



Toledo Area Regional Transit Authority
1127 West Central Avenue, P.O. Box 792
Toledo, Ohio 43697-0792
(419) 243-7433 – Phone
(419) 243-8588 – fax
www.TARTA.com

March 26, 2010

Mayor Bill Verbosky, Jr.
City of Rossford
133 Osborn St.
Rossford, OH 43460

Re: Approval of Agreement Forming A Reorganized TARTA

Dear Mayor Verbosky:

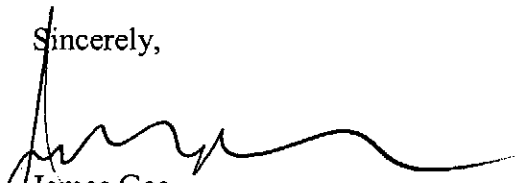
On February 4, 2010, the Board of Trustees of the Toledo Regional Transit Authority (“TARTA”) approved a plan of reorganization that provides for several reforms to TARTA’s organizational and funding structure. These reforms are consistent with the recommendations of a comprehensive study of TARTA’s operations and also respond to the needs of TARTA’s Member Communities. The major reforms are:

1. Eliminating TARTA’s 2.5 mills of property taxes and transitioning to a half percent sales tax;
2. Providing a means for Member Communities to voluntarily withdraw from TARTA; and
3. Expanding TARTA’s service area to include all of Lucas County by adding Lucas County as a Member Community.

Achieving these reforms requires the consent of all of TARTA’s Member Communities, the approval of Lucas County as a new Member Community, and the approval of the voters at the November 2, 2010 election to eliminate TARTA’s property taxes and approve the sales tax. As a Member Community, it is necessary that the City of Rossford approve an ordinance or resolution providing for this reorganization. Enclosed you will find an ordinance approving the changes and the Agreement Forming A Reorganized Toledo Area Regional Transit Authority. In order to present this issue to the voters at the November election, the TARTA Board of Trustees must take action no later than TARTA’s August 5, 2010 meeting. Given the administrative tasks involved in this matter, we need to have all Member Communities and Lucas County approve this ordinance or resolution by the end of June.

I ask that you please place the ordinance or resolution on your agenda for consideration as soon as possible. Representatives of TARTA will attend any meetings or public hearings that you schedule to answer any questions. In the meantime, feel free to call me to discuss these issues.

Sincerely,



James Gee
General Manager



ORDINANCE NO. _____

AN ORDINANCE AMENDING THE ORDINANCES AND RESOLUTIONS PREVIOUSLY ADOPTED WHICH CREATED AND GOVERNED THE TOLEDO REGIONAL TRANSIT AUTHORITY ("TARTA") BY: (1) ADDING LUCAS COUNTY AS A MEMBER OF TARTA; (2) ELIMINATING TARTA'S 2.5 MILL PROPERTY TAXES AND SUBSTITUTING A ONE-HALF PERCENT SALES TAX; (3) REVISING THE MANNER BY WHICH MEMBER COMMUNITIES MAY WITHDRAW FROM OR JOIN TARTA; AND (4) ADOPTING A NEW ORGANIZATIONAL STRUCTURE AND AGREEMENT FOR TARTA; PROVIDED, THAT ALL SUCH CHANGES ARE CONTINGENT UPON VOTER APPROVAL OF THE NEW TARTA FUNDING SYSTEM AT THE NOVEMBER 2, 2010 GENERAL ELECTION; AND DECLARING AN EMERGENCY

Whereas, the Toledo Area Regional Transit Authority ("TARTA") exists as a political subdivision under the laws of the State of Ohio and has been established in and by the following jurisdictions ("Member Communities"): the City of Toledo, the City of Maumee, the City of Perrysburg, the City of Sylvania, the City of Rossford, the Village of Ottawa Hills, the Village of Waterville, the Township of Sylvania and the Township of Spencer; and

Whereas, TARTA provides transit services within the areas of the Member Communities which are within portions of Lucas and Wood Counties; and,

Whereas, the TARTA currently derives funding from two ad valorem property taxes (one 1.0 mill levy and one 1.5 mill levy) for a total rate of 2.5 mills paid by the property owners within the area of TARTA; and

Whereas, several other Regional Transit Authorities in Ohio utilize a sales and use tax to fund their operations which funding system is viewed as preferable method of funding because it is paid by non-residents as well as residents; and

Whereas, in 2008 and 2009, TARTA undertook a comprehensive study and analysis of its operations which recommended that TARTA expand its operations throughout Lucas County and transition to a one-half percent sales and use tax, and eliminate the existing 2.5 mills property tax levies; and,

Whereas, a sales and use tax funding system requires the addition of Lucas County as one of TARTA's Member Communities; and

Whereas, from time to time, certain Member Communities have expressed a desire to withdraw from TARTA and secure transit services in some other fashion, potentially including entering into a contract with TARTA, but such withdrawals have not been effected because

ROSSFORD ORDINANCE
MARCH 15, 2010

withdrawal from TARTA currently requires the unanimous consent of all Member Communities, which consent has not been forthcoming; and

Whereas, one reason Member Communities have not been willing to authorize withdrawal from TARTA by other Member Communities is a concern over the ongoing stability of funding for TARTA under the property tax system, which concern would be significantly reduced if TARTA were funded through a sales and use tax in the same manner as several other Regional Transit Authorities; and

Whereas, the Board of Trustees of TARTA has approved pursuing changes to TARTA's organizational and funding system which would: (1) expand transit services to all of Lucas County by adding Lucas County as a Member Community; (2) eliminate the current 2.5 mill property tax levies and substitute a one-half percent sales tax; and (3) provide a different procedural method for Member Communities to withdraw from the TARTA which does not require the unanimous consent of all other Member Communities; and

Whereas, the proposed changes require the consent of all existing TARTA Member Communities and the consent of the proposed new Member Community, Lucas County, in a timely fashion so that the TARTA Board of Trustees may take action at its August, 2010 meeting and place the issue onto the November 2, 2010 ballot.

NOW THEREFORE, BE IT ORDAINED BY THE COUNCIL OF THE CITY OF ROSSFORD, WOOD COUNTY, OHIO THAT:

Section 1: The City of Rossford hereby consents to and approves of the addition of Lucas County as a Member Community of TARTA pursuant to Revised Code Section 306.321 and the expansion of the territorial boundaries of TARTA to be coextensive with the boundaries of TARTA's Member Communities as now or hereafter exist.

Section 2: The City of Rossford hereby consents to and approves of the termination and elimination of TARTA's existing 2.5 mill property tax levies, contingent upon and subject to voter approval of a one-half percent sales and use tax at the November 2, 2010 general election in accordance with all provisions of law for transitioning from a property tax funding system to a sales and use tax funding system as described in Revised Code 306.321 and as further provided and agreed to by the Member Communities in the Agreement Forming A Reorganized Sylvania Area Regional Transit Authority which is attached hereto and incorporated by reference. The City of Rossford consents to and approves of the placement of that sales and use tax question onto the November 2, 2010 ballot. The tax shall be in effect for a period of ten (10) years. In accordance with Revised Code 5739.023, the tax shall become effective on the first day of the calendar quarter next following the sixty-fifth day following the date the tax commissioner receives from the board of elections the certification of the results of the election on the question of the tax.

Section 3: The City of Rossford hereby consents to and approves of amending the substantive and procedural requirements necessary for a Member Community to withdraw from TARTA to provide as follows:

From and after the date the results of the November 2, 2010 general election approving a one-half percent sales and use tax for TARTA are final, a Member Community, acting by a resolution or ordinance adopted by its legislative authority, may withdraw from TARTA, effective sixty (60) days after the adoption of the resolution or ordinance. Such withdrawal shall not require or be subject to the approval or consent of any other TARTA Member Community or the approval or consent of the TARTA Board of Trustees. Effective upon the date of withdrawal, the power of TARTA to levy a tax within the territorial boundaries of the withdrawing Member Community shall terminate as provided by law and as further provided in the attached Agreement Forming A Reorganized Toledo Area Regional Transit Authority; provided, that the power to levy a tax within the territorial boundaries of Lucas County shall continue so long as Lucas County shall remain a Member Community regardless of the withdrawal of any Member Community that is located wholly within Lucas County and provided further that provision shall be made for the payment of any indebtedness of TARTA in accordance with law.

Section 4: The City of Rossford hereby consents to and approves of a revised composition of the TARTA Board of Trustees to reflect TARTA's expanded geographical boundaries, as follows:

A. Nine members, of whom initially three shall have a term of one year; three, of two years; three of three years; shall be appointed by the Mayor of the City of Toledo with the advice and consent of the Council of the City;

B. One member, who shall have a term of three years, shall be appointed by the Mayor of the Village of Ottawa Hills with the advice and consent of the Council of the Village;

C. One member, who shall have a term of three years, shall be appointed by the Mayor of the City of Rossford with the advice and consent of the Council of the City of Rossford;

D. One member, who shall have a term of three years, shall be appointed by the Mayor of the City of Sylvania with the advice and consent of the Council of the City of Sylvania;

E. One member, who shall have a term of three years, shall be appointed by the Mayor of the City of Maumee with the advice and consent of the Council of the City of Maumee;

F. One member, who shall have a term of three years, shall be appointed by the Mayor of the City of Perrysburg with the advice and consent of the Council of the City of Perrysburg;

G. One member, who shall have a term of three years, shall be appointed by the Board of Trustees of Sylvania Township;

H. One member, who shall have a term of three years, shall be appointed by the Board of Trustees of Spencer Township;

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I. One member, who shall have a term of three years, shall be appointed by the Mayor of the Village of Waterville with the advice and consent of the Council of the Village;

J. Four members, of whom one shall have an initial term of three years, two of two years, and one of one year shall be appointed by the Board of Lucas County Commissioners;

K. One member, who shall have a term of three years, may be appointed by the legislative authority of any township or municipality that elects to have such representation in accordance with become a Member Community of TARTA appointed in the same fashion as called for above by municipalities and townships.

Any vacancy occurring in the position of a member of the Board of Trustees shall be filled for the unexpired term in the manner provided for an initial appointment.

Section 5: From and after the date the results of the November 2, 2010 general election approving a one-half percent sales and use tax for TARTA are final:

A. A municipality or township that is not already a Member Community of TARTA and that is located wholly within Lucas County may join TARTA by the adoption of a resolution or ordinance of its legislative authority stating its desire and intention to become a Member Community of TARTA. The proposed new Member Community shall automatically become a Member Community thirty (30) days after the adoption of the ordinance or resolution and shall have the right to appoint a member of the TARTA Board of Trustees. Because the new Member Community is located within an area where the sales and use tax already is in effect, there shall be no election on the tax presented to the voters of the new Member Community. If necessary to effectuate this result, the new Member Community shall not be regarded as a Member Community and instead shall be deemed to have been afforded representation on the Board of Trustees only.

B. A municipality, township or county that is located within a geographical area in which TARTA's sales and use tax is not in effect may adopt an ordinance or resolution stating its desire and request to become a Member Community of TARTA. The TARTA Board of Trustees may approve or disapprove the proposed Member Community's admission to TARTA. Approval by the TARTA Board of Trustees shall require a two-thirds majority vote. If the TARTA Board of Trustees shall approve the admission of the proposed Member Community, then the procedures specified in Revised Code 306.321 for the admission of addition members and the presentation of the tax as described therein shall be followed. In the event the voters approve the tax, the municipality, township or county shall become a Member Community with the right to appoint a member of the TARTA Board of Trustees thirty (30) days thereafter. In the event the voters do not approve the tax, then the proposed Member Community shall not be a Member Community, all as provided in Revised Code 306.321.

Section 6: The City of Rossford hereby consents to and approves of the attached Agreement Forming A Reorganized Sylvania Area Regional Transit Authority which shall become effective conditioned upon the approval of the sales and use tax described herein.

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Section 7: The Board of Trustees of TARTA shall adopt its resolution providing for the submission of the question of the imposition of an additional one-half percent sales and use tax to the electors of TARTA, as enlarged, not later than ten (10) days following the filing of the ordinances and resolutions of the Member Communities, all as provided in Revised Code 306.321.

Section 8: The City of Rossford's consent and approval of the foregoing is expressly contingent upon the other existing Member Communities of TARTA consenting to the admission of Lucas County as a Member Community and the approval of ordinances or resolutions substantially similar to this ordinance authorizing the changes described herein. In accordance with Revised Code 306.321, in the event the sales and use tax is not approved, Lucas County shall not be included as a Member Community of TARTA and the geographical boundaries of TARTA shall be the same as they were prior to date Lucas County was admitted as a Member Community.

Section 9: All prior ordinances and resolutions adopted by the City with respect to TARTA are amended and superseded to the extent they are inconsistent with the provisions of this ordinance or the terms of the Agreement Forming A Reorganized Toledo Area Regional Transit Authority which is attached hereto.

Section 10: It is found and determined that all formal actions of this Council concerning and relating to the adoption of this ordinance were adopted in an open meetings in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

Section 11: This ordinance is hereby declared to be an emergency and shall be effective immediately upon its adoption. The reason for the emergency is that this measure is necessary for the immediate preservation of the public peace, health, safety and welfare of the city and also for the further reason that this ordinance because it is necessary to immediately inform other TARTA Member Communities of the city's desire and intention to consent to the reorganization of TARTA in the manner described herein and permit an orderly and timely process to proceed by which Member Communities consider and adopt similar ordinances and resolutions to reorganize TARTA.

AGREEMENT FORMING A REORGANIZED TOLEDO AREA REGIONAL TRANSIT AUTHORITY

RECITALS

Whereas, the Toledo Area Regional Transit Authority ("TARTA") was formed in the 1970s as a Regional Transit Authority under Revised Code Chapter 306; and

Whereas, over the course of time TARTA came to include the following Member Communities: the City of Toledo, the City of Sylvania, the City of Maumee, the City of Perrysburg, the City of Rossford, the Village of Waterville, the Village of Ottawa Hills, the Township of Sylvania, and the Township of Spencer; and

Whereas, over the course of time the Member Communities have adopted numerous ordinances and resolutions relating to various aspects of TARTA's operation, and as a result, there is no one document or readily ascertainable set of documents constituting the agreement between the Member Communities for the formation and operation of TARTA; and

Whereas, in 2010 the Member Communities adopted ordinances or resolutions, as the case may be, copies of which are attached hereto, to reorganize TARTA and add Lucas County as a Member Community, as well as change TARTA's funding from a property tax system to a sales and use tax system, and also revise the method by which Member Communities may withdraw from or be added to TARTA; and

Whereas, the ordinances and resolutions adopted by the Member Communities and the proposed additional Member Community, Lucas County, provide that the parties shall enter into this comprehensive Agreement Forming A Reorganized Toledo Regional Transit Authority ("Agreement") so that the Member Communities and others will have one ready and reliable source to determine the terms and conditions of the agreement between the Member Communities; and

Whereas, the execution and effectiveness of this Agreement is subject to and contingent upon the voters approving a one-half percent sales and use tax for TARTA's operations at the November, 2010 general election.

NOW THEREFORE, IN CONSIDERATION OF AND SUBJECT TO THE FOREGOING, THE MEMBER COMMUNITIES AGREE AS FOLLOWS:

ARTICLE 1: PURPOSE; POWERS AND DUTIES

Section 1.1 Purpose: The Toledo Area Regional Transit Authority ("TARTA") shall exist as a Regional Transit Authority and political subdivision organized under Chapter 306 of the Ohio Revised Code to exercise essential governmental functions. The purpose of TARTA shall be to provide transit services, including but not limited to bus transportation, paratransit

transportation, and any and all forms of transportation deemed appropriate and necessary and as permitted under the laws of the State of Ohio.

Section 1.2 Powers and Duties: TARTA shall have all of the powers and duties of a Regional Transit Authority specified and allowed in Chapter 306 of the Revised Code. When a manner of exercising a power or discharging a duty is specified in the Revised Code, TARTA shall exercise that power or discharge that duty in the manner specified. If no such manner is specified, then TARTA shall exercise its powers and discharge its duties in any manner permissible under the law and in accordance with this Agreement and TARTA's By Laws.

Section 1.3 By Laws and Rules: The Board of Trustees may adopt, amend and repeal from time to time as it deems appropriate, a set of By Laws for the administration of its affairs. The Board of Trustees may adopt, amend and repeal Rules for the control and operation of the transit facilities under its jurisdiction. No By Law or Rule shall be in derogation of law or of any of the terms of this Agreement.

Section 1.4 Offices: The Board of Trustees may maintain a principal office and such sub-offices as it deems appropriate at any location within the territorial limits of TARTA.

ARTICLE 2: MEMBERSHIP

Section 2.1 Member Communities: The following are the Member Communities of the Toledo Area Regional Transit Authority: the City of Toledo, the City of Sylvania, the City of Maumee, the City of Perrysburg, the City of Rossford, the Village of Waterville, the Village of Ottawa Hills, the Township of Sylvania, the Township of Spencer, and the County of Lucas.

Section 2.2 Adding a New Member Community: From and after the date the results of the November 2, 2010 general election approving a one-half percent sales and use tax for TARTA are final:

A. A municipality or township that is not already a Member Community of TARTA and that is located wholly within Lucas County may join TARTA by the adoption of a resolution or ordinance of its legislative authority stating its desire and intention to become a Member Community of TARTA. The proposed new Member Community shall automatically become a Member Community thirty (30) days after the adoption of the ordinance or resolution and shall have the right to appoint a member of the TARTA Board of Trustees. Because the new Member Community is located within an area where the sales and use tax already is in effect, there shall be no election on the tax presented to the voters of the new Member Community. If necessary to effectuate this result, the new Member Community shall not be regarded as a Member Community and instead shall be deemed to have been afforded representation on the Board of Trustees only.

B. A municipality, township or county that is located within a geographical area in which TARTA's sales and use tax is not in effect may adopt an ordinance or resolution stating its desire and request to become a Member Community of TARTA. The TARTA Board of Trustees

may approve or disapprove the proposed Member Community's admission to TARTA. Approval by the TARTA Board of Trustees shall require a two-thirds majority vote. If the TARTA Board of Trustees shall approve the admission of the proposed Member Community, then the procedures specified in Revised Code 306.321 for the admission of addition members and the presentation of the tax as described therein shall be followed. In the event the voters approve the tax, the municipality, township or county shall become a Member Community with the right to appoint a member of the TARTA Board of Trustees thirty (30) days thereafter. In the event the voters do not approve the tax, then the proposed Member Community shall not be a Member Community, all as provided in Revised Code 306.321.

Section 2.3 Withdrawal of a Member Community: A Member Community, acting by a resolution or ordinance adopted by its legislative authority, may withdraw from TARTA, effective sixty (60) days after the adoption of the resolution or ordinance. Such withdrawal shall not require or be subject to the approval or consent of any other TARTA Member Community or the approval or consent of the TARTA Board of Trustees. Effective upon the date of withdrawal, the power of TARTA to levy a tax within the territorial boundaries of the withdrawing Member Community shall terminate as provided by law; provided, that the power to levy a tax within the territorial boundaries of Lucas County shall continue so long as Lucas County shall remain a Member Community regardless of the withdrawal of any Member Community that is located within Lucas County and provided further that provision shall be made for the payment of any indebtedness of TARTA in accordance with law.

ARTICLE 3: BOARD OF TRUSTEES

Section 3.1 Appointments by Member Communities: The Board of Trustees shall consist of the following number of members, appointed in the manner stated:

A. Nine members, of whom initially three shall have a term of one year; three, of two years; three of three years; shall be appointed by the Mayor of the City of Toledo with the advice and consent of the Council of the City;

B. One member, who shall have a term of three years, shall be appointed by the Mayor of the Village of Ottawa Hills with the advice and consent of the Council of the Village;

C. One member, who shall have a term of three years, shall be appointed by the Mayor of the City of Rossford with the advice and consent of the Council of the City of Rossford;

D. One member, who shall have a term of three years, shall be appointed by the Mayor of the City of Sylvania with the advice and consent of the Council of the City of Sylvania;

E. One member, who shall have a term of three years, shall be appointed by the Mayor of the City of Maumee with the advice and consent of the Council of the City of Maumee;

F. One member, who shall have a term of three years, shall be appointed by the Mayor of the City of Perrysburg with the advice and consent of the Council of the City of Perrysburg;

G. One member, who shall have a term of three years, shall be appointed by the Board of Trustees of Sylvania Township;

H. One member, who shall have a term of three years, shall be appointed by the Board of Trustees of Spencer Township;

I. One member, who shall have a term of three years, shall be appointed by the Mayor of the Village of Waterville with the advice and consent of the Council of the Village;

J. Four members, of whom one shall have an initial term of three years, two of two years, and one of one year shall be appointed by the Board of Lucas County Commissioners;

Members of the Board of Trustees appointed prior to the effective date of this Agreement shall continue to serve their terms in accordance with their appointments and such terms shall continue in the same staggered fashion as was the case prior to the effective date of this Agreement. When new Member Communities join TARTA, the Board of Trustees shall provide for their appointees to serve staggered terms in a similar fashion.

Section 3.2 Board Representation for Withdrawing Member Community: In the event a Member Community withdraws from TARTA, it shall no longer have the right to appoint members to the Board of Trustees and the members of the Board of Trustees appointed by the withdrawing Member Community shall no longer be members of the Board of Trustees effective upon the date of the Member Community's withdrawal. The number of members of the Board of Trustees shall be reduced for all purposes as a result of the withdrawal.

Section 3.3 Additional Board Members: In accordance with Article 2, Section 2.2, in the event a new Member Community is added to TARTA, such party shall appoint one member to the Board of Trustees who shall have a term of three years.

Section 3.4 Vacancies: Any vacancy occurring in the position of a member of the Board of Trustees shall be filled for the unexpired term in the manner provided for an initial appointment.

Section 3.5 Compensation: No compensation shall be paid to any member of the Board of Trustees, provided that each member shall be reimbursed for reasonable and necessary expenses incurred in the performance of the member's duties.

Section 3.6 Committees, Officers and Employees: The Board of Trustees may establish such standing or temporary committees to assist in discharging its duties as it may find convenient from time to time. The Board of Trustees shall select such officers and assistant officers as the Board of Trustees may determine best serves the interests of the organization. The Board of Trustees may hire employees, including a General Manager, to manage the affairs

of the organization and delegate to them such duties and responsibilities as the Board of Trustees determines, except for duties expressly reserved to the Board of Trustees by law or by the terms of this Agreement.

Section 3.7 Open Meetings and Public Records: As a political subdivision under the laws of the State of Ohio, the Board shall conduct its meetings in compliance with the open public meeting laws and provide and maintain its documents and records in accordance with public records laws of the State of Ohio.

Section 3.8 Powers and Duties of the Board of Trustees: In accordance with Ohio Revised Code Section 306.34, all the power and authority granted to TARTA shall be vested in and exercised by the Board of Trustees which shall manage and conduct its affairs. The board shall, within the limitations of sections 306.30 to 306.47, inclusive, of the Ohio Revised Code, by its rules and regulations, provide the procedure for its actions, the manner of selection of its president, vice-president, secretary-treasurer, and other officers and employees, their titles, terms of office, compensation, duties, number, and qualifications, and any other lawful subject necessary to the operation of TARTA and the exercise of the powers granted to it.

ARTICLE 4: FINANCIAL MATTERS

Section 4.1 Appropriations: Appropriations and budget procedures shall be conducted in accordance with the provisions of the Ohio Revised Code and, as applicable, all federal laws and regulations relating to TARTA's operations.

Section 4.2 Contracts: Contracts shall be entered into in accordance with the applicable provisions of the Ohio Revised Code and with any By Laws or Rules the Board of Trustees may adopt concerning entering into contracts and, as applicable, all federal laws and regulations relating to TARTA's operations.

Section 4.3 Expenditures: All expenditures shall be in accordance with provisions of the Ohio Revised Code, and in accordance with any By Laws or Rules the Board of Trustees may adopt governing expenditures and, as applicable, all federal laws and regulations relating to TARTA's operations.

Section 4.4 Tax Levies:

A. Following the initial approval of a one-half percent sales and use tax at the November 2, 2010 general election, the Board of Trustees is authorized to seek the renewal or modification of such tax at a subsequent election in accordance with law. In accordance with Ohio Revised Code 306.321, following the approval of the sales and use tax, the Board of Trustees shall appropriate from the first moneys received from the sales and use tax in each year, the full amount required in order to pay the principal of and interest on any notes of TARTA issued pursuant to section 306.49 of the Revised Code, in anticipation of the collection of the ad valorem tax; and shall not thereafter levy and collect the ad valorem taxes previously approved by the electors unless the levy and collection is necessary to pay the principal of and interest on

notes issued in anticipation of the tax in order to avoid impairing the obligation of the contract between TARTA and the note holders.

B. Subject to the foregoing subsection A and contingent upon the adoption of the one-half percent sales and use tax at the November 2, 2010 general election, it is expressly agreed that for the tax lien year January 1, 2011 and tax lien years thereafter, the Board of Trustees of TARTA shall exercise its authority, to the extent such is necessary, and take all other actions necessary, to not levy either of the TARTA ad valorem property taxes previously approved by the electors. The Board of Trustees shall be entitled to levy and collect the TARTA ad valorem property taxes previously approved by the electors for the tax lien year 2010 and prior thereto.

ARTICLE 5: MISCELLANEOUS

Section 5.1 Continuation of Operations: Nothing in this Agreement shall be construed to impair the obligation of TARTA's contracts previously entered into, all of which shall continue in full force and effect in accordance with their terms, including contracts with employees, vendors, and suppliers. All By Laws, Rules, Policies, Procedures, Procedure Manuals, and similar measures previously adopted shall continue in full force and effect unless and until rescinded or modified hereafter. All of the members of the Board of Trustees and all of the officers of the Board of Trustees holding office on the date this Agreement becomes effective shall continue to serve the balance of their terms unless and until replaced as provided by law.

Section 5.2 Effective Date: This Agreement is contingent upon the approval by the voters of a one-half percent sales and use tax to fund TARTA's operations at the November 2, 2010 general election. In the event the sales and use tax is not approved, this Agreement shall be null and void. In the event the sales and use tax is approved, this Agreement shall become effective on the date the results of the election become final.

Section 5.3 No Third Party Beneficiaries; No Assignment: This Agreement is intended to benefit the parties hereto and no third parties shall have any rights hereunder. No Member Community may assign its rights or duties under this Agreement.

Section 5.4 Execution: An authorized representative of each Member Community shall execute this Agreement on behalf of the Member Community. If a municipality, township or county is added as a new Member Community or secures representation on the Board on behalf of such community, an authorized representative of that municipality, township or county shall execute this Agreement.

Section 5.6 Term: This Agreement shall continue for an indefinite term in accordance with Chapter 306 of the Ohio Revised Code. The Member Communities who at the time constitute TARTA shall have the authority to dissolve the organization and terminate this Agreement but only upon the unanimous action of all Member Communities at the time of dissolution.

March 16, 2010

Section 5.7 Amendments: This Agreement may be modified or amended only upon the unanimous consent of all Member Communities that constitute TARTA at the time of the modification or amendment.

Section 5.8 Headings: The headings of the various articles and sections of this Agreement are for purposes of convenience only and shall not be considered in the interpretation and application of this Agreement.

IN WITNESS WHEREOF, the City of Toledo, the City of Sylvania, the City of Maumee, the City of Perrysburg, the City of Rossford, the Village of Waterville, the Village of Ottawa Hills, the Township of Sylvania, the Township of Spencer and the County of Lucas have caused this Agreement Forming A Reorganized Toledo Area Regional Transit Authority to be executed by a duly authorized representative.

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March 16, 2010

EXECUTION PAGE FOR THE CITY OF TOLEDO

The City of Toledo hereby approves the foregoing Agreement To Form A Reorganized Toledo Area Regional Transit Authority

BY: _____

ITS: _____

DATE: _____

ACTING PURSUANT TO ORDINANCE NO. _____ **APPROVED ON**
_____, 2010.

March 16, 2010

EXECUTION PAGE FOR THE CITY OF MAUMEE

The City of Maumee hereby approves the foregoing Agreement To Form A Reorganized Toledo Area Regional Transit Authority

BY: _____

ITS: _____

DATE: _____

ACTING PURSUANT TO ORDINANCE NO. _____ **APPROVED ON**
_____, 2010.

March 16, 2010

EXECUTION PAGE FOR THE CITY OF SYLVANIA

The City of Sylvania hereby approves the foregoing Agreement To Form A Reorganized Toledo Area Regional Transit Authority

BY: _____

ITS: _____

DATE: _____

ACTING PURSUANT TO ORDINANCE NO. _____ **APPROVED ON**
_____, 2010.

March 16, 2010

EXECUTION PAGE FOR THE VILLAGE OF WATERVILLE

The Village of Waterville hereby approves the foregoing Agreement To Form A Reorganized Toledo Area Regional Transit Authority

BY: _____

ITS: _____

DATE: _____

ACTING PURSUANT TO ORDINANCE NO. _____ **APPROVED ON**
_____, 2010.

March 16, 2010

EXECUTION PAGE FOR THE VILLAGE OF OTTAWA HILLS

The Village of Ottawa Hills hereby approves the foregoing Agreement To Form A Reorganized Toledo Area Regional Transit Authority

BY: _____

ITS: _____

DATE: _____

ACTING PURSUANT TO ORDINANCE NO. _____ **APPROVED ON**
_____, 2010.

March 16, 2010

EXECUTION PAGE FOR THE TOWNSHIP OF SYLVANIA

The Township of Sylvania hereby approves the foregoing Agreement To Form A Reorganized Toledo Area Regional Transit Authority

BY: _____

DATE: _____

ACTING PURSUANT TO RESOLUTION NO. _____ **APPROVED ON**

_____, 2010.

March 16, 2010

EXECUTION PAGE FOR THE TOWNSHIP OF SPENCER

The Township of Spencer hereby approves the foregoing Agreement To Form A Reorganized Toledo Area Regional Transit Authority

BY: _____

DATE: _____

ACTING PURSUANT TO RESOLUTION NO. _____ **APPROVED ON**

_____, 2010.

March 16, 2010

EXECUTION PAGE FOR THE CITY OF PERRYSBURG

The City of Perrysburg hereby approves the foregoing Agreement To Form A Reorganized Toledo Area Regional Transit Authority

BY: _____

ITS: _____

DATE: _____

ACTING PURSUANT TO ORDINANCE NO. _____ **APPROVED ON**
_____, 2010.

March 16, 2010

EXECUTION PAGE FOR THE CITY OF ROSSFORD

The City of Rossford hereby approves the foregoing Agreement To Form A Reorganized Toledo Area Regional Transit Authority

BY: _____

ITS: _____

DATE: _____

ACTING PURSUANT TO ORDINANCE NO. _____ **APPROVED ON**
_____, 2010.

March 16, 2010

EXECUTION PAGE FOR THE COUNTY OF LUCAS

The Township of Lucas, acting through its Board of Commissioners, hereby approves the foregoing Agreement To Form A Reorganized Toledo Area Regional Transit Authority

BY: _____

DATE: _____

ACTING PURSUANT TO RESOLUTION NO. _____ **APPROVED ON**
_____, 2010.