

**VIOLET TOWNSHIP-CITY OF CANAL WINCHESTER
JOINT ECONOMIC DEVELOPMENT DISTRICT**

Board of Directors Meeting

December 1, 2025 | 2:00 P.M.

Dear Board Member:

Thank you again for agreeing to serve on the board of directors (“Board”) of the Violet Township-City of Canal Winchester Joint Economic Development District (“District”). Your continuing contribution of your experience and expertise to the Board is appreciated. In anticipation of the Board meeting to be held on December 1, 2025, please find the following documents enclosed:

Board Member List

Meeting Agenda

December 2, 2024 Meeting Minutes

Resolution No. 2025-01: Establishing Fiscal Year 2026 Budget

Resolution No. 2025-02: Approving Insurance & Bond Coverage

Resolution No. 2025-03: Levying Income Tax

Resolution No. 2025-04: Authorizing Bylaws Amendment

Resolution No. 2025-05: Authorizing Virtual Meeting Policy

**VIOLET TOWNSHIP-CITY OF CANAL WINCHESTER
JOINT ECONOMIC DEVELOPMENT DISTRICT**

Board of Directors Meeting

December 1, 2025 | 2:00 P.M.

Board Member List

Dr. Carri Brown, *Chair* (initial term expiring 10.23.2026)
Fairfield County Auditor

Lucas Haire, *Vice-Chair* (term expiring 11.26.2028)
Director of Economic Development, City of Canal Winchester

Lori Sanders, *Secretary* (initial term expiring 10.23.2026)
Township Trustee, Violet Township

Alec Land, *Member* (initial term expiring 11.19.2028)
JEDD Employer Representative (MedVet)

Bobby Hall, *Member* (initial term expiring 7.24.2028)
JEDD Employee Representative (CEC Turf & Tractor)

**VIOLET TOWNSHIP-CITY OF CANAL WINCHESTER
JOINT ECONOMIC DEVELOPMENT DISTRICT**

MEETING OF THE BOARD OF DIRECTORS

December 1, 2025 | 2:00 P.M.

Agenda

- I. Call to Order
- II. Roll Call
- III. Election of Officers
- IV. Approval of the Minutes of the December 2, 2024 Meeting [TAB #1]
- V. New Business
 - A. Discussion of LaVeck JEDD Expansion Status
 - B. Execution of Ohio History Connection Records Retention Schedule
 - C. Execution of R.C. 149.43(E)(2) Certificate [TAB #2]
- VI. Resolutions
 - A. Resolution No. 2025-01: Establishing Fiscal Year 2026 Budget [TAB #3]
 - B. Resolution No. 2025-02: Approving Insurance and Bond Coverage [TAB #4]
 - C. Resolution No. 2025-03: Levying Income Tax [TAB #5]
 - D. Resolution No. 2025-04: Authorizing Bylaws Amendment [TAB #6]
 - E. Resolution No. 2025-05: Authorizing Virtual Meeting Policy [TAB #7]
- VII. Other Business
- VIII. Adjourn

TAB #1

**Violet Township-City of Canal Winchester
Joint Economic Development District
Organizational Meeting of the Board of Directors
December 2, 2024, 2:00 pm
Offices of the Violet Township Trustees
10190 Blacklick-Eastern Road NW, Pickerington, Ohio**

Meeting Purpose Statement: The purpose of the meeting was to hold a scheduled meeting for the Joint Economic Development District of Violet Township and the City of Canal Winchester.

I. Call to Order

The meeting was called to order at 2:00 p.m.

II. Roll Call/Attendance Record

Attending were:

Dr. Carri L. Brown, County Auditor, JEDD Board Member

Ms. Lori Sanders, Violet Township Trustee, JEDD Board Member

Mr. Adam Seely, Esq., Public Finance Attorney, Bricker & Graydon

Mr. Lucas Haire, Development Director, City of Canal Winchester

Mr. Alec Land, JEDD Employer Representative (MedVet)

Absent were:

Bobby Hall, JEDD Employee Representative (CEC Turf & Tractor)

III. Approval of Minutes

Approval of Minutes for January 29, 2024

Mr. Haire made a motion to approve the minutes, and it was seconded by Mr. Land.

Discussion: None

Roll call vote of the motion resulted as follows.

Voting aye thereon: Mr. Haire, Mr. Land, Ms. Sanders, and Dr. Brown

The motion carried unanimously.

IV. New Business – JEDD Expansion status – Current JEDD participants include DHL, MedVet, and Columbus Equipment. BW Logistics Property (Roebing Property) is in process.

Resolution 2024-02 Establishing the Budget for 2025

Mr. Land made a motion and Ms. Sanders seconded to approve with modification Resolution 2024-02 – Establishing the Budget for 2025.

Motion includes the following modification:

\$1,000.00 is removed from Board Expenses.

Discussion: This would include an objective level of control giving the inability to shift funds as needed. Consider a category level of control in the future.

Roll call vote of the motion resulted as follows.

Voting aye thereon: Mr. Land, Ms. Sanders, Mr. Haire, and Dr. Brown

The motion carried unanimously.

V. Other Business

Insurance – The JEDD board does not currently have general liability insurance.

A motion was made by Dr. Brown and seconded by Mr. Land to authorize Mr. Utterback and Mr. Haire, with approval by Ms. Sanders, to investigate and purchase general liability insurance covering the JEDD board entity.

Roll call vote of the motion resulted as follows.

Voting aye thereon: Dr. Brown Mr. Land, Ms. Sanders, and Mr. Haire.

The motion carried unanimously.

Start-Up Contributions - Violet Township needs to deposit \$7,500.00 share.

CEC is not currently collecting from employees. Mr. Utterback will contact CEC. RITA may need notified that they are operational.

2024 JEDD income tax distribution – Mr. Haire reported that there is an unanticipated distribution for 2024 that needs to be made. A motion by Dr. Brown and seconded by Mr. Land was made to amend the 2024 budget to include the addition of \$88,000.00 under JEDD Income Tax (Employee withholdings), and under expenses the addition of JEDD Distributions in the amount of \$87,120.00.

Roll call vote of the motion resulted as follows.

Voting aye thereon: Dr. Brown Mr. Land, Ms. Sanders, and Mr. Haire.

The motion carried unanimously.

Ms. Sanders made a motion to approve the date, time, and location of the next meeting as June 30, at 2:00 p.m., and December 1, at 2:00 p.m. at the Violet Township Offices. The motion was seconded by Dr. Brown.

Roll call vote of the motion resulted as follows.

Voting aye thereon: Ms. Sanders, Dr. Brown, Mr. Haire, and Mr. Land.

The motion carried unanimously.

VII. Adjourn

Motion to Adjourn

At 2:30 pm, Mr. Haire made a motion to adjourn, and the motion was seconded by Mr. Land.

Roll call vote of the motion resulted as follows.

Voting aye thereon: Mr. Haire, Mr. Land, Ms. Sanders, and Dr. Brown.

The motion carried unanimously, and the meeting was adjourned.

TAB #2

CERTIFICATE ACKNOWLEDGING COMPLIANCE WITH R.C. 149.43(E)(2)

R.C. 149.43(E)(2) requires an employee or other designee of a public office who is responsible as the custodian of the public records of the public office to acknowledge receipt of the Public Records Policy of the public office. The undersigned Secretary of the Board of Directors of the Violet Township-City of Canal Winchester Joint Economic Development District hereby certifies that, in accordance with the requirements of R.C. 149.43(E)(2), he or she has received a copy of the Public Records Policy which was adopted by the Board of Directors on behalf of the Violet Township-City of Canal Winchester Joint Economic Development District at its October 23, 2023 meeting pursuant to Resolution No. 2023-02. The undersigned has also ensured that either (i) a poster that describes the Public Records Policy of the Violet Township-City of Canal Winchester Joint Economic Development District has been posted in a conspicuous place in its public office and in all locations where the public office has branch offices or (ii) the public records policy has been placed on the internet website of Violet Township, Fairfield County, Ohio and the City of Canal Winchester, Ohio.

By: _____
Secretary, Violet Township-City of Canal Winchester
Joint Economic Development District

Date: December 1, 2025

TAB #3

**BOARD OF DIRECTORS
VIOLET TOWNSHIP - CITY OF CANAL WINCHESTER
JOINT ECONOMIC DEVELOPMENT DISTRICT**

The Board of Directors (the “Board”) of the Violet Township - City of Canal Winchester Joint Economic Development District (the “JEDD”), met on December 1, 2025 at 2:00 p.m., at the Violet Township Board of Trustees Office, 10190 Blacklick Eastern Road, Pickerington, OH 43147, with the following members participating:

M__ . _____
M__ . _____
M__ . _____
M__ . _____
M__ . _____

M__ . _____ introduced the following resolution and M__ . _____ moved its passage:

RESOLUTION NO. 2025-01

RESOLUTION ESTABLISHING BUDGET FOR FISCAL YEAR 2026

WHEREAS, the JEDD and the Board have heretofore been duly created pursuant to the authority contained in Ohio Revised Code Section 715.72; and

WHEREAS, this Board needs to budget money at this time out of the revenues of the JEDD in order to pay administrative expenses and other expenses of the JEDD for fiscal year 2026, in accordance with the Violet Township - City of Canal Winchester Joint Economic Development District Contract dated as of July 20, 2023, as amended from time to time (the “Contract”) between Violet Township, Fairfield County, Ohio (the “Township”) and the City of Canal Winchester, Ohio (the “City”); and

WHEREAS, terms used in this Resolution without definition shall have the meanings set forth in the Contract.

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

Section 1. This Board hereby adopts the budget of the expected revenues and expenses of the JEDD for fiscal year 2026, attached to this Resolution as **Exhibit A** and incorporated herein by this reference.

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, including Ohio Revised Code Section 121.22.

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

[Balance of Page Intentionally Left Blank]

M____ seconded the motion and, after discussion, a roll call vote was taken and the results were:

Voting Aye: _____

Voting Nay: _____

Passed: December 1, 2025

BOARD OF DIRECTORS, VIOLET
TOWNSHIP - CITY OF CANAL
WINCHESTER JOINT ECONOMIC
DEVELOPMENT DISTRICT

Attest: _____
Secretary

Chairperson

CERTIFICATE

The undersigned Secretary of the Board of Directors of the Violet Township - City of Canal Winchester Joint Economic Development District hereby certifies that the foregoing is a true copy of a resolution duly adopted by the Board of Directors of said District on December 1, 2025.

Secretary, Violet Township - City of Canal
Winchester Joint Economic Development
District

EXHIBIT A

2026 JEDD BUDGET

[Attached]

TAB #4

**BOARD OF DIRECTORS
VIOLET TOWNSHIP - CITY OF CANAL WINCHESTER
JOINT ECONOMIC DEVELOPMENT DISTRICT**

The Board of Directors (the “Board”) of the Violet Township - City of Canal Winchester Joint Economic Development District (the “JEDD”), met on December 1, 2025 at 2:00 p.m., at the Violet Township Board of Trustees Office, 10190 Blacklick Eastern Road, Pickerington, OH 43147, with the following members participating:

M__ . _____
M__ . _____
M__ . _____
M__ . _____
M__ . _____

M__ . _____ introduced the following resolution and M__ . _____ moved its passage:

RESOLUTION NO. 2025-02

RESOLUTION PROVIDING FOR THE ADOPTION OF
INSURANCE AND BOND COVERAGE FOR THE JEDD AND
THE BOARD PURSUANT TO THE JEDD CONTRACT

WHEREAS, the JEDD and the Board have heretofore been duly created pursuant to the authority contained in Ohio Revised Code Section 715.72; and

WHEREAS, pursuant to Section 12 of the Violet Township - City of Canal Winchester Joint Economic Development District Contract, dated as of July 20, 2023, as amended from time to time (the “Contract”) by and between Violet Township, Fairfield County, Ohio and the City of Canal Winchester, Ohio, it is necessary and appropriate to extend and approve an insurance coverage plan for each of the JEDD and the Board.

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

Section 1. The Chair, Secretary, and Treasurer, together or individually, are authorized to obtain insurance coverage and bond coverage necessary for the Board and the JEDD and to agree to such coverages provided therein on behalf of the JEDD and the Board.

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, including Ohio Revised Code Section 121.22.

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

[Balance of Page Intentionally Left Blank]

M____ seconded the motion and, after discussion, a roll call vote was taken and the results were:

Voting Aye: _____

Voting Nay: _____

Passed: December 1, 2025

BOARD OF DIRECTORS, VIOLET
TOWNSHIP - CITY OF CANAL
WINCHESTER JOINT ECONOMIC
DEVELOPMENT DISTRICT

Attest: _____
Secretary

Chairperson

CERTIFICATE

The undersigned Secretary of the Board of Directors of the Violet Township - City of Canal Winchester Joint Economic Development District hereby certifies that the foregoing is a true copy of a resolution duly adopted by the Board of Directors of said District on December 1, 2025.

Secretary, Violet Township - City of Canal
Winchester Joint Economic Development
District

TAB #5

**BOARD OF DIRECTORS
VIOLET TOWNSHIP - CITY OF CANAL WINCHESTER
JOINT ECONOMIC DEVELOPMENT DISTRICT**

The Board of Directors (the “Board”) of the Violet Township - City of Canal Winchester Joint Economic Development District (the “JEDD”), met on December 1, 2025 at 2:00 p.m., at the Violet Township Board of Trustees Office, 10190 Blacklick Eastern Road, Pickerington, OH 43147, with the following members participating:

M__ . _____
M__ . _____
M__ . _____
M__ . _____
M__ . _____

M__ . _____ introduced the following resolution and M__ . _____ moved its passage:

RESOLUTION NO. 2025-03

RESOLUTION LEVYING INCOME TAX

WHEREAS, the JEDD and the Board have heretofore been duly created pursuant to the authority contained in Ohio Revised Code Section 715.72; and

WHEREAS, Ohio Revised Code Section 715.72(F)(5) authorizes a joint economic development district, such as the JEDD, to levy an income tax on income earned by persons working in the district and the net profits of businesses located in such district; and

WHEREAS, the Violet Township - City of Canal Winchester Joint Economic Development District Contract dated as of July 20, 2023 (the “Contract”) by and between Violet Township, Fairfield County, Ohio (the “Township”) and the City of Canal Winchester, Ohio (the “City”), together with the Amendment to Violet Township - City of Canal Winchester Joint Economic Development District Contract executed on December 17, 2023 (the “First Amendment”), the Second Amendment to Violet Township – City of Canal Winchester Joint Economic Development District Contract executed on June 6, 2024 (the “Second Amendment”), and the Third Amendment to Violet Township – City of Canal Winchester Joint Economic Development District (the “Third Amendment” and together with the First Amendment and the Second Amendment, the “Contract Amendments”), which such Contract and the Contract Amendments govern the JEDD and the area within the JEDD (the “District”), all of which requires this Board to levy an income tax within the District at a rate or rates calculated in accordance with Section 13 of the Contract; and

WHEREAS, the Contract and the Contract Amendments provide for the collection and administration of the JEDD income tax by the City or its contracted third-party administrator in accordance with that Income Tax Collection and Distribution Agreement executed on December

21, 2023, as may be amended from time to time (the “Collection Agreement”) by and between the Township, the City, and the District.

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

Section 1. This Board hereby determines to continue the levy of an income tax on income earned by persons working in the JEDD and upon the net profits of businesses located in the JEDD at a rate of two percent (2.0%), which rate, except as otherwise provided by Section 2 hereof, shall not be adjusted without prior approval of this Board and shall not, in any event, exceed the rate of income tax levied by the City. The income levied by this Board shall continue in effectiveness until this Board adopts the next annual income tax Resolution. The City shall collect, administer, and enforce the income tax within the JEDD in accordance with the Contract, the Contract Amendments, the Collection Agreement, and the City’s rules and regulations currently in effect and as may be amended from time to time regarding the collection, administration, and enforcement of income tax, including Chapter 181 of the Codified Ordinances of the City, effective January 1, 2016, as the same may be amended from time to time, and City Ordinance 18-028 authorizing a Contract with the Regional Income Tax Agency for the administration of the income tax laws of the City of Canal Winchester. All income tax collected from any business or entity within the JEDD, or any person working or residing within the JEDD, shall be included in the total income tax revenue collected within the JEDD, subject to the terms of the Contract, the Contract Amendments, and the Collection Agreement.

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, including Ohio Revised Code Section 121.22.

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

[Balance of Page Intentionally Left Blank]

M____ seconded the motion and, after discussion, a roll call vote was taken and the results were:

Voting Aye: _____

Voting Nay: _____

Passed: December 1, 2025

BOARD OF DIRECTORS, VIOLET
TOWNSHIP - CITY OF CANAL
WINCHESTER JOINT ECONOMIC
DEVELOPMENT DISTRICT

Attest: _____
Secretary

Chairperson

CERTIFICATE

The undersigned Secretary of the Board of Directors of the Violet Township - City of Canal Winchester Joint Economic Development District hereby certifies that the foregoing is a true copy of a resolution duly adopted by the Board of Directors of said District on December 1, 2025.

Secretary, Violet Township - City of Canal
Winchester Joint Economic Development
District

TAB #6

**BOARD OF DIRECTORS
VIOLET TOWNSHIP - CITY OF CANAL WINCHESTER
JOINT ECONOMIC DEVELOPMENT DISTRICT**

The Board of Directors (the “Board”) of the Violet Township - City of Canal Winchester Joint Economic Development District (the “JEDD”), met on December 1, 2025 at 2:00 p.m., at the Violet Township Board of Trustees Office, 10190 Blacklick Eastern Road, Pickerington, OH 43147, with the following members participating:

M__ . _____
M__ . _____
M__ . _____
M__ . _____
M__ . _____

M__ . _____ introduced the following resolution and M__ . _____ moved its passage:

RESOLUTION NO. 2025-04

A RESOLUTION AMENDING BY-LAWS PREVIOUSLY ADOPTED PURSUANT TO OHIO REVISED CODE SECTION 715.72

WHEREAS, the JEDD and the Board have heretofore been duly created pursuant to the authority contained in Ohio Revised Code Section 715.72; and

WHEREAS, pursuant to Ohio Revised Code Section 725.72 and Section 12 of the Violet Township-City of Canal Winchester Joint Economic Development District Contract executed on July 20, 2023 (the “Contract”) by and between Violet Township, Fairfield County, Ohio and the City of Canal Winchester, Ohio, the Board may establish by-laws governing the administration of the affairs of the Board and the JEDD; and

WHEREAS, the Board duly adopted the by-laws of the Board of the JEDD on October 23, 2023, as amended from time to time (the “By-Laws”) pursuant to Resolution No. 2023-01 of the Board of the JEDD; and

WHEREAS, this Board wishes to amend the By-Laws to allow for virtual meetings pursuant to Ohio Revised Code Section 121.221; and

WHEREAS, pursuant to Article VI, Section 6.2 of the By-Laws of the Board of the JEDD, the Board is authorized to make amendments to the By-Laws and now desires to amend and supplement the By-Laws.

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

Section 1. This Board hereby formally adopts the Amended By-Laws for the JEDD, which such Amended 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, including Ohio Revised Code Section 121.22.

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

[Balance of Page Intentionally Left Blank]

M____ seconded the motion and, after discussion, a roll call vote was taken and the results were:

Voting Aye: _____

Voting Nay: _____

Passed: December 1, 2025

BOARD OF DIRECTORS, VIOLET
TOWNSHIP - CITY OF CANAL
WINCHESTER JOINT ECONOMIC
DEVELOPMENT DISTRICT

Attest: _____
Secretary

Chairperson

CERTIFICATE

The undersigned Secretary of the Board of Directors of the Violet Township - City of Canal Winchester Joint Economic Development District hereby certifies that the foregoing is a true copy of a resolution duly adopted by the Board of Directors of said District on December 1, 2025.

Secretary, Violet Township - City of Canal
Winchester Joint Economic Development
District

BYLAWS
OF THE
BOARD OF DIRECTORS
OF THE
VIOLET TOWNSHIP-CITY OF CANAL WINCHESTER
JOINT ECONOMIC DEVELOPMENT DISTRICT

The Violet Township-City of Canal Winchester Joint Economic Development District (the “JEDD”) was established under Chapter 715 of the Ohio Revised Code (“Chapter 715”), pursuant to the Violet Township-City of Canal Winchester Joint Economic Development District Contract dated July 20, 2023, by and between Violet Township, Fairfield County, Ohio and the City of Canal Winchester, Ohio.

These Bylaws represent the official action of the Board pursuant to the authority granted to them under Chapter 715 and are to govern the conduct of the Board’s operation of the JEDD. The Board shall exercise all powers granted to it under Chapter 715 and the Contract pursuant to these Bylaws, which shall become effective upon adoption by the Board and shall be subject to amendment only as provided in Article VI hereof.

TABLE OF CONTENTS

ARTICLE I Offices.....1
 Section 1.1. Principal Office.....1
 Section 1.2. Other Offices.....1

ARTICLE II Board of Directors2
 Section 2.1. Powers.....2
 Section 2.2. Number and Selection of Board Members.....2
 Section 2.3. Terms of Office.....3
 Section 2.4. Resignation and Removal.....3
 Section 2.5. Vacancies.....4
 Section 2.6. Compensation.....4

ARTICLE III Officers.....5
 Section 3.1. Officers.....5
 Section 3.2. Chairperson.....5
 Section 3.3. Vice-Chairperson.....5
 Section 3.4. Secretary and Treasurer.....6
 Section 3.5. Assistants to Officers.....7
 Section 3.6. Terms of Office.....7
 Section 3.7. Resignation.....7
 Section 3.8. Removal.....8
 Section 3.9. Vacancies.....8

ARTICLE IV Meetings.....8
 Section 4.1. Quorum.....8
 Section 4.2. Place of Meeting.....8
 Section 4.3. Meetings.....8
 Section 4.4. Conduct of Meetings.....9
 Section 4.5. Minutes.....11
 Section 4.6. Absence of Secretary.....11

ARTICLE V Rules for Notification of Meetings to the Public and News Media12
 Section 5.1. Public Meetings and Purposes.....12
 Section 5.2. Notice of Regular and Organizational Meetings.....12
 Section 5.3. Notice of Special Meetings.....13
 Section 5.4. Notice to News Media of Special Meetings.....13
 Section 5.5. Notification of Discussion of Specific Types of Public Business.....15
 Section 5.6. General.....16

ARTICLE VI Construction and Amendment of Bylaws.....18
 Section 6.1. Construction and Severability.....18
 Section 6.2. Amendments.....18

ARTICLE I
~~Offices~~OFFICES

Section 1.1. Principal Office. The principal office of the Violet Township-City of Canal Winchester Joint Economic Development District (the “JEDD”) and of the Board of Directors (the “Board”) shall be located at 10190 Blacklick Eastern Road, Pickerington, OH 43147.

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

ARTICLE II
~~Board of Directors~~BOARD OF DIRECTORS

Section 2.1. Powers. All of the powers of the JEDD 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 and Selection of Board Members. The number of members of the Board (the “Board Members”) shall be determined in accordance with Section 715.72 of the Ohio Revised Code and Section 11 of the Violet Township - City of Canal Winchester Joint Economic Development District Contract dated July 20, 2023 (the “Contract”) by and between Violet Township, Fairfield County, Ohio (the “Township”) and the City of Canal Winchester, Ohio (the “City”). At any time when there is no business operating or person employed within the JEDD, the number of members of the Board (the “Board Members”) shall be fixed at three (3), one (1) of whom is to represent the City and shall be appointed by the legislative authority of the City (the “City Board Member”), one (1) of whom is to represent the Township and shall be appointed by the legislative authority of the Township (the “Township Board Member”), and one (1) of whom is to be selected by the other Board Members to serve as Chairperson of the Board (the “Selected Board Member”).

Pursuant to Section 715.72 of the Ohio Revised Code and Section 8 of the Contract, if there is at least one business operating and at least one person employed within the JEDD, the number of Board Members shall be fixed at five (5), consisting of the City Board Member; the Township Board Member; the Selected Board Member; one (1) Board Member who is to represent owners of businesses in the JEDD (the “Business Owner Board Member”); and one (1) Board Member who is to represent persons working in the JEDD (the “Employee Board Member”). The Business

Owner Board Member and the Employee Board Member shall be appointed by the legislative authorities of the City and the Township, respectively.

Section 2.3. Terms of Office. Terms of office for Board Members generally shall be four (4) years. At any time when there are three (3) Board Members, the terms of the Board Members shall be as follows:

- (a) The term of the initial City Board Member shall be one (1) year;
- (b) The term of the initial Township Board Member shall be two (2) years; and
- (c) The term of the initial Selected Board Member shall be three (3) years.

At any time when there are five (5) Board Members, the terms of the Board Members shall be as follows:

- (a) The term of the initial City Board Member shall be one (1) year;
- (b) The term of the initial Township Board Member shall be two (2) years;
- (c) The term of the initial Business Owner Board Member shall be three (3) years;
- (d) The term of the initial Employee Board Member shall be four (4) years; and
- (e) The term of the initial Selected Board Member shall be four (4) years.

Each Board Member shall continue to hold and execute his or her office, even if his or her term has expired, until he or she resigns or is replaced pursuant to the provisions of this Article II, [such that no lapse in appointment shall occur](#). A Board Member may be reappointed to the Board, but no Board Member may serve more than two consecutive terms.

Section 2.4. Resignation and Removal. Any Board Member may resign by submitting his or her resignation to the Board, and such resignation shall take effect immediately or at such other time as the resigning Board Member may have specified in the written notice of resignation. Any

Board Member who is absent without being excused from three (3) consecutive meetings of the Board shall be deemed to have resigned as a Board Member.

Section 2.5. Vacancies. A vacancy upon the Board shall be deemed to exist upon the death, incapacity, resignation, or removal, ~~or expiration of the term of~~ from office of any Board Member. In the event of a vacancy in the office of the City Board Member, Township Board Member, or Selected Board Member, the City, the Township, or the Board, as the case may be, shall appoint a new Board Member to complete the unexpired term. In the event of a vacancy in the office of Business Owner Board Member or Employee Board Member, the City or the Township, as applicable, shall appoint a new Board Member to fulfill the remainder of the unexpired term.

Section 2.6. Compensation. The Board Members shall serve without compensation. The Board, however, may reimburse Board Members for necessary and authorized expenses incurred by said Board Members on behalf of the JEDD, upon receipt of proof of such expenses.

ARTICLE III
~~Officers~~OFFICERS

Section 3.1. Officers. The officers of the Board shall be a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer, and any other officers the Board may additionally designate from time to time. The Chairperson shall be the Board Member selected by the Board pursuant to Section 715.72 of the Ohio Revised Code. The Board shall elect a Vice-Chairperson from among the Board Members at the first meeting of the Board Members and thereafter every other year for a two-year (2) term. The Board shall also elect from among the Board Members a Secretary and a Treasurer, provided that one Board Member may serve as both Secretary and Treasurer.

Section 3.2. Chairperson. The Chairperson shall preside at all Meetings (as such term is defined in Section 4.3 herein) of the Board, 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 JEDD. The Chairperson (i) shall be the chief executive officer of the JEDD and the Board for the purpose of service of civil process, ~~and the Chairperson~~(ii) is authorized to accept such service of civil process on behalf of the JEDD or the Board. ~~The Chairperson is further, (iii)~~ is authorized to sign documents and enter into binding agreements on behalf of the JEDD or the Board, (iv) 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 (i) 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, (ii) 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 [\(iii\)](#) 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 the authority of the Chairperson, the Vice-Chairperson shall have all [the](#) powers of the Chairperson. At any Meeting of the Board ~~from~~[at](#) which both the Chairperson and the Vice-Chairperson are absent, the Board may select, by a majority vote of those Board Members present, a Board Member of the Board who is present to serve as the presiding officer for that Meeting.

Section 3.4. Secretary and Treasurer.

(a) The Secretary and the Treasurer shall report administratively to the Chairperson, and shall assist and inform the Chairperson and the Board in matters relating to the duties of those offices. The Board may assign additional duties as are consistent with the respective positions of Secretary and Treasurer.

(b) The Secretary shall (i) attend all Meetings of the Board; (ii) keep accurate records of the proceedings at such Meetings and attest to the accuracy of such records; (iii) have such authority and perform such duties as are provided by law for such office or as may be assigned by the Board from time to time; (iv) have custody of and maintain all minutes, resolutions, records, documents, correspondence, and files of the Board except for financial records; (v) certify any such minutes, resolutions, records, documents, or files as true and exact copies thereof; and (vi) maintain in his or her custody any seal of the JEDD. The Board may also require the Secretary to provide a surety bond.

(c) The Treasurer shall be the fiscal officer of the JEDD, and shall maintain all financial records of the JEDD, including accurate books accounting for the JEDD's financial transactions and preparation of the JEDD budget and appropriations resolution. The Treasurer shall have the

care and custody of the funds of the JEDD except as otherwise provided by the Board. The Board may also require the Treasurer to provide a surety bond.

(d) Except for responsibilities that 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 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 [the](#) officers [of the Board](#) 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 assistant, excepting only such duties, authority, and powers that may, as provided by law or by the Bylaws, only be fulfilled, performed, or exercised by the officer himself [or herself](#). An assistant officer shall perform such other duties and discharge such other responsibilities as the Board may require from time to time. The Board may also require that an assistant officer provide a surety bond.

Section 3.6. Terms of Office. Terms of office for all officers of the Board shall be as provided in the Contract, with each such term commencing immediately upon election at the first Meeting of the fiscal year and continuing until their respective successors take office.

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. In the event that the Chairperson resigns, the Chairperson shall give written notice to the Vice-Chairperson. A resignation shall be effective as of the date stated in such resignation, or, if no date is stated, then as of the date of ~~its~~[the](#) receipt [of the resignation](#) by the proper officer. The officer receiving a

resignation shall promptly transmit notice of the resignation to the Board, but no 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.

ARTICLE IV
~~Meetings~~MEETINGS

Section 4.1. Quorum. A majority of the Board Members of the Board shall constitute a quorum. The concurrence of a majority of a quorum shall be sufficient for any action taken by the Board; provided, however, that a quorum must be present when such concurrence is reached. 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 offices of the Township, or designated alternate meeting places, or, subject to Section 4.3 below, 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 a 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 (“Regular Meetings”), of which no notice need be given, shall be held on the dates and at the times and places as determined by resolution 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 each calendar year will constitute the Board’s organizational meeting (the “Organizational Meeting”), at which officers are elected and regular meeting dates are established. The Board shall meet at least once each calendar year.

(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 (the “Special Meetings”) may be called at any time by the Chairperson or any two Board Members by giving written notice, or causing written 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 shall be given at least twenty-four (24) hours prior to the meeting and may be given either electronically or by letter delivered to the residence or business address of each Board Member.

(c) Under Section 121.221 of the Ohio Revised Code, certain public bodies may adopt a virtual meeting policy to enable its membership to attend and hold meetings virtually (each a “Virtual Meeting”, and collectively the “Virtual Meetings”). The District has such authority under Section 121.221 of the Ohio Revised Code to adopt a virtual meeting policy so that it may from time to time hold meetings virtually, as long as such virtual meeting policy is consistent with the requirements of Section 121.221(B)(3) of the Ohio Revised Code. Virtual Meetings may only be called in accordance with the requirements of such a virtual meeting policy adopted by the Board.

Regular Meetings, Special Meetings, Organizational Meetings, ~~and~~ Emergency Meetings, and Virtual Meetings (as defined in Section 5.4(d)) are collectively referred to in these Bylaws as “Meetings,” and such reference is intended to conform to the definition set forth in Section 121.22(B)(2) of the Ohio Revised Code.

(d) ~~(e)~~ Notice of any Meeting need not be given to any Board Member or committee of the Board member 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.

(e) ~~(d)~~ 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, as the same may be modified by the Board from time to time:

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.
8. Introduction of new resolutions.
9. Other business.
10. Adjournment.

(b) Resolutions: ~~Actions and Motions: Action~~ of the Board shall be ~~taken~~ by resolution or motion. Resolutions shall be in written form ~~and must receive the affirmative vote of a majority of Board Members present at the meeting of the Board to be adopted. A resolution adopted by the Board shall be immediately effective unless otherwise stated in such resolution.~~ Resolutions and motions shall be presented, seconded, and acted upon, in accordance with this section. Upon request of any Member of the Board, 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 Board Member for presentation to the Board at least two (2) 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 have made requests hereunder as in his 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 Board Members present.

(d) Vote: Any Board Member shall be permitted to change his vote until roll call has been verified and the result declared.

(e) Robert's Rules of Order: To the extent not otherwise provided by these Bylaws, Meetings shall be conducted in accordance with the latest published edition of Robert's Rules of Order; provided, however, that no action of the Board shall be deemed to be invalid due to non-compliance with Robert's Rules. Any rules of procedure may be waived for a Meeting by the affirmative vote of all Board Members present at the Meeting ~~at~~during which such ~~rule is~~rules of procedure are 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. The minutes of each Meeting shall state the date and place at which the Meeting was held, the names of the Board Members present, a summary of actions there taken, the resolutions adopted, and a record of the vote of each Board Member present. Each resolution adopted at a Meeting shall be assigned a reference number and shall be identified in the minutes by an appropriate reference to such number. 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 that the Secretary and any assistant to the Secretary appointed under Section 3.5 herein are absent from any Meeting at which the Secretary or his assistant is required to attend, the Board Member presiding at such Meeting shall designate a person as acting Secretary to record the minutes of the Meeting and attest to 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.

ARTICLE V
Rules for Notification of Meetings
to the Public and News MediaRULES 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 of the Ohio 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~~regarding notices to Board Members, members of a committee appointed by 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 notice of the time and place of the 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 a calendar day, and “publish” means to display a written copy within the Offices of Violet Township, Fairfield County, Ohio or the City of Canal Winchester, Ohio, electronically post a notification on Violet Township, Fairfield County, Ohio’s or the City of Canal Winchester, Ohio’s website or social media, or to deliver a written notification ~~that is~~in writing mailed, electronically transmitted,

[telegraphed](#) or delivered to a newspaper of general circulation in the 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 notice of the time and place of such changed Regular Meetings shall be 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 notice 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 Meeting to another day, the Secretary shall promptly publish notice of the time and place of such adjourned Regular 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 publish a notice of the time, place, and purposes of Special Meetings at least twenty-four (24) hours before the time of a Special Meeting.

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

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

Section 5.4. Notice to News Media of Special Meetings.

(a) 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~~[any](#) news media that have requested such advance notification in accordance with Section 5.4(b) below.

(b) Any news organization that desires to be given advance notification of Special Meetings shall file a written request therefor with the Secretary. Such written requests shall specify (i) the name of the news organization, (ii) the name and address (both physical and e-mail addresses) of the person to whom written notifications to the news organization may be mailed, [emailed, telegraphed,](#) or delivered, and (iii) the names, addresses, telephone numbers, and e-mail addresses (including addresses, telephone numbers, and e-mail addresses at which notifications may be given during and outside of business hours) of at least two (2) persons to either one of whom oral notification to the news organization may be given. [The Secretary may then provide written or electronic notice to the requesting party. Written requests for notice must be accompanied with adequate prepaid postage.](#)

(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, or otherwise 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. 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 for advance notification shall be effective for one (1) year from the date of filing with the Secretary or until the Secretary receives written notice from such news organization canceling or modifying such request, whichever date is earlier. Each requesting news organization 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~~completely new request with the Secretary. A request shall not be deemed to have been made unless it is complete in all respects required by this Article V, and such request may be conclusively relied on by the Board, its duly appointed committees, and the Secretary.

(c) The Secretary shall give oral notification or written notification or both, as the Secretary determines, of the time, place, and purposes of each Special Meeting to the news media that have requested such advance notification in accordance with Section 5.4(b) above at least twenty-four (24) hours prior to the time of each 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 (an “Emergency Meeting”). The Board Member or Board Members calling an Emergency Meeting, or the Secretary on their behalf, shall immediately give oral or written notification or both, as the person giving such notification shall determine, of the time, place, and purposes of such Emergency Meeting to the news organizations that have requested such advance notification in accordance with Section 5.4(b) above. The minutes of any 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) Upon written request as provided herein, any person may obtain reasonable advance notification of all Meetings at which any specific type of public business is scheduled to be discussed.

Such person shall file a written request with the Secretary specifying (i) the person's name, (ii) the address, telephone number, and e-mail address at or through which the person can be reached during and outside of business hours, (iii) the specific type of public business the discussion of which the person is requesting advance notification, and (iv) the number of calendar months (not to exceed twelve (12)) that the request covers. Each such request may be canceled by 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 plus an estimated number of twelve (12) Special Meetings. The Secretary shall notify ~~in writing~~ the requesting person in writing when the supply of envelopes is running out, and, if the person desires notification after such supply has run out, such person must deliver to the Secretary a reasonable number of additional stamped self-addressed envelopes as a condition to receiving further notifications.

Requests made under this Section 5.5 may be modified or extended only by filing a new written request with the Secretary. Any request under this Section 5.5 shall not be deemed to have been made unless it is complete in all respects, and such requests may be conclusively relied on by the Board, its duly appointed committees, and the Secretary.

(b) The Secretary shall give the advance notification required under this Section 5.5 by written or oral notification, or both, as the Secretary determines in his or her discretion. Advance

written notification may be accomplished by giving copies of the agendas of all Meetings that are the subject of a request made under this Section 5.5.

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, (i) the time and place of Regular Meetings; (ii) the time, place, and purposes of any then-planned Special Meetings; and (iii) whether the available agenda of any such future Meeting states that any specific type of public business that is identified by such person is to be discussed at such Meeting.

(b) Any notification required to be given by the Secretary under the provisions of this Article V 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 committees.

ARTICLE VI
~~Construction and Amendment of Bylaws~~ CONSTRUCTION AND AMENDMENT OF
BYLAWS

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 (particularly Chapter 715) 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. Words of the masculine gender used herein include the feminine and the neuter, and, when the sense so indicates, words of the neuter gender may refer to any gender.

Section 6.2. Amendments. These Bylaws and any portion thereof may, at any time and from time to time, be amended, supplemented, added to, superseded, and changed by a resolution adopted through a majority vote of the Board.

Summary report:	
Litera Compare for Word 11.9.1.1 Document comparison done on 11/24/2025 5:05:10 PM	
Style name: Default Style	
Intelligent Table Comparison: Active	
Original DMS: iw://brickergraydon.cloudmanage.com/BRICKER2/18847194/2	
Modified DMS: iw://brickergraydon.cloudmanage.com/BRICKER2/18847194/3	
Changes:	
Add	54
Delete	28
Move From	0
<u>Move To</u>	0
<u>Table Insert</u>	0
Table Delete	0
<u>Table moves to</u>	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	82

EXHIBIT A

Amended By-Laws

[See Attached]

TAB #7

**BOARD OF DIRECTORS
VIOLET TOWNSHIP - CITY OF CANAL WINCHESTER
JOINT ECONOMIC DEVELOPMENT DISTRICT**

The Board of Directors (the “Board”) of the Violet Township - City of Canal Winchester Joint Economic Development District (the “JEDD”), met on December 1, 2025 at 2:00 p.m., at the Violet Township Board of Trustees Office, 10190 Blacklick Eastern Road, Pickerington, OH 43147, with the following members participating:

M__ . _____
M__ . _____
M__ . _____
M__ . _____
M__ . _____

M__ . _____ introduced the following resolution and M__ . _____ moved its passage:

RESOLUTION NO. 2025-05

A RESOLUTION ADOPTING A VIRTUAL MEETING POLICY

WHEREAS, the JEDD and the Board have heretofore been duly created pursuant to the authority contained in Ohio Revised Code Section 715.72; and

WHEREAS, pursuant to Ohio Revised Code Section 121.221 and the Bylaws of the Board of Directors of the Board, as amended from time to time, the Board may establish a Virtual Meeting Policy allowing for its membership to request for certain meetings to be held completely or partially virtually; and

WHEREAS, the Board has determined to adopt the Virtual Meeting Policy currently on file with the Secretary of the Board and attached hereto as Exhibit A and incorporated herein by this reference (the “Policy”).

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

Section 1. This Board hereby formally adopts the Policy 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, including Ohio Revised Code Section 121.22.

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

[Balance of Page Intentionally Left Blank]

M____ seconded the motion and, after discussion, a roll call vote was taken and the results were:

Voting Aye: _____

Voting Nay: _____

Passed: December 1, 2025

BOARD OF DIRECTORS, VIOLET
TOWNSHIP - CITY OF CANAL
WINCHESTER JOINT ECONOMIC
DEVELOPMENT DISTRICT

Attest: _____
Secretary

Chairperson

CERTIFICATE

The undersigned Secretary of the Board of Directors of the Violet Township - City of Canal Winchester Joint Economic Development District hereby certifies that the foregoing is a true copy of a resolution duly adopted by the Board of Directors of said District on December 1, 2025.

Secretary, Violet Township - City of Canal
Winchester Joint Economic Development
District

EXHIBIT A

Virtual Meeting Policy

[See Attached]

**VIOLET TOWNSHIP-CANAL WINCHESTER JOINT ECONOMIC DEVELOPMENT
DISTRICT**

VIRTUAL MEETING POLICY

Under Ohio Revised Code (“R.C”) Section 121.221, certain public bodies may adopt a virtual meeting policy enabling its membership to attend and hold meetings virtually. The following is the Violet Township-Canal Winchester Joint Economic Development District (the “District”) Virtual Meeting Policy that satisfies the requirements of R.C. Section 121.221(B)(3). In accordance with R.C. Section 121.221, this Virtual Meeting Policy outlines the procedures and requirements for conducting Virtual Meetings for the District.

DEFINITIONS

The following words and terms as used in this Virtual Meeting Policy shall have the following meanings unless otherwise provided and unless the context or use indicates another or different meaning or intent:

“Nonroutine Expenditure” shall mean any significant cost or expense that is not part of the regular, ongoing operational expenses of the District or the District’s approved plan for development. Significant costs or expenses may include nonroutine costs or expenses not previously appropriated or budgeted by the District. A Nonroutine Expenditure does not include the routine adoption of an annual budget authorized to be levied by the District.

“Significant Hiring Decision” shall mean any decisions by the District concerning the appointment or termination of any personnel employed by the District.

“Virtual Meeting” shall mean a formal meeting of this District fully or partially conducted via video conference or any other similar electronic technology.

POLICY

Section 1. **Calling a Virtual Meeting**

To constitute any organizations, regular, special, or emergency meeting as a Virtual Meeting, any member of the Board of Directors may contact the Chairperson with his or her intention to hold such meeting as a Virtual Meeting no less than ninety-six (96) hours before the meeting. Subsequently, all members of the Board of Directors may inform the Chairperson of their intention to attend the meeting virtually no later than forty-eight (48) hours before the meeting, except in the case of an emergency. An emergency shall include, but is not limited to, a medical emergency, family emergency, or natural disaster preventing a member of the Board of Directors from attending the meeting in person. The Chairperson has the authority to determine whether other circumstances warrant an emergency under this provision.

If, upon notification of an upcoming Virtual Meeting, and not later than forty-eight (48) hours before the Virtual Meeting, at least two (2) members of the Board of Directors notify the Chairperson that an item on the agenda must be addressed during a meeting conducted fully in

person, upon the Chairperson's acknowledgement of receipt of the notification, the Board of Directors shall take action on such item only at a meeting conducted fully in person.

a. Exceptions

Virtual Meetings may not be attended or conducted if any of the following are being considered by the Board:

1. Nonroutine Expenditure
2. Significant Hiring Decision
3. Vote on tax issue or tax increase

Section 2. Notice of Virtual Meetings

Any news media that desires advance notification of Virtual Meetings shall file with the Secretary a request therefor. Such requests may be modified or extended only by filing a new request with the Secretary. News media that have properly filed requests for notification and other required parties will receive such notification at least seventy-two (72) hours in advance of the Virtual Meeting or hearing by reasonable methods, such as via email and other permissible methods of notification, which may include a posting on the website of either, or both of, Violet Township, Fairfield County, Ohio or the City of Canal Winchester, Ohio. Such notification shall provide the time, location, agenda of the meeting, and the manner by which the Virtual Meeting will be conducted. In the event of an emergency, notice shall be provided as soon as reasonably feasible.

Section 3. Public Access to Virtual Meetings

In the event that a Virtual Meeting is called for a meeting that is typically open to the public, the public shall have access to such Virtual Meeting. The District shall post a publicly accessible link on the website of either, or both of, Violet Township, Fairfield County, Ohio or the City of Canal Winchester, Ohio, or provide other similar means, to facilitate public attendance. The public shall be able to observe and hear the discussion and deliberations of the members of the Board of Directors regardless of whether the members of the Board of Directors are participating in the Virtual Meeting in person or virtually.

Section 4. Virtual Meeting Roll Call Vote

All votes taken in the Virtual Meeting shall be taken by roll call vote unless there is a motion for unanimous consent, and the motion is not objected to by a member of the Board of Directors. If a vote is taken unanimously, the Meeting Agenda will reflect how all members of the Board of Directors voted, including any members of the Board of Directors who abstained from voting. Member of the Board of Directors who attend the Virtual Meeting virtually and satisfy the notice requirements under Section 1 of this Virtual Meeting Policy shall be considered present for the purposes of voting and determining a quorum.

Section 5. Application of Law

Notwithstanding the existence of this policy, the District hereby informs the public that it shall comply with the requirements of R.C. 121.221 and any amendments thereto supersede and take

precedence over this policy. The District retains the right to amend this policy at any time in accordance with R.C. Section 121.221 and other applicable laws.

Section 6. Effective Date and Revisions

Effective: December 1, 2025.