

AN ORDINANCE TO AMEND CHAPTER 2 OF THE CITY CODE TO CODIFY THE CONTINUED EXISTENCE OF THE WILMINGTON NEIGHBORHOOD CONSERVANCY LAND BANK CORPORATION AND TO REVISE THE MEMBERSHIP OF ITS BOARD OF DIRECTORS

#0122

Sponsor:

Council
Member
Cabrera

WHEREAS, in Substitute No. 1 to Ordinance No. 15-040 (As Amended) (the “2015 Ordinance”), City Council authorized the establishment of the Wilmington Neighborhood Conservancy Land Bank Corporation (the “WNCLB Corporation”) as the sole and exclusive land bank for the City of Wilmington; and

WHEREAS, the 2015 Ordinance established, among other things, the membership of the Board of Directors of the WNCLB Corporation; and

WHEREAS, the 2015 Ordinance was not codified in the City Code; and

WHEREAS, subsequent to the passage of the 2015 Ordinance, the WNCLB Corporation was properly incorporated and commenced operating; and

WHEREAS, in order to avoid vacancies and provide for a more consistent membership of its Board of Directors, the WNCLB Corporation recommends that the following five members of its Board of Directors be replaced: (i) the Board Chair of the Wilmington Housing Partnership, (ii) the Finance Committee Chair of the Wilmington Housing Partnership, and (iii) three (3) individuals working within the limits of the City of Wilmington as a community reinvestment officer or equivalent position for a bank or financial institution as designated by a majority of the other members of the Board of Directors of the WNCLB Corporation; and

WHEREAS, the WNCLB Corporation recommends that the aforementioned members of its Board of Directors be replaced with the following respective members: (i) the Community Development & Urban Planning Committee Chairperson for Wilmington City Council and (ii) four (4) representatives from the local community or community groups in the City of Wilmington; and

WHEREAS, Council deems it necessary and appropriate to (i) codify the continued existence of the WNCLB Corporation in the City Code and (ii) revise the membership of its Board of Directors.

**NOW, THEREFORE, THE COUNCIL OF THE CITY OF WILMINGTON
HEREBY ORDAINS:**

SECTION 1. Article III of Chapter 2 of the City Code is hereby amended to add a new Division 19 thereto entitled “Wilmington Neighborhood Conservancy Land Bank Corporation” to read as follows:

**DIVISION 19. - WILMINGTON NEIGHBORHOOD CONSERVANCY
LAND BANK CORPORATION**

Sec. 2-150.88 - Authorization; formation; purpose.

- (a) *Authorization.* There is hereby authorized a Delaware non-profit corporation to be known as the “Wilmington Land Bank Conservancy Corporation” (the “WNCLB Corporation”).
- (b) *Formation.* The Mayor and all appropriate officers of the City are hereby authorized to take all such actions as are necessary to cause the formation of the WNCLB Corporation and to maintain the existence of the WNCLB Corporation in accordance with the City Code.
- (c) *Purpose.* The WNCLB Corporation shall serve as the sole and exclusive land bank for the City of Wilmington with all such powers and duties as provided in Chapter 47 of Title 31 of the Delaware Code.

Sec. 2-150.89 - Board of Directors.

- (a) *Membership.* The management of the WNCLB Corporation shall be vested in a board of directors (the “Board of Directors”), which shall consist of the following fifteen (15) members (or the designees of such members as authorized below):
 - (1) the Director of the Department of Planning and Development for the City of Wilmington;

- (2) the Director of the Office of Economic Development for the City of Wilmington;
- (3) the Director of the Department of Real Estate and Housing for the City of Wilmington;
- (4) the President of Wilmington City Council;
- (5) the Finance Committee Chairperson for Wilmington City Council;
- (6) the Community Development & Urban Planning Committee Chairperson for Wilmington City Council;
- (7) Four (4) representatives from the local community or community groups in the City of Wilmington;
- (8) One (1) individual designated by the Wilmington Neighborhood Planning Council Leadership Committee;
- (9) One (1) individual designated by the Governor for the State of Delaware;
- (10) One (1) individual designated by the President Pro Tempore for the Delaware Senate;
- (11) One (1) individual designated by the Speaker for the Delaware House of Representatives; and
- (12) One (1) individual designated by the WNCLB Technical Board (as defined in section 2-150.90 of this division) that is also a participating member of the WNCLB Technical Board.

(b) Terms of Service; Designation; Requirement to Live or Work in the City.

- (1) *Ex Officio Board Members.* The members of the Board of Directors designated in clauses (1) through (6) of subsection (a) of this section (the “Ex Officio Board Members”) shall remain as members of the Board of Directors for so long as they (i) hold their respective designated position and (ii) otherwise live or work in the City of Wilmington. An Ex Officio Board Member may designate another individual to serve on the Board of Directors on behalf of such Ex Officio Board Member (an “Ex Officio Designee”) by providing advance written notice to the other members of the Board of Directors of such designation. Any Ex Officio Designee shall be required to live or work in the City of Wilmington during their time as an Ex Officio Designee.
- (2) *Appointed Board Members.* The members of the Board of Directors designated in clauses (7) through (12) of subsection (a) of this section (the “Appointed Board Members”) shall each be appointed to serve as a Board member for a four-year term. Each Appointed Board Member must either live or work in the City of Wilmington during their term as a Board member. Appointed Board Members shall not be authorized to select a designee to serve on the Board of Directors on their behalf.

(c) *Vacancies.*

(1) *Ex Officio Board Members and Ex Officio Designees.* If an Ex Officio Board Member is terminated or resigns from the underlying position that qualified them to be an Ex Officio Board Member on the Board of Directors, then such Ex Officio Board Member position shall be filled by the individual who subsequently assumes the applicable position on an interim or permanent basis. All Ex Officio Designees shall serve at the pleasure of their respective Ex Officio Board Member and may be replaced at any time without cause upon the delivery of written notice to the other Board Members. An Ex Officio Designee shall be deemed to be terminated and removed from the Board of Directors upon the termination or resignation of the individual that selected such Ex Officio Designee from the underlying position that qualified such Ex Officio Board Member to be a Board member.

(2) *Appointed Board Members.* Any Appointed Board Member vacancy may be filled by a majority vote of the remaining members of the Board of Directors for the remainder of the vacated Appointed Board Member's term.

(d) *Actions of the Board of Directors.* All actions of the Board of Directors of the WNCLB Corporation shall be approved by an affirmative vote of a majority of members in attendance at a meeting duly held at which a quorum is present, except for the actions set forth in subsections (1) and (2) below or actions that require a greater percentage of votes for approval by Chapter 1 of Title 8 of the Delaware Code. Eight (8) members of the Board of Directors shall constitute a quorum.

(1) *Actions Requiring an Affirmative Vote of at Least Eight (8) Members.* The following actions require an affirmative vote of at least eight (8) members of the Board of Directors:

- (i) Adoption of bylaws;
- (ii) Hiring or firing of an employee or contractor of the WNCLB Corporation;
- (iii) Adoption or amendment of annual budget;
- (iv) Sale, lease, encumbrance, or alienation of real property, improvements, or personal property with a value of more than \$50,000; and
- (v) Dissolution

(2) *Actions Requiring an Affirmative Vote of at Least Ten (10) Members.* The following actions require an affirmative vote of at least ten (10) members of the Board of Directors:

- (i) Hiring or firing of the executive director of the WNCLB Corporation; and

(ii) Causing the WNCLB Corporation to incur debt.

Sec. 2-150.90 - Technical Board.

(a) *Establishment; membership.* The Board of Directors of the WNCLB Corporation shall be advised by a technical board (the “WNCLB Technical Board”) selected by the Board of Directors.

(b) *Chairperson.* The meetings of the WNCLB Technical Board shall be chaired by an individual duly elected by the representatives comprising the WNCLB Technical Board. The WNCLB Technical Board chairperson shall compile the recommendations of the WNCLB Technical Board and shall report on such recommendations to the Board of Directors.

SECTION 2. This Ordinance shall become effective upon its passage by City Council and approval by the Mayor.

First Reading.....December 9, 2021
Second Reading.....December 9, 2021
Third Reading.....

Passed by City Council,

President of City Council

ATTEST: _____
City Clerk

Approved this ____ day of _____, 2022.

Mayor

SYNOPSIS: This Ordinance amends Chapter 2 of the City Code to codify the continued existence of the “Wilmington Neighborhood Conservancy Land Bank Corporation” (the “WNCLB Corporation”), which was previously authorized as the sole and exclusive land bank for the City of Wilmington by Substitute No. 1 to Ordinance No. 15-040 (As Amended) (“Ordinance No. 15-040”). This Ordinance also revises the membership of the Board of Directors of the WNCLB Corporation as originally established in Ordinance No. 15-040 as follows: (i) replaces the Board Chair of the Wilmington Housing Partnership Community with the Community Development & Urban Planning Committee Chairperson for Wilmington City Council and (ii) replaces the Finance Committee Chair of the Wilmington Housing Partnership and three (3) individuals working within the limits of the City of Wilmington as a community reinvestment officer or equivalent position for a bank or financial institution as designated by a majority of the other members of the Board of Directors of the WNCLB Corporation with four (4) representatives from the local community or community groups in the City of Wilmington.

FISCAL IMPACT STATEMENT: This Ordinance has no anticipated fiscal impact.

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