

OHIO PUBLIC FACILITIES COMMISSION

BYLAWS

I. DEFINITIONS

Section 1.1. As used in these Bylaws, “Commission” means the Ohio Public Facilities Commission created by Section 151.02 of the Revised Code; “Chairman”, “Secretary”, “Assistant Secretary”, “Treasurer” and “Assistant Treasurer” means those officers of the Commission; “members of the Commission” means the Governor, Treasurer of State, Auditor of State, Secretary of State, Attorney General, and Director of Budget and Management, and officers who by law perform the functions of such offices during any vacancy therein, and as applicable includes designees acting pursuant to Section 151.02 of the Revised Code and these Bylaws; and “designees” means those officers or employees designated and acting pursuant to Section 151.02 of the Revised Code and Section 2.1. [Amended March 28, 1974, February 15, 1994, and October 5, 2000]

Section 1.2. References to a “Section __” without further identification is to that section of these Bylaws. [Amended February 15, 1994]

II. DESIGNATED MEMBERS TO SERVE AT MEETINGS

Section 2.1. Each of the state officers named in Section 1.1 may designate an officer or employee of that officer’s office or department to attend meetings of the Commission when he is absent or unable for any reason to attend. Such designation shall be made in writing, signed by the designating state officer, and filed with the Secretary. The Secretary shall furnish forms for such designations. Each such designation is effective until and unless revoked by a writing signed by the

designating officer and filed with the Secretary or until a new designation is filed with the Secretary in the manner provided above. [Amended February 15, 1994]

Section 2.2. Each designee who is present at a meeting shall, during such time as the state officer who designated him is absent, be counted in determining whether a quorum is present and may vote and participate in all proceedings and actions of the Commission.

Section 2.3. A designee, as such, shall not execute or cause his facsimile signature to be placed on any obligation, or execute any trust agreement of the Commission. [Amended February 15, 1994]

III. OFFICERS OF COMMISSION

Section 3.1. The Governor shall serve as Chairman, the Director of Budget and Management shall serve as Secretary, and the Treasurer of State shall serve, ex officio, as Treasurer. The Commission may, upon recommendation of the Director of Budget and Management, appoint an Assistant Secretary, and may, upon recommendation of the Treasurer of State, appoint an Assistant Treasurer, who may but need not be members of the Commission, to serve at the pleasure of the Commission. [Amended March 28, 1974 and February 15, 1994]

Section 3.2. The Chairman shall preside at all meetings of the Commission; decide all questions of order; and perform all duties conferred upon such officer by law, and such other duties as the Commission may from time to time prescribe or authorize. If the Chairman is absent from a meeting, his designee shall serve as Chairman for that meeting; and if that designee is also absent from the meeting the Commission shall appoint a member of the Commission to serve as Chairman for that meeting. [Amended February 15, 1994]

Section 3.3. The Secretary shall keep minutes of all meetings of the Commission; be the custodian of, and shall provide facilities in his official office for the custody of, the official seal of the Commission and all records, books, deeds, contracts, documents and papers of the Commission; give notice of all meetings of the Commission and any of its committees, including notice required by Commission rule adopted pursuant to Section 121.22 of the Revised Code; and

perform all duties conferred upon such officer by law, and such other duties as the Commission may from time to time prescribe or authorize.

The Secretary, as Director of Budget and Management and as Secretary of the Commission, is authorized and directed to make or cause to be made, with the assistance of that official's staff and advisers or others, all necessary and appropriate arrangements for the sale of bonds or notes by the Commission, including, in the case of private sale as determined by the Commission, approving the results of the marketing and pricing of those bonds or notes, and advising the Commission and senior manager(s) of that official's approval and recommendation, with formal authorization and award being subject to the Commission's adoption of an applicable series resolution. [Amended February 15, 1994, and October 5, 2000]

Section 3.31 To better effect and implement supersessions or replacements of, and successions or transfers to or from, the Commission as referred to or provided for in or contemplated by (i) Sections 52, 52.04 and 52.05 of Amended Substitute House Bill No. 640 of the 123rd General Assembly (2000) and (ii) Sections 39.02 through 39.04, inclusive, of Amended Substitute House Bill No. 16 of the 126th General Assembly (2005), and except as may be otherwise expressly provided in these Bylaws or in a Commission resolution:

(a) Whenever those sections of that House Bill 640 and House Bill 16 refer to or require action by an appropriate officer of the Commission, that officer shall be the Secretary.

(b) The Secretary may make or cause to be made, and take, all necessary actions on behalf of the Commission including the execution, certification, acceptance or delivery on behalf of the Commission of appropriate documents and records, including but not limited to any amendments of or supplements to basic documents or instruments as referred to in those sections.

(c) As further authorized in Section 151.02 of the Revised Code, the Secretary shall prepare and execute on behalf of the Commission leases and agreements and supplements to them relating to financings referred to in Section 154.20, 154.21, 154.22 or 154.23 of the Revised Code for which the Treasurer of State is the issuing authority, upon the Secretary's finding that those instruments are consistent with pertinent capital and general appropriation act provisions and

correctly and accurately pertain to the financing then being undertaken. [Amended January 9, 2001 and October 14, 2005]

Section 3.32 To better effect and implement supersessions or replacements of, and successions or transfers to or from, the Commission as referred to or provided for in or contemplated by Sections 701.50 of Amended Substitute House Bill No. 153 of the 129th General Assembly (2011), and except as may be otherwise expressly provided in these Bylaws or in a Commission resolution:

(a) The Secretary may make or cause to be made, and take, all necessary actions on behalf of the Commission including the execution, certification, acceptance or delivery on behalf of the Commission of appropriate documents and records, including but not limited to any amendments of or supplements to basic documents or instruments as referred to in those sections.

(b) As further authorized in Section 151.02 of the Revised Code, the Secretary shall prepare and execute on behalf of the Commission leases and agreements and supplements to them relating to financings referred to in Section 154.06, 154.24 or 154.25 of the Revised Code for which the Treasurer of State is the issuing authority, upon the Secretary's finding that those instruments are consistent with pertinent capital and general appropriation act provisions and correctly and accurately pertain to the financing then being undertaken. [Amended January 11, 2012 and April 23, 2013]

Section 3.4. The Treasurer shall perform all duties conferred on such officer by law, and such other duties as the Commission may from time to time prescribe or authorize. [Amended February 15, 1994]

Section 3.5. The Assistant Secretary shall assist the Secretary in the performance of his duties, and serve as secretary at meetings at which the Secretary is absent. If both the Secretary and Assistant Secretary are absent from a meeting, the Commission shall appoint a member of the Commission to serve as secretary of the meeting. The Assistant Secretary may also perform any functions of the Secretary in the absence of or in place of the Secretary as the Secretary may authorize; and any such action by the Assistant Secretary shall be deemed conclusively to be

authorized by the Secretary unless the Secretary has theretofore filed with the Commission and set forth in its minutes rules by him setting forth functions of the Assistant Secretary in which event the Assistant Secretary shall perform only those additional functions as are set forth in those rules as in effect from time to time; provided that the Assistant Secretary shall, nevertheless, perform such duties as are from time to time prescribed or authorized by the Commission. [Amended February 15, 1994]

Section 3.6. The Assistant Treasurer shall assist the Treasurer in the performance of his duties. The Assistant Treasurer may also perform any functions of the Treasurer in the absence of or in place of the Treasurer as the Treasurer may authorize, and any such action by the Assistant Treasurer shall be deemed conclusively to be authorized by the Treasurer unless the Treasurer has theretofore filed with the Commission rules by him, which the Secretary shall set forth in the minutes of the Commission, setting forth functions of the Assistant Treasurer in which event the Assistant Treasurer shall perform only those functions as are set forth in those rules as in effect from time to time; provided that the Assistant Treasurer shall, nevertheless, perform such duties as are from time to time prescribed or authorized by the Commission. [Amended February 15, 1994]

IV. MEETINGS

Section 4.1. Regular meetings of the Commission shall be held at such dates, times and locations as shall be fixed or provided for by vote of the members of the Commission at a meeting of the Commission duly called and held, and additional meetings may be called by the Chairman or by the Secretary or by any three members of the Commission. [Amended February 15, 1994]

Section 4.2. The Secretary shall give members of the Commission written notice of the date, time and location of all meetings. Such notice may but need not also be given to those who are designees when the notice is given. Such notice shall be given by depositing it, at least 48 hours in advance of the meeting, in the United States mail in a postage prepaid envelope addressed to each of the members of the Commission at his official office, or by delivering it, at least 24 hours in

advance of the meeting, at his official office. Such notice may be waived in writing, either before or after the meeting involved, by any of the members of the Commission not so notified, and shall be waived without necessity for such writing by the attendance of such member or his designee at such meeting. [Amended February 15, 1994]

Section 4.3. The Secretary shall, whenever possible, deliver with the notice of a meeting provided for in Section 4.2 the proposed agenda of the meeting. However, any business may be considered or acted upon at any meeting of the Commission whether or not set forth in the agenda of that meeting and whether or not an agenda of that meeting had been delivered to the members of the Commission prior to that meeting. [Amended February 15, 1994]

Section 4.4. Meetings of the Commission may be held at any location within the State of Ohio, provided that no meeting shall be held other than in the City of Columbus unless approved by vote of four members of the Commission at a previous meeting. Business of the Commission and of its committees shall be transacted only in meetings in compliance with Section 121.22 of the Revised Code and the Commission's rule adopted pursuant to that section. [Amended February 15, 1994]

Section 4.5. Except as provided otherwise from time to time by law, or by rule, bylaw or other action of the Commission, proceedings of the Commission shall be governed by the parliamentary rules set forth in the then latest edition of *Robert's Rules of Order*. [Amended February 15, 1994]

Section 4.6. The Chairman shall determine the order of business for each meeting of the Commission. [Amended February 15, 1994]

Section 4.7. Four members of the Commission constitute a quorum and the affirmative vote of four members of the Commission is necessary for any action taken by a vote of the Commission.

Section 4.8. Any meeting of the Commission, whether or not a quorum is present, may be adjourned by the member, or by a majority of the members of the Commission, present at such meeting to a stated date, time and location, without necessity for further notice to any member

of the Commission. The Secretary shall make a reasonable effort to inform absent members of the Commission and designees of the date, time and location of such adjourned meeting, but failure of such information for any reason shall not in any way affect the ability of a quorum of the Commission to act at such adjourned meeting on any matter coming before the Commission at such meeting. [Amended February 15, 1994]

Section 4.9. The minutes of each meeting of the Commission and of any Commission committee shall be promptly prepared, filed and maintained in the Secretary's office, and shall be open to public inspection. The minutes of each meeting of the Commission shall contain a record of all actions taken by vote of the Commission. The Secretary shall furnish to each member of the Commission a copy of the minutes of a meeting of the Commission or of any of its committees as soon after that meeting as is practical, and those minutes shall be submitted for approval to a subsequent meeting of the Authority. [Amended February 15, 1994, and August 23, 2009]

V. ANNUAL REPORTS

Section 5.1. [Amended February 15, 1994, repealed October 5, 2000]

VI. NUMBERING OF RULES, REGULATIONS AND RESOLUTIONS

Section 6.1. Rules and resolutions of the Commission shall be numbered as determined by the Secretary. [Amended February 15, 1994]

VII. AMENDMENTS

Section 7.1. These Bylaws may be amended or repealed, in whole or in part, at any meeting of the Commission by the affirmative vote of four members of the Commission.