

The Board of Directors of the Cuyahoga County Land Reutilization Corporation (the "Board of Directors") met for its regular meeting on the 24th day of July, 2009 at 10:00 o'clock, a.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
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. 2009-11

AUTHORIZING AND DIRECTING THE ENGAGEMENT OF SQUIRE, SANDERS & DEMPSEY L.L.P. FOR THE PROVISION OF LEGAL SERVICES AS BOND COUNSEL IN CONNECTION WITH THE ISSUANCE AND SALE OF BONDS BY THE CORPORATION

WHEREAS, in order for the Cuyahoga County Land Reutilization Corporation (the "CCLRC") to provide funding for the acquisition, reclamation, rehabilitation, and disposition of vacant, abandoned, tax-foreclosed and other real property within Cuyahoga County, Ohio, the Corporation is preparing to issue and sell its bonds or other evidences of indebtedness; and

WHEREAS, in furtherance of the preceding purpose the CCLRC now desires to retain the services of nationally-recognized bond counsel; 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 determines that it is necessary and appropriate to fund the acquisition, reclamation, rehabilitation, and disposition of, and related activities in connection with, vacant, abandoned and tax-foreclosed property and other property within Cuyahoga County, Ohio, through the issuance of bonds or other obligations of the CCLRC, and that it is necessary to engage nationally-recognized bond counsel firm to provide legal services in connection with such bond issuance.

Section 2. This Board of Directors hereby authorizes and directs the President of the CCLRC to retain the law firm of Squire, Sanders & Dempsey L.L.P. to provide such legal services and further authorizes and directs the President to enter into an engagement letter in connection with the provision of such services.

Section 3. This Resolution shall take effect and be in force immediately upon its adoption.

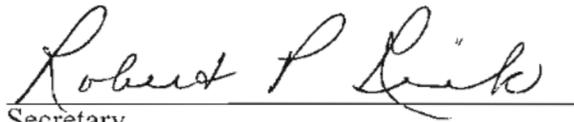
Mr. Anthony Brancatelli seconded the motion.

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 July 24, 2009, of the Board of Directors of the Cuyahoga County Land Reutilization Corporation, showing the adoption of the Resolution above set forth.

A handwritten signature in cursive script, reading "Robert P. Link". The signature is written in black ink and is positioned above a horizontal line.

Secretary

Cuyahoga County Land Reutilization Corporation

Dated: July 24, 2009