



East Palestine Community Improvement Corporation (EPCIC)

Inaugural Meeting

March 28, 2024 10:00 A.M.

Minutes

Members Present: Linda May, Tom Povenski, Dr. Jessica Rocco, Chris Page and Tom Brittain.

Others Present: Village Manager Chad Edwards, Law Director David Powers, Adm. Asst. Misti Martin, Mike Jacoby, and Jeffry Harris (via Zoom).

New Business

A. Presentation on CIC

* Mr. Jeff Harris of Bricker Graydon gave a brief overview of what a CIC is and its basic functions and stated they are a private entity and have filed for 501C3 which is a tax-exempt designation from the IRS.

* Mr. Harris next reviewed the proposed bylaws including Open Meetings Act requirements/executive session (CIC meetings are public meetings), voting on current business, establishing a board of directors consisting of five members that will serve three-year terms (the terms can be staggered for the first group of directors), and voting on a set of bylaws for the CIC. Meetings can be held via audio/video conference; at least two members must be in person at a specified meeting place, up to three members may dial/zoom in to the meetings. Any (verified) director wanting to attend remotely must be in the State of Ohio. A board member who is out of state may still join a meeting remotely however they are unable to vote. Bylaws can be amended as long as two thirds of the members choose to do so.

* In reference to officers Mr. Harris stated there will be four positions; president, vice president, secretary and treasurer. Mr. Jacoby noted a CIC is subject to state audits. Any officers may serve more than one position except for no one person can hold president & vice president positions. Officers' terms are for one year and will be elected at the first meeting of the year. The CIC will purchase insurance as they will indemnify any director/officer if named in a lawsuit.

B. Adopt Bylaws

* Dr. Rocco made a motion to adopt **Res.2024-01 - A resolution adopting a code of bylaws**. The motion was seconded by Mr. Povenski. Passed unanimously.

C. Elect Officers

* President/Treasurer - Chris Page (Mr. Page will serve as treasurer in the interim until the funds grow to a point that a separate position is warranted).

Vice President – Tom Brittain

Secretary – Dr. Jessica Rocco (Adm. Asst. Misti Martin will assist with duties in the interim).

Dr. Rocco made a motion to appoint the above directors as officers. The motion was seconded by Mr. Povenski. Passed unanimously.

D. Authorization to purchase directors' and officers' insurance

* Mr. Harris stated the CIC does not have a budget at this time, there could be discussion as to the willingness of the Village to front the cost for the insurance which typically runs \$750 to \$1000 a year, typically the limit is around one million dollars.

* Dr. Rocco made a motion to adopt **Res.2024-02 – A resolution providing for the adoption of insurance for the Community Improvement and Board of Directors.** The motion was seconded by Ms. May. Passed unanimously.

E. Future Business

* Future administrative resolutions will include a public records policy and a conflict-of-interest policy.

Other Business

* Mr. Jacoby stated another item tasked to Bricker Graydon was an economic development plan which consists of two key elements; downtown revitalization and places for businesses to grow. Having a vibrant downtown is a point of pride but also vital in attracting/retaining business in the community. Finding an “anchor building” downtown to rehab would help create energy and encourage other property owners to do the same. A loan fund that the CIC could manage to help property owners would help further revitalization. He stated the hope is that the Village as well as the CIC would be asking Norfolk Southern to help fund as well as grant opportunities. Code enforcement is also another big issue for revitalization. The cost estimate for the Howells & Baird streetscape was \$2.3 million with full design costing a quarter of a million dollars. The Train Depot will be sold to the Village for one dollar, NS will continue to own the land the depot sits on but will lease it to the Village. NS is doing the exterior work and will provide a \$100,000 grant towards interior improvements (there are no utilities at this time). They will ask for authorization to apply to the Opportunity Appalachia Grant Program, if it's awarded monies will not go to the Village or CIC, the program managers would contract with an architect or someone to do a business/design plan for the depot. In reference to places where business can grow Mr. Jacoby said they have been working that for some time and it will be a long-term expensive task which includes extending utilities, optioning private property or due diligence studies so that when a business is found that has interest in the community it becomes much easier for them to move here.

Executive Session: A CIC can close it's meeting to the public in limited instances which include relocation, location, expansion, improvement or preservation of business opportunities in/around the Village. Mr. Povenski made a motion to go into executive session per ORC 1724.11 B 1, inviting in Manager Edwards, Law Director David Powers, Mike Jacoby and Misti Martin. Mr. Brittain seconded the motion. Passed unanimously.

At approximately noon Dr. Rocco made a motion to return to regular session seconded by Mr. Povenski. Passed unanimously.

Additional Business: Dr. Rocco made a motion to direct Mr. Jacoby to apply for the Opportunity Appalachia grant, the motion was seconded by Ms. May. Passed unanimously.

Visitors: Karen Gorby, Brenda Povenski, Bennet Bruno, and Cindy Fletcher.

Adjournment: Dr. Rocco made a motion to adjourn the meeting, seconded by Mr. Povenski. All in favor, meeting adjourned.

Dr. Jessica Rocco-Secretary