township staff.

ARTICLE IX INDEMNIFICATION OF TRUSTEES AND OFFICERS

Section 1. Each trustee and officer of the MT CIC (and his or her heirs, executors, and administrators) who is made a party to any litigation, action, suit, or proceeding (whether civil, criminal, or administrative) by reason of his or her being having been a Trustee or officer of the MT CIC or a trustee, director, or officer of any other corporation which he or she served at the request of the MT CIC, shall be entitled to be indemnified by the MT CIC against the reasonable expenses actually incurred by him or her in connection with the defense of such litigation and entitled to any other protection provided for by Ohio law for serving in such capacity.

Section 2. "Expenses" shall be deemed to include fines and penalties imposed on such person, and amounts paid upon a plea of no contest or similar plea or in compromise or settlement of the litigation or in satisfaction of judgments if, and only if, such indemnification, and the amounts to be indemnified against, are approved as being reasonable in the circumstances by (i) the vote of a majority of the Trustees of the MT CIC in office if such majority are not involved in any such litigation, action, suit, or proceeding, or (ii) a court of competent jurisdiction. The foregoing right of indemnification shall not be exclusive of other rights to which such person, his or her heirs, executors, or administrators may be entitled.

ARTICLE X AMENDMENT TO REGULATIONS

Section 1. These regulations may be amended by assent thereto in writing signed by two-thirds of the Trustees in person or by proxy, or by a majority vote of Trustees in person or by proxy at any meeting of the Trustees, provided that the notice of said meeting states that the consideration of the amendment to be the purpose or one of the purposes of the meeting.