

RESOLUTION NO. 2020-1
BY UNANIMOUS WRITTEN CONSENT

AMENDING THE CODE OF REGULATIONS OF THE CORPORATION TO
ADOPT PROVISIONS RELATING TO THE SUSPENSION OF CERTAIN
REQUIREMENTS RELATING TO MEETINGS OF THE BOARD OF DIRECTORS
OF THE CORPORATION DURING A STATE OF EMERGENCY

WHEREAS, on March 9, 2020 the Governor of the State of Ohio (the "State") in Executive Order 2020-01D declared a state of emergency in the State of Ohio related to the infection of citizens from the virus COVID-19 (the "State of Emergency"); and

WHEREAS, on March 22, 2020 the Director of Health of the State issued a Stay At Home Order (the "Stay At Home Order") requiring all persons in the State except those performing essential services to stay in their places of residence, except for certain permitted travel, and to maintain a social distance of 6 feet between themselves and other persons with whom they have not previously had contact, to protect, to the extent possible, the citizens of Ohio from further spreading and contracting COVID-19; and

WHEREAS, Section 4.2 of the Code of Regulations of the Cuyahoga County Land Reutilization Corporation (respectively, the "Code of Regulations" and the "CCLRC") requires that the Board of Directors of the CCLRC meet at least once each calendar quarter, except for a one-month postponement of the first quarter regular meeting; and

WHEREAS, due the State of Emergency and the Stay At Home Order this Board has postponed its first quarter regular meeting to April 24, 2020; and

WHEREAS, this Board anticipates that the State of Emergency and the Stay At Home Order will continue to be effective through the month of April and for an undetermined period of time thereafter, necessitating further postponement or cancellation of the first quarter regular meeting; and

WHEREAS, the Code of Regulations currently has no provisions authorizing this Board or the Chairman thereof to further postpone or cancel a required regular quarterly meeting and this Board now desires to provide for such postponement or cancellation; and

WHEREAS, Ohio Revised Code ("ORC") Section 1702.25, applicable to the CCLRC under ORC Section 1724.08, authorizes a board of directors to take any action of the directors without a meeting that may be authorized or taken at a meeting of the directors; and

WHEREAS, ORC Section 1702.11(C), similarly applicable to the CCLRC pursuant to ORC Section 1724.08, provides that the members of an ORC Chapter 1702 corporation (or the directors thereof in the absence of members) may adopt, either before or during an emergency, as defined in division (U) of ORC Section 1701.01, emergency regulations operative only during an emergency which may include any provision that may be practical or necessary with respect to meetings; and

WHEREAS, this Board hereby finds that the State of Emergency, together with the Stay At Home Order, constitute an "emergency" as defined in division (U) of ORC Section 1701.01; and

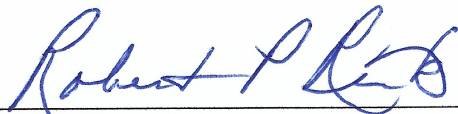
WHEREAS, this Board hereby finds and determines that the actions hereunder are being taken without a meeting of this Board and therefore not subject to the requirements of ORC Section 121.22, relating to actions being taken at an open meeting of this Board.

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

Section 1. This Board hereby adopts new Section 4.9 of the Code of Regulations, as set forth in Exhibit A attached to this Resolution and incorporated herein as if fully rewritten herein ("Section 4.9") and confirms and directs that the provisions of the Code of Regulations not affected by Section 4.9 shall remain in full force and effect. This Board hereby authorizes and directs the President to cause a copy of the Section 4.9 be inserted in the Code of Regulations for all purposes therein.

Section 2. This Resolution shall take effect and be in force immediately upon its adoption on the latest date on which it received unanimous written consent, ratification and/or electronic signature/authorization in counterpart of all members of the Board of Directors.

Dated: April 14, 2020


Secretary
Cuyahoga County Land Reutilization

FUNDING INFORMATION FOR RESOLUTION
(CHECK AND COMPLETE APPLICABLE SELECTION)

X Not Applicable to this Resolution since no specific expenditure is being authorized.

Fund to be charged: #

Account to be charged: #

Unencumbered Funds Available: \$

Amount to be charged: \$

**EXHIBIT A –
AMENDMENT OF AND SUPPLEMENT TO THE CODE OF REGULATIONS**

Section 4.9. Emergency Regulations during a State of Emergency. This Section 4.9 and the subsections and all provisions hereof are being enacted and shall be effective as emergency regulations authorized under division (C) of R.C. Section 1702.11 applicable to the Corporation pursuant to R.C. Section 1724.08. Capitalized words and terms used in this Section 4.9 and any subsection hereof as defined words and terms shall have the meanings given such words and terms herein or in the section or subsection of Revised Code referenced with respect to such words and terms.

Section 4.9.1. Declaration of State of Emergency; Effect on Required Meetings Under Article IV. If the Governor of the State declares that an emergency, as defined in subdivision (U) of R.C. Section 1701.01 (the “Emergency”), exists and is continuing, the requirement of Section 4.2 hereof regarding holding a regular quarterly Board meeting may be suspended as herein provided during the existence and continuance of the Emergency, notwithstanding anything to the contrary in Section 4.2 hereof. Suspension of such requirement shall automatically suspend all such meetings theretofore scheduled during the existence and continuance of the Emergency, except as the suspension of such requirement may be thereafter lifted as hereinafter provided. Nothing herein shall be construed as prohibiting the call of a Special Meeting pursuant to Section 4.3 hereof.

Section 4.9.2. Notice of Suspension of the Requirement Under Section 4.2 to Hold a Quarterly Meeting. Suspension of the requirement for a quarterly Board meeting under Section 4.2, and a quarterly meeting itself, shall be effected by written notice from the Chair or Vice Chair of Board or from the President to all Directors at least three business days before the last day when such quarterly meeting could be held in compliance with the provisions under this Article IV for holding such a meeting. Written notice of such suspension of a required quarterly board shall also be given to the general public in the same manner as notice of holding such a regular quarterly meeting would have been given to the general public, provided, however, that an omission in giving such notice to the general public shall in no manner adversely affect the notice of suspension given to Directors and the effects thereof. The notice of suspension hereunder may be given (A) for an indefinite period of time continuing until the first to occur of (i) lifting of the Emergency by the Governor or (ii) written notice of lifting such suspension from the Chair or Vice Chair of Board or from the President or (B) for a definite period of time, provided that in such latter case upon the first to occur of (i) lifting of the Emergency by the Governor or (ii) expiration of such definite period, the provisions of Section 4.2 shall resume their effectiveness without further notice.

Section 4.9.3. Resumption of Regular Quarterly Board Meetings. Upon the first to occur of (A) lifting of the Emergency by the Governor or (B) (i) written notice of lifting the suspension of the requirements of Section 4.2 hereof from the Chair or Vice Chair of Board or from the President or (ii) expiration of the definite period applicable to the suspension, the Board of Directors shall hold a regular quarterly meeting at the first opportunity that such a meeting could be timely held in the quarter when the suspension is lifted. The Board of Directors is not required to hold a meeting to replace any one or more of the quarterly meetings which were not held during the time such meetings were suspended.