

**Tremont West Development Corporation Board of Trustees Meeting
Thursday, September 17, 2009, 6 p.m.**

TWDC Offices

Present: Tom Cook, Deane Malaker, Henry Senyak, Sandy Yambor, Karen Moss, Chris Alvarado, Lynn Murray, Eric Russ, Katherine Bulava

Absent: Sue Coy, Herb Crowther, Renee Richardson, David Mehring, David Purpera, Aaron LeMieux (unexcused)

Ex-Officio: Tim Jenkins

Staff: Chris Garland

Guests: None

6:02p: T. Cook called the meeting to order. Quorum was met

6:02p: ACTION ITEM – Approval of Minutes – August 20, 2009

Sandy Yambor motioned to approve. Lynn Murray seconded the motion. The Board unanimously approved with the accompanying changes: 8:15p- Tim Jenkins entered the meeting, 7:11p- Finance Summit is on September 26 2009 not 29th.

6:05p: Organizational Report – Chris Garland

A. Program Staff Presentation

Robert Rodgers, Ward 14 Coordinator/West 25th Program Coordinator

Chris Garland presented a review of R. Rodgers' work on W. 25th St. in his absence.

B. Finance Seminar – September 26, 2009 (10:00am – 1:00pm)

Your Bean Counters Office (3821 Prospect Ave.)

The Meeting will cover the generalities of accounting and what is germane to TWDC as well as general legal responsibilities with regard to what the State says non-profit organizations will be accountable for. C. Garland requested the attendance of each board member.

C. Tremont Farmers Market – Every Tuesday (through October 20)

D. Tremont ArtWalk – Every 2nd Friday

E. Community Forum (Ward 14 Council, Judicial, Mayoral Candidates) – Location and date (in October) TBD.

F Special Membership Meeting – November 11, 2009

Zion Church (2716 West 14th Street)

G. TWDC has been declared receiver of property on W. 6th St. adjacent to property currently owned by TWDC.

6:15p: President's Report: Tom Cook

A. ACTION ITEM: Resolution on 2406 Professor, LLC

Discussion: T. Cook presented a resolution to increase the number of Board Members from two (2) to three (3). A concern was raised about the overlap between the TWDC Board and 2406 and how this “pierces the corporate veil” and asked if there was legal consultation regarding this overlap

K. Moss made the motion to table this discussion. C. Alvarado seconded the motion The Board approved the motion with abstention from T. Cook.

L. Murray made the motion to request legal counsel regarding the connection between 2406 LLC and the TWDC Board and whether there is any conflict of interest or whether the corporate veil is pierced having the sec. and the pres be the sole representatives of the sole member of 2406, namely TWDC. S. Yambor seconded the motion. The Board approved the motion unanimously.

B. CDBG Contract Renewal- Year 35

Discussion: T. Cook presented the contract for CDBG Year 35 (1 July 2009 to 30 June 2010) along with a comparison between Year 34 and Year 35. There are increased expectations on the part of the City for what the deliverables will be from TWDC as well as accompanying increase in the budgeted allocation from \$290,302 to \$326,552.

6:35p: Secretary’s Report: Chris Alvarado

A. Outline for Committee Minutes- See Article X, Section 60 of Robert’s Rules of Order for more detail

- a. Minutes include all *formal* actions of the committee or board
- b. Designate one committee member to take minutes
- c. Include the following:
 - i. Type of meeting (regular or special), name of assembly, date and location of meeting
 - ii. Roll call of members present (need to submit a list of members beforehand)
 - iii. Guests present
 - iv. Approval of previous meeting’s minutes, unless approved by members via email or other means
 1. Minutes ought not be posted until there is approval by the committee
 - v. Main motions and votes
 1. Don’t need to include detailed summary of discussion.

B. Process for Adoption of Minutes

- a. Minutes can be approved either at the next meeting of the committee, or via email consensus
- b. Minutes ought not be disseminated or posted until there is consensus by other members of the committee in order to respect different perspectives of what occurred.

L. Murray made the motion to accept this outline as an official policy of the board with regard to standing committees. K. Bulava seconded. The Board approved the motion unanimously.

H. Senyak made the motion to add subcommittee reports to the minute outline format. L. Murray seconded the motion. Discussion: A concern was made that “subcommittees” and “members” have not been defined. Also, that a mechanism take place where the committee would approve the minutes before submitting them to the secretary. The Board approved the motion unanimously.

7:00p: Special Report

A. Cleveland Housing Network – Board Report

David Purpera, TWDC Representative. D. Purpera was unable to attend this meeting, but will provide the report at a later date.

7:01p: Program Committee Reports

A. By-Law Committee Update: *Tim Jenkins/Lynn Murray*

- a. T. Jenkins reported that the committee reviewed feedback from TWDC Membership via constituent groups and that this information is being used to amend the latest draft of the bylaws. There are still some constituent groups to reach, but 2/3rds of the groups have been reached. 187 members are needed at the 11 Nov 2009 special meeting to reach quorum with 2/3rd of the attendees approving the draft bylaws. Language about the Executive Committee duties and powers is also being amended. The draft bylaws will be presented to the TWDC membership 14 to 30 days before 11 Nov. The Committee structure is being amended to clarify who is eligible to be a member of the committee. It is likely that the next TWDC Board meeting will largely consist of a final review of the draft bylaws with a resolution endorsing the draft before the vote by the Membership. Also, an invitation will be extended to non-board members of the bylaw committee to the next Board meeting.
- b. *D. Malaker made the motion that the TWDC Board meet to endorse the draft bylaws prior to its mailing to the TWDC membership. K. Moss seconded the motion. The Board defeated the motion.(K. Moss, D. Malaker, and H. Senyak voted aye, all others voted nay.)*
- c. The Board will discuss the draft bylaws in depth at the next Board Meeting.

B. Economic Development / LRP: *Dave Purpera/Katherine Bulava*

- a. H. Senyak reported that the Committee discussed several issues and passed resolutions, including the 1001 Fairfield Gas Station where the committee decided to support the vote of the North of Literary Block Club where the station is located. Second, the recreation issue regarding parks in S. of Jefferson continues to be discussed. Third, the Committee resolved to inform ODOT that it does not support the sound walls.
- b. *H. Senyak made the motion that the TWDC Board support the position of the Committee in opposition to the noise barriers and that the Board submit a letter stating such to ODOT. K. Bulava seconded the motion. Discussion took place regarding the need for property owners adjacent to I-90 to submit letters regarding the same. The Board approved unanimously.*

c. A zoning variance for the Turkish Restaurant on Professor was withdrawn.

C. Finance: *Lynn Murray*

- a. *L. Murray presented the July 2009 financials. 10 of the 19 constituent groups have been met with regard to signing the fiscal agent agreement. Constituent groups will be provided quarterly statements by TWDC.*
- b. *K. Moss made the motion to accept the treasurer's report. T. Jenkins seconded the motion. The Board unanimously approved.*

7:47p: Present: Eric Russ

D. Fundraising & Marketing: *Katherine Bulava*

- a. Committee discussed member recruitment and the Arts & Cocktails fundraiser. Ticket prices for the fundraiser will be lowered from \$100 to \$50. The Committee would like Board members to begin looking for auction items for the April Arts & Cocktails fundraiser so that each member bring in one donated auction item. The Committee will look for a larger venue as well. The Committee will add another fundraiser (which will be split with the Safety Committee) to create a Tremont Calendar for sale. This Calendar is being designed and the only cost will be for printing. The Committee will also assist the Bylaw Committee with putting together the November 11, 2009 special meeting of the membership.

E. Housing Development: *Tim Jenkins*

- a. The Committee talked about the W. 8th St. project and will be submitting a letter. Also discussed was Building and Housing and code enforcement. The Committee has pushed Building and Housing to get better results. John Moss drafted a letter to Councilman Brancatelli expressing the frustration experienced by the Committee regarding code enforcement and T. Jenkins passed the letter to the Board for review. K. Bulava will help to edit the letter.

F. Safety: *Eric Russ, Deane Malaker*

- a. E. Russ discussed how brevity reports can be made quicker. Sammy Catania is assisting with this. There is a Fire Safety Seminar at Merrick House on Monday, October 19, 2009.
- b. D. Malaker added a report on the Second District Police Community Relations Committee.

8:09p: Adjournment

L Murray made the motion to adjourn. T. Jenkins seconded the motion. The Board unanimously approved.

Next Meeting: Thursday, September 17, 2009 at 6pm (TWDC Office)

Respectfully submitted: C. Alvarado, Secretary