

COMPREHENSIVE ETHICS POLICY OF THE CUYAHOGA COUNTY LAND REUTILIZATION CORPORATION

EXECUTIVE SUMMARY

The purpose of this Executive Summary is to provide the reader of this Comprehensive Ethics Policy with an overview of the nature of the Cuyahoga County Land Reutilization Corporation (the CCLRC) and the rationale behind the Policy's contents.

Overview of Nature of CCLRC

The nature of the CCLRC is the catalyst contributing to the creation of this Policy. The CCLRC is a non-profit corporation organized and existing under the laws of the State of Ohio. Like all non-profit corporations its purposes, and the powers given it under Ohio law, focus in general on rendering benefits to civic society at large and not on the generation of profit. Unlike many non-profit corporations its purposes, and the powers given it under Ohio law, focus in specific on rendering certain "essential governmental services." As such it is often referred to as a "quasi-governmental corporation." As for the State and its "political subdivisions," the Ohio General Assembly has saw fit to enact certain laws under which they must operate in their governance of the citizens of Ohio. Among these laws are certain statutory "ethical standards" that regulate the actions and activities of the State and its political subdivisions and the "public officials" serving as elected or appointed employees of them. In addition, certain "criminal laws" have been enacted to proscribe certain actions and activities of these "public officials." Collectively, these laws are referred to in this Executive Summary as the "Public Officers' Ethics Laws." The threshold question, then, for a "quasi-governmental corporation" like the CCLRC is to what extent, if at all, do the Public Officers' Ethics Laws govern the Directors, Officers and employees of the CCLRC. For if for purposes of the Public Officers' Ethics Laws the CCLRC constitutes a "political subdivision" or its Directors, Officers and employees constitute "public officials" or "public employees," then the need for this document becomes moot since Ohio law would govern. But, as with many legal questions, the answer to that question is in general not clear. While the CCLRC is subject to some laws applicable to "political subdivisions" in Ohio, e.g. Ohio's Open Meeting and Public Records Laws, it is also not subject to others, e.g. it is not subject to the competitive bidding requirements of the State and its political subdivisions or to the debt limitations applicable to "political subdivisions" in Ohio.

Rationale for Contents of a Comprehensive Ethics Policy

This Policy contains four Chapters. The subjects of each of these Chapters arose out of two Memoranda of Law, each attempting to answer a part of that threshold question by review and analysis of the applicability of the statutory ethical schemes found in Revised Code Chapter 102, Chapter 2921 and Chapter 3517. From the arguments and reasoning set forth in these Memoranda it is evident that the applicability of the Public Officers' Ethics Laws to the CCLRC is anything but clear.

While arguments pro and con can be made in the debate as to their applicability, legal precedent addressing these questions is scarce at best and often non-existent. With these Memoranda as a background, then, the Board of Directors of the CCLRC directed its legal officer to prepare a comprehensive ethics policy. The result of that request (the Comprehensive Ethics Policy) is contained in Chapters 1, 2, 3 and 4.

Chapter 1 contains the policy for addressing with what is colloquially known as “conflicts of interest.” Its provisions generally mirror, to the extent reasonably applicable to the CCLRC, the provisions found in Revised Code Section 2921.42 – *Having an Unlawful Interest in a Public Contract* and Section 2921.43 – *Soliciting and Accepting Improper Compensation*. A table correlating the provisions of each of these Revised Code Sections with the provisions of the Conflicts of Interest Policy in Chapter 1 can be found in the Exhibits at the end of the first Memorandum of Law.

Chapter 2 contains the policy for addressing with what is more traditionally known as an “ethics policy.” Its provisions generally mirror, to the extent reasonably applicable to the CCLRC, the provisions found in Revised Code Section 102.03 – *Representation by Present or Former Public Official or Employee Prohibited*. A table correlating the provisions of each of these Revised Code Sections with the provisions of the Conflicts of Interest Policy in Chapter 2 can be found in the Exhibits at the end of the first Memorandum of Law.

Chapter 3 contains the policy for disclosure by persons and entities being considered for award of a contract for goods or services from the CCLRC of any political contributions to an individual Director of the CCLRC who happens to also be an elected official of a political subdivision. While the Memorandum of Law addressing the prohibitions found in Revised Code Section 3517(I) and (J) presents a strong argument for its non-applicability to the CCLRC, as stated in the Memorandum’s conclusion, there is no law that would prohibit the otherwise specifically affected Directors from adopting a disclosure requirement for potential persons or entities contracting with the CCLRC, thereby allowing an affected Director to recuse himself of herself from any vote of the Board relating to such contracts.

Chapter 4 contains a “whistleblower” policy. It has been adopted, with some modifications, from a sample whistleblower policy prepared in its words “to advance the public interest” by the National Council of Nonprofit Associations (NCNA). Its purpose, and the purpose for its incorporation into this Comprehensive Ethics Policy, is to protect an employee of an organization who in good faith suspects and reports a violation of the ethics policy of the organization. The sample policy of the NCNA can be found at www.ncna.org.

Policy Regarding Distribution of Comprehensive Ethics Policy to Each Board Member and Employee

Upon the commencement of the initial term of each member of the Board of Directors and of the employment of each employee of the CCLRC, each member of the Board of Directors and each employee of the CCLRC shall receive a copy of this Comprehensive Ethics Policy, along with an acknowledgment of receipt to be signed by such member or employee representing or promising, as the case may be, that such member or employee (i) has received a copy of the Policy, (ii) has read or will read the Policy, and (iii) will comply with all of its provisions.

CHAPTER 1

CONFLICTS OF INTEREST POLICY

Section 1. Purpose. The purpose of this conflicts of interest policy (this “Policy”) is to protect the interests of the Cuyahoga County Land Reutilization Corporation (the “Corporation”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer, Director or employee of the Corporation. A transaction or arrangement that provides a public benefit to a political subdivision with which an Officer, Director or employee is associated either by election or employment is not in and of itself a conflict of interest under this Policy. This Policy is intended to supplement but not replace the provisions of the Ohio Revised Code where such provisions are determined by a court or other body with jurisdiction over such matters to be applicable to the Officers, Directors or employees of the Corporation, including the following provisions set forth in the first paragraph of Section 1724.10(B)(1) thereof which address the issue of not only conflicts of interest but also the incompatibility of public offices:

“...Membership on the governing board of a community improvement corporation does not constitute the holding of a public office or employment within the meaning of sections 731.02 and 731.12 of the Revised Code or any other section of the Revised Code. Membership on such governing boards shall not constitute an interest, either direct or indirect, in a contract or expenditure of money by any municipal corporation, township, county, or other political subdivision. No member of such governing boards shall be disqualified from holding any public office or employment, nor shall such member forfeit any such office or employment, by reason of membership on the governing board of a community improvement corporation notwithstanding any law to the contrary.”

Section 2. Prohibited Interests and Actions of Directors, Officers and Employees; Permitted Interests; Exceptions.

Section 2.1. Prohibited Interests in Corporation Contracts. No Director, Officer or employee of the Corporation shall knowingly do any of the following:

- (1) Authorize, or employ the authority or influence of such person’s office to secure authorization of any contract with the Corporation in which such person, a member of such person’s family, or any of such person’s business associates has an interest;

- (2) Authorize, or employ the authority or influence of such person's office to secure the investment of funds in any share, bond, mortgage, or other security, with respect to which such person, a member of such person's family, or any of such person's business associates either has an interest, is an underwriter, or receives any brokerage, origination, or servicing fees; During such person's term of office with the Corporation or within one year thereafter, occupy any position of profit in the prosecution of a contract authorized by such person or by the Board of Directors of the Corporation of which such person was a member at the time of authorization, unless the contract was let by informal competitive bidding to the lowest and best bidder; Have an interest in the profits or benefits of a contract entered into by or for the use of the Corporation;
- (3) Have an interest in the profits or benefits of a contract that is not let by informal competitive bidding if not required under the Corporation's Informal Competitive Bidding Policy and that involves more than one hundred fifty dollars.

Section 2.2. Permitted Interests. In the absence of bribery or a purpose to defraud, a Director, Officer or employee of the Corporation, member of such person's family, or any of such person's business associates shall not be considered as having an interest in a Corporation contract or the investment of its funds, if all of the following apply:

- (1) The interest of that person is limited to owning or controlling shares of the corporation, or being a creditor of the corporation or other organization, that is the contractor on the contract involved, or that is the issuer of the security in which the funds are invested;
- (2) The shares owned or controlled by that person do not exceed five per cent of the outstanding shares of the corporation, and the amount due that person as creditor does not exceed five per cent of the total indebtedness of the corporation or other organization;
- (3) That person, prior to the time the contract is entered into, files with the Board of Directors of the Corporation, an affidavit giving that person's exact status in connection with the corporation or other organization.

Section 2.3. Exceptions. Section 2.1 hereof does not apply to a Corporation contract in which a Director, Officer or employee of the Corporation, a member of such person's family, or one of such person's business associates has an interest, when all of the following apply:

- (1) The subject of the contract is necessary supplies or services for the Corporation;
- (2) The supplies or services are unobtainable elsewhere for the same or lower cost, or are being furnished to the Corporation as part of a continuing course of dealing established prior to such person's becoming associated with the Corporation;
- (3) The treatment accorded the Corporation is either preferential to or the same as that accorded other customers or clients of the corporation or other organization in similar transactions;
- (4) The entire transaction is conducted at arm's length, with full knowledge by Corporation of the interest of such person, the member of such person's family, or business associate, and such person takes no part in the deliberations or decision of the Corporation with respect to the contract.

Section 2.4. Soliciting or Accepting Improper Compensation. No Director, Officer or employee of the Corporation shall knowingly solicit or accept, and no person shall knowingly promise or give to a Director, Officer or employee of the Corporation, either of the following:

- (1) Any compensation, other than as allowed by divisions (G), (H), and (I) of Section 102.03 of the Revised Code or other provisions of law, to perform such person's official duties, to perform any other act or service in such person's official capacity, for the general performance of the duties of such person's office or employment, or as a supplement to such person's compensation;
- (2) Additional or greater fees or costs than are allowed by rule or regulation of the Corporation to perform such person's official duties.

Section 2.5. Soliciting or Accepting Anything of Value in Exchange for Certain Consideration. No Director, Officer or employee of the Corporation for such person's own personal or business use, and no person for the person's own personal or business use or for the personal or business use of a Director, Officer or employee of the Corporation, shall solicit or accept anything of value in consideration of either of the following:

- (1) Appointing or securing, maintaining, or renewing the appointment of any person to any office, employment, or agency with the Corporation;

- (2) Preferring, or maintaining the status of, any Director, Officer or employee of the Corporation with respect to compensation, duties, placement, location, promotion, or other material aspects of employment or service.

Section 2.6. Soliciting or Accepting Political Contributions in Exchange for Certain Consideration. No person for the benefit of a political party, campaign committee, legislative campaign fund, political action committee, or political contributing entity shall coerce any contribution in consideration of either of the following:

- (1) Appointing or securing, maintaining, or renewing the appointment of any person to any office, employment, or agency with the Corporation;
- (2) Preferring, or maintaining the status of, any employee of the Corporation with respect to compensation, duties, placement, location, promotion, or other material aspects of employment.

Section 2.7. Definitions. Words and terms with initial capital letters used as defined words and terms in this Policy and not otherwise defined herein shall have the same meaning given such words and terms in the Code of Regulations of the Corporation. For purposes of this Section, “family” means any member of the immediate family of a Director, Officer or employee of the Corporation.

Section 3. Procedures.

Section 3.1. Duty to Disclose. Notwithstanding the provisions of Section 2.2(3) hereof, in connection with any actual or potential conflict of interest, a Director, Officer or employee of the Corporation must disclose in writing the existence and nature of his or her interest to the Board of Directors prior to its formal approval of the proposed transaction or contractual arrangement.

Section 3.2. Duty to Recuse Oneself from Vote or Selection Process. A Director or Officer that has, or will have, an interest in a transaction or contractual arrangement of the Corporation with an entity or individual that is prohibited under this Policy must recuse himself or herself from (i) participating in discussions whose immediate purpose is to make a recommendation or selection of the entity or individual with whom the Corporation will enter into the transaction or arrangement, (ii) voting on the matter or (iii) both, as applicable. A Director that is either elected or employed by a political subdivision with which the Corporation is considering entering into a transaction or other arrangement must recuse himself or herself from voting on the matter involving

the political subdivision. A Director or Officer who complies with the provisions of this Section 3.2 shall not be deemed to have an actual or potential conflict of interest.

Section 3.3. Determining Whether a Prohibited Interest Exists. After disclosure of a potential prohibited interest under Section 3.1 of this Policy, the Director, Officer or employee making such disclosure shall leave the Board of Directors' meeting while the Board discusses the nature of the interest and votes upon whether it believes such an interest constitutes or will constitute a prohibited interest if the Corporation were to enter into a transaction or contractual arrangement with the entity or individual in respect of which the interested person has an interest and whether such person is not or will not be deemed to have a conflict of interest due to such person's compliance with the provisions of Section 3.2 hereof. If such person is a Director, the remaining Board of Directors shall decide if a conflict of interest exists.

Section 3.4. Procedures for Addressing the Conflict of Interest If, pursuant to Section 3.3, a prohibited interest is deemed to exist:

- a. The Board of Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement and may in its discretion request verbal advice or a written opinion of the Ohio Ethics Commission on the matter.
- b. After exercising due diligence, the Board of Directors shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- c. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

Section 3.5. Violations of the Conflicts of Interest Policy.

- a. If the Board of Directors has reasonable cause to believe that a Director, Officer or employee of the Corporation has failed to disclose an actual or possible prohibited interest under this Policy, it shall inform such person of the basis for such belief and afford such person an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the response of such person and making such further investigation as may be warranted in the circumstances, the Board of Directors determines that such person has, in fact, failed to disclose an actual or possible prohibited interest, it shall take the disciplinary and corrective action which it, in its sole discretion, determines to be appropriate in the circumstances, including, without limitation, compliance with division (A)(1) of Revised Code Section 2721.22.

Section 4. Records of Proceedings. With respect to any proceedings of the Board of Directors under this Policy, the minutes of the Board of Directors shall contain the following:

- a. The names of the persons who disclosed or otherwise were found to have an potential or actual prohibited interest under this Policy, the nature of the interest, any action taken to determine whether the interest is a prohibited interest hereunder or under any law of the State of Ohio, and the Board of Directors' decision as to whether a prohibited interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Section 5. Annual Statements. Each Director, Officer and employee of the Corporation shall annually sign a statement which affirms that such person:

- a. has received a copy of the most recent Conflicts of Interest Policy;
- b. has read and understands this Policy;
- c. has agreed to comply with this Policy; and

d. understands that (i) the Corporation is an organization performing essential governmental functions authorized in Chapters 1724 and 5722 of the Ohio Revised Code, among others, and, therefore, pursuant to Section 115(1) of the Code, it and its income is exempt from federal income taxation and (ii) in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its governmental purposes.

Section 6. Periodic Reviews. To ensure that the Corporation operates in a manner consistent with its governmental purposes and that it does not engage in activities that could jeopardize its status as an organization performing essential governmental functions and claiming exemption from federal income taxation pursuant to Section 115(1) of the Code, periodic reviews shall be conducted. The periodic reviews shall, at the minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining; and
- b. Whether partnership and joint venture arrangements and arrangements with management service organizations, including property management organizations, if any, conform to written policies of the Corporation, are properly recorded with the Corporation, reflect reasonable payments for goods and services, further the Corporation's governmental purposes and do not result in personal inurement or impermissible private benefit.

Section 7. Use of Outside Experts. In conducting the periodic review provided for in Section 6, the Corporation may, but need not, use outside advisors or experts. If outside experts are used their use shall not relieve the Board of Directors of its responsibility for ensuring that periodic reviews are conducted.

Section 8. Amendments. This Policy may be amended from time to time by the Directors of the Corporation acting in accordance with the provisions governing amendments to this Policy set forth in the Code of Regulations.

CHAPTER 2

GENERAL ETHICS POLICY

Section 1. Statement of Intent and Purpose. Notwithstanding that Revised Code Section 1724.10(B)(1) expressly provides that “*Membership on the governing board of a community improvement corporation does not constitute the holding of a public office or employment within the meaning of sections 731.02 and 731.12 of the Revised Code or any other section of the Revised Code*” and the conclusion of the Memorandum of Law in Chapter 1 of this Ethics and Conflict of Interest Policy regarding the application of Revised Code Chapter 102 to the Directors, Officers and employees of the Cuyahoga County Land Reutilization Corporation (the “Corporation”), the Directors of the Corporation, acknowledging the quasi-public nature of the Corporation and the public purpose for which it is organized, desire to voluntarily adopt, along with the Conflicts of Interest Policy set forth in Chapter 1 hereof, an ethics policy (this “General Ethics Policy”) that is to govern actions of the Corporation’s Directors, Officers and employees in order to protect the public trust inherent in the Corporation’s statutory purposes.

Section 2. Definitions. As used in this Chapter 3:

(A) “*Income*” includes gross income as defined and used in the “Internal Revenue Code of 1986,” 100 Stat. 2085, 26 U.S.C. 1, as amended, and interest and dividends on obligations or securities of any state or of any political subdivision or authority of any state or political subdivision.

(B) “*Anything of material value*” means to the extent material, as defined below:

(1) Money, bank bills or notes, United States treasury notes, and other bills, bonds, or notes issued by lawful authority and intended to pass and circulate as money;

(2) Goods and chattels;

(3) Promissory notes, bills of exchange, orders, drafts, warrants, checks, or bonds given for the payment of money;

(4) Receipts given for the payment of money or other property;

(5) Rights in action;

(6) Things which savor of the realty and are, at the time they are taken, a part of the freehold, whether they are of the substance or produce thereof or affixed thereto, although there may be no interval between the severing and taking away;

(7) Any interest in realty, including fee simple and partial interests, present and future, contingent or vested interest, beneficial interests, leasehold interests, and any other interest in realty;

- (8) Any promise of future employment;
- (9) Every other thing of value, including, but not limited to, a contribution as defined in section 3517.01 of the Revised Code.

For the purposes of this definition, “material” when used in the phrase “anything of material value” means anything with a monetary value in excess of \$400.

(C) “*Honorarium*” means any payment made in consideration for any speech given, article published, or attendance at any public or private conference, convention, meeting, social event, meal, or similar gathering. “Honorarium” does not include ceremonial gifts or awards that have insignificant monetary value; unsolicited gifts of nominal value or trivial items of informational value; or income received from any person for personal services rendered to that person that are customarily provided in connection with the practice of a bona fide business and that are wholly unrelated to the duties or services provided to the Corporation by the recipient in connection with the such person’s employment by the Corporation.

Section 3. Prohibited Representations. A present or former Director, Officer or employee of the Corporation is not permitted, during employment with or service to the Corporation or for a period of one year thereafter to represent a client or act in a representative capacity for any person on any matter in which the Director, Officer or employee personally participated as a Director, Officer or employee of the Corporation through decision, approval, disapproval, recommendation, the rendering of advice, investigation, or other substantial exercise of administrative discretion.

Section 4. Maintaining Confidentiality of Information. A present and former Director, Officer or employee of the Corporation is prohibited from disclosing or using, without appropriate authorization, any information acquired by such Director, Officer or employee in the course of the Director’s, Officer’s or employee’s official duties for the Corporation that is confidential because of statutory provisions, or that has been clearly designated to the Director, Officer or employee as confidential when that confidential designation is warranted because of the status of the proceedings or the circumstances under which the information was received and preserving its confidentiality is necessary to the proper conduct of the Corporation’s business.

Section 5. Prohibited Use of the Authority or Influence of Corporate Office or Employment. A Director, Officer or employee of the Corporation is prohibited from using or authorizing the use of the authority or influence of his or her office or employment to secure anything of value or the promise or offer of anything of value that is of such a character as to manifest a substantial and improper influence upon the Director, Officer or employee with respect to that person’s duties.

Section 6. Prohibition upon Solicitation or Acceptance of Things of Material Value. A Director, Officer or employee of the Corporation is prohibited from soliciting or accepting anything of a material value that is of such a character as to manifest a substantial and improper influence upon the Director, Officer or employee with respect to that person's duties. For purposes of this Section, there is a rebuttable presumption that the acceptance of meals or casual entertainment from the same person or entity that does not exceed \$400 during a calendar year does not manifest a substantial and improper influence upon a Director, Officer or employee with respect to that person's duties. Reimbursement by a third party of the actual travel expenses of a Director, Officer or employee of the Corporation when traveling on or for official business of the Corporation for the purpose of making a speech or presentation about the Corporation or for educational or other charitable purposes shall be excluded from the application of this Section.

This Section shall not be construed as prohibiting a Director, Officer or employee of the Corporation from accepting an Honorarium or a payment in reimbursement of travel, meal, and lodging expenses for a speech or presentation about or related to the work of the Corporation if voluntarily offered by a third party. Any such Honorarium shall be deposited into the general fund of the Corporation immediately upon the Director's, Officer's or employee's return to the Corporation. Payment in reimbursement of travel, meals, and lodging expense for such speech or presentation may be retained by the Director, Officer or employee so long as no reimbursement for the same expenses is sought from the Corporation.

This Section shall not be construed as prohibiting a Director, Officer or employee of the Corporation from accepting an Honorarium, payment for engagement as a professional consultant or payment in reimbursement of travel, meal, and lodging expenses for a speech or presentation which is not directly about or related to the work of the Corporation, provided that the Honorarium, payment for professional consulting services or expenses, or any combination thereof, were paid in recognition of demonstrable business, professional, or esthetic interests of the Director, Officer or employee that exist apart from the Corporation and such person's employment by or service to the Corporation and that payment for professional consulting services or expenses, or any combination thereof, were not paid by any person or other entity, or by any representative or association of those persons or entities, that is doing business with, or seeking to do business with, the Corporation.

This Section shall not be construed as prohibiting a Director, Officer or employee of the Corporation from accepting a paid consulting engagement arising out of such Director's, Officer's or employee's expertise about the functions of or his or her relationship to the Corporation and its mission if the payment for such an engagement is deposited into the general fund of the Corporation and if the acceptance of such an engagement will not adversely affect

that person's duties with the Corporation.

Section 7. Requesting a Ruling from the Board of Directors. Any Director, Officer or employee of the Corporation who is unsure of such person's compliance with the provisions of this Chapter in connection with an individual situation that arises may request that the Board of Directors of the Corporation, in its absolute discretion, rule on the potential activity's compliance with the letter and spirit of this Chapter. If a Director of the Corporation avails himself or herself of the provisions of this Section 7, such Director shall not participate in any discussions among the other Directors or in their ruling related to such Director's requested ruling, except as the other Directors may request in connection with learning or clarification of the factual matters related to such situation.

Section 8. Violations of the General Ethics Policy. If the Board of Directors has reasonable cause to believe that a Director, Officer or employee of the Corporation has violated this General Ethics Policy, it shall inform the Director, Officer or employee of the basis for such belief and afford such person an opportunity to explain the alleged violation.

If, after hearing the response of such person and making such further investigation as may be warranted in the circumstances, the Board of Directors determines that such Director, Officer or employee has, in fact, violated this General Ethics Policy, it shall take appropriate disciplinary and corrective action, including, but not limited to, ordering mandatory withdrawal from the Board of Directors, if such person is a Director, or suspension or termination of employment, if such person is an Officer or employee.

Nothing in this Section 8 or anywhere else in Chapters 1, 2 or 3 of this Comprehensive Ethics Policy shall be construed as prohibiting the Board of Directors of the Corporation from turning over evidence of an alleged violation of any provision of this Comprehensive Ethics Policy to local law enforcement authorities if it believes that the alleged violation may rise to the level of a criminal offense.

CHAPTER 3

DISCLOSURE OF POLITICAL CONTRIBUTIONS TO CCLRC DIRECTORS THAT ARE ELECTED OFFICIALS

Section 1. Statement of Intent and Purpose. Notwithstanding the bona fide belief of each Director of the Corporation who is an elected official of a political subdivision within the County, as those terms are used in Ohio law (each an “Affected Director”), that the Corporation is not subject to the provisions of Revised Code Sections 3517.13(I) and (J), the Affected Directors acknowledge that disclosure by a potential person or entity that is seeking to contract with the Corporation for the sale of goods or services of any political contributions made to any such Affected Director provides such Affected Director with the opportunity to recuse himself or herself from voting on the award of the related contract, thereby avoiding even an appearance of a prohibited conflict of interest. Therefore, the following policy regarding the disclosure of political contributions to any Affected Director is hereby adopted.

Section 2. Submission of Contribution Disclosure Form with Bids. In connection with the solicitation of bids, whether formally or informally, by the Corporation, the Corporation shall include as a part of each bid package delivered to a prospective bidder a contribution disclosure form substantially in the form of Attachment A to this Chapter 3 (the “Contribution Disclosure Form”). All prospective bidders shall include a completed Contribution Disclosure Form with their respective bids for a contract to supply the goods or services for which bids were solicited. Any bid received from a bidder which does not include a fully completed Contribution Disclosure Form shall automatically be returned as “incomplete” and not considered in connection with the award of the contract for the goods or services.

Section 3. Delivery of Contribution Disclosure Form to Affected Directors. A copy of each Contribution Disclosure Form shall be delivered to the Affected Director as soon as possible after the receipt thereof in a bid package.

Section 4. Use of Information in Contribution Disclosure Form. Each Affected Director shall use the information in the Contribution Disclosure Form to determine whether or not to recuse himself or herself from voting on the award of a contract to a person or entity that submitted the Contribution Disclosure Form. If the award of a contract is not subject to approval by the Board of Directors under the Corporation’s Board-approved policy for awarding contracts, neither the Affected Director nor the President or any Officer of the Corporation shall use the information in such Form to influence the awarding of the contract by the President or other Officer of the Corporation, so long as such an award is in compliance with the Corporation’s Board-approved policy for awarding contracts.

ATTACHMENT A

CONTRIBUTION DISCLOSURE FORM

This statement, properly executed and containing all required information must be completed. **IF YOU FAIL TO COMPLY, YOUR PROPOSAL WILL NOT BE CONSIDERED.**

Entity Name: _____

Entity's Mailing Address: _____

COMPLETE SECTION I, II, OR III BELOW, WHICHEVER IS APPROPRIATE, AND SECTION IV.

NOTE: For purposes of this Statement, the members of the Board of Directors of the Cuyahoga County Land Reutilization Corporation (CCLRC) includes:

- (a) as to statutorily appointed Directors,
 - (1) Jim Rokakis, Treasurer, Cuyahoga County;
 - (2) Peter Lawson Jones, Commissioner, Cuyahoga County;
 - (3) Jimmy Dimora, Commissioner, Cuyahoga County; and
- (b) as to the municipal representative Directors,
 - (1) Anthony Brancatelli, Council Member, City of Cleveland
 - (2) Chris Warren, Chief of Regional Development; City of Cleveland: and
- (c) as to appointed Directors,
 - (1) Cyril M. Kleem, Mayor, City of Berea;
 - (2) Georgine Welo, Mayor, City of South Euclid.

[Amended pursuant to Resolution 2010-8, as substituted, adopted October 29, 2010.]

SECTION I. TO BE COMPLETED BY NON-PROFIT CORPORATION AND GOVERNMENTAL ENTITIES.

If you are recognized by the IRS as a non-profit corporation or are a governmental entity, mark the appropriate designation below and proceed to the indicated section(s).

_____ NON-PROFIT CORPORATION **GO TO SECTIONS III and IV**

_____ GOVERNMENTAL ENTITY **GO TO SECTION IV**

SECTION II. TO BE COMPLETED BY INDIVIDUALS, SOLE PROPRIETORSHIPS, PARTNERSHIPS, INCORPORATED PROFESSIONAL ASSOCIATIONS, UNINCORPORATED ASSOCIATIONS, ESTATES, TRUSTS, PARTNERSHIPS AND JOINT VENTURES.

The above-named entity is a (Please mark appropriate designation):

- | | |
|---|---------------------|
| _____ SOLE PROPRIETORSHIP | _____ TRUST |
| _____ INCORPORATED PROFESSIONAL ASSOCIATION | _____ ESTATE |
| _____ UNINCORPORATED ASSOCIATION | _____ PARTNERSHIP |
| _____ LIMITED LIABILITY COMPANY | _____ JOINT VENTURE |

For purposes of Section II, a “**Principal**” means an individual, an owner, a partner, a shareholder, a member, an administrator, an executive or trustee connected with the above-named entity, or the spouse of any of them.

Listed in the immediately following table are the names of EACH OF THE PRINCIPALS of the above named entity who made one or more contributions to the named member of the Board of Directors or to that member’s campaign committee, together with the total amount of the contributions, if the contributions totaled either (i) individually in excess of \$1,000. during the twenty-four (24) months immediately preceding the date of this Contribution Disclosure Form or (ii) when added to the contributions of all other principals, in excess of \$2,000. during the twenty-four (24) months immediately preceding the date of this Contribution Disclosure Form.

Name of Principal making contribution	Name of Director receiving contribution	Amount of Contribution

[Add additional sheet if necessary.]

GO TO SECTION IV.

SECTION IV. TO BE COMPLETED BY ALL ENTITIES.

I do hereby state that I have legal authority to complete this statement on behalf of the above-named entity and to the best of my knowledge and belief the answers herein are true and complete.

Print Name: _____

Print Title: _____

Signature: _____

Date: _____

Telephone No.: _____
(Area Code)

STATE OF _____)

COUNTY OF _____)

SS:

Before me, a Notary Public in an for said County and State, personally appeared on this ____ day of _____, 20__ the above-named _____, who acknowledge that (he/she) did sign the foregoing statement and that the same is (his/her) free act deed, personally and as duly authorized representative of _____, and the free act and deed of the entity on whose behalf (he/she) signed.

Notary Public: _____

CHAPTER 4

WHISTLEBLOWER POLICY

Section 1. Statement of Intent and Purpose. It is the intent of the Directors, Officers and employees of the Corporation to adhere to and observe high standards of business and personal ethics in the conduct of their duties and responsibilities on behalf of the Corporation. As Directors, Officers and employees representing the Corporation, each acknowledges and believes that it is necessary to practice honesty and integrity in fulfilling his/her responsibilities to the Corporation and to comply with all applicable laws and regulations. This Chapter 4 which is referred to herein as the “Whistleblower Policy” is adopted in the furtherance of this acknowledgement and belief.

Section 2. Reporting Responsibility. It is the responsibility of all Directors, Officers and employees to report suspected violations of this Ethics Policy in accordance with the provisions of this Whistleblower Policy. Notwithstanding the foregoing, except in a case where the applicable general law requires the reporting of suspected criminal actions directly related to the Corporation, its assets or its Directors, Officers or employees, no Director, Officer or employee shall be subject to discipline, including, but not limited to, termination, for not reporting a suspected violation of this Ethics Policy if the Director, Officer or employee in good faith did not reasonably suspect that a violation occurred or if the Director, Officer or employee concluded in good faith that no violation occurred.

Section 3. No Retaliation No Director, Officer or employee who in good faith reports a suspected violation of this Ethics Policy shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a suspected violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Corporation prior to seeking resolution of such concerns outside the Corporation.

Section 4. Corporation’s Open Door Policy; Addressing Employee’s Concerns, Suggestions or Complaints; Reporting Suspected Violations of Ethics Policy The Corporation shall have an open door policy, and does hereby declare the following to be its open door policy: each Officer and employee is encouraged to share his/her questions, concerns, suggestions or complaints with someone who can address them properly whether such concerns, suggestions or complaints rise to the level a suspected violation of the Corporation’s Ethics Policy or not. In most cases, the person or persons to whom the Officer or employee most immediately reports is in the best position to address an area of concern, including such a

suspected violation of the Corporation's Ethics Policy. However, if any Officer or employee believes in good faith that he/she cannot be candid and open about an area of concern or suspected violation of the Ethics Policy with the person or persons to whom the Officer or employee most immediately reports or is not satisfied with such person's response, the Officer or employee is encouraged to speak with either the President or Vice President, Legal Affairs of the Corporation. Each Officer or other employee to whom a suspected ethics violation is reported shall report such suspected ethics violation to the Vice President, Legal Affairs, who has specific and exclusive responsibility to investigate all reported suspected violations. In the case of suspected fraud, or if an Officer or employee is not satisfied or is uncomfortable with following the Corporation's open door policy, individuals are encouraged to contact the Corporation's Vice President, Legal Affairs directly.

Section 5. Compliance Officer The Vice President, Legal Affairs shall be the Corporation's Compliance Officer for purposes of this Whistleblower Policy. As Compliance Officer, the Vice President, Legal Affairs is responsible for investigating and resolving all reported complaints and allegations concerning suspected violations and, at his/her discretion, shall advise the President and the Board of Directors of the fact of such an investigation and upon its completion of the results of such an investigation.

Section 6. Accounting and Auditing Matters There shall be, and there is hereby established, an audit committee of the Board of Directors composed of three members of the Board of Directors, at least one of which members shall be the Chair or Vice-Chair of the Board. The initial audit committee of the Board of Directors shall be elected by the members of the Board of Directors at the meeting at which this Ethics Policy is adopted. When a vacancy in the membership of the audit committee occurs, the Board shall fill the vacancy at its next scheduled public meeting. The audit committee shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The Compliance Officer shall immediately notify the audit committee of any such complaint and work with the committee until the matter is resolved.

Section 7. Acting in Good Faith Any Officer or employee filing a complaint concerning a suspected violation of this Ethics Policy must be acting in good faith and have reasonable grounds for believing the information disclosed would constitute a violation. Any allegation of a suspected violation of this Ethics Policy that after investigation is proven to be unsubstantiated and is proven to have been made maliciously or to knowingly be false shall be considered a serious offense subject to appropriate disciplinary measures. Notwithstanding the foregoing, an Officer or employee prior to formally filing such a complaint may seek counsel from his/her supervisor, from the President or the Vice President, Legal Affairs about the evidence leading such person to suspect that a violation of this Ethics Policy may have occurred and whether such evidence would warrant filing a formal complaint. If after such counsel both

the person seeking such counsel and the Officer or employee providing such counsel believe that the evidence is sufficient to warrant filing a formal complaint, the Officer or employee filing of such a complaint shall be presumed to be acting in good faith. All information submitted or discussed while seeking such counsel shall be kept confidential and shall not be disclosed unless a formal complaint is thereafter filed, and then only to the extent permitted under Section 8 hereof.

Section 8. Confidentiality A suspected violation of this Ethics Policy may be submitted on a confidential basis by the complainant or may be submitted anonymously. A submission of such a suspected violation will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Section 9. Handling of Reported Violations Upon the filing of a formal complaint concerning a suspected violation of this Ethics Policy in any case other than an anonymous complaint, the Compliance Officer will notify the sender and acknowledge receipt of the suspected violation within five business days of receipt of the complaint. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.