BROOK PARK NEW COMMUNITY AUTHORITY
BOARD OF TRUSTEES

INITIAL ORGANIZATIONAL MEETING
July 22, 2026
11:00 A.M.

Brook Park Community Center
17400 Holland Road
Brook Park, Ohio 44142

AGENDA

I. Introductions

II. Roll Call (TAB #1)

III. Pledge of Allegiance

IV. Oaths of Office (TAB #2)

V. Discussion: NCA 101

VI. Discussion: Brook Park New Community Authority Petition, City Council Approval, and Development Plan

VII. Election of Chairperson and Vice Chairperson and Selection of Secretary and Treasurer

VIII. Consideration of Resolutions

A. Resolution No. 2026-01 – Resolution adopting by-laws with respect to the operation of the Board pursuant to Ohio Revised Code Section 349.04. (TAB #3)

B. Resolution No. 2026-02 – Resolution adopting a public records policy and records retention schedule for the Authority and the Board in compliance with Ohio Revised Code Section 121.22. (TAB #4)

C. Resolution No. 2026-03 – Resolution providing for the adoption of insurance and bond coverage for the Authority and the Board pursuant to Ohio Revised Code Section 349.04. (TAB #5)

D. Resolution No. 2026-04 – Resolution appointing legal counsel (TAB #6)

E. Resolution No. 2026-05 – Resolution authorizing the establishment of a bank account and banking relationship (TAB #7)

G. Resolution No. 2026-06 – Resolution approving a credit card processing policy (TAB #8)

H. Resolution No. 2026-07 – Resolution approving a cybersecurity policy (TAB #9)

I. Resolution No. 2026-08 – Resolution approving a public comment policy and procedures (TAB #10)

J. Resolution No. 2026-09 – Resolution adopting a conflicts of interest policy (TAB #11)

K. Resolution No. 2026-10 – Resolution authorizing the Brook Park New Community Authority to enter into that certain Seat Rights Marketing, Sales, and Related Services Agreement with Primacy Development, LLC (Approval Not Requested At This Meeting) (TAB #12)

IX. Next Meeting Date

X. Adjournment

BROOK PARK NEW COMMUNITY AUTHORITY
MEMBERS OF THE BOARD OF TRUSTEES

BROOK PARK NEW COMMUNITY AUTHORITY
BOARD OF TRUSTEES
BROOK PARK, OHIO

OATH OF OFFICE

I, ____________, swear or affirm to honestly and faithfully perform the duties of my office as an appointed member to the Board of Trustees of the Brook Park New Community Authority, and I will support the constitutions of the United States of America and of the State of Ohio during the term of my office.

Sworn to this ____ day of ____________, 2026.

____
[insert name]
Board of Trustees
Brook Park New Community Authority

Subscribed to before an officer authorized to administer oaths in the State of Ohio.

____
Notary Public

Seal:

BOARD OF TRUSTEES
BROOK PARK NEW COMMUNITY AUTHORITY

The Board of Trustees (the "Board") of the Brook Park New Community Authority (the "Authority") met on July 22, 2026 at 11:00 a.m. at 17400 Holland Road, Brook Park, Ohio 44142, with the following members present:

M_. __________ introduced the following resolution and M_. _________ moved its passage:

RESOLUTION NO. 2026-01

A RESOLUTION ADOPTING BY-LAWS PURSUANT TO OHIO REVISED CODE SECTION 349.04.

WHEREAS, the Brook Park New Community Authority (the "Authority") has been created and the Board of Trustees of the Authority (the "Board") has been appointed pursuant to the authority contained in Ohio Revised Code Chapter 349; and

WHEREAS, pursuant to Ohio Revised Code Section 349.04, the Board is obligated to establish by-laws governing the administration of the affairs of the Authority.

NOW, THEREFORE, BE IT RESOLVED by the Board that:

Section 1. This Board hereby formally adopts the By-Laws of the Brook Park New Community Authority Board of Trustees (the "By-Laws"), which By-Laws are attached as Exhibit A to this Resolution.

Section 2. This Board hereby finds and determines that all formal actions taken relative to the passage of this Resolution were taken in an open meeting of this Board, and that all deliberations of this Board and of its committees, if any, which resulted in formal action, were taken in meetings open to the public, in full compliance with applicable legal requirements.

Section 3. This Resolution shall be in full force and effect immediately upon its passage.

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M_. ____________ seconded the motion and, after discussion, a roll call vote was taken and the results were:

Voting Aye: ____

Voting Nay: ____

Passed: ____________________, 2026

BROOK PARK NEW COMMUNITY AUTHORITY

Attest: ___________________________ ____________________________________

Secretary Chairperson

CERTIFICATE

The undersigned Secretary of the Board of Trustees of the Brook Park New Community Authority hereby certifies that the foregoing is a true copy of a resolution duly passed by the Board of Trustees of said Authority on July 22, 2026.

____

Secretary

Brook Park New Community Authority

Exhibit A

By-Laws of the Brook Park New Community Authority Board of Trustees

[Attached]

BY-LAWS

OF THE

BOARD OF TRUSTEES

OF THE

BROOK PARK NEW COMMUNITY AUTHORITY

The Brook Park New Community Authority was established under Chapter 349 of the Ohio Revised Code pursuant to Ordinance Number 11541-2026, approved July 15, 2026 by the Council of the City of Brook Park, Ohio.

These By-laws represent the official action of the Board of Trustees of the Brook Park New Community Authority pursuant to the authority granted them under Chapter 349 of the Ohio Revised Code and are to govern the conduct of the Board's operation of the Brook Park New Community Authority. The Board shall exercise all powers granted to it under Chapter 349 of the Ohio Revised Code pursuant to these By-laws, which shall become effective upon adoption by the Board and shall be subject to amendment only as provided in Article VI thereof.

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ARTICLE I
OFFICES

Section 1.1. Principal Office. The Principal Office of Brook Park New Community Authority (the "Authority") and of the Board of Trustees (the "Board" and each member of the Board, a "Trustee") shall be located at 6161 Engle Rd, Brook Park, OH 44142 (the "Principal Office").

Section 1.2. Other Offices. The Board may establish other offices at such other places as shall be designated from time to time by the Board.

ARTICLE II
BOARD OF TRUSTEES

Section 2.1. Powers. All of the powers of the Authority shall be exercised by its Board, but without relief of such responsibility the Board may delegate such powers to committees of the Board or the officers and employees of the Board.

Section 2.2. Number of Trustees. Pursuant to Section 349.04 of the Ohio Revised Code, Ordinance No. 11541-2026 passed on July 15, 2026, by the Council of the City of Brook Park, Ohio (respectively, "City Council" and "City"), the number of Trustees is fixed at nine (9), four (4) of whom are citizen members ("Citizen Members") to represent the interests of present and future residents of the new community district established as of July 15, 2026 by the City Council by Ordinance No. 11541-2026 (the "New Community District"), one (1) of whom is to serve as a representative of local government (the "Local Government Member"), and four (4) of whom are to serve as representatives of the real estate development interests of the statutory developer, HSG BP Development, LLC, a Delaware limited liability company (respectively, the "Developer Members" and the "Developer").

Section 2.3. Terms of Office. Each Trustee shall hold office for a term of two (2) years from the date of his or her appointment, except that two (2) of each of the initial Citizen Members and Developer Members, were appointed to serve initial one (1) year terms in order to provide the membership of the Board with two (2) year overlapping terms. If at any time any Citizen Member, Developer Member, or Local Government Member's term shall have expired and no replacement Citizen Member, Developer Member, or Local Government Member shall have been duly elected or appointed under these By-laws, the person previously serving in such capacity shall continue to hold over into the new term until a new Citizen Member, Developer Member, or Local Government Member shall be duly elected or appointed to serve for the remainder of such term.

Section 2.4. Replacement by Elected Members. The Developer, as statutory developer for the New Community District for the purposes of Ohio Revised Code Chapter 349, filed the Petition for the Organization of the Brook Park New Community Authority with the City of Brook Park's Law Department on June 12, 2026 (the "Petition"). Section 7 of the Petition contemplates an alternative selection process for Board members. Until such time as the City Council, in its capacity as the organizational board of commissioners, establishes an alternative Board selection process through City Council legislation, pursuant to Ohio Revised Code Section 349.04 and as set forth below, the selection process for successor Board members is as follows:

(a) Until such time as City Council shall determine that the initial planned development of the Overall Project (as defined in Exhibit C of the Petition) is substantially complete, the Mayor of the City ("Mayor") shall select successors for the Local Government Member and Citizen Members, and the Developer shall select successor Developer Members of the Board by appointment.

(b) Upon the earlier to occur of (i) a determination by City Council that the initial planned development of the Overall Project (as defined in Exhibit C of the Petition) is substantially complete, or (ii) the expiration of the initial thirty-year (30) term of the lease for the stadium in the New Community District (respectively, the "Stadium Lease" and the "Stadium"), City Council may further modify the process for selecting Board members to be determined by City Council, and may, in its sole discretion determine to reduce the size of the Board from nine (9) to seven (7) members by removing one (1) Citizen Member (to be selected by the Mayor from among the then-seated Citizen Members of the Board) and one (1) Developer Member (to be selected by the Developer from among the then-seated Developer Members of the Board).

Section 2.5. Resignation and Removal. Any Citizen Member and the Local Government

Member may resign by submitting his or her written resignation to the City Council, and such resignation shall take effect immediately or at such other time as the resigning Trustee may have specified in the written notice of resignation. Any Developer Member may resign by submitting his or her written resignation to the Developer, with a copy thereof to the Chairperson of the Board and a copy to the Mayor. Any Citizen Member, Developer Member, or the Local Government Member may be removed by the City Council at any time for misfeasance, nonfeasance, or malfeasance in office. Further, Developer Members may be removed by the Developer at any time without showing of cause. Removal shall be accomplished by written communication from the removing authority delivered to the Chairperson and Secretary of the Board.

Section 2.6. <u>Board Committees</u>. The Board may establish one or more committees and delegate such powers and duties to such committees as the Board deems appropriate and as permitted by Chapter 349 of the Ohio Revised Code.

Section 2.7. <u>Stadium Development</u>. The development period for the Stadium to be constructed by the Authority will commence upon formation of the Authority and will continue until the later of the following: (a) the expiration of the Stadium Lease and all renewal terms, or (b) any bonds, notes, or other obligations issued by the Authority or another governmental issuer of bonds to fund costs of the Stadium construction are retired and are no longer outstanding ("Stadium Development Period").

Section 2.8. <u>Stadium CapEx Committee</u>. As soon as practical and at all times thereafter and during the Stadium Development Period, the Authority shall form and maintain a "Stadium CapEx Committee" which Stadium CapEx Committee shall have the authority and membership composition in accordance with (a) Section 8 of the Petition and (b) the Stadium Lease.

Section 2.9. <u>Mutual Consent Funding Decisions</u>. The Authority seeks to support the productive development and operation of the Stadium and adjacent mixed-use development within the New Community District. Certain discretionary funding decisions require the mutual consent of the Authority and the Developer (collectively, the "Mutual Consent Matters"). A Mutual Consent Matter shall be deemed approved only upon: (a) the adoption of a resolution of the Board in accordance with these By-laws; and (b) the separate written consent of the Developer. Neither the approval of the Board nor the consent of Developer shall, alone, constitute approval of a Mutual Consent Matter.

The procedure for obtaining mutual consent with respect to Mutual Consent Matters, is as follows:

(a) Proposal Submission. Either the Authority or the Developer submits a proposed action or decision that constitutes a Mutual Consent Matter for consideration to the Authority or the Developer, as the case may be (each a "Proposal").

(b) Review and Discussion. Both the Authority and the Developer will have a reasonable opportunity to review the proposal, exchange information, and discuss any concerns or modifications to the Proposal. In no event shall the period for review and discussion exceed thirty (30) days.

(c) Consent Requirement. A Proposal shall only be deemed approved upon the affirmative consent of both the Developer and the Authority, which consent must be in writing; provided, however, in the case of the Authority, the consent of the Authority is evidenced by the adoption of a resolution of the Board in accordance with these By-laws.

(d) Failure to Reach Agreement. If either the Authority or the Developer withholds consent, the Proposal shall not proceed unless and until both Authority and Developer reach a mutually acceptable resolution. In the event the Authority and Developer fail to reach a mutually acceptable resolution with respect to a Mutual Consent Matter, then the funding that is subject to such Mutual Consent Matter shall be directed to Stadium CapEx (as defined in the Petition) expenses as determined by the Stadium CapEx Committee. The direction of such funding to Stadium CapEx expenses pursuant to this Section 2.9 shall be mandatory and shall occur without the necessity of any further action of the Board, any committee thereof, or Developer, except as may be required in accordance with the Stadium Lease.

Section 2.10. Vacancies. A vacancy upon the Board shall be deemed to exist upon the death, incapacity, resignation, removal, or expiration of term of office of any Trustee. The Mayor may appoint a successor Trustee for the remainder of an unexpired term to fill a vacancy for any of the Citizen Members or the Local Government Member. The Developer may appoint a successor Trustee for the remainder of an unexpired term to fill any vacancy of any Developer Member. The Developer shall fill vacancies by written notice delivered to the Chairperson and Secretary of the Board.

Section 2.11. Compensation. Members of the Board shall serve without compensation; provided, however, that with the prior written approval of the Board, Members may be reimbursed for costs incurred in connection with the fulfillment of Member responsibilities hereunder or as otherwise provided in Ohio Revised Code Chapter 349.

ARTICLE III
OFFICERS

Section 3.1. Officers. The officers of the Board shall be Chairperson, Vice-Chairperson, Secretary and Treasurer, and any other officers as the Board may additionally designate from time to time. The Chairperson and Vice-Chairperson shall be Members of the Board as elected by the Board. The Secretary and Treasurer of the Board shall be appointed by the Board. The Secretary, Treasurer, and any other officers may, but need not be, Members of the Board.

Section 3.2. Chairperson. The Chairperson shall preside at all Meetings of the Board (as such term is defined in Section 4.3), shall perform all applicable duties commonly incident to the position of chief executive officer of a board or commission of a public body or public agency in the State of Ohio, and shall have authority to exercise general supervision over the business of the Authority. The Chairperson shall be the chief executive officer of the Authority and the Board for the purpose of service of civil process, and is authorized to accept such service on behalf of the Authority or the Board; and shall perform such other duties and have such other powers as may be provided from time to time by the Board.

Section 3.3. Vice-Chairperson. The Vice-Chairperson shall perform the duties and have the authority of the Chairperson during the absence of the Chairperson or the inability of the Chairperson to perform his or her duties, shall preside at all Meetings of the Board in the absence of the Chairperson or when the Chairperson shall for any reason vacate the chair, and shall perform such other duties and have such other authority as may be provided from time to time by the Board. When performing the duties and having authority of the Chairperson, the Vice-Chairperson shall have all powers of the Chairperson. At any Meeting of the Board from which both the Chairperson and the Vice-Chairperson are absent, the Board, by a majority vote of those present, may select a member of the Board present to serve as presiding officer for that Meeting.

Section 3.4. Secretary and Treasurer.

(a) The Secretary and the Treasurer will report administratively to the Chairperson and will assist and inform the Chairperson and the Board in matters relating to the duties of those offices. Additional duties as are consistent with those respective positions may be assigned by the Board.

(b) The Secretary shall attend all Meetings of the Board and keep accurate records of the proceedings at such Meetings, which shall be attested by the Secretary, shall have such authority and perform such duties as are provided by law for such office and such as may at any time and from time to time, be assigned by the Board, shall have custody of and maintain all minutes, resolutions, records, documents and files of the Board except financial records, and shall certify any such minutes, resolutions, records or documents as true and exact copies thereof. Any seal of the Authority shall be maintained in the custody of the Secretary. The Secretary, if not a Member of the Board, may receive such compensation as the Board may from time to time provide and may be required by the Board to provide a surety bond.

(c) The Treasurer shall be the fiscal officer of the Authority and shall maintain all financial records of the Authority and accurate books of account of the Authority's financial transactions. The Treasurer, if not a Member of the Board, may receive such compensation as the Board may from time to time provide and may be required by the Board to provide a surety bond.

The Treasurer shall have the care and custody of the funds of the Authority except as otherwise provided by the Board. The Chairperson and Treasurer shall have the authority to open and maintain one or more bank accounts, trust accounts, or other custodial accounts to safeguard the Authority's funds and to ensure the Authority's funds are used in accordance with authorized purposes.

(d) Except for responsibilities which can be discharged only by the Secretary or the Treasurer personally, the Secretary or the Treasurer shall be deemed to have discharged their respective responsibilities hereunder if they shall have caused the same to be discharged by another person properly authorized by the Secretary or Treasurer, as applicable, or by the Board.

Section 3.5. Assistants to Officers. The Board may appoint from time to time such assistants to officers, as the Board deems appropriate. Subject to the provisions of any such appointment, any such assistant officer shall perform any and all of the duties, and have the authority and powers of, the officer to whom such assistant is assistant, excepting only such duties, authority and powers that may, as provided by law or by the By-laws, only be fulfilled, performed or exercised by the officer himself or herself, and shall perform such other duties and discharge such other responsibilities as the Board from time to time may require. The Board may require that an assistant officer provide a surety bond.

Section 3.6. Terms of Office. Except as the Board may otherwise provide, the terms of office for the Chairperson and Vice-Chairperson shall be one (1) year and until their respective successors take office; provided that if any such officer shall cease to be a member of the Board, he or she shall also cease to be such officer. Such officers shall be elected annually at the organizational Meeting of the Board (or at such other Meeting as established by the Board), and such officers shall take office upon their election. Terms of office for all officers other than the Chairperson and Vice-Chairperson shall be as specified by the Board and, if not specified, shall be at the pleasure of the Board.

Section 3.7. Resignation. Any officer of the Board may resign his or her position as such officer by giving written notice of such resignation to the Chairperson, provided that in the event of resignation of the Chairperson, such written notice shall be given to the Vice-Chairperson. Such resignation shall be effective as of the date stated in such resignation, or if there be no such date stated, then as of the date of its receipt by the proper officer. The officer receiving such resignation shall promptly transmit notice of any such resignation to the Board, but no such resignation shall require acceptance by the Board.

Section 3.8. Removal. All officers who serve at the pleasure of the Board shall be subject to removal by the Board at any time.

Section 3.9. Vacancies. A vacancy in any office of the Board shall be filled by the Board for the unexpired term of such officer.

ARTICLE IV
MEETINGS

Section 4.1. Quorum. A majority of the Members of the Board shall constitute a quorum and the concurrence of a majority of a quorum shall be sufficient for any action taken by the Board, provided that a quorum is present when such concurrence is reached and a majority of those members constituting such quorum are Trustees not appointed by the Developer, as required by Chapter 349 of the Ohio Revised Code. Any number less than a quorum may adjourn a Meeting of the Board or recess it to a stated date and time.

Section 4.2. Place of Meeting. All Meetings of the Board shall be held at the Principal Office, designated alternate meeting places, or, subject to Section 4.3 hereof, at such other place as may be designated by the Board at a preceding Meeting of the Board, or as may be designated in the notice of the Meeting of the Board as hereinafter provided.

Section 4.3. Meetings.

(a) Regular Meetings of the Board or of any duly appointed committee of the Board at which meeting a majority of the members of the committee are present ("Regular Meetings") of which no notice need be given, shall be held on the dates and at the times and places as determined by motion of the Board or of the committee, as appropriate, duly adopted at a preceding Regular Meeting. The first Meeting of the Board and, annually thereafter, the first Meeting in that calendar year, will constitute the organizational Meeting at which officers are elected and regular meeting dates established.

(b) Special meetings of the Board or of any duly appointed committee of the Board at which meeting a majority of the members of the committee are present ("Special Meetings") may be called at any time by the Chairperson, the Vice-Chairperson, the Secretary, or any three Members of the Board, by giving notice, or causing notice to be given to all Members of the Board or the committee, as appropriate, of the date, hour and place of the meeting. Such notice may be given in writing, either electronically or otherwise, or orally in person or by telephone at least twenty-four (24) hours prior to the meeting, or by letter (i) mailed by postage prepaid first-class mail or sent by telegram, addressed to the residence or business address of each member, at least forty-eight (48) hours prior to the meeting or (ii) delivered to such residence or business address of each member at least twenty-four (24) hours prior to the meeting.

(Regular Meetings, Special Meetings, organizational meetings and Emergency Meetings (as defined in Section 5.4(d)) are collectively referred to in these By-laws as "Meetings"; such reference is intended to conform to the definition set forth in Section 121.22(B)(2), Ohio Revised Code).

(c) Notice of any Meeting need not be given to any member of the Board or member of a committee if such notice is waived by that member in writing before, during, or after such Meeting, or if that member shall be present at that Meeting. Any Special Meeting shall be a valid Meeting without notice having been given thereof if all of the Members of the Board or members of a committee shall be present at that Special Meeting. Any subject matter may be considered at any Meeting of the Board.

Section 4.4. <u>Conduct of Meetings</u>. Meetings of the Board shall be conducted in accordance with the following procedures:

(a) <u>Order of Business</u>: The business of Regular Meetings of the Board shall be transacted in the following order:

1. Roll call.
2. Submission of minutes of the preceding Regular Meeting and of any Special Meetings subsequent thereto.

3. Reports and communications from officers of the Board.

4. Other reports and communications.

5. Reports of standing committees.

6. Reports of special committees.

7. Consideration of pending resolutions and motions.

8. Introduction of new resolutions and motions.

9. Other business.

10. Adjournment.

(b) Resolutions and Motions: Action of the Board shall be by resolution or motion. Resolutions shall be in written form. Motions shall be presented, seconded, and acted upon, in accordance with this section. Upon request of any Member, any motion shall be reduced to writing. Any motion may be withdrawn by the maker with the consent of the second, before it has been amended or voted upon. All motions which have been entertained by the Member presiding at the Meeting, and the disposition thereof, shall be entered upon the minutes of the Meeting.

(c) Addressing the Meeting: Persons wishing to address the Board must make advance written request for time to present oral communications to the Board. This written request must be placed in the hands of the Chairperson for presentation to the Board before the meeting of the Board at which such time is requested, and it must specify both the subject matter of the proposed communication and the amount of time requested. Public comments shall be limited to address only those matters within the Board's authority. The Chairperson may allocate such time to such persons as requested hereunder as in his or her discretion seems reasonable and feasible, subject to the right of the Board to provide a different allocation, or to end the discussion by a majority vote of the Members present.

(d) Vote: Any Member of the Board shall be permitted to change his or her vote until roll call has been verified and result declared. Subject to intervening rights of third parties, motions for reconsideration on any vote may be made by any Member who was in the majority on such vote, and any such motion must be made not later than the next Regular or Special Meeting following the Meeting at which such original vote was taken.

(e) Division of Question: If any question contains two (2) or more divisible propositions, the Member presiding at the Meeting may, and upon request of any Member shall, divide the same.

(f) Robert's Rules of Order: To the extent not otherwise provided by these By-laws, Meetings shall be conducted in accordance with the latest published edition of Robert's Rules of Order. Any rules of procedure may be waived by the affirmative vote of all Members of the Board present at the Meeting at which waived.

Section 4.5. Minutes. The minutes of each Meeting shall be promptly prepared, filed and maintained in a minute book to be kept by the Secretary. With respect to each Meeting, there shall be shown in the minutes the date and place at which the Meeting was held, the names of the Members present, a summary of actions taken, the resolutions and motions adopted and a record of the vote of each Member present. Resolutions adopted shall be identified in such minutes by appropriate reference to number or title. Said minute book shall be open to the inspection of the public upon request at all reasonable times.

Section 4.6. Absence of Secretary. In the event the Secretary and any Assistant Secretary are absent from any Meeting which the Secretary or any Assistant Secretary is required to attend, the Member presiding at such Meeting shall designate a person, who need not be a Member of the

Board, as acting secretary to record the minutes of the Meeting and attest any resolutions adopted at such Meeting; any such acting secretary may also certify as to the authenticity of any resolution adopted at such Meeting or to the correctness of a copy or extract of the minutes of such Meeting.

Section 4.7. Virtual Meetings. Under Section 121.221 of the Ohio Revised Code, certain public bodies may adopt a virtual meeting policy to enable its membership to attend and hold meetings virtually (each a "Virtual Meeting", and collectively the "Virtual Meetings").

To call a Virtual Meeting, any Trustee may contact the Chairperson with their intention to call a Virtual Meeting no less than ninety-six (96) hours before the Virtual Meeting. Subsequently, all Trustees may inform the Chairperson of their intention to attend the Virtual Meeting no later than forty-eight (48) hours before the Virtual Meeting, except in the case of an emergency. An emergency shall include, but is not limited to, a medical emergency, family emergency, or natural disaster preventing a Trustee from attending the Virtual Meeting in person. The Chairperson has the authority to determine whether other circumstances warrant an emergency under this provision.

If, upon notification of an upcoming Virtual Meeting, and not later than forty-eight (48) hours before the Virtual Meeting, at least two (2) Trustees notify the Chairperson that an item on the agenda must be addressed during a Meeting conducted fully in person, upon the Chairperson's acknowledgement of receipt of the notification, the Board shall take action on such item only at a Meeting conducted fully in person.

Virtual Meetings may not be attended or conducted if any of the following are to be considered by the Board at a Virtual Meeting: Non-routine Expenditures (herein defined), Significant Hiring Decisions (herein defined), Vote on a tax issue or tax increase. Non-routine Expenditure means any significant cost or expense that is not part of the regular, ongoing operational expenses of the Authority or the Authority's approved plan for development.

Significant costs or expenses may include non-routine costs or expenses not previously appropriated or budgeted by the Authority. A Non-routine Expenditure does not include the routine adoption of an annual budget. Significant Hiring Decision means any decisions by the Authority concerning the appointment or termination of any personnel employed by the Authority.

Section 4.8. Notice, Public Access, Voting, and Applicable Law for Virtual Meetings. Any news media that desires advance notification of Virtual Meetings shall file with the Secretary of the Authority a request therefor. Such requests may be modified or extended only by filing a new request with the Secretary. News media that have properly filed requests for notification and other required parties will receive such notification at least seventy-two (72) hours in advance of a Virtual Meeting or hearing by reasonable methods, such as via email and posting on the website of the Authority. Such notification shall provide the time, location, agenda of the meeting, and the manner by which the meeting will be conducted. In the event of an emergency, notice shall be provided as soon as reasonably feasible.

In the event that a Virtual Meeting is called for a meeting that is typically open to the public, the public shall have access to such meeting. The Authority shall post a public notice of Virtual Meetings (that may contain a link to the meeting or contact information to request such link) on the Authority's website, or provide other similar means, to facilitate public attendance. The public shall be able to observe and hear the discussion and deliberations of the Trustees regardless of whether a Trustee is participating in person or electronically.

All votes taken in the Virtual Meeting shall be taken by roll call vote unless there is a motion for unanimous consent, and the motion is not objected to by a Trustee. If a vote is taken unanimously, the minutes for the Virtual Meeting will reflect how all Trustees voted, including any Trustees who abstained from voting.

The Authority intends to comply with the requirements of Ohio Revised Code Section 121.221 and any amendments thereto supersede and take precedence over this policy. The Authority retains the right to amend its policy and procedures governing Virtual Meetings at any time in accordance with the Ohio Revised Code and Ohio Revised Code Section 121.221.

ARTICLE V
RULES FOR NOTIFICATION OF MEETINGS
TO THE PUBLIC AND NEWS MEDIA

Section 5.1. Public Meetings and Purposes. Meetings of the Board and of any duly appointed committee of the Board at which meeting a majority of the members of the committee are present shall be held, and notice thereof given, in accordance with Section 121.22, Revised Code, and this Article V. The purposes of the rules contained in this Article V are: (a) to establish a reasonable method for any person to determine the time and place of all Regular Meetings and the time, place, and purpose of all Special Meetings; (b) to make provisions for giving advance notice of Special Meetings to the news media that have requested notification; and (c) to make provisions for persons to request and obtain reasonable advance notification of all Meetings at which any specific type of public business is to be discussed. The rules contained in this Article V are in addition to any applicable legal requirements as to notices to Members of the Board or to others in connection with specific meetings or specific subject matters.

Section 5.2. Notice of Regular and Organizational Meetings.

(a) The Secretary of the Board shall publish a statement of the time and place of Regular Meetings (other than the organizational Meeting), if any, for each calendar year not later than the second day preceding the day of the first Regular Meeting (other than the organizational Meeting), if any, of the calendar year of the Board. For purposes of this Article V, "day" means calendar day, and "publish" means to deliver a written notification in writing mailed, electronically transmitted, telegraphed or delivered to a newspaper of general circulation in the New Community District. If at any time during the calendar year the time or place of Regular Meetings, or of any Regular Meeting, is changed on a permanent or temporary basis, a statement of the time and place of such changed Regular Meetings shall be published by the Secretary at least twenty-four (24) hours before the time of the first changed Regular Meeting. If a Regular

Meeting is to be conducted as a Virtual Meeting, the Secretary shall additionally publish notice stating the manner by which the meeting will be conducted. The Authority shall post a publicly accessible link on the Authority's website, or provide other similar means, to facilitate public attendance.

(b) The Secretary shall publish a statement of the time and place of any organizational Meeting of the Board at least twenty-four (24) hours before the time of such organizational Meeting. If an organizational Meeting is to be conducted as a Virtual Meeting, the notice shall additionally state the manner by which the Meeting will be conducted and include information necessary for public access pursuant to the Sections 4.7 and 4.8 of these By-laws (collectively, the "Authority's Virtual Meeting Policy").

(c) Upon the adjournment of any Regular or Special Meeting to another day, the Secretary shall promptly publish notice of the time and place of such adjourned Meeting.

Section 5.3. Notice of Special Meetings.

(a) Except in the case of an Emergency Meeting referred to in section 5.4(d) below, the Secretary shall, no later than twenty-four (24) hours before the time of a Special Meeting, publish a statement of the time, place, and purposes of such Special Meeting. If a Special Meeting is to be conducted as a Virtual Meeting, the Secretary shall provide notice in accordance with the Authority's Virtual Meeting Policy. Such notice shall provide the time, location, agenda of the Meeting, and the manner by which the Meeting will be conducted.

(b) The statement under this Section 5.3 and the notifications under Section 5.4 shall state such specific or general purpose or purposes then known to the Secretary to be intended to be considered at such Special Meeting and may state, as an additional general purpose, that any other business as may properly come before the Board or any duly appointed committee of the

Board at such Special Meeting may be considered and acted upon. For a Virtual Meeting, the statement shall also identify that the Meeting will be conducted virtually and include the manner by which members of the public may access the Meeting.

Section 5.4. <u>Notice to News Media of Special Meetings</u>.

(a) Any news medium organization that desires to be given advance notification of Special Meetings shall file with the Secretary a written request therefor.

Except in the event of an emergency requiring immediate official action as set forth in Section 5.4(d) below, a Special Meeting shall not be held unless at least twenty-four (24) hours advance notice of the time, place and purpose of such Special Meeting is given to the news media that have requested such advance notification in accordance with Section 5.4(b) below. Any news media that desires advance notification of Virtual Meetings shall file with the Secretary a request therefor. News media that have properly filed requests for notification shall receive such notification in accordance with the Authority's Virtual Meeting Policy.

(b) News media requests for such advance notification of Special Meetings shall specify: the name of the medium, the name and address of the person to whom written notifications to the medium may be mailed, telegraphed or delivered, and the names, addresses and telephone numbers (including addresses and telephone numbers at which notifications may be given either during or outside of business hours) of at least two (2) persons to either one of whom oral notification to the medium may be given.

For purposes of this Article V, "oral notification" means notification given orally either in person or by telephone, directly to the person for whom such notification is intended, or by leaving an oral message for such person at the address, or if by telephone at the telephone number, of such person as shown on the records kept by the Secretary under this Article V. "Written notification" means notification in writing mailed, electronically transmitted, telegraphed, or delivered to the address of the person for whom such notification is intended as shown on the records kept by the Secretary under this Article V, or in any way delivered to such person. If mailed, such notification shall be mailed by first-class mail, deposited in a U.S. Postal Service mailbox no later than the second day preceding the day of the Meeting to which such notification refers, provided that at least one regular mail delivery day falls between the day of mailing and the day of such Meeting.

Any such request shall be effective for one (1) year from the date of filing with the Secretary or until the Secretary receives written notice from such medium canceling or modifying such request, whichever is earlier. Each requesting news medium shall be informed of such period of effectiveness at the time it files its request. Such requests may be modified or extended only by filing a complete new request with the Secretary. A request shall not be deemed to be made unless it is complete in all respects, and such request may be conclusively relied on by the Board, its duly appointed committee, and the Secretary.

(c) The Secretary shall give such oral notification or written notification, or both, as the Secretary determines, to the news media that have requested such advance notification in accordance with Section 5.4(b) above, of the time, place, and purposes of each Special Meeting, at least twenty-four (24) hours prior to the time of such Special Meeting. For a Virtual Meeting, such notification shall provide the time, location, agenda of the meeting, and the manner by which the Meeting will be conducted.

(d) In the event of an emergency requiring immediate official action, a Meeting may be held without giving twenty-four (24) hours advance notification thereof to the requesting news media ("Emergency Meeting"). The persons calling such Emergency Meeting, or any one or more of such persons or the Secretary on their behalf, shall immediately give oral notification or written notification, or both, as the persons or persons giving such notification determine, of the time, place and purposes of such Emergency Meeting to such news media that have requested such advance notification in accordance with Section 5.4(b) above. The minutes or the call, or both, of any such Emergency Meeting shall state the general nature of the emergency requiring immediate official action. If an Emergency Meeting is conducted as a Virtual Meeting, notice shall be provided as soon as reasonably feasible and shall include the manner by which the Meeting will be conducted and the means by which the Meeting may be accessed.

Section 5.5. <u>Notification of Discussion of Specific Types of Public Business</u>.

(a) Any person, upon written request as provided herein, may obtain reasonable advance notification of all Meetings at which any specific type of public business is scheduled to be discussed.

Such person may file a written request with the Secretary specifying: the person's name, and the address and telephone number at or through which the person can be reached during and outside of business hours, the specific type of public business the discussion of which the person is requesting advance notification, and the number of calendar months (not to exceed twelve (12)) that the request covers. Such request may be canceled by request from such person to the Secretary.

Each such written request shall be accompanied by stamped self-addressed envelopes sufficient in number to cover the number of Regular Meetings during the time period covered by the request and an estimated number of twelve (12) Special Meetings. The Secretary shall notify in writing the requesting person when the supply of envelopes is running out, and if the person desires notification after such supply has run out such person must deliver to the Secretary an additional reasonable number of stamped self-addressed envelopes as a condition to receiving further notifications.

Such requests may be modified or extended only by filing a complete new request with the Secretary. A request shall not be deemed to be made unless it is complete in all respects, and such request may be conclusively relied on by the Board, its duly appointed committee and the Secretary.

(b) The Secretary shall give such advance notification under this Section 5.5 by written notification, or by oral notification, or both, as the Secretary determines.

The contents of written notification under this Section 5.5 may be a copy of the agenda of the Meeting. Written notification under this Section 5.5 may be accomplished by giving advance written notification, by copies of the agendas, of all Meetings that are the subject of such request.

Section 5.6. General.

(a) Any person may visit or telephone the office of the Secretary during that office's regular office hours to determine, based on information available at that office: the time and place of Regular Meetings, the time, place and purposes of any then known Special Meetings, and whether the available agenda of any such future Meeting states that any specific type of public business, identified by such person, is to be discussed at such Meeting.

(b) Any notification provided herein to be given by the Secretary may be given by any person acting on behalf of or under the authority of the Secretary.

(c) A reasonable attempt at notification shall constitute notification in compliance with this Article V.

(d) A certificate by the Secretary as to compliance with this Article V shall be conclusive upon the Board or its duly appointed committee.

ARTICLE VI
CONSTRUCTION AND AMENDMENT OF BY-LAWS

Section 6.1. Construction and Separability. Each Article and Section herein shall be construed, if and to the extent possible, in a manner consistent with the laws of the State of Ohio (and, particularly, Chapter 349 of the Ohio Revised Code) and the United States of America. If and to the extent that any provision or application thereof shall be deemed in conflict with any such laws, such provision or application thereof shall be void, but each provision shall be deemed separable from every other provision and its invalidity, or the invalidity of any application thereof, shall not affect any other provision or any lawful application thereof.

Section 6.2. Amendments. These By-laws, and any portions thereof, may at any time and from time to time be amended, supplemented, added to, superseded and changed by a two-thirds vote of the Board, with the concurrence of a majority of a quorum; provided, that, in accordance with Section 349.04 of the Ohio Revised Code, a quorum is present when such concurrence is had and a majority of those members constituting such quorum are Trustees not appointed by the Developer.

BOARD OF TRUSTEES
BROOK PARK NEW COMMUNITY AUTHORITY

The Board of Trustees (the "Board") of the Brook Park New Community Authority (the "Authority") met on July 22, 2026 at 11:00 a.m. at 17400 Holland Road, Brook Park, Ohio 44142, with the following members present:

M_. _________ introduced the following resolution and M_. ________ moved its passage:

RESOLUTION NO. 2026-02

A RESOLUTION ADOPTING A PUBLIC RECORDS POLICY AND A RECORDS RETENTION SCHEDULE IN ACCORDANCE WITH OHIO LAW

WHEREAS, the Ohio Public Records Act found in Ohio Revised Code Chapter 149 requires each public office, including a new community authority established under Ohio Revised Code Chapter 349, to maintain open records that are available for inspection by the public; and

WHEREAS, it is advisable to adopt a public records policy and records retention schedule ensuring compliance with all applicable requirements found in the Ohio Public Records Act.

NOW, THEREFORE, BE IT RESOLVED by the Board that:

Section 1. This Board hereby formally adopts the Brook Park New Community Authority Public Records Policy (the "Policy"), which Policy is attached as Exhibit A to this Resolution, and the Brook Park New Community Authority Records Retention Schedule (the "Schedule"), which Schedule is attached as Exhibit B to this Resolution.

Section 2. This Board hereby directs the Authority Secretary to cause posting of the Policy at the Authority's principal place of business or another public place.

Section 3. This Board hereby finds and determines that all formal actions taken relative to the passage of this Resolution were taken in an open meeting of this Board, and that all deliberations of this Board and of its committees, if any, which resulted in formal action, were taken in meetings open to the public, in full compliance with applicable legal requirements.

Section 4. This Resolution shall be in full force and effect immediately upon its passage.

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M_. _______ seconded the motion and, after discussion, a roll call vote was taken and the results were:

Voting Aye: ____

Voting Nay: ____

Passed: ____________________, 2026

BROOK PARK NEW COMMUNITY AUTHORITY

Attest: ____________________________ Secretary

______________________________________ Chairperson

CERTIFICATE

The undersigned Secretary of the Board of Trustees of the Brook Park New Community Authority hereby certifies that the foregoing is a true copy of a resolution duly passed by the Board of Trustees of said Authority on July 22, 2026.

____
Secretary
Brook Park New Community Authority

Exhibit A

Public Records Policy

[Attached]

BROOK PARK NEW COMMUNITY AUTHORITY
BROOK PARK, OHIO

PUBLIC RECORDS POLICY

INTRODUCTION

As a public office in the State of Ohio, the Brook Park New Community Authority (the "Authority") is subject to the Ohio Public Records Act as provided in Ohio Revised Code Section 149.43 (the "Act"), which Act provides for prompt inspection of public records and requires that copies of existing public records be provided in a reasonable period of time. It is the policy of the Authority to strictly adhere to the Act.

DEFINITIONS

"Record" is defined by the Ohio Revised Code and generally includes any item that is kept by a public office that: (1) is stored on a fixed medium (items such as photographs, negatives, videos, maps, voice mails, e-mails, and computer files might constitute "records"); (2) is created, received, or sent under the jurisdiction of a public office, and (3) documents the organization, functions, policies, decisions, procedures, operations, or other activities of the public office.

"Public Record" is defined by the Ohio Revised Code and generally includes all records maintained by or for the Authority unless the records are specifically exempt from disclosure under the Ohio Revised Code or the disclosure of the record(s) is prohibited by state or federal law.

POLICY

Section 1. Availability of Public Records

It is the policy of the Authority that, as required by law, the Authority shall organize and maintain its records in a manner such that they can be made available for inspection or copying. The Authority will post this public records policy in a conspicuous location.

The Authority will provide prompt inspection of records, if requested. Public records will be available for inspection at all reasonable times during regular business hours between 8:30 a.m. and 4:00 p.m. Upon request, the Authority will make copies of public records available within a reasonable time and as outlined in this Policy.

Section 2. Records Requests

Public records requests need not be submitted in writing. The requester need not identify himself or herself, and will not be required to disclose the intended use of the requested information. Requesters are encouraged, but not required, to submit written requests that describe the documents sought in sufficient detail to assist the Authority in identifying the documents sought.

If a request is denied, in whole or in part, the requester shall be provided an explanation including the legal authority setting forth why the request was denied. Any information that is exempted from disclosure will be redacted from the document and the reason for the redaction noted.

<u>Section 3.</u> **Time for Satisfying Public Records Requests**

Each request should be evaluated for an estimated length of time required to gather the records. Public records must be made available for inspection promptly. Copies of public records must be made available within a reasonable time. "Prompt" and "reasonable" take into account the volume of records requested, location of records, need for legal review, and any other factors which reasonably impact the time for satisfying a public records request.

<u>Section 4.</u> **Costs for Public Records Requests**

The Authority will only charge its actual cost for copies, unless the cost is otherwise set by statute:

a. First ten (10) pages of regular 8.5 x 11 pages will be provided at no charge.
b. All pages thereafter, eleven cents ($.11) per page (double-sided is counted as one (1) page).

Upon request, the Authority shall provide copies of public records via the U.S. mail or by any other means of delivery transmission. The Authority may transmit documents electronically if in the Authority's discretion, electronic transmission is feasible. There will be no charge for documents that are transmitted electronically. The Authority may require prepayment of the cost of copies in addition to costs associated with mailing such copies.

<u>Section 5.</u> **Public Records Officer**

The Authority has designated its duly-appointed Secretary and his or her successors, and any of their designees, to serve as its public records officer and records custodian.

<u>Section 6.</u> **Application of Law**

Notwithstanding the existence of this policy, the Authority hereby informs the public that it shall comply with the requirements of the Ohio Public Records Act, including, but not limited to, Section 149.43 of the Ohio Revised Code, and that the provisions of the Ohio Public Records Act, and any amendments thereto, supersede and take precedence over this policy. The Authority retains the right to amend this policy at any time in accordance with the Act.

<u>Section 7</u>. **Effective Date and Revisions**

Effective July 22, 2026

Exhibit B

Records Retention Schedule

[Attached]

Ohio Historical Society
State Archives of Ohio
Local Government Records Program

800 E. 17th Avenue
Columbus, Ohio 43211-2497

Date Reviewed:

Form Scanned: ___________________

Section A: Local Government Unit

Brook Park New Community Authority

Public Records Official,
Brook Park New Community Authority:
Name ___________________________________ Date: __/__/26

Section B: Records Commission

Secretary, Board of Trustees
Brook Park New Community Authority
c/o Bricker Graydon Wyatt LLP
1100 Superior Avenue, Suite 1600
Cleveland, Ohio 44114
Telephone: 216-523-5405

Certification: I, the Chairperson of Brook Park New Community Authority ("Authority"), hereby certify that the Authority met in an open meeting, as required by Section 121.22 ORC, and approved the schedules listed on this form and any continuation sheets. I further certify that the Authority will make every effort to prevent these records series from being destroyed, transferred, or otherwise disposed of in violation of these schedules and that no record will be knowingly disposed of which pertains to any pending legal case, claim, action or request. This action is reflected in the minutes kept by the Authority.

Chairperson,
Brook Park New Community Authority:
Name ___________________________________ Date:__/__/26

Section C: The Ohio History Connection - State Archives of Ohio

Name Title Date

Section D: Auditor of State

Name Date

Section E: Records Retention Schedule

Brook Park New Community Authority
See attached Records Retention Schedule

BROOK PARK NEW COMMUNITY AUTHORITY

RECORDS RETENTION SCHEDULE

KEY TO SCHEDULE:

1000 - BOARD AND ADMINISTRATIVE RECORDS

2000 - EMPLOYEE RECORDS

3000 - BUILDING RECORDS

4000 - CENTRAL DEPARTMENT

5000 - FINANCIAL RECORDS

6000 - PAYROLL RELATED RECORDS

7000 – REPORTS

8000 - OTHER

Symbol meanings:

"After end of fiscal year" means the number of years specified plus the current year.

"Provided Audited" means the record series has been audited by the Auditor of State and the audit report released.

"Transient Records" means drafts, temporary records, or other records superseded by a later record documenting the same function, activity, policy, procedure, or other decision.

SCHEDULE OF RECORDS RETENTION AND DISPOSITION
CONTINUATION SHEET

Schedule Number	Record Title and Description	Retention Period	For use by approving agencies	For use by Auditor of State or OHS-LGRP	RC-3 Required by OHS-LGRP
1000	**BOARD AND ADMINISTRATIVE RECORDS**				☐
1101	Minutes	Permanent			☐
1101.1	Audio Tapes	Two Years*			☐
1102	Blueprints, Plans, Maps	Permanent			☐
1103	Deeds, Easements, Lease, Abstracts	Permanent			☐
1104	Board Policy Books and Other Adopted Policies	One Year After Superseded			☐
1105	Administrative Regulations	One Year After Superseded			☐
1106	Court Decisions	Permanent			☐
1107	Claims and Litigation	Permanent			☐
1201	Elections	Ten Years			☐
1202	Records Commission (Records Disposal)	Ten Years			☐
1203	Agreements (Bargaining and other)	Ten Years			☐
1204	Budget Policy Files	Five Years			☐
1301	Worker's Compensation Claims	Ten Years After Financial Payment			☐

SCHEDULE OF RECORDS RETENTION AND DISPOSITION
CONTINUATION SHEET

		made			
1302	Rank Depository Agreements	Four Years After Completion			☐
1303	Organization Reports	Two Years**			☐
1304	Board Meeting Notices	One Year			☐
1305	Agendas	One Calendar Year			☐
1901	Transient Records	Until Superseded			☐
2000	**EMPLOYEE RECORDS** ("Employee Files" include employment applications, resumes, contracts/salary notices, evaluations, personnel actions, absence certification, transcripts and any other documents which became part of the file.)				
2101	Certificated Active Employee Files	Permanent			☐
2102	Classified Active Employee Files	Permanent			☐
2103	Certificated Inactive Employee Files	Permanent***			☐
2104	Classified Inactive Employee Files	Permanent***			☐
2105	Civil Rights, Civil Service and, Disciplinary Reports	Permanent***			☐
2106	Retirement Letters	Permanent***			☐
2107	Substitute Records	Twenty-Five Years			☐
2201	Employee Contracts and Salary Notices	Four Years after Termination from employment			☐
2202	Irregular Employee Contracts (Substitutes, etc.)	Four Years after Contract Expires			☐

SCHEDULE OF RECORDS RETENTION AND DISPOSITION
CONTINUATION SHEET

2203	Unemployment Claims	Four Years after final claim paid*			☐
2204	Unemployment Records	Four Years**			☐
2205	Applications (not hired)	Two Years**			☐
2206	Schedules of Employees	Fiscal Year plus two years			☐
2207	I-9 Immigration Verification Forms	Termination of Employment plus one year			☐
2301	Job Descriptions	Until Superseded			☐
2901	Transient Records	Until Superseded			☐
3000	**BUILDINGS RECORDS**				
3101	Building Health Inspections	One Year*			☐
3102	Receipts/Deposit Slips	Four Years**			☐
3103	Budget/ Appropriation Records	Four Years**			☐
3104	Req/Purchase Orders	Four Years**			☐
3105	Supplies Inventories	Until Superseded			☐
3901	Transient Records	Until Superseded			☐
4000	**CENTRAL DEPARTMENTAL RECORDS**				
4101	Calendars	Five Years			☐

SCHEDULE OF RECORDS RETENTION AND DISPOSITION
CONTINUATION SHEET

4201	Repair, Installation and Maintenance Records	Four Years**			☐
4202	Prevailing Wage Records	Four Years**			☐
4203	Rental Information (Use of Facilities)	Four Years**			☐
4204	Work Orders	Four Years**			☐
4205	Environmental Reports and Data (Asbestos, etc.)	Four Years**			☐
4206	Vandalism Reports	Four Years**			☐
4207	Sales Potential Forms	Four Years**			☐
4208	Bids and Specifications (Unsuccessful)	One Year**			☐
4209	Bids and Specifications (Successful)	Four Years/ Completion of Project**			☐
4210	Contractor Files (Resolutions, additions, Drawings, etc.)	Until Project Complete, if no Action Pending**			☐
4301	Preventative Maintenance Reports	Fiscal Year Plus Two Years			☐
4302	Warranty/Guarantee	Life/Warranty of Equipment			☐
4303	Plant and Equipment Inventory	Until Superseded**			☐
4304	Textbook/Workbook Inventory	Until Superseded**			☐
4305	Supplies Inventory	Until Superseded**			☐
4901	Transient Records	Until Superseded			☐
5000	**FINANCIAL RECORDS**				

SCHEDULE OF RECORDS RETENTION AND DISPOSITION
CONTINUATION SHEET

5101	Annual Financial Reports Appropriation Ledgers Budget Ledgers Revenue Journals Vendor Listing Check Register Purchase Order Listing Invoice List Account Reports Financial Summary Detail Reports	Five Years**			☐
5102	Activity Fund Cash Journal and Ledger	Five Years**			☐
5103	Bond Register	Twenty Years after issue expires			☐
5104	Securities	Permanent***			☐
5201	Investment Ledger	Five Years**			☐
5202	Foundation Distribution	Five Years**			☐
5203	Tax Settlements (Semi-Annual) and Advances	Five Years**			☐
5204	Budgets (Annual)	Five Years**			☐
5205	Insurance Policies	Fifteen Years After Expiration Provided all Claims Settled			☐
5206	Contracts	Fifteen Years After Expiration			☐
5207	Bonds and Coupons	Until Bond Issues Redeemed**			☐
5208	Accounts Payable Ledgers	Five Years**			☐

SCHEDULE OF RECORDS RETENTION AND DISPOSITION
CONTINUATION SHEET

5209	Accounts Receivable Ledgers	Five Years**			☐
5210	Budget Work Papers	Five Years**			☐
5211	Vouchers, Invoices and Purchase Order	Ten Years**			☐
5212	Travel Expense Vouchers	Ten Years**			☐
5213	Unemployment Claims	Five Years			☐
5214	Employee Bonds, Board Member Bonds	Five Years			☐
5215	Certificate of Estimated Resources	Five Years			☐
5216	Appropriation Resolutions	Five Years			☐
5217	Tax Apportionments, Semi-Annual	Five Years			☐
5301	Cancelled Checks and Bank Statements	Four Years**			☐
5302	Publication Notice	Four Years**			☐
5303	Investment Records (May include individual record of investments, bank confirmation, wire transfers, copy of CD etc.)	Four Years**			☐
5304	Travel Expense Reports Board and Employees	Four Years**			☐
5305	State Sales Tax Reports	Four Years**			☐
5306	Check Registers	Four Years**			☐
5307	Deposit Slips/ Cash Proofs	Four Years**			☐

SCHEDULE OF RECORDS RETENTION AND DISPOSITION
CONTINUATION SHEET

5308	Bids and Specifications (Accepted and Rejected)	Four Years**			☐
5309	Receipt Books	Four Years**			☐
5310	Extra Trip Records	Four Years**			☐
5311	Monthly Financial Reports	Four Years**			☐
5312	Accounting Data	Four Years**			☐
5313	Contracts: Service	Four Years**			☐
5314	Delivery/Packing Slips	One Year**			☐
5315	Requisitions	One Year*			☐
5901	Transient Records	Until Superseded			☐
6000	**PAYROLL RELATED**				
6101	Payroll Ledgers Bi-Weekly Payroll Reports Quarterly Payroll Reports	Permanent***			☐
6102	Earnings Registers By Staff Member By Calendar Year	Permanent***			☐
6103	Monthly Payroll Reports (Leave usage and accumulation, retirement service, etc.)	Permanent***			☐
6201	Bureau of Employment Service Quarterly Reports	Seven Years			☐
6301	W-2 (Employer Copy)	Six Years and Current**			☐
6302	Federal Income Tax (Quarterly/Annual)	Six Years and Current**			☐

SCHEDULE OF RECORDS RETENTION AND DISPOSITION
CONTINUATION SHEET

6303	Ohio Income Tax (Monthly/Annual)	Six Years and Current**			☐
6304	City Income Tax (Monthly/Annual)	Six Years and Current**			☐
6305	School Income Tax (Monthly/Annual)	Six Years and Current**			☐
6306	Payroll Reports (All Reports Used for Each Payroll — Computer Generated — except those listed under 7001, and 7102-3 above	Four Years**			☐
6307	Payroll Update listings	Four Years*			☐
6308	Payroll Calculations	Four Years**			☐
6309	Annuity Reports	Four Years**			☐
6310	Benefit Folder/ Report	Four Years**			☐
6311	Employee Request and/or Authorization (Sick, Vacation, Personal, or Other Leave)	Four Years**			☐
6312	Deduction Reports Voluntary Employment Payroll Deductions	Four Years**			☐
6313	Employee Vacation/ Sick Leave Records	Four Years**			☐
6314	Time Sheets	Six Years			☐
6315	Overtime Authorization	Six Years			☐
6316	Employee Insurance Bills, Medical, Dental, Life	Four Years**			☐
6317	Paycheck Register (Not Ledgers)	Four Years*			☐
6318	Payroll Bank Statement	Four Years**			☐

SCHEDULE OF RECORDS RETENTION AND DISPOSITION
CONTINUATION SHEET

6401	Deduction Authorization	Until Superseded or Employee Terminated			☐
6901	Transient Records	Until Superseded			☐
7000	**REPORTS**				
7101	State Audit Reports	Five Years			☐
7102	County Fiscal Officer, Annual Wages (for W.C.)	Five Years			☐
7103	County Fiscal Officer: Bank Balance Certification	Five Years			☐
7104	Transportation	Four Years**			☐
7901	Transient Records	Until Superseded			☐
8000	**OTHER**				
8101	Personnel Directory	Ten Years			☐
8102	Handbooks, Employee	Until Superseded			☐
8103	Directives, Standards, Laws from Local State and Federal Governmental Agencies	Until Superseded			☐
8901	Transient Records	Until Superseded			☐

BOARD OF TRUSTEES
BROOK PARK NEW COMMUNITY AUTHORITY

The Board of Trustees (the “Board”) of the Brook Park New Community Authority (the “Authority”) met on July 22, 2026 at 11:00 a.m. at 17400 Holland Road, Brook Park, Ohio 44142, with the following members present:

M_. _________ introduced the following resolution and M_. ________ moved its passage:

RESOLUTION NO. 2026-03

A RESOLUTION PROVIDING FOR THE ADOPTION OF INSURANCE FOR THE AUTHORITY AND THE BOARD AND PUBLIC OFFICIAL SURETY BOND COVERAGE FOR THE BOARD PURSUANT TO OHIO REVISED CODE SECTION 349.04.

WHEREAS, the Brook Park New Community Authority (the “Authority”) has been created and the Board of Trustees of the Authority (the “Board”) has been appointed pursuant to the authority contained in Ohio Revised Code Chapter 349; and

WHEREAS, it is necessary to extend and approve public official surety bond coverage for each of the members of the Board pursuant to Ohio Revised Code Section 349.04 and an insurance coverage plan for the Authority and the Board.

NOW, THEREFORE, BE IT RESOLVED by the Board that:

<u>Section 1</u>. The Chairperson, Vice-Chairperson, Secretary, and Treasurer, together or individually, are authorized to obtain the public official surety bond coverage and insurance coverage necessary for the Board and the Authority and agree to such coverages provided therein on behalf of the Authority and the Board, including by executing any documents necessary to secure such coverages. The Chairperson, Vice-Chairperson, Secretary, and Treasurer, together or individually, are authorized to cooperate with the Authority’s legal counsel to obtain the necessary public official surety bond coverage and insurance coverage.

<u>Section 2</u>. This Board hereby finds and determines that all formal actions taken relative to the passage of this Resolution were taken in an open meeting of this Board, and that all deliberations of this Board and of its committees, if any, which resulted in formal action, were taken in meetings open to the public, in full compliance with applicable legal requirements.

Section 3. This Resolution shall be in full force and effect immediately upon its passage.

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M_. ________ seconded the motion and, after discussion, a roll call vote was taken and the results were:

Voting Aye: ____

Voting Nay: ____

Passed: _______________, 2026

BROOK PARK NEW COMMUNITY AUTHORITY

Attest: ____________________________ Secretary

______________________________________ Chairperson

CERTIFICATE

The undersigned Secretary of the Board of Trustees of the Brook Park New Community Authority hereby certifies that the foregoing is a true copy of a resolution duly passed by the Board of Trustees of said Authority on [________________________].

____

Secretary
Brook Park New Community Authority

BOARD OF TRUSTEES
BROOK PARK NEW COMMUNITY AUTHORITY

The Board of Trustees (the “Board”) of the Brook Park New Community Authority (the “Authority”) met on July 22, 2026 at 11:00 a.m. at 17400 Holland Road, Brook Park, Ohio 44142, with the following members present:

M_. ___________ introduced the following resolution and M_. __________ moved its passage:

RESOLUTION NO. 2026-04

A RESOLUTION APPROVING THE APPOINTMENT OF LEGAL COUNSEL AND THE EXECUTION AND DELIVERY OF AN ENGAGEMENT LETTER WITH RESPECT TO THE SAME

WHEREAS, Ohio Revised Code Section 349.06 authorizes the Authority to contract with certain professionals in connection with the implementation of the Authority’s community development program, including but not limited to attorneys; and

WHEREAS, in connection with the execution and delivery of certain agreements and certificates approved by this Board, the Authority is required to obtain an opinion of legal counsel approving such documents; and

WHEREAS, the Authority has been presented by Bricker Graydon Wyatt LLP with a proposal for legal services in the form of the engagement letter attached hereto as Exhibit A.

NOW, THEREFORE, BE IT RESOLVED by the Board that:

Section 1. This Board hereby formally appoints Bricker Graydon Wyatt LLP to serve as general counsel to the Authority pursuant to the terms of the engagement letter attached hereto as Exhibit A. The Chairperson of the Board is hereby authorized to execute and deliver to Bricker Graydon Wyatt LLP such engagement letter, together with such changes not adverse to the Authority as the Chairperson shall approve, and which approval shall be evidenced by the execution thereof by the Chairperson.

Section 2. This Board hereby finds and determines that all formal actions taken relative to the passage of this Resolution were taken in an open meeting of this Board, and that all deliberations of this Board and of its committees, if any, which resulted in formal action, were taken in meetings open to the public, in full compliance with applicable legal requirements.

Section 3. This Resolution shall be in full force and effect immediately upon its passage.

[Balance of Page Intentionally Left Blank]

M_. ________ seconded the motion and, after discussion, a roll call vote was taken and the results were:

Voting Aye: ____

Voting Nay: ____

Passed: ________________, 2026

BROOK PARK NEW COMMUNITY AUTHORITY

Attest: ___________________________ ____________________________________

Secretary Chairperson

CERTIFICATE

The undersigned Secretary of the Board of Trustees of the Brook Park New Community Authority hereby certifies that the foregoing is a true copy of a resolution duly passed by the Board of Trustees of said Authority on July 22, 2026.

____

Secretary
Brook Park New Community Authority

Exhibit A

Engagement Letter

[See Attached]

Bricker Graydon Wyatt LLP
1100 Superior Avenue
Cleveland, Ohio 44114
216.523.5405 Office
www.bricker.com

J. Caleb Bell
Partner
614.227.2384 Direct Phone
jbell@bricker.com

July 22, 2026

Board of Trustees
Brook Park New Community Authority
Attn: Board of Trustees and Chairman
6161 Engle Road
Brook Park, Ohio 44142

RE: <u>Agreement For Legal Services</u>

Dear Board of Trustees:

On behalf of Bricker Graydon Wyatt LLP (the "Firm"), I am pleased to offer our services as general counsel to the Brook Park New Community Authority (the "Authority"). One of the purposes of this letter is to set forth the nature of our engagement and the terms and conditions of our representation on this matter.

Specifically, our representation on this matter will include preparing notices and meeting materials for Authority Board meetings, attending Authority Board meetings, assisting in the administration of Authority Board selections, ethics-related advice, educating Authority Board members and officers of the Authority as a new community authority, and monitoring the Authority's compliance with its Bylaws, its Declaration of Covenants and Restrictions, Ohio Revised Code Chapter 349, and other laws generally applicable to public bodies in the State of Ohio. As general legal counsel, we will be responsible for advising the Authority Board on the obligations, liabilities, risks, and other matters arising out of contracts to be entered into by the Authority. Of course, this description is not intended to be an exhaustive list of our work on this matter, and we will be pleased to discuss with you whatever additional work is necessary to represent the Authority's interests.

If the Authority wants to retain our services on other matters, or on terms different from those discussed in this letter, we will prepare an additional letter similar to this one or look to the Authority to draft such a letter. Absent any other special arrangements, all other work done by us will be on the same terms and conditions set forth in this letter.

Although the primary basis for computing the fees for our services is the time spent by the various lawyers and legal assistants performing such services, sometimes it is appropriate to take into account additional factors in determining the hourly billing rates to be used in computing the fee or in determining the fee itself. Such additional factors include the complexity of the work, the efficiency with which it is accomplished, the results achieved on the Authority's behalf, and the special expertise or amount of experience of the lawyers and legal assistants involved.

We believe our billing rates for attorneys and legal assistants are competitive with other major firms in the Ohio market. Our billing rates for attorneys currently range from $275.00 per hour for new associates to $800.00 per hour for our most experienced partners. Time devoted by paralegals, legal assistants, and law clerks is charged at billing rates ranging from $125.00 to $430.00 per hour. Caleb Bell, the Chair of our Ohio-based Public Finance Group, will be your primary point of contact for this matter. Our billing rates are subject to change from time to time.

The Firm prides itself in providing legal service as a Firm, and, as such, we will retain the discretion in the exercise of our professional judgment to assign portions of the work to attorneys and legal assistants who are best able to handle particular aspects of the representation on a cost-efficient basis. However, while we may refer certain matters to other attorneys and legal assistants based on their individual knowledge and experience, we will continually maintain primary responsibility for making sure that each question is thoroughly and efficiently addressed by the attorney or legal assistant to which such matter is assigned.

We will bill you for our services and disbursements on a monthly basis. We find that most clients appreciate receiving statements every month. The statements break out the disbursements incurred on your behalf. Disbursements include long-distance telephone charges, delivery charges, reproduction costs, fax charges, filing fees, travel expenses and other related costs incurred in the performance of our services. In some circumstances, we will also charge for secretarial overtime when documents must be produced under unusual time constraints.

Payment is due upon receipt of our statements for services. We reserve the right to terminate our representation at any time if payment is not received within thirty (30) days of the date of a statement.

We understand that the Authority is our client for purposes of this representation, not any of its individual members or officers.

In addition, as you are aware, the Firm has represented and may in the future represent the City of Brook Park, Ohio ("Brook Park") with respect to various matters. The Firm is very sensitive about ethical concerns, and we want to make sure that all affected parties fully understand our role as counsel. Under Ohio's rules of professional conduct, which apply to all Ohio lawyers, the Firm may not be adverse to a current client without the informed consent of each affected client. Although Brook Park and the Authority are aligned to cooperate in the past representation of Brook Park and the representation of the Authority, the Authority and Brook Park may become counter-parties in certain future agreements, and their interests may not always align. Despite these factors, I believe that the Firm is able to provide competent and diligent representation to the Authority from this point forward.

Accordingly, we request that the Authority consents to, and waive any objections to any conflicts of interest related to, the Firm's representation of Brook Park in connection with the NCA Matter. Notwithstanding any consent or waiver provided by the Authority, our Firm will protect confidential information learned during our Firm's representation of the Authority, and will not share this information with Brook Park or any other party. Similarly, notwithstanding any consent or waiver obtained from Brook Park, our Firm will continue to protect confidential information learned during our Firm's representation of Brook Park, and will not share this information with the Authority or any other party. Note that if the relationship between Brook Park and the Authority moves into litigation, arbitration, or a similar dispute with respect to the NCA Matter, our Firm may elect to not represent either party. By executing this letter, the Authority provides the consents and waivers identified in this paragraph.

Relative to other conflict matters, we have performed a formal conflict check within our office. As you understand, we represent numerous clients on numerous matters. Based upon our conflict check, we have found no apparent conflicts relative to representation of the Authority's interests. However, if we become aware of another conflict, we will discuss it with you. We specifically reserve the right to withdraw from representation if we feel that we cannot properly represent the Authority's interests. Likewise, should we at any time during the representation, even after the conflicts check, determine that representation of the Authority's interests would conflict with our previous representation and/or previous relationship with other clients relative to your matter; we do reserve the right, after discussion with you, and at our sole discretion, to withdraw from representation of the Authority's interests.

We also reserve the right to continue to represent or to undertake to represent existing or new clients in any matter that is not substantially related to our work on the Authority matter, even if the interests of such clients in other matters are directly adverse to the Authority. By executing this letter, the Authority agrees to waive any conflict of interest that may arise due to our representation of other entities with business or legal interests that differ from the Authority's interests. We agree, however, that the prospective consent to conflicting representation reflected in this paragraph shall not apply in any instance where as a result of our representation of the Authority we have obtained sensitive, proprietary, or otherwise confidential information that if known to any other client of ours, could be used in any matter by said client to the material disadvantage of the Authority.

This engagement letter represents the entire understanding of the parties hereto and is not assignable without the consent of both parties. It is understood and agreed that no term or provision hereof shall inure to the benefit of any party not a signatory hereto.

If the terms of this representation are agreeable to you, please sign the enclosed copy of this letter and return it to me.

Very truly yours,

J C Bell

J. Caleb Bell
Partner, Chair of Public Finance
Bricker Graydon Wyatt LLP

AGREED:

BROOK PARK NEW COMMUNITY AUTHORITY

By: ______________________________

Name: ______________________________

Title: Chairperson

Date: _________________, 2026

BOARD OF TRUSTEES
BROOK PARK NEW COMMUNITY AUTHORITY

The Board of Trustees (the "Board") of the Brook Park New Community Authority (the "Authority") met on July 22, 2026 at 11:00 a.m. at 17400 Holland Road, Brook Park, Ohio 44142, with the following members present:

M__. _________ introduced the following resolution and M__. _________ moved its passage:

RESOLUTION NO. 2026-05

RESOLUTION AUTHORIZING THE ESTABLISHMENT OF A BANK ACCOUNT AND APPROVING RELATED MATTERS

WHEREAS, the Authority has been created and the Board has been appointed pursuant to the authority contained in Ohio Revised Code Chapter 349; and

WHEREAS, it may be necessary and appropriate for the officers of the Authority to establish a bank account for and on behalf of the Authority, all pursuant to Ohio Revised Code Section 349.

NOW, THEREFORE, BE IT RESOLVED by the Board that:

Section 1. The Chairperson, Vice Chairperson, Secretary, and Treasurer, together and individually, are authorized to establish a bank account and banking relationship for and on behalf of the Authority, into which the Authority's revenues, charges, administrative fees and any additional income sources of the Authority shall be deposited and held until authorized to be used by this Board.

Section 2. The Chairperson, Vice Chairperson, Secretary, and Treasurer are authorized and directed, together and individually, to execute and deliver, for and on behalf of the Authority, any certifications, agreements, instruments or other documentation that is necessary or appropriate to establish a bank account and banking relationship for and on behalf of the Authority.

Section 3. This Board hereby finds and determines that all formal actions taken relative to the passage of this Resolution were taken in an open meeting of this Board, and that all deliberations of this Board and of its committees, if any, which resulted in formal action, were taken in meetings open to the public, in full compliance with applicable legal requirements.

Section 4. This Resolution shall be in full force and effect immediately upon its passage.

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M__. ________ seconded the motion and, after discussion, a roll call vote was taken and the results were:

Voting Aye:____

Voting Nay: ____

Passed: ______________________, 2026

BROOK PARK NEW COMMUNITY AUTHORITY

Attest: ___________________________ Secretary

____________________________________ Chairperson

CERTIFICATE

The undersigned Secretary of the Board of Trustees of the Brook Park New Community Authority hereby certifies that the foregoing is a true copy of a resolution duly passed by the Board of Trustees of said Authority on July 22, 2026.

____

Secretary

Brook Park New Community Authority

BOARD OF TRUSTEES
BROOK PARK NEW COMMUNITY AUTHORITY

The Board of Trustees (the “Board”) of the Brook Park New Community Authority (the “Authority”) met on July 22, 2026 at 11:00 a.m. at 17400 Holland Road, Brook Park, Ohio 44142, with the following members present:

M_. _________ introduced the following resolution and M_. ________ moved its passage:

RESOLUTION NO. 2026-06

A RESOLUTION ADOPTING A CREDIT CARD CONVENIENCE FEE POLICY FOR THE BROOK PARK NEW COMMUNITY AUTHORITY.

WHEREAS, the Brook Park New Community Authority (the “Authority”) has been created and the Board of Trustees of the Authority (the “Board”) has been appointed pursuant to the authority contained in Ohio Revised Code Chapter 349; and

WHEREAS, this Board has the authority to adopt policies governing the administration of the Authority’s finances, programs, and operations; and

WHEREAS, the Authority may, from time to time, use credit cards or other electronic payment methods to pay costs and expenses incurred in connection with Authority operations; and

WHEREAS, certain vendors, service providers, payment processors, or other third parties may charge convenience fees in connection with payments made by credit card or other electronic payment methods; and

WHEREAS, this Board finds it prudent to adopt a policy establishing a clear and consistent process for determining when the payment of such convenience fees is reasonable and appropriate, including the consideration of available alternative payment methods, approval requirements, and documentation practices.

NOW, THEREFORE, BE IT RESOLVED by the Board that:

Section 1. This Board hereby formally adopts the Brook Park New Community Authority Credit Card Convenience Fee Policy, which is attached as Exhibit A to this Resolution.

Section 2. The Chair, Vice-Chair, Secretary, Treasurer, and any other proper officers or representatives of the Authority are hereby authorized and directed to take such actions as are necessary or appropriate to implement the Brook Park Credit Card Convenience Fee Policy and to administer the payment and documentation of convenience fees in accordance with such policy.

Section 3. This Board hereby finds and determines that all formal actions taken relative to the passage of this Resolution were taken in an open meeting of this Board, and that all deliberations of this Board and of its committees, if any, which resulted in formal action, were taken in meetings open to the public, in full compliance with applicable legal requirements, including Ohio Revised Code Section 121.22.

Section 4. This Resolution shall be in full force and effect immediately upon its passage.

[Balance of Page Intentionally Left Blank]

M_. ____________ seconded the motion and, after discussion, a roll call vote was taken and the results were:

Voting Aye: ____

Voting Nay: ____

Passed: ______________________, 2026 BROOK PARK NEW COMMUNITY AUTHORITY

Attest: __________________________ ___________________________________
Secretary Chairperson

CERTIFICATE

The undersigned Secretary of the Board of Trustees of the Brook Park New Community Authority hereby certifies that the foregoing is a true copy of a resolution duly passed by the Board of Trustees of said Authority on July 22, 2026.

____
Secretary
Brook Park New Community Authority

Exhibit A

Brook Park New Community Authority Credit Card Convenience Fee Policy

[Attached]

Brook Park New Community Authority

Credit Card Convenience Fee Policy

Section 1. Purpose.

The purpose of this Credit Card Convenience Fee Policy is to establish a clear, consistent, and fiscally responsible process for determining when the payment of credit card convenience fees by the Brook Park New Community Authority (the "Authority") is appropriate.

Section 2. Definition.

For purposes of this Policy, "Convenience Fees" means fees charged by vendors, service providers, payment processors, or other third parties in connection with processing payments made by credit card.

Convenience Fees do not include late fees, penalties, interest, or other charges resulting from untimely payment or failure to satisfy an obligation when due.

Section 3. General Policy.

The Authority may pay Convenience Fees when the use of a credit card is reasonable and appropriate under the circumstances, including when payment by credit card is necessary for operational efficiency, administrative convenience, timing, availability of goods or services, or where no practical fee-free payment alternative is available.

Whenever feasible, the Authority shall use alternative payment methods that do not include Convenience Fees, including ACH transfers, checks, direct payment options, or other available payment methods, to minimize costs.

Section 4. Permitted Payment of Convenience Fees.

Payment of Convenience Fees may be permitted in any of the following circumstances:

- The vendor or service provider requires payment by credit card or otherwise does not offer a practical fee-free payment method;
- Payment by credit card is necessary to timely obtain goods or services for Authority operations;
- Payment by credit card provides administrative efficiency or avoids disproportionate administrative burden relative to the amount of the Convenience Fee;
- The Convenience Fee is reasonable in relation to the amount of the underlying transaction and the goods or services being obtained;
- The use of another payment method would delay the transaction, create operational hardship, or otherwise be impractical; or

- The Chair, Treasurer, Secretary, or other authorized representative of the Authority determines that payment by credit card is in the best interests of the Authority.

Section 5. Documentation.

For each payment involving a Convenience Fee, the Authority shall maintain reasonable documentation supporting the payment, which may include the invoice, receipt, payment confirmation, vendor statement, notation of the fee amount, or other record showing the basis for the payment.

Where practical, the documentation should identify why payment by credit card was used or why a fee-free alternative was not used.

Section 6. Approvals.

Convenience Fees may be approved and paid in the same manner as the underlying transaction, provided that the fee is reasonable and incurred in accordance with this Policy.

The Authority may require additional approval for any Convenience Fee that is unusually large, recurring, or otherwise outside the ordinary course of Authority operations.

Section 7. Late Fees and Penalties.

This Policy applies only to Convenience Fees. Late fees, penalties, interest, or similar charges resulting from untimely payment or failure to meet established obligations are not considered Convenience Fees and should be avoided. Any such charges shall require separate review and approval by the Authority.

Section 8. Administration.

The Chair, Treasurer, Secretary, and any other proper officers or representatives of the Authority are authorized to administer this Policy and take actions necessary or appropriate to implement it.

Section 9. Review.

The Authority may review and update this Policy from time to time to reflect changes in law, guidance from the Ohio Auditor of State, Authority practices, or payment processing procedures.

Effective date: [July 22], 2026

BOARD OF TRUSTEES
BROOK PARK NEW COMMUNITY AUTHORITY

The Board of Trustees (the "Board") of the Brook Park New Community Authority (the "Authority") met on July 22, 2026 at 11:00 a.m. at 17400 Holland Road, Brook Park, Ohio 44142, with the following members present:

M_. _________ introduced the following resolution and M_. ________ moved its passage:

RESOLUTION NO. 2026-07

A RESOLUTION ADOPTING A CYBERSECURITY POLICY FOR THE BROOK PARK NEW COMMUNITY AUTHORITY

WHEREAS, the Brook Park New Community Authority (the "Authority") has been created and the Board of Trustees of the Authority (the "Board") has been appointed pursuant to the authority contained in Ohio Revised Code Chapter 349; and

WHEREAS, the Board must adopt a cybersecurity program that safeguards the Authority's data, information technology, and information technology resources to ensure availability, confidentiality, and integrity in accordance with Ohio Revised Code Section ("R.C.") 9.64; and

WHEREAS, the Board finds it prudent to adopt a cybersecurity policy in furtherance of generally accepted best practices for cybersecurity; and

WHEREAS, the Board has determined to adopt the Brook Park New Community Authority Cybersecurity Policy attached as Exhibit A to this Resolution (the "Cybersecurity Policy").

NOW, THEREFORE, BE IT RESOLVED by the Board that:

Section 1. This Board hereby formally adopts the Cybersecurity Policy.

Section 2. The Board hereby designates the Secretary and any designee of the Secretary as the ISO/Designated Security Representative of the Authority for the purposes set forth in the Cybersecurity Policy including, but not limited to, notifying the executive director of the division of homeland security within the department of public safety and the Ohio Auditor of State of a cybersecurity incident or ransomware incident.

Section 3. This Board hereby finds and determines that all formal actions taken relative to the passage of this Resolution were taken in an open meeting of this Board, and that all deliberations of this Board and of its committees, if any, which resulted in formal action, were taken in meetings open to the public, in full compliance with applicable legal requirements.

Section 4. This Resolution shall be in full force and effect immediately upon its passage.

[Balance of Page Intentionally Left Blank]

M_. ____________ seconded the motion and, after discussion, a roll call vote was taken and the results were:

Voting Aye: ____

Voting Nay: ____

Passed: _____________________, 2026

BROOK PARK NEW COMMUNITY AUTHORITY

Attest: ___________________________ ____________________________________
Secretary Chairperson

CERTIFICATE

The undersigned Secretary of the Board of Trustees of the Brook Park New Community Authority hereby certifies that the foregoing is a true copy of a resolution duly passed by the Board of Trustees of said Authority on July 22, 2026.

____

Secretary
Brook Park New Community Authority

Exhibit A

Cybersecurity Policy

[Attached]

Brook Park New Community Authority

Cybersecurity Policy

1. Purpose[1]

This Cybersecurity Policy defines the mandatory minimum information security requirements for the Brook Park New Community Authority (the "Authority") as established by the Board of Trustees (the "Board") of the Authority. Any member of the Board or person/entity with access to Authority information may, based on individual business needs, specific legal and federal requirements, exceed the security requirements put forth in this document, but must, at a minimum, achieve the security levels required by this Policy.

This Policy acts as an umbrella document to all other security policies and associated standards. This Policy defines the responsibility to:

- protect and maintain the confidentiality, integrity and availability of information and related infrastructure assets;
- manage the risk of security exposure or compromise;
- assure a secure and stable information technology ("IT") environment;
- identify and respond to events involving information asset misuse, loss or unauthorized disclosure;
- monitor systems for anomalies that might indicate compromise; and
- promote and increase the awareness of information security.

Failure to secure and protect the confidentiality, integrity and availability of information assets in today's highly networked environment can damage or shut down systems that operate critical infrastructure, financial and business transactions and vital government functions; compromise data; and result in legal and regulatory non-compliance.

This Policy benefits the Authority by defining a framework that will assure appropriate measures are in place to protect the confidentiality, integrity and availability of data; and assure the Board and all Authority employees understand their role and responsibilities, have adequate knowledge of security policy, procedures and practices and know how to protect information in compliance with the cybersecurity requirements of Ohio Revised Code ("O.R.C.") § 9.64 and all federal, state, and local laws and regulations.

2. Scope

This Policy applies to all elected or appointed trustees, directors, officials, employees, contractors, vendors, and third parties who access or manage the Authority's technology resources, including but not limited to:

- computers, servers, and mobile devices;
- cloud services and hosted applications;

[1] Multi-State Information Sharing & Analysis Center: NIST Cybersecurity Framework Information Security Policy.

- networks and telecommunications systems; and
- sensitive or confidential data (e.g., personal identifying information, financial, law enforcement, health-related, or other protected records).[2]

3. Policy Statement

The Authority is committed to safeguarding its information technology against cybersecurity threats and ensuring compliance with O.R.C. § 9.64 by:

- establishing baseline cybersecurity practices;
- providing ongoing cybersecurity awareness training;
- preparing for detection, response, and recovery from incidents; and
- reviewing and updating cybersecurity policies annually.[3]

4. Roles and Responsibilities[4]

4.1. The Board is responsible for:

1. evaluating and accepting risk on behalf of the Authority;
2. identifying information security responsibilities and goals and integrating them into relevant processes;
3. supporting the consistent implementation of information security policies and standards;
4. supporting security through clear direction and demonstrated commitment of appropriate resources;
5. promoting awareness of information security best practices through the regular dissemination of materials provided by the ISO/Designated Security Representative;
6. implementing the process for determining information classification and categorization, based on industry-recommended practices, organization directives, and legal and regulatory requirements, to determine the appropriate levels of protection for certain information;
7. implementing the process for information asset identification, handling, use, transmission, and disposal based on information classification and categorization;
8. determining who will be assigned to serve as information owners while maintaining ultimate responsibility for the confidentiality, integrity, and availability of the data;
9. participating in the response to security incidents;
10. complying with notification requirements in the event of a breach of private information;
11. adhering to specific legal and regulatory requirements related to information security;
12. communicating legal and regulatory requirements to the ISO/Designated Security Representative; and

[2] Ohio Township Association Cybersecurity Policy.
[3] Ohio Township Association Cybersecurity Policy.
[4] Multi-State Information Sharing & Analysis Center: NIST Cybersecurity Framework Information Security Policy.

13. communicating requirements of this Policy and the associated standards, including the consequences of non-compliance, to employees and third parties, and addressing adherence in third party agreements.

4.2. The ISO/Designated Security Representative is responsible for:

1. maintaining familiarity with business functions and requirements;
2. maintaining an adequate level of current knowledge and proficiency in information security through annual, continuing professional education directly related to information security;
3. assessing compliance with information security policies and legal and regulatory information security requirements;
4. evaluating and understanding information security risks and how to appropriately manage those risks;
5. representing and assuring security architecture considerations are addressed;
6. advising on security issues related to procurement of products and services;
7. escalating security concerns that are not being adequately addressed according to the applicable reporting and escalation procedures;
8. disseminating information related to cybersecurity threats and incidents to appropriate parties;
9. serving as the point of contact for potential security incidents;
10. participating in the development of enterprise policies and standards that consider the Authority's needs;
11. promoting information security awareness;
12. developing the security program and strategy, including measures of effectiveness;
13. assessing compliance with security policies and standards;
14. advising on secure system engineering;
15. providing incident response coordination and expertise;
16. monitoring networks for anomalies;
17. monitoring external sources for indications of data breaches, defacements, etc.;
18. maintaining ongoing contact with security groups/associations and relevant authorities;
19. providing timely notification of current threats and vulnerabilities to the Board and applicable legal authorities; and
20. providing awareness materials and training resources.

4.3. IT Management is responsible for:

1. supporting security by providing clear direction and consideration of security controls in the data processing infrastructure and computing network(s) which support the information owners;
2. providing resources, including hardware and software, needed to maintain a level of information security control consistent with this Policy;
3. identifying and implementing all processes, policies and controls relative to security requirements defined by the Authority and this Policy;
4. implementing the proper controls for information based on classification designations;
5. providing training to appropriate technical staff on secure operations (e.g., secure coding, secure configuration);

6. fostering the participation of information security and technical staff in protecting information assets, and in identifying, selecting and implementing appropriate and cost-effective security controls and procedures; and
7. implementing business continuity and disaster recovery plans.

4.4. Employees, if any, are responsible for:

1. understanding the baseline information security controls necessary to protect the confidentiality, integrity and availability of information entrusted;
2. protecting information and resources from unauthorized use or disclosure;
3. protecting personal, private, sensitive information from unauthorized use or disclosure;
4. abiding by Acceptable Use of Information Technology Resources Policy, as adopted;
5. reporting suspected information security incidents or weaknesses to the appropriate manager and ISO/Designated Security Representative.

5. Separation of Duties[5]

To reduce the risk of accidental or deliberate system misuse, separation of duties and areas of responsibility must be implemented where appropriate.

Whenever separation of duties is not technically feasible, other compensatory controls must be implemented, such as monitoring of activities, audit trails and management supervision. The audit and approval of security controls must always remain independent and segregated from the implementation of security controls.

6. Information Risk Management[6]

Any system or process that supports Authority functions must be appropriately managed for information risk and undergo information risk assessments, at a minimum annually, as part of a secure system development life cycle.

Information security risk assessments are required for new projects, implementations of new technologies, significant changes to the operating environment, or in response to the discovery of a significant vulnerability.

Entities are responsible for selecting the risk assessment approach they will use based on their needs and any applicable laws, regulations, and policies. Risk assessment results, and the decisions made based on these results, must be documented.

7. Cybersecurity Controls

7.1. Network and System Security[7]

[5] Multi-State Information Sharing & Analysis Center: NIST Cybersecurity Framework Information Security Policy.
[6] Multi-State Information Sharing & Analysis Center: NIST Cybersecurity Framework Information Security Policy.
[7] Multi-State Information Sharing & Analysis Center: NIST Cybersecurity Framework Information Security Policy.

1. Systems include but are not limited to servers, platforms, networks, communications, databases and software applications.
2. An individual or group must be assigned responsibility for maintenance and administration of any system deployed on behalf of the Authority. A list of assigned individuals or groups must be centrally maintained.
3. Security must be considered at system inception and documented as part of the decision to create or modify a system.
4. All systems must be developed, maintained and decommissioned in accordance with a secure system development lifecycle ("SSDLC").
5. Each system must have a set of controls commensurate with the classification of any data that is stored on or passes through the system.
6. Environments and test plans must be established to validate the system works as intended prior to deployment in production.
7. Separation of environments (e.g., development, test, quality assurance, production) is required, either logically or physically, including separate environmental identifications (e.g., desktop background, labels).
8. Formal change control procedures for all systems must be developed, implemented and enforced. At a minimum, any change that may affect the production environment and/or production data must be included.

Databases and Software (including in-house or third party developed and commercial off the shelf):

a. All software written for or deployed on systems must incorporate secure coding practices, to avoid the occurrence of common coding vulnerabilities and to be resilient to high-risk threats, before being deployed in production.
b. Once test data is developed, it must be protected and controlled for the life of the testing in accordance with the classification of the data.
c. Production data may be used for testing only if a business case is documented and approved in writing by the information owner and the following controls are applied:
    i. All security measures, including but not limited to access controls, system configurations and logging requirements for the production data are applied to the test environment and the data is deleted as soon as the testing is completed; or
    ii. sensitive data is masked or overwritten with fictional information.
d. Where technically feasible, development software and tools must not be maintained on production systems.
e. Where technically feasible, source code used to generate an application or software must not be stored on the production system running that application or software.
f. Scripts must be removed from production systems, except those required for the operation and maintenance of the system.
g. Privileged access to production systems by development staff must be restricted.

h. Migration processes must be documented and implemented to govern the transfer of software from the development environment up through the production environment.

Network Systems:

a. Connections between systems must be authorized by the executive management of all relevant entities and protected by the implementation of appropriate controls.
b. All connections and their configurations must be documented and the documentation must be reviewed by the information owner and the ISO/Designated Security Representative annually, at a minimum, to assure:
    i. the business case for the connection is still valid and the connection is still required; and
    ii. the security controls in place (filters, rules, access control lists, etc.) are appropriate and functioning correctly.
c. A network architecture must be maintained that includes, at a minimum, tiered network segmentation between:
    i. Internet accessible systems and internal systems;
    ii. systems with high security categorizations (e.g., mission critical, systems containing personal identifying information) and other systems; and
    iii. user and server segments.
d. Network management must be performed from a secure, dedicated network.
e. Authentication is required for all users connecting to internal systems.
f. Network authentication is required for all devices connecting to internal networks.
g. Only authorized individuals may capture or monitor network traffic.
h. A risk assessment must be performed in consultation with the ISO/Designated Security Representative before the initiation of, or significant change to, any network technology or project, including but not limited to wireless technology.

7.2. Access Control[8]

1. Require unique user IDs and strong passwords.
2. Enforce multi-factor authentication for remote or administrative access.
3. Limit access to sensitive data on a "least privilege" basis.

7.3. Data Protection[9]

1. Encrypt sensitive data at rest and in transit.
2. Regularly back up critical data and test restoration procedures.
3. Retain records according to the Authority's Records Retention Schedule.

[8] Ohio Township Association Cybersecurity Policy.
[9] Ohio Township Association Cybersecurity Policy.

8. Vulnerability Management[10]

1. Scanning/testing, mitigation, and cybersecurity breach notification to the ISO/Designated Security Representative provisions must be included in third party agreements.
2. All systems must be scanned for vulnerabilities before being installed in production and periodically thereafter.
3. All systems are subject to periodic penetration testing.
4. Penetration tests are required periodically for all critical environments/systems.
5. Where the Authority has outsourced a system to another entity or a third party, vulnerability scanning/penetration testing must be coordinated.
6. The output of the scans/penetration tests will be reviewed in a timely manner by the system owner. Copies of the scan report/penetration test must be shared with the ISO/Designated Security Representative for evaluation of risk.
7. Appropriate action, such as patching or updating the system, must be taken to address discovered vulnerabilities. For any discovered vulnerability, a plan of action and milestones must be created, and updated accordingly, to document the planned remedial actions to mitigate vulnerabilities.
8. Any vulnerability scanning/penetration testing must be conducted by individuals who are authorized by the ISO/Designated Security Representative. Any other attempts to perform such vulnerability scanning/penetration testing will be deemed an unauthorized access attempt.
9. Anyone authorized to perform vulnerability scanning/penetration testing must have a formal process defined, tested and followed at all times to minimize the possibility of disruption.

9. Operations Security[11]

1. All systems and the physical facilities in which they are stored must have documented operating instructions, management processes and formal incident management procedures related to information security matters which define roles and responsibilities of affected individuals who operate or use them.
2. System configurations must follow approved configuration standards.
3. Advance planning and preparation must be performed to ensure the availability of adequate capacity and resources. System capacity must be monitored on an ongoing basis.
4. Host-based firewalls must be installed and enabled on any workstations to protect them from threats and to restrict access to only that which is needed.
5. Controls must be implemented (e.g., anti-virus, software integrity checkers, web filtering) across systems where technically feasible to prevent and detect the introduction of malicious code or other threats.
6. Controls must be implemented to disable automatic execution of content from removable media.
7. Controls must be implemented to limit storage of information to authorized locations.

[10] Multi-State Information Sharing & Analysis Center: NIST Cybersecurity Framework Information Security Policy.
[11] Multi-State Information Sharing & Analysis Center: NIST Cybersecurity Framework Information Security Policy.

8. Controls must be in place to allow only approved software to run on a system and prevent execution of all other software.
9. All systems must be maintained at a vendor-supported level to ensure accuracy and integrity.
10. All security patches must be reviewed, evaluated and appropriately applied in a timely manner. This process must be automated, where technically possible.
11. Systems which can no longer be supported or patched to current versions must be removed.
12. Systems and applications must be monitored and analyzed to detect deviation from the access control requirements outlined in this Cybersecurity Policy, and record events to provide evidence and to reconstruct lost or damaged data.
13. Audit logs recording exceptions and other security-relevant events must be produced, protected and kept consistent with the Authority's Record Retention Schedules and requirements.
14. Monitoring systems must be deployed (e.g. intrusion detection/prevention systems) at strategic locations to monitor inbound, outbound and internal network traffic.
15. Monitoring systems must be configured to alert incident response personnel to indications of compromise or potential compromise.
16. Backup copies of Authority information, software, and system images must be taken regularly, but in no case less than [bi-annually].
17. Backups and restoration must be tested regularly. Separation of duties must be applied to these functions.
18. Procedures must be established to maintain information security during an adverse event. For those controls that cannot be maintained, compensatory controls must be in place.

10. Incident Response[12]

1. In the event of a cybersecurity incident or ransomware incident, as defined in O.R.C. § 9.64, the ISO/Designated Security Representative shall notify the following parties in the order listed:
    a. The executive director of the division of homeland security within the department of public safety, in a manner prescribed by the executive director, as soon as possible but not later than seven (7) days after the Authority discovers the incident;
    b. The auditor of state, in a manner prescribed by the auditor of state, as soon as possible but not later than thirty (30) days after the Authority discovers the incident; and
    c. Any other parties as required by law.
2. The Authority shall conduct a post-incident review and update policies as needed.
3. The Authority shall establish procedures for the repair and subsequent maintenance of information technology after a cybersecurity incident or ransomware incident.

11. Training Requirement

[12] O.R.C. § 9.64(D); *see also* National Institute of Standards and Technology ("NIST") Special Publication ("SP"): NIST SP 800-53a – Incident Response (IR), NIST SP 800-16, NIST SP 800-50, NIST SP 800-61, NIST SP 800-84, NIST SP 800-115.

All Authority employees shall complete cybersecurity training annually through the Ohio persistent cyber initiative program of the Ohio Cyber Range Institute or other cybersecurity training provided by the State of Ohio.[13]

12. Compliance and Review[14]

1. This Policy will be reviewed annually and updated to reflect changes in technology, law, and organizational needs.
2. Third party IT providers must submit evidence of compliance with this Policy to the ISO/Designated Security Representative upon written request.

13. Enforcement[15]

Violations of this Policy may result in disciplinary action up to and including termination of employment or contract, as well as potential civil and criminal penalties in accordance with applicable law.

14. Effective Date

The effective date of this Policy is [______], 2026.

[13] O.R.C. § 9.64(C)(6).
[14] Ohio Township Association Cybersecurity Policy.
[15] Ohio Township Association Cybersecurity Policy.

BOARD OF TRUSTEES
BROOK PARK NEW COMMUNITY AUTHORITY

The Board of Trustees (the "Board") of the Brook Park New Community Authority (the "Authority") met on July 22, 2026 at 11:00 a.m. at 17400 Holland Road, Brook Park, Ohio 44142, with the following members present:

M_. _________ introduced the following resolution and M_. ________ moved its passage:

RESOLUTION NO. 2026-08

A RESOLUTION ADOPTING A PUBLIC COMMENT POLICY

WHEREAS, the Brook Park New Community Authority (the "Authority") has been created and the Board of Trustees of the Authority (the "Board") has been appointed pursuant to the authority contained in Ohio Revised Code Chapter 349; and

WHEREAS, in accordance with the obligations imposed by Ohio Revised Code 121.22, the Board may establish a Public Comment Policy providing individuals wishing to make comments during Board meetings a fair and reasonable opportunity to do so; and

WHEREAS, the Board has determined to adopt the Public Comment Policy attached as Exhibit A to this Resolution (the "Policy").

NOW, THEREFORE, BE IT RESOLVED by the Board that:

Section 1. This Board hereby formally adopts the Policy.

Section 2. This Board hereby finds and determines that all formal actions taken relative to the passage of this Resolution were taken in an open meeting of this Board, and that all deliberations of this Board and of its committees, if any, which resulted in formal action, were taken in meetings open to the public, in full compliance with applicable legal requirements.

Section 3. This Resolution shall be in full force and effect immediately upon its passage.

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M_. ____________ seconded the motion and, after discussion, a roll call vote was taken and the results were:

Voting Aye: ____

Voting Nay: ____

Passed: ______________________, 2026 BROOK PARK NEW COMMUNITY AUTHORITY

Attest: ___________________________ ____________________________________

Secretary Chairperson

CERTIFICATE

The undersigned Secretary of the Board of Trustees of the Brook Park New Community Authority hereby certifies that the foregoing is a true copy of a resolution duly passed by the Board of Trustees of said Authority on July 22, 2026.

____

Secretary
Brook Park New Community Authority

Exhibit A

Public Comment Policy

[Attached]

<u>BROOK PARK NEW COMMUNITY AUTHORITY</u>

Procedure & Expectations for Public Comments During Meetings

The Brook Park New Community Authority (the "BPNCA") recognizes the importance of public comment that provides individuals a fair and reasonable opportunity to be heard that does not discriminate based on the identity or viewpoint of the speaker. During regular BPNCA meetings, the BPNCA welcomes comments on agenda items as well as items not on the agenda. The BPNCA typically does not take public comment at other meetings, such as committee meetings, but may do so depending on the topic(s) being discussed. The following rules apply to the provision of comments during BPNCA meetings:

1. Verbal comments must be limited to matters within the BPNCA's authority to take action under its governing documents and state law.

2. All verbal public comments must be made in person, regardless of whether the speaker is commenting on agenda items or non-agenda items. Individuals with unique circumstances that prohibit them from attending in person can contact the Secretary of the BPNCA to discuss an accommodation.

3. Individuals wishing to make comments verbally during a BPNCA meeting must complete a speaker slip or send an email request to speak and submit it to the Secretary of the BPNCA in advance of the start of the meeting.

4. Verbal comments on agenda items must be relevant and focused on the agenda item topic, and the Board may in its discretion choose to offer specific agenda time for verbal comments.

5. Verbal comments from the public are limited to three (3) minutes each.

6. Speakers shall not use language that incites or directs imminent unlawful action, threatens violence, or is defamatory or obscene.

7. Speakers may not yield their time to other speakers and shall only address the topic(s) they noted on the speaker slip. Comments shall not be frivolous or repetitive.

8. Any live stream of an BPNCA meeting may be suspended during the public comments portion of the meeting dedicated to non-agenda items. Comments provided during this portion of the meeting will be summarized in the meeting minutes.

9. The BPNCA desires to conduct orderly, efficient, and productive meetings to ensure the business of the BPNCA is conducted and completed in a timely fashion. Disorderly conduct that disrupts the meeting is prohibited.

It is BPNCA's usual practice to take the comments under advisement rather than responding to remarks during the meeting. Individuals can also provide comments to the BPNCA in written form via email.

BOARD OF TRUSTEES
BROOK PARK NEW COMMUNITY AUTHORITY

The Board of Trustees (the “Board”) of the Brook Park New Community Authority (the “Authority”) met on July 22, 2026 at 11:00 a.m. at 17400 Holland Road, Brook Park, Ohio 44142, with the following members present:

M_. _________ introduced the following resolution and M_. ________ moved its passage:

RESOLUTION NO. 2026-09

A RESOLUTION ADOPTING A CONFLICTS OF INTEREST POLICY

WHEREAS, the Brook Park New Community Authority (the “Authority”) has been created and the Board of Trustees of the Authority (the “Board”) has been appointed pursuant to the authority contained in Ohio Revised Code Chapter 349; and

WHEREAS, the Board has deemed it necessary to establish the policies by which conflicts of interest will be handled, as set forth in the conflicts of Interest Policy attached to this Resolution as Exhibit A (the “Conflicts of Interest Policy”); and

WHEREAS, the Board seeks to adopt the Conflicts of Interest Policy.

NOW, THEREFORE, BE IT RESOLVED by the Board that:

Section 1. This Board hereby formally adopts the Conflicts of Interest Policy, together with such supplements, amendments, additions, supersessions and changes to it as may from time to time be adopted by the Board.

Section 2. This Board hereby finds and determines that all formal actions taken relative to the passage of this Resolution were taken in an open meeting of this Board, and that all deliberations of this Board and of its committees, if any, which resulted in formal action, were taken in meetings open to the public, in full compliance with applicable legal requirements.

Section 3. This Resolution shall be in full force and effect immediately upon its passage.

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M_. ____________ seconded the motion and, after discussion, a roll call vote was taken and the results were:

Voting Aye: ____

Voting Nay: ____

Passed: _____________________, 2026

BROOK PARK NEW COMMUNITY AUTHORITY

Attest: ___________________________ ____________________________________

Secretary Chairperson

<u>CERTIFICATE</u>

The undersigned Secretary of the Board of Trustees of the Brook Park New Community Authority hereby certifies that the foregoing is a true copy of a resolution duly passed by the Board of Trustees of said Authority on July 22, 2026.

____

Secretary
Brook Park New Community Authority

Exhibit A

Conflicts of Interest Policy

[Attached]

BROOK PARK NEW COMMUNITY AUTHORITY
CONFLICTS OF INTEREST POLICY

I. PURPOSE

It is policy of the Brook Park New Community Authority (the "Authority") to carry out its mission in accordance with the strictest ethical guidelines in order to foster confidence in the integrity of the Authority. The purpose of this Conflicts of Interest Policy (the "Policy") is to protect the interest of the public and the Authority when the Authority contemplates entering into transactions or arrangements that might benefit the private interests of the members of the Board of Trustees of the Authority (the "Board") or Authority employees.

All Authority employees and members of the Board are public employees and are expected to avoid favoritism, bias, and the appearance of impropriety in all Authority transactions. Authority employees and Board members are subject to Ohio's ethics laws and are expected to be familiar with Ohio's ethics laws. This Policy is intended to supplement, but not replace, any applicable state laws governing conflicts of interest applicable to a public agency.

II. DEFINITIONS

"Interested Person" means any Authority employee, Board member, or member of a committee or subcommittee with Board delegated powers who has a direct or indirect Interest, as defined below.

"Interest" means a person who has, directly or indirectly, through business, investment or family:

a. an ownership or investment interest in any entity with which the Authority has or is negotiating a contract, transaction or arrangement;

b. outside private employment, a job offer, or other compensation arrangement with any entity or individual with which the Authority has a transaction or arrangement; or

c. a fiduciary interest, even in an unpaid capacity, in any entity with which the Authority has or is negotiating a contract, transaction or arrangement.

"Compensation" means direct or indirect remuneration, including substantial gifts or favors.

III. PROCEDURES

A. **<u>Duty to Disclose</u>**. All Authority employees and Board members have a duty to remain vigilant to potential conflicts of interest and to immediately disclose the existence of any potential conflict as soon as such potential conflict is recognized. Potential conflicts should be reported to the Chairperson or his or her designee. The Interested Person must immediately withdraw from all activity on behalf of the Authority related to any matter that is suspected of causing a conflict of interest until the conflict is resolved or disproven.

B. **Addressing the Conflict of Interest**. The Chairperson or his or her designee shall review the material facts with the Interested Person and, if necessary, confer with the Ohio Ethics Commission or Authority legal counsel to identify the nature and scope of the conflict. The Chairperson or its designee will also determine whether the Interested Person must continue to withdraw from all Authority matters involving the Interest and whether such withdrawal effectively avoids the conflict without undue disruption to Authority's business.

Determination regarding the appropriate management of conflicts of interest will be made by the Chairperson or his or her designee. If the Chairperson is the Interested Person, such determinations will be made by the Vice-Chairperson.

C. **Violations of the Conflicts of Interest Policy**. If any Authority employee or member of the Board has reasonable cause to believe that a colleague has failed to disclose actual or possible conflicts of interest, he or she shall inform the Chairperson or his or her designee.

If, after making such further investigation as may be warranted in the circumstances, the Chairperson or his or her designee determines that the Authority employee or Board member has in fact failed to disclose an actual or potential conflict of interest, the Chairperson shall take appropriate disciplinary and corrective action. Any failure to abide by this Policy will result in discipline and may result in civil or criminal sanctions under the law.

IV. ANNUAL STATEMENTS

Each Authority employee and Board member shall annually sign a statement which affirms that such person has received, read and understands this Policy and has, to the best of such person's actual knowledge, complied with the Policy at all times.

BOARD OF TRUSTEES
BROOK PARK NEW COMMUNITY AUTHORITY

The Board of Trustees (the "Board") of the Brook Park New Community Authority (the "Authority") met on July 22, 2026 at 11:00 a.m. at 17400 Holland Road, Brook Park, Ohio 44142, with the following members present:

M_. _________ introduced the following resolution and M_. ________ moved its passage:

RESOLUTION NO. 2026-10

A RESOLUTION PROVIDING FOR THE APPROVAL OF THAT CERTAIN SEAT RIGHTS MARKETING, SALES, AND RELATED SERVICES AGREEMENT BY AND BETWEEN THE AUTHORITY AND PRIMACY DEVELOPMENT, LLC

WHEREAS, the Brook Park New Community Authority (the "Authority") has been created and the Board of Trustees of the Authority (the "Board") has been appointed pursuant to the authority contained in Ohio Revised Code Chapter 349; and

WHEREAS, Section 349.06(I) of Chapter 349 permits the Authority to enter into contracts and agreements; and

WHEREAS, the Authority seeks to authorize the execution and delivery by the Authority of a Seat Rights Marketing, Sales, and Related Services Agreement (the "Agreement") by and between the Authority and Primacy Development, LLC, a Delaware limited liability company.

NOW, THEREFORE, BE IT RESOLVED by the Board that:

Section 1. Approval. Either the Chairperson of the Authority or the Vice Chairperson of the Authority shall execute, acknowledge and deliver, in the name of the Authority, the Agreement in substantially the form attached hereto as Exhibit A, and that form is hereby approved, with any changes not substantially adverse to the Authority as may be permitted by the Chapter 349, and the approval of those completions or changes, and that any changes are not substantially adverse to the Authority shall be conclusively evidenced by the execution by either the Chairperson of the Authority or the Vice Chairperson of the Authority of the Agreement. The performance of the Agreement by the Authority and its officers is hereby approved by the Authority. To the extent that any funds are owed by the Authority under the Agreement, those funds are hereby appropriated by the Authority.

Section 2. Other Documents and Further Actions. The Chairperson or Vice Chairperson of the Authority, alone or together, are further authorized and directed to execute any certifications, documents, statements, assignments, agreements, and instruments, and to take such further actions as are necessary or appropriate to effect or consummate the transactions contemplated in the Agreement, so long as such actions are not inconsistent with this resolution, not materially adverse to the Authority, and are permitted by Chapter 349. The determination that such actions and any documents executed pursuant to those actions are not materially adverse to the Authority shall be evidenced conclusively by the taking of those actions or execution of those documents by those officials. All actions taken by the officers and officials of the Authority and of this Board in connection with the Agreement prior to the date of this resolution are hereby ratified and approved.

Section 3. Effective Date. This Resolution shall be in full force and effect immediately upon its passage.

Section 4. Compliance with Open Meeting Law. This Board hereby finds and determines that all formal actions taken relative to the passage of this Resolution were taken in an open meeting of this Board, and that all deliberations of this Board and of its committees, if any, which resulted in formal action, were taken in meetings open to the public, in full compliance with applicable legal requirements, including Ohio Revised Code Section 121.22.

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M_. ____________ seconded the motion and, after discussion, a roll call vote was taken and the results were:

Voting Aye: ____

Voting Nay: ____

Passed: ____________________, 2026

BROOK PARK NEW COMMUNITY AUTHORITY

Attest: ____________________________ ______________________________________

Secretary Chairperson

CERTIFICATE

The undersigned Secretary of the Board of Trustees of the Brook Park New Community Authority hereby certifies that the foregoing is a true copy of a resolution duly passed by the Board of Trustees of said Authority on July 22, 2026.

____

Secretary

Brook Park New Community Authority

Exhibit A

Seat Rights Marketing, Sales, and Related Services Agreement

[Attached]