

**North Central Ohio Computer Cooperative
Heartland Council of Governments**

**RESOLUTION OF GENERAL ASSEMBLY
APPROVING ACQUISITION BY THE METROPOLITAN REGIONAL SERVICE
COUNCIL OF GOVERNMENTS**

**And
APPROVING POST-MERGER AMENDMENTS TO CONSTITUTION AND
BYLAWS**

WHEREAS, the Members initially determined that by cooperating with one another through the format of a council of governments known as the North Central Ohio Computer Cooperative/Heartland Council of Governments ("NCOCC/Heartland COG"), that their residents and the students whom they serve would benefit with more cost-efficient service; and

WHEREAS, Revised Code 3301.075 authorizes a data acquisition site to be organized as a Regional Council of Governments in accordance with Chapter 167 of the Ohio Revised Code; and

WHEREAS, throughout its existence, NCOCC/Heartland COG has successfully met the expectations of its Members in providing such services; and

WHEREAS, NCOCC/Heartland COG has determined that it would be in its best interest and the best interest of its Members to combine NCOCC/Heartland COG's membership with the Metropolitan Regional Service Council of Governments ("MRSC"), which is licensed and approved by the Ohio Department of Education to operate and manage the Northeast Ohio Network for Educational Technology ("NEONET"), an information technology center, pursuant to R.C. 3301.075, as well as accompanying regulations and state-issued guidelines, and to unify the assets and operations of both parties through the acquisition of all or substantially all of HEARTLAND'S assets by MRSC (the "Acquisition"); and

WHEREAS such Acquisition Agreement having now been negotiated, NCOCC/Heartland COG desires to approve its acquisition by MRSC as set forth in said Acquisition Agreement; and

WHEREAS, the continued legal existence of NCOCC/Heartland COG beyond the effective date of the Acquisition Agreement will be necessary and desirable for the following purposes:

- 1) To allow NCOCC/Heartland COG to satisfy its outstanding contractual obligations to third-parties pursuant to certain Retained Contracts as described in the Acquisition Agreement; and
- 2) The administration of certain windup activities as an Information Technology Center ("ITC"), including but not limited to the transfer of existing legal rights and obligations of NCOCC/Heartland COG to MRSC (the "Windup"); and

- 3) Exploring other areas of opportunity to serve political subdivisions as a regional council of governments, which shall not include providing services as an ITC, including but not limited to conversion into a health care insurance consortium focusing on the needs of ITCs (the "Conversion").

WHEREAS, the governance and operations of NCOCC/Heartland COG following the effective date of the Acquisition Agreement can and should be greatly simplified during the Windup and Conversion.

NOW, THEREFORE, BE IT HEREBY RESOLVED as follows:

1. The ACQUISITION AGREEMENT between MRSC and NCOCC/HEARTLAND COG, substantially in the form attached hereto as Attachment A, ("Acquisition Agreement") is hereby approved and the Executive Director is hereby directed to execute the same; and
2. Upon full execution of the Acquisition Agreement, the Executive Director and Board of Directors are hereby authorized to take all reasonable actions necessary to prepare for, and to proceed with, the implementation of the merger of MRSC and NCOCC/HEARTLAND COG, including but not limited to: notification of vendors and contactors of the Acquisition; arrangements for the assignment or termination, as appropriate, of contractual rights and duties of vendors and contractors; and actions required for the transfer of all existing legal rights and obligations of NCOCC/HEARTLAND COG to MRSC, unless otherwise set forth in the Acquisition Agreement; and
3. Effective immediately and for a period of sixty days hereafter or, if the Acquisition Agreement is fully executed within such sixty day period, until the effective date of the Acquisition Agreement, and except for those items set forth in the Acquisition Agreement, NCOCC/HEARTLAND COG shall limit its operations to those necessary (a) to fully satisfy NCOCC/HEARTLAND COG's outstanding contractual obligations to third parties, and (b) to preserve rights or assets for MRSC (or for NCOCC/HEARTLAND COG, pending transfer to MRSC), and (c) to accomplish the full and final transfer of all rights, obligations, and assets of NCOCC/HEARTLAND COG to MRSC as required by the Acquisition Agreement; and
4. Upon the Effective Date of the fully-executed Acquisition Agreement, NCOCC/HEARTLAND COG's Constitution and Bylaws shall expire and be superseded by the Post-Acquisition Constitution and Bylaws in the form attached hereto as Attachment B; and

5. Upon the Effective Date of a fully-executed Acquisition Agreement, which provides generally for the transfer of all NCOCC/HEARTLAND COG employees to MRSC, provided such offers of employment are accepted, NCOCC/HEARTLAND COG's Personnel Policies shall be deemed rescinded and of no further effect.

6. NCOCC/HEARTLAND COG's Board of Directors is hereby directed to additionally amend or rescind any other policy of NCOCC/HEARTLAND COG for the purpose of facilitating the implementation of the Acquisition Agreement, the Wind Up of NCOCC/HEARTLAND COG's operations, and the eventual possible Conversion of NCOCC/HEARTLAND COG, or as may be necessary to meet legal obligations or comply with regulatory directives.

7. Any provision the NCOCC/HEARTLAND COG Constitution, as such currently exists pending its expiration and supersession as provided herein, which provision would impede any action authorized by, or the expeditious pursuit of any purpose clearly intended by, this Resolution is hereby reformed in the manner, and to the extent, necessary and appropriate to facilitate such action or such purpose.

Adopted: April 28, 2023

ATTACHMENTS

Attachment A: Acquisition Agreement with MRSC

Attachment B: Post-Acquisition Constitution and Bylaws for NCOCC/HEARTLAND COG

