

The Board of Directors of the Cuyahoga County Land Reutilization Corporation (the "Board of Directors") met for its regular quarterly meeting on the 29th day of October, 2010 at 10:00 o'clock, a.m., Eastern Time, in Conference Room 400 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: Paul Herdeg
Peter Lawson Jones, Cuyahoga County Commissioner, represented by: Monica Banks Hines
Anthony Brancatelli, Councilman, Ward 12, City of Cleveland

Councilman Brancatelli moved the adoption of the following resolution (this "Resolution"):

RESOLUTION NO. 2010-13

ESTABLISHING AN EXECUTIVE PERFORMANCE REVIEW AND COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS FOR THE PURPOSE OF REVIEWING THE PERFORMANCE OF THE PRESIDENT OF THE CORPORATION AND SETTING THE COMPENSATION OF THE PRESIDENT AND AUTHORIZING RELATED MATTERS.

WHEREAS, Section 5.1 of the Code of Regulations of the Cuyahoga County Land Reutilization Corporation (respectively, the "Code of Regulations" and the "CCLRC") authorizes the Board of Directors of the CCLRC (the "Board") to establish committees of the Board and to appoint certain of its members to the committee being established; and

WHEREAS, this Board now desires to establish a committee of the Board for the purpose of conducting a periodic review of the performance and compensation of the President of the CCLRC (the "President");

NOW, THEREFORE, be it resolved by the Board of Directors of the Cuyahoga County Land Reutilization Corporation as follows:

Section 1. Pursuant to and in accordance with Article V, in particular Section 5.1, of the Code of Regulations of the CCLRC, this Board hereby determines that it is in the best interests of the CCLRC to establish a committee of the Board composed of three (3) of its members, including the Chair and Vice-Chair of the Board and one other member of this Board selected by said Chair and Vice-Chair for the purpose of conducting a periodic review of the performance and compensation of the President.

Section 2. The committee is hereby designated as the "Executive Performance and Compensation Review Committee" (the "Performance and Compensation Review Committee"). The Performance and Compensation Review Committee is hereby charged with conducting a performance review of the President, and, in connection therewith, determining whether any adjustment to his/her compensation is warranted.

Section 3. Notwithstanding the provisions of Section 2 hereof, if at the time of such review the President is employed by virtue of a written contract, then such contract may not be modified or abrogated without the written agreement of the President; provided further that, notwithstanding this Section 3 and Section 3.2 of the Code of Regulation, the Performance and Compensation Review Committee may provide for salary increases or bonuses for the President based on merit without the approval of the Board in an amount not to exceed twenty-five percent (25%) of the President's base salary in any given twelve-month period, exclusive of the cash value of non-monetary fringe benefits.

Section 4. After the adoption of this Resolution, the Board Chair of the Performance and Review Committee shall call a meeting of the members of the Performance and Review Committee at which meeting such members shall decide on the procedures or methods of giving notice of its meetings and any standards for evaluating the performance of the President. The Performance and Compensation Review Committee shall meet with the President at least once each calendar year to conduct a performance and compensation review. Prior to such meeting the Performance and Compensation Review Committee may gather such information and schedule such preliminary meetings of its members for the purpose of reviewing and discussing the gathered information as are necessary or convenient for each member of the Committee to make a fair evaluation of the President. After meeting with the President in connection with his/her performance review and compensation review, the Performance and Compensation Review Committee may present a report on such meeting to the full Board, provided, however, that to the extent permitted by Ohio law, the meeting at which any such report is presented to the full Board shall be held in executive session and be treated as a confidential personnel matter. Any such report shall be kept in the President's private personnel file.

Section 5. This Resolution shall take effect and be in force immediately upon its adoption.

Ms. Monica Banks Hines seconded the motion.

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

Ayes: 4

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 regular quarterly meeting on the 29th day of October, 2010, of the Board of Directors of the Cuyahoga County Land Reutilization Corporation, showing the adoption of the Resolution above set forth.

/s/ Robert P. Rink
Secretary
Cuyahoga County Land Reutilization Corporation

Dated: October 29, 2010

<u>FUNDING INFORMATION FOR RESOLUTION</u> (CHECK AND COMPLETE APPLICABLE SELECTION)	
<input checked="" type="checkbox"/>	Not Applicable to this Resolution since no expenditure is being authorized.
	Fund to be charged: # _____
	Account to be charged: # _____
	Unencumbered Funds Available: \$ _____
	Amount to be charged: \$ _____