

The Board of Directors of the Cuyahoga County Land Reutilization Corporation (the "Board of Directors") met for its regular meeting on the 22nd day of January, 2010 at 1:00 o'clock, p.m., Eastern Time, in Conference Room 140 of Lakeside Place at 323 Lakeside Ave. NW, Cleveland, Ohio 44113 with the following Directors present:

James Rokakis, Cuyahoga County Treasurer and Chair of the Board
Jimmy Dimora, Cuyahoga County Commissioner, represented by: Mr. Paul Oyaski
Peter Lawson Jones, Cuyahoga County Commissioner, represented by: Erin Davis
Georgine Welo, Mayor of the City of South Euclid and Vice Chair of the Board
Cyril Kleem, Mayor of the City of Berea
Anthony Brancatelli, Councilman, Ward 12, City of Cleveland
Chris Warren, Chief of Regional Development, City of Cleveland

Mr. Paul Oyaski moved the adoption of the following resolution (this "Resolution"):

RESOLUTION NO. 2010-2

AUTHORIZING AND DIRECTING THE CORPORATION TO COOPERATE WITH AND ASSIST THE CUYAHOGA COUNTY TREASURER IN CHANGING THE MANNER IN WHICH INTEREST IS CHARGED AND CALCULATED ON DELINQUENT REAL PROPERTY TAXES, TO ENTER INTO A CONTRACT WITH MANATRON, INC. FOR PROFESSIONAL SERVICES REGARDING THE SAME OR ALTERNATIVELY TO ENTER INTO AN AGREEMENT WITH THE COUNTY, THE COUNTY TREASURER OR OTHER COUNTY OFFICE, AS APPROPRIATE, FOR THE PURPOSE OF REIMBURSING SUCH OFFICIAL OR OFFICE IN CONNECTION WITH ITS CONTRACTING FOR SUCH CHANGES AND AUTHORIZING AND APPROVING RELATED MATTERS.

WHEREAS, division (B)(2) of Section 323.121 of the Ohio Revised Code (the "Revised Code") provides that in a county on behalf of which a county land reutilization corporation has been organized under Chapter 1724 of the Revised Code, upon the written order of the county treasurer (the "Treasurer's Order"), interest shall be charged against and computed on delinquent real property taxes (hereafter, "delinquent taxes") as provided in division (B)(2)(a) or (b) of such Section, in lieu of the charge and computation otherwise required by divisions (B)(1) and (B)(3) of such Section; and

WHEREAS, the Cuyahoga County Land Reutilization Corporation (the "CCLRC") has asked the Cuyahoga County Treasurer (the "Treasurer") to give such Treasurer's Order to change the charge and computation of interest on delinquent taxes from the charge and computation described in divisions (B)(1) and (B)(3) of Section 323.121 of the Revised Code to the charge and computation described in division (B)(2) thereof; and

WHEREAS, but for the fact that Cuyahoga County, Ohio's (the "County") property tax billing system (the "County Tax Billing System") under which interest is presently charged and computed is designed to charge and compute such interest only as described in divisions (B)(1) and (B)(3) of Revised Code Section 323.121 and is unable to charge and compute such interest as described in division (B)(2) of such Section, the Treasurer would be willing to issue such Treasurer's Order; and

WHEREAS, if interest on delinquent taxes were able to be charged and computed as described in division (B)(2) of Revised Code Section 323.121, both the CCLRC and the taxing districts of the County would benefit through the receipt, when such delinquent taxes are paid, of a greater amount of interest than is now received under the present method of charge and computation and the cost to modify the County Tax Billing System as described herein would be recouped over time through the receipt of an increased amount of interest on such delinquent taxes; and

WHEREAS, the Treasurer has informed the CCLRC that his office is willing to pursue the necessary computer software changes to the County Tax Billing System in order to be able to charge and compute such interest as described in division (B)(2) of such Section 323.121, if the CCLRC will cooperate and assist his office by paying all the fees and costs, presently estimated at \$90,000, that will be incurred in connection with the necessary changes to the computer software for the County Tax Billing System to permit the charging and computation of interest on delinquent taxes in accordance with the method described in division (B)(2) of Revised Code Section 323.121 (the "Tax Billing System Modifications"), such cooperation and assistance to be effected by the CCLRC either (a) through entering into a contract with Manatron, Inc. ("Manatron") for making such Modifications or (b) alternatively, if it is decided that the County, the Treasurer or another County office will enter into the contract with Manatron for such Modifications, through agreeing to pay all such fees and costs under such contract; and

WHEREAS, this Board of Directors hereby finds and determines that all formal actions relative to the adoption of this Resolution were taken in an open meeting of this Board, and that all the deliberations of this Board, and of its committees, if any, which resulted in formal actions, were taken in meetings open to the public, in full compliance with applicable legal requirements, including Section 121.22 of the Revised Code;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Cuyahoga County Land Reutilization Corporation that:

Section 1. This Board of Directors hereby finds and determines that cooperation with the Treasurer's office in connection with the County Tax Billing System Modifications will benefit the CCLRC through increased future revenues from such interest and will also similarly benefit all taxing districts in the County.

Section 2. This Board of Directors hereby authorizes the President of the CCLRC to cooperate with the Treasurer's office in implementing the County Tax Billing System Modifications by either (a) entering into a contract with Manatron, Inc. ("Manatron") in an amount not to exceed \$90,000 for such Modifications, or (b) alternatively, if it is decided that the County, the Treasurer or another County office will enter into the contract with Manatron, agreeing to pay the fees and costs under such contract for such Modifications in an amount not to exceed \$90,000 by reimbursing the County, the Treasurer or other County office that has entered into such contract for such fees and costs up to \$90,000.

Section 3. This Board of Directors further authorizes the President of the CCLRC to enter into a memorandum of understanding (the "MOU") with the County, the Treasurer or other County office, as deemed appropriate in the President's sole discretion, for the purpose of setting forth the manner in which the County Tax Billing System Modifications will be implemented. If the manner of implementing such Modifications is through a contract between the CCLRC and Manatron, this Board of Directors hereby authorizes and directs the CCLRC, through its President, to enter into a contract with Manatron, Inc. in an amount not to exceed \$90,000 for implementing the County Tax Billing System Modifications. If the manner of implementing such Modifications is through a contract between the County, the Treasurer or other County office and Manatron, this Board of Directors hereby authorizes and directs the CCLRC, through its President, to evidence the CCLRC's obligation to pay for the County Tax Billing System Modifications in either the MOU or such separate agreement as may be agreed upon between the President and such other party. The President is hereby further authorized and directed for and on behalf of the CCLRC to execute any other documents necessary or appropriate for the implementation of the County Tax Billing System Modifications described herein.

adoption. Section 4. This Resolution shall take effect and be in force immediately upon its adoption.

Mr. Anthony Brancatelli seconded the motion.

Upon roll call on the adoption of this Resolution, the vote was as follows:

Ayes: 7

Nays: 0

The undersigned, Secretary of the Cuyahoga County Land Reutilization Corporation, certifies that the foregoing is a true and correct excerpt from the minutes of the meeting of January 22, 2010, of the Board of Directors of the Cuyahoga County Land Reutilization Corporation, showing the adoption of the Resolution above set forth.

Dated: January 22, 2010

/s/Robert P. Rink

Secretary

Cuyahoga County Land Reutilization Corporation