

HOUSTON COUNTY LAND BANK

BY-LAWS

BOARD OF DIRECTORS

EFFECTIVE AS OF November 29, 2018

ARTICLE I

NAME AND DESCRIPTION

Houston County Land Bank is a Land Bank Authority created according to O.C.G.A. § 48-4-100 et seq. by the Board of Commissioners of Houston County and the City of Perry, Georgia, to carry out the purpose and function set out in O.C.G.A. § 48-4-100 et seq. and these By-Laws.

ARTICLE II

PURPOSE

A. Purpose. The purpose of these By-Laws is to create and empower the Land Bank to exercise the powers, duties, functions and responsibilities of a land bank under the Land Bank Act.

B. Programs and Functions. The Land Bank shall endeavor to carry out the powers, duties, functions and responsibilities of a land bank under the Land Bank Act consistent with these By-Laws, including, but not limited to, the power, privilege and authority to acquire, manage and dispose of interests in Real Property, and to do all other things necessary or convenient to implement the purposes, objectives and provisions of the Land Bank Act and the purposes, objectives and powers delegated to a land bank under other laws or executive orders.

ARTICLE III

BOARD, EXECUTIVE DIRECTOR AND STAFF

Section 3.01. Board Composition. The Land Bank shall be governed by a Board of Directors that shall be appointed within ninety (90) calendar days of the Effective Date. Each member shall serve at the pleasure of the appointing Party and shall serve without compensation. The members shall be residents of their respective appointing Parties and may be employees of the Parties. The Board shall consist of the following members:

- (a) 2 () member(s) appointed by Houston County for an initial term of 4 years;
- (b) 1 () member(s) appointed by Houston County for an initial term of 2 years;
- (c) 1 () member(s) appointed by City of Perry for an initial term of 4 years;
- (c) 1 () member(s) appointed by City of Perry for an initial term of 2 years.

Section 3.02. Term of Office. Except as otherwise provided in this section, the members of the Board appointed under Section 3.01 shall be appointed for staggered terms. All subsequent board appointments and re-appointments shall be for terms of four (4) years. The first term of the initial Board members shall commence on the date of the first Board meeting. Each Board member at the election of his or her appointing Party may serve an unlimited number of terms. In the event State law is amended to provide for different terms or composition of the Board, then the Board as it

exists at the time of such amendment shall be authorized to take any action required such that the Board complies with any requirements of State law.

Section 3.03. Removal. Board members serve at the pleasure of their appointing Party and may be removed by the appointing Party at any time with or without cause, or may be removed pursuant to any other provision of Georgia law.

Section 3.04. Vacancies. A vacancy among the members of the Board appointed under Section 3.01, whether caused by the death, resignation, or removal of a Board member, shall be filled in the same manner as the original appointment for the balance of the unexpired term. Such vacancy shall be filled as soon as practicable.

Section 3.05. Participation by School Districts. Each school district containing within its geographical boundaries Real Property owned by the Land Bank shall be given advance notice of each Board meeting and may designate a School District Advisor to the Board.

Section 3.06. Meetings. The Board shall meet at least annually and hold such other meetings at the place, date and time as the Board shall determine. All meetings of the Board shall comply with the provisions of Sections 50-14-1 et seq. of the Official Code of Georgia Annotated, including, but not limited to, the provisions requiring public notice of the time, place and date of the meetings.

Section 3.07. Records of Meetings. The Board shall maintain a written record of each meeting. Meeting summaries and minutes shall be kept in accordance with Sections 50-14-1 et seq. and 50-18-70 et seq. of the Official Code of Georgia Annotated.

Section 3.08. Quorum and Voting. Presence for both quorum and voting at a Board meeting may include electronic communication by which such member of the Board is both seen and heard by the members of the Board and any members of the public at the meeting. All actions of the Board shall be approved by the affirmative vote of a majority of the members of the Board present and voting; provided, however, that no action of the Board shall be authorized on the following matters unless approved by a majority of the entire Board membership:

- (a) Adoption of by-laws and other rules and regulations for conduct of the Land Bank's business;
- (b) Hiring or firing of any employee or contractor of the Land Bank. This function may, by a majority vote of the total Board membership, be delegated to a specific officer or committee of the Land Bank, under such terms and conditions and to the extent that the Board may specify;
- (c) The incurring of debt;
- (d) Adoption or amendment of the annual budget;

- (e) Sale, lease, encumbrance, or alienation of real property, improvements or personal property with a value of more than \$50,000; and
- (f) Discharge and extinguishment of liens or claims for real property taxes owed to one or more of the Parties on Real Property acquired by the Land Bank.

Section 3.09. Board Responsibilities. The Board shall have all powers necessary to carry out and effectuate the purposes and provisions of these By-Laws and the Land Bank Act, including, but not limited to, the powers set forth in Sections 48-4-106 and 48-4-112 of the Land Bank Act.

Section 3.10. Fiduciary Duty. The members of the Board are under a fiduciary duty to conduct the activities and affairs of the Land Bank in the best interests of the Land Bank, including the safekeeping and use of all Land Bank monies and assets. The members of the Board shall discharge their duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 3.11. Compensation. The members of the Board shall receive no compensation for the performance of their duties. A Board member may engage in private or public employment, or in a profession or business, except to the extent prohibited by Georgia law. The Land Bank may reimburse members of the Board for actual and necessary expenses incurred in the discharge of their official duties on behalf of the Land Bank.

Section 3.12. Executive Director. The Board may select and retain an executive director. An executive director selected and retained by the Board shall administer the Land Bank in accordance with the operating budget adopted by the Board, general policy guidelines established by the Board, other applicable governmental procedures and policies and these By-Laws. The executive director shall be responsible for the day-to-day operations of the Land Bank, the control, management, and oversight of the Land Bank's functions, and supervision of all Land Bank employees. All terms and conditions of the executive director's length of service shall be specified in a written contract between the executive director and the Board, provided that the executive director shall serve at the pleasure of the Board. The Board may delegate to the executive director any powers or duties it considers proper, under such terms, conditions and to the extent that the Board may specify.

Section 3.13. Employees. The Land Bank may employ or otherwise contract for the services of any staff deemed necessary to carry out the duties and responsibilities of the Land Bank. Such staff may be employed as employees of the Land Bank, or the services of such staff may be retained pursuant to contracts with any Party or other public or private entities.

Section. 3.14. Expertise of Land Bank Staff. The staff of the Land Bank shall be persons who have demonstrated special interest, experience or education in urban planning, community development, real estate, law, finance or related areas.

Section 3.15. Ethics. The Board shall adopt ethics policies governing the conduct of Board members, officers, appointees, employees and independent contractors. The policies shall be no less stringent than those provided for public officers and employees under Section 45-10-1 et seq.

of the Official Code of Georgia Annotated, or corresponding provisions of future State code of ethics.

Section 3.16. Conflicts of Interest. Members of the Board and officers, appointees, employees and independent contractors of the Land Bank shall be deemed to be public officials for the purposes of Section 45-10-20 et seq. of the Official Code of Georgia Annotated, or corresponding provisions of future State conflicts of interest law, and are subject to any other applicable law with respect to conflicts of interest. The Land Bank shall establish policies and procedures requiring the disclosure of relationships that may give rise to a conflict of interest. The Board shall require that any member of the Board with a direct or indirect interest in any matter before the Board disclose the member's interest to the Board before the Board takes any action on the matter.

ARTICLE IV

GENERAL POWERS OF LAND BANK

Section 4.01. General Powers Under Land Bank Act. The Land Bank may exercise all of the powers, duties, functions and responsibilities of a land bank under the Land Bank Act to the extent authorized by the Land Bank Act and any other Georgia law.

Section 4.02. Tax Limitation. The Land Bank shall not levy any type of tax or special assessment.

Section 4.03. Eminent Domain Prohibited. The Land Bank shall neither possess nor exercise the power of eminent domain.

Section 4.04. Limitation on Political Activities. The Land Bank shall not spend any public funds on political activities. Subject to the foregoing, this section is not intended to prohibit the Land Bank from engaging in activities authorized by applicable law.

Section 4.05. No Waiver of Governmental Immunity. The Parties agree that no provision of the By-Laws is intended, nor shall it be construed, as a waiver by any Party of any governmental immunity provided under any applicable law.

Section 4.06. Non-Discrimination. The Land Bank shall comply with all applicable law prohibiting discrimination.

- (a) The Land Bank shall not provide services in a manner that discriminates against an individual because of religion, race, color, national origin, age, sex, sexual orientation, height, weight, marital status, partisan considerations, disability or genetic information.
- (b) The Land Bank shall not fail or refuse to hire, recruit, promote, demote, discharge or otherwise discriminate against an individual with respect to employment, compensation, or a term, condition or privilege of employment because of religion, race, color, national origin, age, sex, sexual orientation, height, weight, marital status, partisan considerations, disability or genetic information.

ARTICLE V

SPECIFIC POWERS OF THE LAND BANK

Section 5.01. Acquisition of Real Property. Except as otherwise provided in these By-Laws or under the Land Bank Act, the Land Bank may acquire, by gift, devise, transfer, exchange, foreclosure, purchase or otherwise, Real Property or personal property, or rights or interests in Real Property or personal property, on terms and conditions and in a manner the Board considers is in the best interest of the Land Bank. The Land Bank may purchase Real Property by purchase contract, lease purchase contract or otherwise. The Land Bank may acquire Real Property or rights or interests in Real Property for any purpose the Land Bank considers necessary to carry out the purposes of the Land Bank Act.

Section 5.02. Tax Delinquent Real Property. Subject to the notice provided to school districts pursuant to Section 48-4-112(a) of the Land Bank Act, and by resolution of the Board subject to the requirements of Section 3.08 of these By-Laws, the Land Bank may discharge and extinguish Real Property tax liens and claims owed to one or more of the Parties that encumber Real Property owned by the Land Bank. The Land Bank may bid on and acquire title to Real Property in judicial and non-judicial tax enforcement proceedings in accordance with Section 48-4-112 of the Land Bank Act or such other general, special or local laws as may be applicable to the property tax enforcement procedures of the Parties. The Land Bank may negotiate the acquisition of tax executions in accordance with Section 48-4-112 of the Land Bank Act or such other general, special or local laws as may be applicable to the property tax enforcement procedures of the Parties.

Section 5.03. Quiet Title Actions. The Land Bank may initiate a quiet title action to quiet title to interests in Land Bank Real Property.

Section 5.04. Execution of Legal Documents Relating to Real Property. All deeds, mortgages, contracts, leases, purchases or other contracts regarding Real Property of the Land Bank, including contracts to acquire or dispose of Real Property, shall be approved by the Board or by a Land Bank staff member designated by the Board, and executed in the name of the Land Bank.

Section 5.05. Holding and Managing Real Property. The Land Bank may hold and own in its name any Real Property acquired by the Land Bank or conveyed to the Land Bank by the State, a Party to these By-Laws, a local unit of government, an intergovernmental entity created under the laws of the State, or any other public or private Person, including, but not limited to, Real Property with or without clear title. The Land Bank may, without the approval of a local unit of government in which Real Property held by the Land Bank is located, control, hold, manage, maintain, operate, repair, lease as lessor, secure, prevent the waste or deterioration of, demolish, and take all other actions necessary to preserve the value of the Real Property it holds or owns. The Land Bank shall maintain all Real Property held by the Land Bank in accordance with applicable laws and codes. Real Property held by the Land Bank shall be inventoried and appraised and classified by the Land

Bank according to the title status of the Real Property and suitability for use. The inventory shall be maintained as a public record and shall be filed in the principal office of the Land Bank. The Land Bank may take or perform actions with respect to Real Property held or owned by the Land Bank, including, but not limited to, the following:

- (a) grant or acquire a license, easement, or option with respect to Real Property as the Land Bank determines is reasonably necessary to achieve the purposes of these By-Laws and the Land Bank Act;
- (b) fix, charge, and collect rents, fees, and charges for use of Land Bank Real Property or for services provided by the Land Bank;
- (c) pay any tax or special assessment due on Real Property acquired or owned by the Land Bank;
- (d) take any action, provide any notice, or institute any proceeding required to clear or quiet title to Real Property held by the Land Bank in order to establish ownership by and vest title to Real Property in the Land Bank; and
- (e) remediate environmental contamination on any Real Property held by the Land Bank.

Section 5.06. Civil Action to Protect Land Bank Real Property. The Land Bank may institute a civil action to prevent, restrain or enjoin the waste of or unlawful removal of any Real Property held by the Land Bank.

Section 5.07. Environmental Contamination. If the Land Bank has reason to believe that Real Property held by the Land Bank may be the site of environmental contamination, the Land Bank shall provide the Environmental Protection Division of the Georgia Department of Natural Resources with any information in the possession of the Land Bank that suggests that the Real Property may be the site of environmental contamination. The Land Bank shall cooperate with the Georgia Department of Natural Resources with regard to any request made or action taken by the Department of Natural Resources.

Section 5.08. Transfer of Interests in Real Property by Land Bank. On terms and conditions, in a manner, and for an amount of consideration the Land Bank considers proper, fair and reasonable, including for no monetary consideration, the Land Bank may convey, sell, transfer, exchange, lease as lessor, mortgage as mortgagor or otherwise dispose of Real Property or rights or interests in Real Property in which the Land Bank holds a legal interest to any public or private Person.

Section 5.09. Criteria for Conveyance. Land Bank Real Property shall be conveyed in accordance with the Land Bank Act and according to criteria determined in the discretion of the Board and contained in the policies and procedures adopted by the Board. The Board may adopt policies and procedures that set forth priorities for a transferee's use of Real Property conveyed by the Land Bank, including, but not limited to, affordable housing.

Section 5.10. Structure of Conveyances. Transactions shall be structured in a manner that permits the Land Bank to enforce contractual agreements, real covenants and the provisions of any

subordinate financing held by the Land Bank pertaining to development and use of the Real Property.

Section 5.11. Disposition of Proceeds. Any proceeds from the sale or transfer of Real Property by the Land Bank shall be retained, expended, or transferred by the Land Bank as determined by the Board in the best interests of the Land Bank and in accordance with the Land Bank Act.

ARTICLE VI

BOOKS, RECORDS, AND FINANCES

Section 6.01. Land Bank Records. The Land Bank shall keep and maintain at the principal office of the Land Bank all documents and records of the Land Bank. The records of the Land Bank, which shall be available to the Parties, shall include, but not be limited to, a copy of these By-Laws along with any amendments to the By-Laws. The records and documents shall be maintained until the termination of the Land Bank and shall be delivered to any successor entity.

Section 6.02. Financial Statements and Reports. The Land Bank shall cause to be prepared, at the Land Bank's expense, audited financial statements (balance sheet, statement of revenue and expense, statement of cash flows and changes in fund balance) on an annual basis. Such financial statements shall be prepared in accordance with generally accepted accounting principles and accompanied by a written opinion of an independent certified public accounting firm.

Section 6.03. Annual Budget. The executive director, or other individual designated by the Board, shall prepare annually a budget for the Land Bank. The Board shall review and approve a budget for the Land Bank immediately preceding each Fiscal Year.

Section 6.04. Deposits and Investments. The Land Bank shall deposit and invest funds of the Land Bank, not otherwise employed in carrying out the purposes of the Land Bank, in accordance with an investment policy established by the Board consistent with laws and regulations regarding investment of public funds.

Section 6.05. Disbursements. Disbursements of funds shall be in accordance with guidelines established by the Board.

Section 6.06. Performance Objectives. Each Fiscal Year, the executive director, or other individual designated by the Board, shall prepare, for review and approval by the Board, objectives for the Land Bank's performance.

ARTICLE VII

FUNDING AND EXPENDITURES

Section 7.01. Cost of Real Property Purchase. Each entity that is a party to this Agreement shall bear all the cost associated with the purchase, maintenance and sale of real property within its jurisdiction through the Land Bank.

Section 7.02. Budget Contributions. While under no obligation, the Parties may contribute to the annual Land Bank budget in such manner as approved by the Party or Parties.

Section 7.03. Tax Allocation. The Parties agree that in accordance with Section 48-4-110(c) of the Land Bank Act, 0% of the Real Property taxes collected on Real Property, exclusive of any state or school district ad valorem tax, conveyed by the Land Bank after the Effective Date shall be remitted to the Land Bank commencing with the first taxable year following the date of conveyance and shall continue for a period of five years.

Section 7.04. Management of Funds. The Land Bank executive director, or other individual designated by the Board, shall be designated the fiscal agent of the Land Bank's account established for the management of sales proceeds, monetary contributions made by the Parties, and other Land Bank funds. Standard accounting procedures shall be used in the management of the accounts.

Section 7.05. Authorized Expenditures. The Land Bank shall in its sole discretion and within its budget expend such funds as necessary to carry out the powers, duties, functions and responsibilities of a land bank under the Land Bank Act consistent with these By-Laws.

ARTICLE VIII

DURATION OF LAND BANK

Section 8.01. Duration. These By-Laws shall commence on the Effective Date and shall remain in full force and effect for five years from the Effective Date with an option to renew said By-Laws every five years after review of the land bank by the Perry City Council and the Board of Commissioners of Houston County and an affirmative vote by each entity to continue. The review and vote shall take place ninety (90) days prior to the expiration of the then current five year term.

Section 8.02. Withdrawal by Party. Any Party may withdraw from the Houston County Land Bank upon six (6) months prior notice in writing to the Land Bank and all Parties as provided under Section 10.01 contained in the Intergovernmental Contract between Houston County and the City of Perry dated October 2, 2018. Upon the effective withdrawal of any Party from the Land Bank, the Party so withdrawing will no longer have any rights to funds or other assets of the Land Bank. The Land Bank shall not automatically dissolve upon the withdrawal of one or more Parties except that no City may maintain the existence of a land bank if the County in which the City is located withdraws from the Land Bank, and no County may maintain the existence of a Land Bank if the single City that is both located within that county and a Party withdraws from the Land Bank.

Section 8.03. Termination. The Land Bank shall be terminated by (i) agreement by all Parties of the Houston County Land Bank, (ii) by affirmative resolution approved by two-thirds of the membership of the Board and in accordance with Section 48- 4-111 of the Land Bank Act, or (iii)

by withdrawal of one or more Parties such that only one Party remains in the Land Bank and such remaining Party is not a consolidated government.

Section 8.04. Disposition upon Termination. As soon as possible after termination, the Land Bank shall finish its affairs as follows:

- (a) all of the Land Bank's debts, liabilities, and obligations to its creditors and all expenses incurred in connection with the termination of the Land Bank and distribution of its assets shall be paid first;
- (b) the remaining Real Property and personal property owned by the Land Bank, if any, shall be distributed to any successor entity, subject to approval by the Parties. In the event that no successor entity exists, the remaining Real Property and personal property, and other assets of the Land Bank, shall become assets of the city, county or consolidated government in which the Real Property is located, unless provided otherwise in any applicable intergovernmental contracts; and
- (c) liability shall be absorbed upon termination as agreed upon by the Board of the Land Bank. In the absence of agreement by the Board, liability associated with each property shall be with the Party in which the property is located.

ARTICLE IX

AMENDMENT OF BY-LAWS

These By-laws may be amended by a unanimous vote of the Board at any regular meeting after notice of such proposed amendment has been given to the governing authorities composing the Land Bank and an affirmative vote by said governing authorities agreeing to said amendment.

So Agreed this 29th day of November, 2018.

HOUSTON COUNTY LAND BANK

By: David "Skeet" Hulbert
David "Skeet" Hulbert, Board Member

By: Penny Byrd
Penny Byrd, Board Member

By: Brian Jones
Brian Jones, Board Member

By: Larry Thomson
Larry Thomson, Board Member

By: Willie King
Willie King, Board Member