

PRAIRIE TOWNSHIP BOARD OF TRUSTEES

23 MAPLE DRIVE SPECIAL MEETING/NOVEMBER 6, 2002

The special meeting of the Prairie Township Board of Trustees, which was posted in three places in the Township, was called to order by the Chairman, Mr. Nourse, with Ms. Keller, Mr. Wharton and Ms. Easter present.

Mr. Nourse read the three page Letter of Intent from Ohio American Water Company dated October 30, 2002.

Mr. Wharton moved, Ms. Keller seconded the Board approve the Chairman, Mr. Jeffrey Nourse, sign the Letter of Intent from Ohio American Water dated October 30, 2002. Roll call vote resulted as follows: Mr. Wharton; Aye, Ms. Keller; Aye, Mr. Nourse; Aye.

Mr. Nourse instructed the Clerk, as notary and witness, to notarize the Letter of Intent from Ohio American Water.

There being no further business for the Board the special meeting was adjourned at 8:35 a.m.

Chairman

Clerk

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The special meeting of the Prairie Township Board of Trustees which was posted in three places in the Township, was called to order by the Chairman, Mr. Nourse with Mr. Wharton, Ms. Keller and Ms. Easter present. Also attending was: Elizabeth Anderson; Township Administrator, Mr. Don Brosius; Loveland & Brosius and Mr. Gary Moore; The Nature Conservancy.

Mr. Nourse called the special meeting to order at 6:15 p.m. The purpose of the meeting is to review and authorize the following Resolution 21-02. Due to the time sensitive nature of the agreement between Prairie Township, Nature Conservancy and the Phillips Family Partnership, this is declared an emergency resolution.

RESOLUTION NO. 21-02

RESOLUTION AUTHORIZING THE ACQUISITION OF CERTAIN REAL PROPERTY CONSISTING OF APPROXIMATELY 224.47 ACRES, MORE OR LESS, AND ALL BUILDINGS AND IMPROVEMENTS THEREON AND TO DECLARE IT AN EMERGENCY

WHEREAS, The Prairie Township Board of Trustees (the "Board") is the chief legislative body of the Township; and

WHEREAS, various provisions of law permit a Board of Trustees to acquire property for purposes of recreation, as well as for purposes of protecting and preserving natural, scenic, open or wooded conditions of land; and

WHEREAS, The Nature Conservancy ("TNC") is in the process of acquiring certain real property consisting of 224.47 acres, more or less, and all buildings and improvements thereon, all of which is situated in Prairie Township, Franklin County, Ohio, and is more particularly described on Exhibit A, which is attached hereto, and made a part hereof (hereinafter referred to as the "Property"); and

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WHEREAS, TNC, being under contract to purchase the Property and having certain funding commitments either in place or imminent under the Clean Ohio Conservation Fund and the WRP program, is in immediate need for the Board to authorize, approve and execute a contract with TNC to acquire the Property from TNC in order for TNC to both proceed with its acquisition of the Property and to secure funding for such acquisition; and

WHEREAS, an emergency exists in that it is immediately necessary to authorize, approve and execute a contract for the Board to acquire the Property from TNC due to the need for TNC to proceed to close its acquisition of the Property and to secure funding for the transaction, all for the preservation of the public peace, health, safety and welfare.

NOW THEREFORE, upon introduction and motion of Trustee Mr. Jeffrey Nourse, seconded by Trustee Mr. Joe Wharton, BE IT RESOLVED BY THE BOARD OF TRUSTEES OF PRAIRIE TOWNSHIP, FRANKLIN COUNTY, OHIO, THAT:

SECTION ONE. The Board hereby authorizes the acquisition of the Property in consideration of a purchase price not to exceed \$160,000.00, together with such closing costs in an amount not to exceed \$5,000.00.

SECTION TWO. The Board hereby authorizes the acquisition of the Property pursuant to and as identified in an agreement to be entered into between the Board and TNC entitled "Real Estate Purchase Agreement," the form of which agreement is hereby approved and authorized to be signed by Teresa Keller, Prairie Township Trustee, on behalf of the Board.

SECTION THREE. The Board authorizes and appoints, on behalf of the Board, Teresa Keller, Prairie Township Trustee, and/or such other Township official or employee as she may designate, to execute and deliver such documents (including, without limitation, affidavits, assignments, escrow agreements, closing statements, and the like), and to take such actions as she may deem necessary or desirable in order to consummate the purchase of and closing the sale for the Property.

SECTION FOUR. For the reasons stated in the Preamble hereto, which is hereby made a part of this Resolution, this Resolution is hereby declared to be an emergency measure and shall take effect and be in force ten (10) days after its filing with the Township Clerk.

Roll call vote resulted as follows: Mr. Wharton; Aye, Ms. Keller; Aye, Mr. Nourse; Aye.

There being no further business to come before the Board, the meeting was adjourned at 6:20 p.m.

Chairman

Clerk