

Defiance Public Library Board of Trustees
Special Board Meeting
November 20, 2023

The Board of Trustees of Defiance Public Library met for a Special meeting on Monday, November 20, 2023, at the Defiance Public Library; notice of said meeting pursuant to O.R.C. 121 having been posted.

President Laura Connor called the meeting to order at 4:00 pm. In attendance were board members: Chris Korhn, Beth Michel, Dennis Sobecki, and Ken Boroff. Staff members present: Director Cara Potter, CFO Nancy Roehrig, DFO Elaine Talbert, Taryn Lawson, Sarah Marshall and Hilary Gabers.

Visitors present: Al Smith, Amanda Jarrett, Patricia Sanford, Jenny Derringer, Diana Bauer, Vicki Dotson, Ralph Hahn, Cindy Stuckey, Sharon Ott, Chris Mack, David Williams, Camilla Williams, Patti Parks and Anne Kohout-Chase.

Ralph Hahn, Patti Parks, Pat Sanford, Al Smith, Amanda Jarrett, Diana Bauer, Chris Mack, Sharon Ott, and Jenny Derringer all addressed the board regarding the annex and/or the 1918 building.

Items for Discussion

Ken Boroff Moved and Chris Korhn seconded the motion to approve the Resolution for Reimbursement, as appended. Refer to the meeting minutes from the October 25, 2023, board meeting for the documents referenced as Exhibit A in this resolution.

Roll Call Ayes: Laura Connor, Chirs Korhn, Ken Boroff, Beth Michel and Dennis Sobecki.

Nays: None. Motion carried.

Ken Boroff moved and Chris Korhn seconded the motion to approve the Resolution Authorizing the Donation Agreement, as appended.

Roll Call Ayes: Laura Connor, Chirs Korhn, Ken Boroff, Beth Michel and Dennis Sobecki.

Nays: None. Motion carried.

Dennis Sobecki moved and Beth Michel seconded the motion to retroactively approve the use of the Permanent Improvement Fund for all cash receipts and costs associated with purchases for and/or building of an annex for the Defiance Public Library in Defiance, OH, effective October 25, 2023.

Motion carried.

Ken Boroff moved and Chris Korhn seconded the motion to approve the following:

- A retroactive appropriation from the cash balance of the Permanent Improvement Fund of \$205,505.77 in Buildings, effective October 25, 2023.
- A budget adjustment and journal entry for posting the purchase of 109 Jefferson Avenue to Buildings in the Permanent Improvement Fund.

4:36 pm

Dennis Sobecki moved and Chris Korhn seconded the motion to enter into executive session for the purpose of preparing for collective bargaining negotiations.

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Roll Call Ayes: Laura Connor, Chirs Korhn, Ken Boroff, Beth Michel and Dennis Sobecki.
Nays: None. Motion carried.

5:07 pm

Beth Michel moved and Chris Korhn seconded the motion to return to regular session.

The next regular meeting of the library board is scheduled for Wednesday, November 29, 2023,
at 5:00 pm at the Defiance Public Library.

Meeting adjourned by Board President Laura Connor at 5:08 pm.

_____, President

_____, Secretary

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**BOARD OF LIBRARY TRUSTEES
DEFIANCE PUBLIC LIBRARY, OHIO**

The Board of Library Trustees (the “Board”) of the Defiance Public Library, Ohio (the “Library”) met in Special session on November 20, 2023, at 4:00 p.m., at the Defiance Public Library, Defiance, Ohio, 43512 with the following members present:

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

RESOLUTION AUTHORIZING THE USE OF A PORTION OF THE PROCEEDS OF THE PROPOSED MAXIMUM \$4,200,000 OF OBLIGATIONS FOR THE LIBRARY FOR THE PURPOSE OF CONSTRUCTING, RENOVATING AND IMPROVING LIBRARY FACILITIES; FURNISHING AND EQUIPPING THE SAME; IMPROVING THE SITES THEREOF; AND ACQUIRING LAND AND INTERESTS IN LAND IN CONNECTION THEREWITH TO REIMBURSE THE LIBRARY’S GENERAL OR PERMANENT IMPROVEMENT FUND FOR MONEYS PREVIOUSLY ADVANCED FOR SUCH PURPOSE.

WHEREAS, the Library reasonably anticipates that it will incur certain Original Expenditures (as defined in Treasury Regulations Section 1.150-2(c) and Section 1.150-2(d)(3)) for the above-referenced purpose (the “Project”); and

WHEREAS, the Library may advance costs for Original Expenditures for the Project from its General Fund, Permanent Improvement Fund, Bequest Fund or its Building and Repair Fund: and

WHEREAS, the Library intends to reimburse itself, within 18 months from the later of the date of the Original Expenditures or the date the Project is placed in service (but in no event more than three years after the Original Expenditures are paid or, alternatively, five years after the Original Expenditures are paid if the special rule for long-term construction projects set forth in Treasury Regulations Section 1.150-2(d)(2)(iii) is applicable), for Original Expenditures of not to exceed \$4,200,000 for the Project from the proceeds of one or more series of tax-exempt obligations (the “Obligations”) to be issued by the Library;

NOW THEREFORE BE IT RESOLVED BY THE BOARD OF LIBRARY TRUSTEES OF THE DEFIANCE PUBLIC LIBRARY, OHIO, THAT:

Section 1. The Library intends that this Resolution shall constitute an “official intent” for purposes of Section 1.150-2(e) of the Treasury Regulations prescribed under the Internal Revenue Code of 1986, as amended, and declares its intention to use a portion of the proceeds of the Obligations to reimburse the Library for expenses of the Project advanced from its General, Permanent Improvement, Bequest or Building and Repair Fund.

Section 2. The Library intends to make a reimbursement allocation on its books for the Original Expenditures within the “reimbursement period” set forth under Section 1.150-2(d)(2) of the Treasury Regulations, namely not later than 18 months after the later to occur of (a) the respective date each

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Original Expenditure is paid, or (b) the date the Project is “placed in service” within the meaning of Treasury Regulations Section 1.150-2(c), but in no event more than three years after each Original Expenditure is paid.

Section 3. It is hereby found and determined that all formal actions of this Board concerning and relating to the passage of this Resolution were taken in an open meeting of this Board, and that all deliberations of this Board and of any of its committees that resulted in such formal action, were in meetings open to the public, in compliance with all legal requirements including Section 121.22 of the Ohio Revised Code.

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

Ayes: _____

Nays: _____

The Resolution (passed/failed).

Passed: November ____, 2023

BOARD OF LIBRARY TRUSTEES
DEFIANCE PUBLIC LIBRARY OHIO

Board President

Attest: _____
Fiscal Officer

CERTIFICATE

The undersigned Fiscal Officer of the Board of Library Trustees, Defiance Public Library, Ohio, hereby certifies that the foregoing is a true copy of a Resolution duly passed by the Board of Library Trustees of said Library on November ____, 2023.

Fiscal Officer, Board of Library Trustees
Defiance Public Library, Ohio

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The Board of Library Trustees of the Defiance Public Library, Ohio met in Special session on November 20, 2023, at 4:00 pm at the Defiance Public Library, 320 Fort Street, Defiance, Ohio 43512.

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

**RESOLUTION AUTHORIZING DONATION AGREEMENT RELATED TO REAL
PROPERTY LOCATED AT 315 AND 319 FORT STREET, EXECUTION OF ALL
DOCUMENTS ASSOCIATED THEREWITH, AND CLOSING ON ACQUISITION OF SAID
REAL PROPERTY**

WHEREAS, 315 Fort Street, LLC and 319 Fort Street, LLC (together “Donor”) are the owners of certain real property located at 315 Fort Street and 319 Fort Street, respectively (the “Real Property”);

WHEREAS, Donor has offered to donate the Real Property to the Defiance Public Library upon substantially the same terms and conditions set forth in the Donation Agreement and Option Agreement attached hereto as Exhibit A;

WHEREAS, the Board wishes to acquire the Real Property upon substantially the same terms and conditions contained set forth within the Donation Agreement and Option Agreement.

NOW, THEREFORE, BE IT RESOLVED by the Board of Library Trustees as follows:

1. The Board President, Secretary, and Fiscal Officer, or their designees, are authorized, on behalf of the Board and in consultation with legal counsel, to negotiate and execute a Donation Agreement and Option Agreement to accept the donation of the Real Property from Donor, upon substantially the same terms and conditions as set forth within the Donation Agreement and Option Agreement attached hereto as Exhibit A, with such modifications as they deem to be in the best interest of the Board.
2. The Board President, Secretary, Fiscal Officer, and the Director, or their designees, in consultation with legal counsel, are authorized to engage such professionals, execute such documents, and take such action as they may deem necessary or advisable to complete due diligence relating to the Real Property and, if satisfied in their discretion that all contingencies are met and that the acquisition of the Real Property would be in the best interest of the Board, they are authorized to execute such documents and take such actions as may be necessary to close on the donation of the Real Property contemplated hereby.

M_. _____ seconded the motion and, after discussion, a roll call vote was taken, and the resolution passed with at least two-thirds of the full membership of the Board in favor.

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Ayes: _____ Nays: _____

The resolution (passed/failed).

Passed: _____, 2023

BOARD OF LIBRARY TRUSTEES
DEFIANCE PUBLIC LIBRARY

Board President

Attest: _____
Fiscal Officer

CERTIFICATE

The undersigned Fiscal Officer of the Board of Library Trustees, Defiance Public Library, Ohio, hereby certifies that the foregoing is a true copy of a Resolution duly passed by the Board of Library Trustees of said Library on _____, 2023.

Fiscal Officer, Board of Library Trustees
Defiance Public Library