



CUYAHOGA COUNTY LAND REUTILIZATION CORPORATION

MINUTES OF SPECIAL BOARD MEETING

AUGUST 29, 2011

LOCATION: Lakeside Place
323 Lakeside Ave. W., Conference Room 140
Cleveland, OH 44113

DATE/TIME: August 29, 2011; 10:00 A.M. ET

PURPOSE: Special Board Meeting to consider the following business:

1. *Call to order by the Chair.* A special meeting of the Cuyahoga County Land Reutilization Corporation (the CCLRC) was held on August 29, 2011 at 323 Lakeside Avenue W., Suite 140, Cleveland, Ohio and called to order at 10:09 a.m. Vice-Chair Mayor Georgine Welo, Cuyahoga County Councilman Dan Brady, Mr. Wade Steen, Representative for Interim Treasurer, Mark Parks, Mr. Nate Kelly, representative for County Executive Ed FitzGerald, Mr. Chris Warren and Councilman Anthony Brancatelli representing the City of Cleveland were present and constituted a quorum.

This special meeting was called at the request of CCLRC Board member Dan Brady and agreed to by all Board members for the purpose of addressing the issues raised with respect to the governance of the CCLRC Board. On August 25, 2011, the executive committee of the CCLRC met for the purpose of addressing the board governance issue and to solicit recommendations to the full CCLRC board for consideration. These recommendations are now before the CCLRC Executive Committee for review and approval and attached hereto as "Minutes of Executive Committee Session." After review of the recommendations, Councilman Brancatelli states that recommendation number 3 in the minutes of the executive committee be modified as follows: to add "the President of" the CCLRC undertake the writing and submit to the Board the proposed revisions to its by-laws to reflect the above, for submission to and consideration by the full CCLRC Board. Mayor Welo moves to affirm the minutes of the executive committee session of August 25, 2011 as modified. The executive committee recommendations as reflected in the Minutes of the Executive Committee Session are approved by unanimous voice vote of the executive committee.

Councilman Brady informs all present that this special meeting was sought as a result of the ongoing discussion with the County Administration. Councilman Brady stated that it was out of necessity to call this meeting to make progress on these issues. In July, it was determined that an executive committee of the CCLRC be formed and that they discuss the issues raised by the County Administration. Councilman Brady stated that he is impressed with the work of the CCLRC and the history of the land bank. Councilman Brady states the Board and the CCLRC are not a part of government but an independent board. With a change in County government two different opinions as to how appointments are made to the board have arisen. One opinion has been provided by Attorney Chuck Riehl who represents the CCLRC Board and the other from attorneys for Cuyahoga County. Both opinions are well-written but both are different. The Board asked the President of the CCLRC, Gus Frangos, to review the current by-laws of the corporation and the recommendations of the executive committee and to suggest by-law alternatives based upon the issues raised by these two opinions, all for consideration and discussion of the full CCLRC Board. Councilman Brady states that this process is a big first step in allowing the Board of the CCLRC to move forward.

Councilman Brancatelli informs the Board that the matter of revising language of the by-laws will need to meet the satisfaction of all board members and other stakeholders. Councilman Brancatelli also indicated that the meeting with the County Executive and VAPAC members went well.

Mayor Welo recommends that the minutes of the executive committee meeting held on August 25, 2011 be placed into the record of the special meeting of August 29, 2011. A copy of the minutes are attached hereto.

Councilman Dan Brady moves for adoption of the executive committee recommendations by the full CCLRC Board and that the President of the Corporation prepare the changes to the Corporation's by-laws as recommended in the report of the executive committee; that the CCLRC Board be expanded from seven to nine members and that the positions will be publicly posted by the Board based on a process to be determined; that the President present to the Board the recommended by-law changes. The Motion is adopted by unanimously vote.

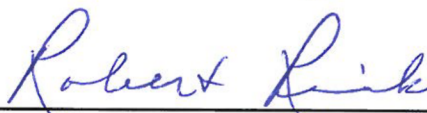
2. *Other Business.* Mayor Welo states that a regular meeting of this Board should be scheduled for the last week of September and the items to be discussed are: the election of Board officers; the introduction of the proposed by-law changes; the expansion of the CCLRC Board and the requirements for posting and processing of the applications; and any other business.

Councilman Brancatelli reminds the Board that the DTAC/DTAN funding issue needs to be addressed. Councilman Brady informs this Board that the funding bill has been introduced to County Council.

Mr. Kelly introduces new appointed representative of the Board, Wade Steen.

3. *Adjournment.* There being no more business to come before the Board of Directors of the CCLRC, the meeting of the Board of Directors of the CCLRC was adjourned at approximately 10:35 a.m.

I hereby certify that the minutes related to the Board of Directors' special meeting of August 29, 2011 set forth above are the minutes approved by the Board of Directors at their meeting of September 30, 2011.



Robert Rink, Secretary
Cuyahoga County Land Reutilization Corporation



CUYAHOGA COUNTY LAND REUTILIZATION CORPORATION

MINUTES OF EXECUTIVE COMMITTEE SESSION

LOCATION: Lakeside Place
323 Lakeside Ave. W., Conference Room 140
Cleveland, OH 44113

DATE/TIME: August 25, 2011; 4:10 P.M. ET

PURPOSE: Executive session to consider the following business:

1. *Call to order of the Executive Session.* A meeting of the Executive Committee of the Cuyahoga County Land Reutilization Corporation (the CCLRC) was held on August 25, 2011 at 323 Lakeside Avenue W, Suite 140, Cleveland, Ohio and called to order at 4:10 p.m. The Executive Committee members: Mayor Georgine Welo, Councilman Dan Brady, Mr. Nate Kelly, representative for County Executive Ed FitzGerald, and Councilman Anthony Brancatelli representing the City of Cleveland were present and constituted a quorum.

Mayor Welo and Councilman Brady welcomed and thanked the public for attending. Councilman served as facilitator for the meeting, Counsel for the CCLRC Board Charles Riehl, Esq. was present. Councilman Brady advised that Counsel was present to discuss the CCLRC board governance and potential litigation surrounding the CCLRC's board governance. As a result, the committee voted unanimously to go into executive session on the advice of counsel. Councilman Brady so advised the public. The board met in executive session.

The Executive Committee entered into open meeting at 5:08 p.m. Councilman Brady reported to the committee and informed the public that the executive committee would consider making recommendations to the Board at their next special meeting set for Monday, August 29, 2011. The proposed recommendations were: 1.) to expand of the board from 7 to 9 members to recognize the charter changes of Cuyahoga County and give the County Executive and County Council prompt governance input; 2.) to publically post such new positions as prescribed by the Board; 3.) that the President, Gus Frangos of the CCLRC undertake the writing of the proposed revisions to the Corporation's by-laws to reflect the above, to submit to and be considered by the full CCLRC Board. Councilman Brady moved that the above recommendations serve as the formal recommendations of the Executive Committee to the full CCLRC Board for its consideration and adoption at the upcoming Board meeting currently scheduled to be held on August 29, 2011. A roll call was conducted and all Executive Committee members voted in favor of the motion.

Anthony Brancatelli thanked Councilman Brady and County Executive FitzGerald for meeting with the public to discuss the role and importance of the CCLRC. Mayor Welo thanked the County for its continued commitment to cities and for working together and setting a positive tone for the region, and stated that the Board should be proud that this CCLRC concept began in Cuyahoga County, and is an example to the nation. Nate Kelly thanked the public and counsel for attendance and input.

Motion to adjourn adopted unanimously. Meeting adjourned at 5:15 p.m.



Jacqueline M. Knettel, Recording Secretary
Cuyahoga County Land Reutilization Corporation