

**MINUTES
MEETING OF THE BOARD OF TRUSTEES
CLIFTON TOWN MEETING
FEBRUARY 4, 2008**

MEETING CALLED TO ORDER:

The regular meeting of the Board of Trustees of Clifton Town Meeting was called to order on February 4, 2008, at the Clifton Recreation Center, 320 McAlpin Avenue, Cincinnati, Ohio, at 7:05 pm, by President Linda Goldenhar.

TRUSTEES PRESENT:

The following Trustees were present for the meeting: Ron Becker, John Berten, George Bishop, Dick Druffel, Gary Eby, Mike Elovitz, Bill Fant , Linda Goldenhar, Bill Gordon, Steve Keller, Robin Lee, Al McLaughlin, Malcolm Montgomery, Mary Schubauer-Berigan and Steve Slack.

The presence of a quorum is duly noted.

REVIEW OF MINUTES OF LAST MEETING

A draft version of the minutes of the January 7, 2008, meeting had been previously circulated to the Board for review and comment. Upon motion made by Trustee Eby, seconded by Trustee Goldenhar, the minutes of the January 7, 2008, meeting were unanimously approved.

APPOINTMENT OF NEW TREASURER

President Goldenhar reported that Jack Bourgoin has resigned as Treasurer due to increased work related responsibilities. President Goldenhar stated her intention to appoint Bill Gordon as Treasurer. Upon motion made by Trustee Goldenhar, seconded by Trustee Druffel, the appointment of Bill Gordon as Treasurer was unanimously approved by the Board, with Trustee Gordon abstaining.

REGULAR REPORTS

Recreation Center Report

No report this meeting

Police Report

Cincinnati Police Detective Paul Meyer presented the police report. He was joined by Officers Volkerding and Wharton. A report showing January, 2008, crime statistics for Clifton and nearby areas was made available for distribution.

Detective Meyer reviewed one year crime statistics and stated that crime is down in the Clifton area by about 9%. There was a particular drop in robberies from 7 in 2006 to 2 in 2007.

Detective Meyer reported that although crime was generally down in Clifton, there continues to be a rash of apartment burglaries in the area of Lorraine, Bishop, Brookline and Senator Place. Detective Meyer attributed this rash of burglaries to students living in the apartments leaving the area for the holidays.

Detective Meyer reported that copper theft is a regional problem and also a problem in Clifton, particularly in vacant houses. Detective Meyer also reported that theft of stained glass windows has been a problem in neighborhoods adjacent to Clifton.

In response to a question from the Board officer Volkerding discussed the advantages and disadvantages of personal Taser's. In general, the Police do not encourage private citizens to have these weapons unless they are trained.

In response to a question from a community member the police officers discussed vice activity centered on a series of motels on Central Parkway.

In response to a question from Trustee Schubauer-Berigan Detective Meyer discussed a robbery which occurred on Bishop Street early in February, 2008.

Fire Report

Cincinnati Fire Department representative Kevin Campbell gave a brief report. Engine Company 34 had approximately 180 runs, of which about 100 were EMS runs, and 20 involved fires.

Captain Campbell gave a report on last week's fire at Old St. George Church in the neighboring CUF neighborhood. Various questions were asked by Board members and members of the Clifton community.

COMMITTEE REPORTS

Parks Committee

Trustee Slack had previously distributed to the Board a written report concerning the impact of the I-75 construction on Mt. Storm Park, as well as other activities of the Parks Committee. Due to time constraints Trustee Slack did not present a verbal report, but did indicate that he would invite representatives from the Ohio Department of Transportation (ODOT) and the Park Board to the March, 2008, CTM meeting.

ZOO CONSTRUCTION AND LEVY UPDATE

Cincinnati Zoo and Botanical Gardens representative Mark Fisher addressed the Board and assembled community members.

Mr. Fisher gave a presentation of the Zoo's efforts to operate the Zoo in an environmentally conscious way. He addressed the Zoo's efforts in the areas of water conservation; energy conservation; waste management and recycling; solar and wind energy initiatives, the use of bio diesel fuel; and the Zoo's involvement in a Bio Mass study with Duke Energy and the State of Ohio. Mr. Fisher stressed the Zoo's commitment to operate the Zoo in an environmentally friendly way.

Mr. Fisher also discussed a series of construction projects at and near the Zoo. The City of Cincinnati is widening Vine Street between Erkenbrecher and Goodman/Nixon. They are also realigning the intersection of Erkenbrecher with Vine. The work is in progress and is scheduled to be completed in October, 2008.

The Zoo's historic entrance is being restored. A pedestrian bridge will be constructed from the Vine St. parking lot, across Vine Street, to the Zoo. Cincinnati Metro will also relocate the current turn around (located on the east side of Vine just north of Erkenbrecher) to the west side of Vine just north of Shields.

In the future, the Zoo plans to eliminate the current parking lots inside the Zoo and convert the area to an open savanna. Mr. Fisher stated that for some time these construction projects will cause traffic problems in the area adjacent to the Zoo.

Community member Gail Linkletter, who resides on Marmet, asked questions concerning the Zoo's plans to landscape the parking lot area near her property. Mr. Fisher gave a brief presentation concerning the Zoo's landscaping plans. A considerable amount of landscaping of the parking area will take place both along Vine street and within the parking lot. They also plan on adding to the landscaping along Cloister.

Mr. Fisher also addressed the Zoo levy which is on the March, 2008, ballot. He stated that the levy request was a renewal of the present levy, with an increase for inflation. The levy on the ballot would cost the average property owner \$9.44 per \$100,000.00 of property valuation. Mr. Fisher indicated that over 300,000 students participate in educational programs sponsored by the Zoo. Mr. Fisher encouraged everyone to support the Zoo levy.

CINCINNATI PUBLIC SCHOOLS LEVY

Mark Turner, a representative of CASE, an advocacy group supporting the Cincinnati Public Schools levy on the March, 2008, ballot spoke in favor of the levy.

CTM - STATUTORY AGENT

Trustee Eby gave a brief presentation concerning the fact that it is necessary to replace Cheryl Jakubowski as CTM's statutory agent as a result of her resignation from the Board and relocation to another State. A brief discussion among the Trustees followed.

Upon motion made by Trustee Eby, seconded by Trustee Druffel, it was moved as follows:

RESOLUTION

WHEREAS, Clifton Town Meeting is a not for profit corporation organized under the laws of the State of Ohio; and

WHEREAS, Ohio law requires the corporation to maintain a statutory agent for service who is a resident of the State of Ohio and to register the statutory agent's name and address with the Ohio Secretary of State; and

WHEREAS, Clifton Town Meeting's current statutory agent, Cheryl Jakubowski, has resigned her position as Trustee and relocated to another state.

IT IS HEREBY RESOLVED AS FOLLOWS:

The Board of Trustees appoints Gary M. Eby, the current Secretary, as the corporation's statutory agent for service;

The President of Clifton Town Meeting is hereby authorized to sign all documents and to take all other necessary action to register the statutory agent with the State of Ohio;

The expenditure of filing fees required by the Secretary of State, currently \$25.00, is also authorized.

So Resolved This 4th day of February, 2008.

The motion passed unanimously.

LUDLOW REVITALIZATION

Phil Herrick gave a report on the progress of the Ludlow Revitalization Project. Mr. Herrick reported that the Bender Optical Building has been demolished.

Environmental consultants are currently reviewing the extent of chemical contamination of the site, believed to be attributed to a dry cleaning establishment on the site for many years.

Mr. Herrick reported that engineering drawings are not currently completed. However, it is hoped that the project can start by June, 2008. Mr. Herrick indicated that it is currently planned that the sidewalk portion of the project will be completed first, then the plaza portion.

Trustee Schubauer-Berigan suggested that grant money may be available to financially assist in addressing the contamination issue. Trustee Elovitz also spoke on the issue.

The Board thanked Mr. Herrick for his work on the project.

CLIFTON COMMUNITY LLC

Trustee Druffel gave a report on the history and current financial status of the Clifton Community LLC.

CTM and the Clifton Business and Professional Association (CBPA) are members of the LLC. The LLC holds title to the property formerly occupied by the Bender Optical building and the planned site of the Ludlow revitalization plaza. The CBPA is the managing member of the LLC.

After the property was initially acquired rental income from the Bender Optical building was used by the LLC to pay ongoing expenses such as taxes and utilities. In the summer of 2007, the City of Cincinnati indicated that it was prepared to demolish the building. As a result the tenants vacated the building in July, 2007. Trustee Druffel noted that, in fact, the City did not finally approve the demolition of the building until January, 2008. Since July, 2007, the LLC has had no income from the property.

Just recently CTM was made aware by the managing member, CBPA, that there were insufficient funds in the LLC account to pay current obligations, including a property tax bill due to the Treasurer of Hamilton, County, Ohio. The tax bill was due on February 4, 2008, and as of the date of this meeting was now delinquent.

Trustee Druffel reported that he is in the process of setting up a meeting with the CBPA for the purpose of discussing the LLC's financial situation and both short term and long term plans to address the situation. However, the meeting could not be scheduled prior to the CTM Trustees' meeting this evening.

Among many topics to be discussed is the need to address the current property tax situation, and the need to address the current property valuation with the County Auditor and/or Board of Revision, particularly in light of the fact that the building has been demolished and the land has a restrictive covenant limiting its use to a plaza. There is also the need to quickly address the current delinquent property tax situation in the short term.

A extensive discussion followed among the Trustees concerning CTM's response to the financial situation of the LLC. It was suggested by Trustee Eby that the CTM Executive Committee be empowered to meet with CBPA prior to the March, 2008, CTM meeting for the purpose of negotiating a resolution of the immediately pressing problem of the delinquent tax bill, to avoid additional delinquency penalties. Trustee Eby suggested that the Executive Committee be authorized to transfer up to \$1,200.00 to the LLC

Trustee Slack stated his view that the CBPA should match whatever financial contribution CTM might make, and that this should be part of the negotiations with the CBPA.

Other Trustees, including Trustee Gordon, Trustee Druffel and Trustee Berten made pertinent comments concerning this issue.

Trustee Schubauer-Berigan pointed out that Article V, Section 7 of the CTM Constitution and By-Laws needed to be complied with in connection with this discussion.

Article V, Section 7 provides in relevant part:

Any matter requiring a vote of the Board that is likely to have an impact of more than \$500 in either expenditure or revenue will require a report and discussion at one meeting, at a minimum, prior to holding a vote of the Board. This one meeting advance discussion requirement, however, may be overridden by a unanimous vote of the Board members present and voting.

Upon motion made by Trustee Schubauer-Berigan, seconded by Trustee Eby, it was moved that the provisions of Article V, Section 7 be suspended, per the Constitution and By-Laws. The motion passed unanimously with one Trustee abstaining.

A discussion followed concerning the effect on the motion of one Trustee abstaining. Further discussion followed with the abstaining member setting forth the reasons for the abstention.

Trustee Gordon recalled the motion, with the clarification that the suspension of the rule only applied to this meeting and only to the subject matter of the Executive Committee's authority to negotiate with the CBPA until the March, 2008, Board meeting. The motion was seconded. The recalled motion passed unanimously.

Upon motion made by Trustee Eby, seconded by Trustee Gordon, it was moved as follows:

RESOLUTION

WHEREAS Clifton Town Meeting is a member of a limited liability company known as Clifton Community LLC (the LLC); and,

WHEREAS, the Clifton Business and Professional Association (CBPA) is the managing member of the LLC; and,

WHEREAS, the CBPA has advised Clifton Town Meeting that the LLC has insufficient operating capital to meet the current expenses of the LLC, including a property tax bill owed to the Treasurer of Hamilton County, Ohio, which is due on February 4, 2008;

IT IS HEREBY RESOLVED AS FOLLOWS:

- 1. The Executive Committee of Clifton Town Meeting is authorized to meet with representatives of the CBPA to discuss the current financial situation of the LLC, and to seek an agreed upon resolution of the outstanding property tax bill issue;**
- 2. The Executive Committee of Clifton Town Meeting is authorized to expend an amount not greater than \$1,200.00 through loan or otherwise in order to resolve the outstanding real estate tax issue;**
- 3. The Executive Committee of Clifton Town Meeting shall report to the full Board at the March, 2008, meeting concerning the status of this matter.**

So Resolved this 4th day of February, 2008.

The motioned passed unanimously.

TREASURERS REPORT AND 2008 BUDGET

The Treasurer's report for January, 2008, had been previously circulated to the Board for review and comment. Trustee Gordon answered questions raised by the Trustees concerning the report. Upon motion made by Trustee Keller, seconded by Trustee Berten, the January, 2008, Treasurer's report was unanimously approved, with Trustee Gordon abstaining. Trustee Gordon announced his intention to invest some of CTM's money in certificates of deposit to increase interest income.

Trustee Gordon had previously circulated to the Trustees a draft copy of the 2008 CTM budget. Trustee Gordon acknowledged the assistance of President Goldenhar, Trustee Schubauer-Berigan and community member Beth Withers.

Trustee Gordon reviewed the proposed budget with the Board and answered questions which were raised. Trustee Gordon announced that he was amending the proposed budget to increase the budget for the Lantern Walk from \$750 to \$1,000.00.

Considerable discussion followed concerning the budget methods and accounting for the Street Scapes event, particularly whether income generated from the event should be listed as income or alternatively credited against the total expenses of the event. It was the consensus of the Board that income from Street Scapes should not be separately listed in the budget, but rather the budget for Street Scapes should be the net expenses.

Trustee Berten questioned how realistic it was to budget \$15,000 income from fund raising. A discussion followed among the Trustees.

It was determined, pursuant to Article 5, Section 7 of the CTM Constitution and By-Laws, to table a vote on the proposed budget until the March, 2008, CTM meeting.

ANNOUNCEMENTS

- The next meeting will be held on March 3 , 2008, at the Father Klug Center, Annunciation Parish, at Clifton and Resor Avenues, Cincinnati, Ohio, at 7:00 pm. (Clifton Recreation Center is not available on that date since it is a primary election polling place).

There being no further business before the Board, upon motion made by President Goldenhar, seconded by Trustee Druffel, the meeting was adjourned upon unanimous consent at 9:35 pm.

Respectfully submitted: Gary Eby, Secretary