



## CUYAHOGA COUNTY LAND REUTILIZATION CORPORATION

### MINUTES AND ACTIONS OF BOARD OF DIRECTORS' SPECIAL MEETING OF MAY 22, 2009

**LOCATION:** Justice Center Auditorium  
Cuyahoga County Justice Center  
1200 Ontario Street  
Cleveland, OH 44113

**DATE/TIME:** May 22, 2009; 10:30 A.M. ET

**PURPOSE:** Organizational and special meeting to consider the following business:

1. A quorum being present in the persons of County Treasurer Rokakis, Mr. Paul Oyaski representing County Commissioner Timothy Hagan, Mayor Georgine Welo of the City of South Euclid and Mayor Cyril Kleem of the City of Berea, County Treasurer James Rokakis, the statutory incorporator and Director of the Cuyahoga County Land Reutilization Corporation (CCLRC), called the meeting to order. Director Rokakis welcomed those in attendance and briefly described the history leading to this historic moment and his vision for the future of the CCLRC.

Mr. Rokakis in the absence of objections then appointed Robert Rink, Esq. as Secretary *Pro Tem* for the meeting.

2. Director Rokakis then introduced the five statutorily required Directors of the CCLRC, namely, himself as County Treasurer, County Commissioner Timothy Hagan represented by Mr. Paul Oyaski, Director of Development for the County, County Commissioner Peter Lawson Jones, in transit to the meeting, Georgine Welo, Mayor of South Euclid, and Cyril Kleem, Mayor of Berea. He further explained that he and the County Commissioner Directors were required by statute to seat two additional Directors whom they selected and who in addition received the approval of a majority of the chief executive officers of the municipal corporations in Cuyahoga County. Director Rokakis announced that Mayor Welo and Mayor Kleem had been the selection of the County Commissioners and County Treasurer and approval by a majority of the chief executive officers of the municipal corporations in Cuyahoga County had been received by the County Prosecutor's office and was in the process of being filed with the CCLRC.
3. Treasurer Rokakis then offered for consideration Resolution 2009-1 adopting the Code of Regulations and Conflict of Interest Policy for consideration.

During discussion Mr. Oyaski asked Mr. Rink, the Secretary *Pro Tem*, as a provider of legal advice to the CCLRC, whether elected officials serving as Directors were subject to campaign finance limitations with respect to vendors or others that provide goods and services under contract to the CCLRC. Mr. Rink responded that he would presume the campaign finance laws would also apply to elected officials sitting as directors of the CCLRC.

- o **Resolution 2009-1 was considered and adopted by unanimous vote.**

4. Commissioner and Director Peter Lawson Jones joined the meeting. In accordance with the newly adopted Code of Regulations, Treasurer Rokakis requested a motion to nominate a Director to the positions of Chair of the Board of Directors and Vice-Chair of the Board of Directors. Mayor Welo nominated Treasurer Rokakis for the position of Chair of the Board; seconded by Mr. Oyaski. Mr. Rokakis then nominated Mayor Welo for Vice-Chair of the Board; seconded by Mr. Oyaski. Discussion on the nominations was opened, and there being none, a voice vote was taken on the motion and the motion carried unanimously.

5. Treasurer Rokakis next offered for consideration Resolution 2009-2 authorizing the employment of an Executive Director and President of the CCLRC. Treasurer Rokakis summarized the qualifications of Mr. Gus Frangos, Esq. who was proposed to be the CCLRC's first President and Executive Director.
  - o **Resolution 2009-2 was considered and adopted by unanimous vote.**
6. Treasurer Rokakis next offered for consideration Resolution 2009-3 approving the form of Agreement and Plan with Cuyahoga County, Ohio and authorizing the execution and delivery to the Board of County Commissioners for approval and execution of Agreement and Plan.
  - o **Resolution 2009-3 was considered and adopted by unanimous vote.**
7. Treasurer Rokakis then stated that Section 3.1 of the Code of Regulations provides for the seating of two additional Directors from the municipal corporation in the County with the largest population, in this case the City of Cleveland. Treasurer Rokakis announced that Chris Warren, Chief of Regional Development, and Anthony Brancatelli, Councilman, Ward 12, are to be the additional two Directors of the Corporation, and asked each Director to be seated at the table for the remainder of the meeting.
8. Treasurer Rokakis next offered for consideration Resolution 2009-4 authorizing and directing the President to prepare an initial interim budget for commencing operations of the CCLRC for the interim fiscal period beginning May 22, 2009 and ending December 31, 2009 and providing for the approval thereof.

At this time Mr. Oyaski requested permission of the Chari to distribute to all Directors a memorandum from Matt Rubino in the Office of Budget and Management of the County dated April 15, 2009 dealing with the impact of the CCLRC on County operating revenues. Treasurer Rokakis, noting that he had read the memorandum in April upon its initial distribution asked Mr. Oyaski if the erroneous assumptions and incorrect statements in the memorandum that he had pointed out in April had been corrected. Mr. Oyaski responded that he did not know since he had not seen the memorandum until he had been asked to distribute it to the members of CCLRC's Board. Treasurer Rokakis requested that it be specifically noted in the minutes that the memorandum as originally distributed suffered from erroneous assumptions and incorrect statements which if not corrected lead to misleading, if not erroneous, conclusions.

- o **Resolution 2009-4 was considered and adopted by unanimous vote.**
9. Treasurer Rokakis next offered for consideration Resolution 2009-5 adopting a Pubic Records Policy.
    - o **Resolution 2009-5 was considered and adopted by unanimous vote.**
  10. Resolution 2009-6 authorizing the President to solicit proposals for property and liability insurance for the Corporation and its directors, officers and employees and to enter into a contract or contracts for the same.
    - o **Resolution 2009-6 was considered and adopted by unanimous vote.**
  11. Resolution 2009-7 ratifying certain actions taken and costs incurred in connection with the organization and establishment of the CCLRC.
    - o **Resolution 2009-7 was considered and adopted by unanimous vote.**
  12. Other Business.
    - o Resolution 2009-8 authorizing a draw on the County Land Reutilization Corporation Fund held in the County Treasury for the purposes of paying wages in connection with the on-going operations of the CCLRC and other expenses in connection with the organization and establishment of the CCLRC subject to the limitations of Resolution 2009-4.

- **Resolution 2009-8 was considered and adopted by unanimous vote.**
  - In connection with the initial funding of the operations of the CCLRC, Treasurer Rokakis noted that the County was standing ready to provide funds from its award of funding under the federal Neighborhood Stabilization Program (NSP). Resolution 2009-9 authorizing and directing the preparation of an agreement between the CCLRC and the County for the application for and the acceptance of federal NSP funds from the County.
  - **Resolution 2009-9 was considered and adopted by unanimous vote.**
13. Adjournment. There being no more business to come before the Board of Directors of the CCLRC, Mr. Oyaski moved, seconded by Councilman Brancatelli, that the meeting of the Board of Directors of the CCLRC be adjourned. A voice vote was taken and the motion carried unanimously. The meeting of the Board of Directors of the CCLRC was adjourned at approximately 11:55 a.m.

**I hereby certify that the minutes related to the Board of Directors' meeting of May 22, 2009 set forth above are the minutes approved by the Board of Directors at their meeting of July 24, 2009.**

**/s/Robert P. Rink, Esq. Secretary**  
**Robert P. Rink, Esq., Secretary**

**Dated: July 24, 2009**