GATEWAY ECONOMIC DEVELOPMENT CORPORATION
OF GREATER CLEVELAND
BOARD OF TRUSTEES MEETING AGENDA

Wednesday, May 1, 2024 @ 11:00 am
Location: North Point Tower
1001 Lakeside Ave., Suite 1400 | Cleveland, OH 441114

I. **Minutes**
   a. Review Minutes from April 17, 2024
   b. Approval of Minutes

II. **Public Comments**

III. **Board Chair Comments:** Virginia Benjamin

IV. **Second Read**

   a. **Rocket Mortgage Fieldhouse**
      i. Bird Film – Todd Greathouse
         1. Resolution 2024-7
   b. **Guardians**
      i. Subroof – Todd Greathouse
         1. Resolution 2024-8
      ii. FF&E Admin Building- Scott Simpkins
         1. Resolution 2024-9

V. **Next Board Meetings –**

   a. Wednesday, June 12, 2024 @ 11:00am
   b. Wednesday, September 18, 2024 @ 11:00am
   c. Wednesday, November 13, 2024 @ 11:00am

GATEWAY ECONOMIC DEVELOPMENT
CORPORATION OF GREATER CLEVELAND

Minutes of a Meeting of the
Board of Trustees

Held on April 17, 2024
11:00 o'clock a.m.

Offices of
Mansour Gavin, LPA
1001 Lakeside Avenue, Suite 1400
Cleveland, Ohio

There being a quorum present, Ms. Benjamin called the meeting to order at approximately 11:00 a.m. Board members Virginia Benjamin, Debbie Berry, Bryce Sylvester and Ahmed Abonamah were present. Board member Davida Russell was absent. Also present from Gateway were Todd Greathouse, Daniella Nunnally, Paul Valvoda, Samantha Catron and Kaitlin LeBlanc, as well as Dennis Wilcox and Scott Simpkins as Gateway's General Counsel. Present for Cuyahoga County was Katie Gallagher. Present from the Cavaliers were Antony Bonavita, Michael Lathrop and Timm Naso. Present from the Guardians were Joe Znidarsic, Neil Weiss, Rich Dorffer and Max Kosman. Present from the public was William Tarter.

Ms. Benjamin opened the meeting introducing herself as the new joint City and County Board appointee and thanking the City and County for their confidence in her appointment and expressing her enthusiasm for the new position. The Board then proceeded to consideration of Resolution Nos. 2024-1 through 2024-3 relating to the seating of the new directors. Mr. Simpkins then introduced Resolution No. 2024-1 for the approval of Ms. Benjamin to serve on the Board of Trustees as the City and County's joint appointee to replace Ken Silliman with her term to commence immediately and to expire May 31, 2027. Based on the presentation and motion by Mr. Abonamah and seconded by Ms. Berry, the following Resolution No. 2024-1 was approved by the Board 3-0 with Ms. Benjamin not voting:

RESOLUTION NO. 2024-1

REGARDING SEATING OF VIRGINIA BENJAMIN
AS THE JOINT APPOINTMENT MEMBER OF THE BOARD OF
TRUSTEES OF GATEWAY ECONOMIC DEVELOPMENT
CORPORATION OF GREATER CLEVELAND

WHEREAS, Kenneth Silliman was previously appointed as a member of the Corporation's Board of Trustees as the joint appointment for the City of Cleveland and Cuyahoga County and served as Chairman for the Corporation's Board of Trustees; and

WHEREAS, Kenneth Silliman resigned from the Board of Trustees and as Chairman; and

WHEREAS, the Board has been notified by the Mayor of the City of Cleveland and Cuyahoga County Executive that they wish to designate Virginia Benjamin, to serve as the joint appointee of the City and County for the term commencing immediately and expiring May 31, 2027; and

WHEREAS, such appointment was confirmed by the Council of the County by Resolution No. R2024-0043 and concurrence by the Mayor of the City of Cleveland.

NOW, THEREFORE, BE IT RESOLVED, that Virginia Benjamin be and hereby is seated as a member of the Board of Trustees and as a member of the Corporation as the joint appointee to replace Kenneth Silliman, such term to commence immediately and to expire May 31, 2027, subject to reappointment by the Mayor and County Executive.

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Mr. Simpkins then introduced Resolution No. 2024-2 for the approval of Ms. Berry's appointment to serve on the Board of Trustees as the County's ex officio appointee with her term to commence immediately and to expire May 31, 2027. Based on the presentation and motion by Mr. Abonamah and seconded by Ms. Benjamin, the following Resolution No. 2024-2 was approved by the Board 3-0 with Ms. Berry not voting:

RESOLUTION NO. 2024-2

REGARDING SEATING OF DEBBIE BERRY
AS EX OFFICIO MEMBER OF THE BOARD OF TRUSTEES
OF GATEWAY ECONOMIC DEVELOPMENT
CORPORATION OF GREATER CLEVELAND

WHEREAS, Matthew P. Carroll was previously appointed as a member of the Corporation's Board of Trustees as the ex officio member for Cuyahoga County in 2011 and served as Vice Chairman for the Corporation's Board of Trustees; and

WHEREAS, Matthew P. Carroll resigned from the Board of Trustees and as Vice Chairman; and

WHEREAS, the Board has been notified by the County Executive that the County wishes to appoint Debbie Berry, Deputy Chief of Staff of Integrated Development of Cuyahoga County, to serve as the County's ex officio member for the term commencing immediately and expiring May 31, 2027; and

WHEREAS, such appointment was confirmed by the Council of the County by Resolution No. R2024-0041.

NOW, THEREFORE, BE IT RESOLVED, that Debbie Berry be and hereby is seated as a member of the Board of Trustees and as a member of the Corporation as the County's ex officio member, such term to commence immediately and to expire May 31, 2027, subject to reappointment by the County Executive.

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Mr. Simpkins then introduced Resolution No. 2024-3 for the approval of Mr. Sylvester to serve on the Board of Trustees as one of the County's appointees to replace Ron King with his term to commence immediately and to expire May 31, 2027. Based on the presentation and motion by Ms. Berry and seconded by Mr. Abonamah, the following Resolution No. 2024-3 was approved by the Board 3-0 with Mr. Sylvester not voting:

RESOLUTION NO. 2024-3

REGARDING SEATING OF BRYCE SYLVESTER
AS A MEMBER OF THE BOARD OF TRUSTEES
OF GATEWAY ECONOMIC DEVELOPMENT
CORPORATION OF GREATER CLEVELAND

WHEREAS, Ron King was previously appointed as a member of the Corporation's Board of Trustees as an appointee of Cuyahoga County on August 10, 2022 for the term expiring May 31, 2027; and

WHEREAS, Ron King resigned from the Board of Trustees and the County has designated his replacement; and

WHEREAS, the Board has been notified by the Cuyahoga County Executive that the County wishes to appoint Bryce Sylvester to serve as an appointee of the County for the term commencing immediately and expiring May 31, 2027; and

WHEREAS, such appointment was confirmed by the Council of the County by Resolution No. R2024-0042.

NOW, THEREFORE, BE IT RESOLVED, that Bryce Sylvester be and hereby is seated as a member of the Board of Trustees and as a member of the Corporation as Cuyahoga County's appointee to replace Ron King, such term to commence immediately and to expire May 31, 2027, subject to reappointment by the County Executive.

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Mr. Simpkins then stated the next agenda item was the election of officers and asked if there was a motion for the election of Ms. Benjamin as Chair. Ms. Berry made a motion to elect Ms. Benjamin as Chair and the motion was seconded by Mr. Abonamah and the motion passed by a vote of the Board 3-0 with Ms. Benjamin not voting. Mr. Simpkins then asked if there was a motion for the election of Ms. Berry as Vice Chair. Ms. Benjamin made a motion to elect Ms. Berry as Vice Chair and the motion was seconded by Mr. Sylvester and the motion passed by a vote of the Board 3-0 with Ms. Berry not voting. Mr. Simpkins then asked if there was a motion for the election of Mr. Abonamah as Treasurer and Secretary. Ms. Berry made a motion to elect Mr. Abonamah as Secretary and Treasurer and the motion was seconded by Ms. Berry and the motion passed by a vote of the Board 3-0 with Mr. Abonamah not voting.

Ms. Benjamin, as Chair, then asked for approval of the Minutes of the November 15, 2023 meeting. Upon motion made by Mr. Abonamah, and seconded by Ms. Berry, the Minutes were approved 4-0.

Ms. Benjamin then asked if there were any public comments. Mr. Tarter first thanked the Gateway staff for sending out the Board materials in advance of the meeting. He then asked a question regarding the cost of the currently approved projects for BAS, AHU replacement and lower bowl seating and also asked if there was an updated projection of capital repairs for the facilities. Ms. Benjamin responded that she would suggest any questions be submitted in writing to Gateway for response.

Ms. Benjamin then proceeded to her Chair comments. She said as a new Board member she would keep her Chair comments brief but did comment on what a great asset Gateway is to the greater Cleveland community and reiterated her excitement to proceed in her new role as Chair of the Gateway Board. She then referred to Mr. Greathouse to present his Executive Director report.

Mr. Greathouse initially introduced the Gateway staff in attendance to the new Board members and offered a short explanation of their titles and duties for the organization. He then proceeded to provide an update on the projects at the FieldHouse. With regard to the $16.5 million Video Production and Broadcast Cabling project, he noted that contracts had been negotiated and recently executed with all four of the different contractors for the project. The need for separate contractors arose on the project because of the unique needs and technological expertise of the project including differing needs for cabling, integration, and general construction trades. He thanked the Cavaliers for their project management and knowledge and expertise in the necessary broadcast and technology specialty areas and stated that the project is slated to be completed in September 2024. Moving on to the $7.9 million vertical transportation/elevator project at the FieldHouse, he stated that the project is currently in pre-bid walk throughs and, due to the complex nature of integrating the project with a facility that regularly has events, the project is scheduled to have a two year installation time frame.

Mr. Greathouse then gave a brief summary of the status of the projects at the Ballpark. First, he stated that the BAS project is proceeding on schedule and explained that BAS stands for Building Automation System and essentially the BAS system is a system of monitors and sensors used to control the Ballpark's electricity and HVAC systems, acting as the facilities central nervous system. To that end, the air handling unit projects are likewise proceeding in coordination with the Ballpark Improvement Project, with installations currently occurring in four locations. Lastly, he stated that the internet protocol television ("IPTV") project is in its initial stages and likewise is being coordinated with installations being performed as part of the Ballpark Improvement Project.

Mr. Greathouse then gave an update on the Gateway site, explaining that the Gateway site consists of 32 acres and within that footprint there is a substantial amount of landscaping and concrete to maintain and repair. The Teams generally share the cost of maintaining the Gateway site and Plaza but Mr. Greathouse did want to take the opportunity to advise the Board that, much like the Ballpark and FieldHouse, the Plaza and Gateway site is also 30 years old and Gateway is currently conducting a facilities condition assessment of the Gateway site, with likely future needs for bollards replacement and concrete replacement. Mr. Greathouse said he would continue to work with the Teams on the nature of these maintenance and repair items and will update the Board in the future. Ms. Berry then inquired about the tent on the Plaza acting as the Guardians' temporary team shop. Mr. Greathouse confirmed that the temporary team shop is located on the Plaza only while the team shop in the Ballpark is renovated but that the Guardians have agreed to replace the grass underlying the location of the temporary team shop. Mr. Simpkins then advised that the Guardians and Gateway have entered into a license agreement whereby the Guardians have agreed to repair any damage caused by the use of the Plaza for the temporary team shop.

Mr. Kosman then gave a brief update on the status of the Ballpark Improvement Project. He stated that work has been completed on the three elements that were slated to be open by Opening Day 2024. These include: (1) the Terrace Garden which is located in the upper deck of left field; (2) the Paul Davis Pennant District which is located in the upper deck of right field; and (3) the new E. 9th Street Building, which now houses the Ballpark commissary and allowed the relocation of food service from the service area below the lower bowl seating area. Mr. Kosman stated with regard to Phase II of the Ballpark Improvement Project, some of that work has begun but most will be performed during the 2024-2025 offseason, with Phase II slated to be complete by Opening Day 2025. These projects include: (1) the North Coast Social and Terrace Hub; (2) the new Dugout Club; (3) renovation of the service level and clubhouses; and (4) renovation of and addition of a fifth floor to the Administration Building.

Ms. Nunnally then gave an update on the lower bowl seating replacement project. She stated that approximately sixty-five percent (65%) of the seats in the lower bowl have now been replaced. The balance were not able to be replaced during this past offseason due to work being performed in those areas as part of the Ballpark Improvement Project, but the remaining areas will be replaced during the 2024/2025 offseason. As part of this project, the underlying concrete has been remediated and waterproofed with new traffic coating installed to protect the concrete seating decks. In addition, handrails were remediated or replaced as needed. Mr. Sylvester asked if anything came up during the first phase of the seat replacement that causes concern or could help with the next phase of the seating replacement projects. Ms. Nunnally responded that weather is the biggest factor for the project, especially as it relates to the concrete work being done contemporaneously and that coordination of the work to allow some in-season work to be performed during the good weather season would be helpful.

Mr. Greathouse then introduced Mr. Bonavita of the Cavaliers to introduce the installation of bird deterrent film on the glass façade of the FieldHouse as a Major Capital Repair project. Mr. Bonavita first thanked everyone including Gateway staff and the Guardians for their assistance with ensuring a successful Women's NCAA Final Four at the FieldHouse. He noted the record viewership for both Friday's semifinals (14 million) and for the Sunday finals (18 million) and the impact that the Tournament had not only on the FieldHouse but more broadly on the City and region. Moving on to the Bird Deterrent Film, he noted that the FieldHouse glass façade was designed in 2016 as part of the Transformation Project and at the time it was designed, there were plans to build a large development across the street called the Nucleus Project. When the Nucleus Project failed to proceed, that meant that the FieldHouse glass façade had nothing across the street to limit the flight path of birds to the FieldHouse façade. He said the issue of birds flying into the FieldHouse façade first came up in 2021 and at that time the Cavaliers tried adjusting lighting in the facility to reduce the incidents of birds flying into the façade, but the lighting adjustments had minimal effect on the on-going problem. Due to the need to order material and begin the project as soon as possible to ensure the bird film is installed before the Fall 2024 bird migration season, Mr. Bonavita asked that the project be approved at this first reading. He then asked Mr. Lathrop to further discuss the proposed project. Mr. Lathrop stated that we are currently in the Spring bird migration cycle which runs from March through May, and the Fall bird migration schedule will run from August through November. He said the issue is that the birds see the reflected sky and tree habitat in the glass reflection, which is what causes the birds to fly into the glass façade. Mr. Lathrop stated that the Cavaliers have been working with Lights Out Cleveland and the Ohio Bird Conservation Coalition to find a solution. After finding that the light adjustments did not solve the problem, they began to work with their structural engineer and looked at three glass film options. One of the options detracted from the look of the facility, one did not seem to have any appreciable impact to the number of bird strikes, but the third option seemed to be effective and not impact the aesthetics of the facility. Essentially, the film is invisible to the human eye but visible to birds.

Mr. Bonavita then asked if there were any questions. Mr. Greathouse asked whether the Cavaliers were agreeing to pull the previously approved Major Capital Repair project for replacement of the upper bowl curtain wall in exchange for the bird deterrent film project. Mr. Bonavita confirmed that the Cavaliers agreed to withdraw the prior curtain wall project in exchange for the bird film project. Ms. Berry then asked when the Cavaliers started their investigation of the bird strike issue. Mr. Bonavita responded the investigation began in 2021 when Lights Out Cleveland and County Councilperson Simon reached out to the Cavaliers. There was then a discussion about the number of bird strikes in any given day or migration season. Mr. Greathouse referenced a recent Scene Magazine article that identified 927 birds in the Fall 2023 migration season. Mr. Lathrop referenced information from Lights Out Cleveland indicating the number of bird strikes as being 5,000 birds and showed his cell phone with a spreadsheet reference and agreed to share a copy of the data with Gateway. Ms. Berry then asked how long the film is expected to last after installation since it is installed on the glass exterior. Mr. Lathrop indicated that the life span is estimated to be 4 to 5 years. Mr. Sylvester asked why the Cavaliers are looking to do this and Mr. Bonavita responded that it is the right thing to do and that is why they are reprioritizing the project. He claimed that currently the bird group is cleaning up the birds daily and that otherwise, it would be the responsibility of Gateway's maintenance crew. Mr. Sylvester asked if there is some way to see if there is a functional improvement to the number of strikes and Mr. Lathrop stated the system has been 80-90 percent effective in the lab. Mr. Bonavita mentioned County Councilperson Simon's instruction to the Cavaliers that this needs to be fixed. Ms. Berry noted that the Cuyahoga County Convention & Visitors Bureau voted to approve some type of film installation for the Convention Center, although the details are still being investigated. Mr. Greathouse noted that Gateway staff checked a number of the references and Brookstone Properties stated the film installation has been effective and that it was also installed on a building in the Zion National Forest.

Mr. Abonamah asked if this is something that would have been included in the Transformation Project if Nucleus had not been planned. Mr. Bonavita responded affirmatively and said they are including it in the new Bedrock project on the Cuyahoga River. Mr. Abonamah then asked whether future development on the former Nucleus site would negate a need for future replacement of the bird film. Mr. Bonavita said any project at the site is likely 6 to 8 years out so the answer is, maybe yes. Mr. Abonamah also asked whether they investigated potential grant funding and Mr. Bonavita responded, not yet. Mr. Bonavita confirmed that the curtain wall funds are all the Cavaliers are seeking by this request, notwithstanding that the first read request letter references a $1 million project cost and they will be looking to see what they can do to get the project done in advance of the Fall migration cycle. Mr. Sylvester asked whether the Cavaliers will be coming back for the curtain wall replacement and Mr. Bonavita stated it is not a priority at this time. Ms. Berry asked Mr. Simpkins whether the project fits within the lease definition of a Major Capital Repair. Mr. Simpkins stated it is in excess of the $500,000 threshold, but that there is some question as to whether it fits the design defect or other definitions of Capital Repair under the lease, and that is why we engage in the two-read process to vet these issues. Ms. Benjamin then stated the Board is not inclined to approve on a first read, but suggested the possibility of moving up the May Board meeting to accommodate the need to begin the project if the project were to be approved and we would discuss this further at the end of the meeting when discussing the Board meeting calendar.

Mr. Simpkins then addressed the Guardians first read for subroof replacement. He noted that the subroof has been a topic of discussion between Gateway and the Guardians since the May 2023 Board meeting when it was first discussed as a potential project to be performed in coordination with the Ballpark Improvement Project. Mr. Simpkins then explained that the subroof is essentially a gutter system installed under the lower bowl concrete seat decks to protect the underlying service area where the clubhouse, dugouts, training and other facilities are located. When the parties first began discussing replacement of the subroof, Gateway retained Osborn to perform an analysis of the existing subroof system and Osborn found that portions of the subroof were obsolete and should be replaced but that there were significant portions that could likely remain in place. As part of the Ballpark Improvement Project, the Guardians retained WJE as a consultant to likewise perform an assessment of the existing subroof system. WJE recommended replacement of the entire subroof system but noted that it may be possible to retain a portion of the existing system once it could be visually inspected. Mr. Simpkins explained that, because the gutter system hangs under the concrete decks, it is difficult if not impossible to visually inspect the inside of the gutter system until the system parts are removed during demolition. Because no one knows the true condition of the subroof until it is removed and visually inspected, Gateway discussed with the Guardians splitting the cost of the subroof replacement at this time. The total cost of demolition and replacement is approximately $5.4 million, with a split being $2.7 million each. Assuming the project proceeds, the plan is to visually inspecting the existing subroof to see if current areas of the subroof can be retained without replacement, thereby resulting in a reduction of the overall project cost and saving unnecessary construction costs. Gateway and the Guardians wanted to advise the Board that we will be presenting this shared-cost proposal with the Board at the next meeting as a second read for consideration and we have been advised by the BIP construction manager that timing is critical because of the lead time needed to acquire certain of the materials for the subroof replacement project.

The next agenda item was the Guardians Major Capital second read items. Mr. Simpkins began the presentation by addressing the Service Level/E. 9th Street Food & Beverage Equipment and Terrace Hub Food & Beverage Equipment replacement projects. After passing out handouts identifying the various categories of equipment being requested for the two locations, Mr. Simpkins stated that TriMark was hired as the Food & Beverage consultant for the Ballpark Improvement Project and had prepared an analysis of the current Ballpark F&B equipment and the future F&B equipment needs. He also explained that Food Strategy prepared a peer review of TriMark's assessments and that Gateway staff received copies of the TriMark assessments and the Food Strategy peer review assessments as part of Gateway's due diligence review of the Guardians F&B equipment requests. As set forth in the assessments, the equipment sought to be replaced was all well beyond its useful life and for the most part, original to the Ballpark. Also notable was that a substantial amount of existing F&B equipment was being reused and a substantial amount of new equipment was being purchased as part of the Ballpark Improvement Project. Specifically, for the service level area F&B, the Major Capital Repair request was for $835,238 (which was approximately $160,000 lower than the initial request), with another $433,000 in reused equipment, and an additional $1.088 million of equipment being purchased as part of the BIP. Similarly, for the Terrace Hub F&B, the Major Capital Repair request was for $1,395,936 (which was approximately $95,000 higher than the initial request), with another $731,405 in reused equipment, and an additional $1.008 million of equipment being purchased as part of the BIP. Mr. Simpkins then noted that as set forth in the TriMark assessments, all of the F&B equipment is past its useful life and therefore, within the definition of Capital Repair under the lease. Hearing no further questions, Mr. Simpkins then introduced Resolution No. 2024-4 recommending approval of the Service Level/E. 9th Street Food & Beverage Equipment Replacement project for the Ballpark as a Major Capital Repair. Based on the presentation and motion of Mr. Abonamah and seconded by Ms. Berry, the following Resolution 2024-4 was approved unanimously 4-0 by the Board:

RESOLUTION NO. 2024-4

REGARDING RECOMMENDATION WITH RESPECT TO
REQUESTS FOR MAJOR CAPITAL REPAIRS FROM
THE CLEVELAND GUARDIANS
BASEBALL COMPANY LLC

WHEREAS, Gateway Economic Development Corporation of Greater Cleveland ("Gateway") has agreed to provide for Major Capital Repairs as defined in the Lease (the "Lease") between Gateway and The Cleveland Guardians Baseball Company, LLC ("Guardians"); and

WHEREAS, the Board of Gateway has previously notified the City of Cleveland, Ohio ("City") and Cuyahoga County ("County") that Gateway does not have sufficient funds to pay Major Capital Repairs as defined in the Lease and requested the respective appointing authorities of Gateway, the City and the County, to consider such funding of Major Capital Repairs; and

WHEREAS, on June 13, 2012 the Board adopted Resolution No. 2012-1 setting forth its policies and procedures with respect to Major Capital Repairs ("Policy"); and

WHEREAS, the Cleveland Guardians have submitted a request for approval of Major Capital Repairs to the Ballpark under the Lease for: Service Level/E. 9th Street Food & Beverage Equipment Replacement; and

WHEREAS, the Board has reviewed such request and pursuant to the Policy has received information from its staff and professional consultants recommending approval of such items as Major Capital Repairs; and

WHEREAS, the Gateway Board desires to recommend approval of the Major Capital Repairs request from the Cleveland Guardians as further described in Exhibit A attached hereto.

NOW, BE IT RESOLVED, that the Board of Trustees of Gateway, on behalf of Gateway, finds that the requested Major Capital Repairs from the Cleveland Guardians for the Ballpark, attached as Exhibit A hereto, are Major Capital Repairs under the Lease and are hereby recommended for approval.

BE IT FURTHER RESOLVED, that this Resolution, including the attached Exhibit A, constitutes Gateway's recommendation under the Policy and shall be forwarded to the City and the County forthwith and Gateway shall continue to provide information to the City and the County as requested to support this recommendation.

BE IT FINALLY RESOLVED, that the Board respectfully requests the County or City make a decision as to this recommendation no later than May 31, 2024.

Exhibit A

Ballpark Major Capital Repair

Service Level / E. 9th Street Food & Beverage Equipment Replacement	$ 835,238.00

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Mr. Simpkins then introduced Resolution No. 2024-5 recommending approval of the Terrace Hub Food & Beverage Equipment Replacement project for the Ballpark as a Major Capital Repair. Based on the presentation and motion of Ms. Berry and seconded by Mr. Abonamah, the following Resolution 2024-5 was approved unanimously 4-0 by the Board:

RESOLUTION NO. 2024-5

REGARDING RECOMMENDATION WITH RESPECT TO
REQUESTS FOR MAJOR CAPITAL REPAIRS FROM
THE CLEVELAND GUARDIANS
BASEBALL COMPANY LLC

WHEREAS, Gateway Economic Development Corporation of Greater Cleveland ("Gateway") has agreed to provide for Major Capital Repairs as defined in the Lease (the "Lease") between Gateway and The Cleveland Guardians Baseball Company, LLC ("Guardians"); and

WHEREAS, the Board of Gateway has previously notified the City of Cleveland, Ohio ("City") and Cuyahoga County ("County") that Gateway does not have sufficient funds to pay Major Capital Repairs as defined in the Lease and requested the respective appointing authorities of Gateway, the City and the County, to consider such funding of Major Capital Repairs; and

WHEREAS, on June 13, 2012 the Board adopted Resolution No. 2012-1 setting forth its policies and procedures with respect to Major Capital Repairs ("Policy"); and

WHEREAS, the Cleveland Guardians have submitted a request for approval of Major Capital Repairs to the Ballpark under the Lease for: Terrace Hub Food & Beverage Equipment Replacement; and

WHEREAS, the Board has reviewed such request and pursuant to the Policy has received information from its staff and professional consultants recommending approval of such items as Major Capital Repairs; and

WHEREAS, the Gateway Board desires to recommend approval of the Major Capital Repairs request from the Cleveland Guardians as further described in Exhibit A attached hereto.

NOW, BE IT RESOLVED, that the Board of Trustees of Gateway, on behalf of Gateway, finds that the requested Major Capital Repairs from the Cleveland Guardians for the Ballpark, attached as Exhibit A hereto, are Major Capital Repairs under the Lease and are hereby recommended for approval.

BE IT FURTHER RESOLVED, that this Resolution, including the attached Exhibit A, constitutes Gateway's recommendation under the Policy and shall be forwarded to the City and the County forthwith and Gateway shall continue to provide information to the City and the County as requested to support this recommendation.

BE IT FINALLY RESOLVED, that the Board respectfully requests the County or City make a decision as to this recommendation no later than May 31, 2024.

Exhibit A

Ballpark Major Capital Repair

Terrace Hub Food & Beverage Equipment Replacement	$ 1,395,936.00

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Mr. Greathouse then presented the second read presentation for the Administration Building Elevators Replacment project. He noted this project was originally presented by Mr. Kosman with an original projected project cost of $665,000. The reason for the elevator project is to become current code compliant, which requires elevator cab sizes large enough to accommodate a stretcher to lie flat in the elevator. The current elevator cabs are too small to accommodate a stretcher lying flat in the elevators and Mr. Greathouse passed out handouts showing this. During due diligence Mr. Greathouse learned from his discussions with the City of Cleveland Chief Elevator Inspector that if the additional floor was not added to the Administration Building as part of the BIP, the exiting elevators may have remained grandfathered under the old building code and it may not have been necessary to expand the cab size. However, the City's Chief Building Inspector has made clear that expansion of the elevator cabs to make them compliant with current code is necessary as a result of the significant improvements being made to the Administration Building. In referring to the 2022 Ballpark FCA, Mr. Greathouse also noted that the FCA recommended a complete elevator upgrade to the Administration Building elevators within 1 to 5 years and we are currently half-way through that time period already. The FCA estimated budget for the elevator project was $640,000. The requested project by the Guardians is consistent with the Osborn recommendation and is consistent with our elevator consultant, Lerch Bates recommendations. After a bidding process for the project by the BIP Construction Manager, Schindler Elevator was selected to perform the work. Because the Administration Building is adding a floor as part of the BIP, the Guardians agreed to cover 1/6 of the cost of the elevator project. Therefore, Gateway's portion of the project cost is $637,148 (which is consistent with the 2022 FCA projected cost) plus design costs, resulting in a total Major Capital Repair project cost of $677,479. Hearing no further questions, Mr. Greathouse then introduced Resolution No. 2024-6 recommending approval of the Administration Building Elevators Replacement project for the Ballpark as a Major Capital Repair. Based on the presentation and motion of Mr. Sylvester and seconded by Ms. Berry, the following Resolution 2024-6 was approved unanimously 4-0 by the Board:

RESOLUTION NO. 2024-6

REGARDING RECOMMENDATION WITH RESPECT TO
REQUESTS FOR MAJOR CAPITAL REPAIRS FROM
THE CLEVELAND GUARDIANS
BASEBALL COMPANY LLC

WHEREAS, Gateway Economic Development Corporation of Greater Cleveland ("Gateway") has agreed to provide for Major Capital Repairs as defined in the Lease (the "Lease") between Gateway and The Cleveland Guardians Baseball Company, LLC ("Guardians"); and

WHEREAS, the Board of Gateway has previously notified the City of Cleveland, Ohio ("City") and Cuyahoga County ("County") that Gateway does not have sufficient funds to pay Major Capital Repairs as defined in the Lease and requested the respective appointing authorities of Gateway, the City and the County, to consider such funding of Major Capital Repairs; and

WHEREAS, on June 13, 2012 the Board adopted Resolution No. 2012-1 setting forth its policies and procedures with respect to Major Capital Repairs ("Policy"); and

WHEREAS, the Cleveland Guardians have submitted a request for approval of Major Capital Repairs to the Ballpark under the Lease for: Administration Building Elevators Upgrade; and

WHEREAS, the Board has reviewed such request and pursuant to the Policy has received information from its staff and professional consultants recommending approval of such items as Major Capital Repairs; and

WHEREAS, the Gateway Board desires to recommend approval of the Major Capital Repairs request from the Cleveland Guardians as further described in Exhibit A attached hereto.
NOW, BE IT RESOLVED, that the Board of Trustees of Gateway, on behalf of Gateway, finds that the requested Major Capital Repairs from the Cleveland Guardians for the Ballpark, attached as Exhibit A hereto, are Major Capital Repairs under the Lease and are hereby recommended for approval.

BE IT FURTHER RESOLVED, that this Resolution, including the attached Exhibit A, constitutes Gateway's recommendation under the Policy and shall be forwarded to the City and the County forthwith and Gateway shall continue to provide information to the City and the County as requested to support this recommendation.

BE IT FINALLY RESOLVED, that the Board respectfully requests the County or City make a decision as to this recommendation no later than May 31, 2024.

Exhibit A

Ballpark Major Capital Repair

Administration Building Elevators Upgrade	$ 677,479.00

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Moving on to the financial reports, Mr. Valvoda referred the Board to the Income Statement included in the Board materials. He prefaced his report by noting that none of the dollars indicated in this report include public funds; rather, the Teams pay as rent Gateway's operational expenses and also pay the real estate taxes for their respective facilities. After walking the Board through the Income Statements he did highlight that the Maintenance line item contained a large variance from budget but stated that this is a function of higher expenses incurred for landscaping and maintenance projects in the spring and summer during good weather. He also noted that Security was higher than budget but this was a function of Gateway hiring an additional off duty police officer in January and February to patrol the facility but that the Teams have agreed to address the heightened security themselves since the end of February. He also explained that the budgeted figures are the result of negotiations of Gateway and the Teams in October which are then presented to the Board for approval of the Operations Budget in November of each year. He also advised that he meets with the Teams on a monthly basis to review the current status of Gateway's budget. Mr. Abonamah asked whether there is a sense of where Gateway will be at the end of the year based on the first quarter information. Mr. Valvoda stated that the level of detail for the financials was changed in 2022 and he does not believe we have the level of detail in the historical data to make any such assessments at this time. Ms. Berry asked how the balancing with the Teams work and Mr. Valvoda responded that by year-end, the budget versus actual is generally pretty close. Mr. Simpkins also stated that is part of the reason the Teams and Gateway meet on a monthly basis; to avoid any big surprises. Mr. Valvoda also stated that any positive or negative adjustments are taken into consideration at year-end as a rent credit or debit to each of the Teams.

After the financial report, Ms. Benjamin stated there was no need to adjourn into Executive Session as identified in the meeting agenda. Then, the Board meeting calendar was discussed. The Board agreed to schedule the next Board meeting for May 1, 2024 at 11:00 a.m., instead of May 22 as originally suggested.

Hearing no further questions, upon motion made by Ms. Berry, seconded by Mr. Sylvester, the Board adjourned the meeting at approximately 12:38 p.m.

APPROVED:

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Secretary-Treasurer

GATEWAY ECONOMIC DEVELOPMENT
CORPORATION OF GREATER CLEVELAND

RESOLUTION NO. 2024-7

REGARDING MODIFIED AND NEW RECOMMENDATIONS WITH RESPECT TO REQUEST FOR MAJOR CAPITAL REPAIRS FROM THE CAVALIERS OPERATING COMPANY, LLC

WHEREAS, Gateway Economic Development Corporation of Greater Cleveland ("Gateway") has agreed to provide for Major Capital Repairs as defined in the Lease (the "Lease") between Gateway and the Cavaliers Operating Company, LLC (the "Cleveland Cavaliers"); and

WHEREAS, the Board of Gateway has previously notified the City of Cleveland, Ohio ("City") and Cuyahoga County ("County") that Gateway does not have sufficient funds to pay Major Capital Repairs as defined in the Lease and requested the respective appointing authorities of Gateway, the City and the County, to consider such funding of Major Capital Repairs; and

WHEREAS, on June 13, 2012, the Board adopted Resolution No. 2012-1 setting forth its policies and procedures with respect to Major Capital Repairs ("Policy"); and

WHEREAS, pursuant to the Policy, the Cleveland Cavaliers previously submitted a request for approval of Major Capital Repairs to the FieldHouse under the Lease for the replacement of the upper bowl curtain wall screen ("Curtain Wall Screen Replacement"); and

WHEREAS, the Board reviewed the Curtain Wall Screen Replacement project and pursuant to the Policy recommended approval of the Curtain Wall Screen Replacement project in the amount of $845,975 by Resolution No. 2022-6 which was sent to the County and City; and

WHEREAS, the County approved the Curtain Wall Screen Replacement project in the amount of $845,975; and

WHEREAS, the Cleveland Cavaliers have submitted a request for approval of Major Capital Repairs to the FieldHouse under the Lease for the installation of bird deterrent film on the exterior glass surfaces of the North Atrium of the FieldHouse that were installed as part of the Transformation Project ("Bird Deterrent Film"); and

WHEREAS, the Cleveland Cavaliers have requested to withdraw the prior request for the Curtain Wall Screen Replacement project and request reallocation of the previously approved

$845,975 for the Curtain Wall Screen Replacement project to fund the request for the Bird Deterrent Film project; and

WHEREAS, the Cleveland Cavaliers have agreed to be responsible for any costs of the Bird Deterrent Film project in excess of the $845,975 being reallocated from the withdrawn Curtain Wall Screen Replacement project, including any future costs to repair or remove the Bird Deterrent Film or repairs to the glass required because of the installation of the Bird Deterrent Film; and

WHEREAS, the Board has reviewed such modified and new request and pursuant to the Policy has received information from its staff recommending approval of the Bird Deterrent Film project as a Major Capital Repair; and

WHEREAS, the Gateway Board desires to recommend approval of the Cleveland Cavaliers' request to withdraw the Curtain Wall Screen Replacement project and recommend approval of the Bird Deterrent Film Major Capital Repair request from the Cleveland Cavaliers as further described in Exhibit A attached hereto.

NOW, BE IT RESOLVED, that the Board of Trustees of Gateway, on behalf of Gateway, finds that the modified requested Major Capital Repair from the Cleveland Cavaliers for the FieldHouse, attached as Exhibit A hereto, is a Major Capital Repair under the Lease and is hereby recommended for approval.

BE IT FURTHER RESOLVED, that this Resolution, including the attached Exhibit A, constitutes Gateway's recommendation under the Policy and shall be forwarded to the City and the County forthwith and Gateway shall continue to provide information to the City and the County as requested to support this recommendation.

BE IT FINALLY RESOLVED, that the Board respectfully requests the County or City make a decision as to this recommendation no later than May 31, 2024.

APPROVED BY:

____

Virginia Benjamin, Chair

May 1, 2024

Exhibit A

FieldHouse Major Capital Repair

Original	**Gateway Board Recommended Modifications Approved**
Curtain Wall Screen Replacement - $845,975 (Resolution 2022-6)	Bird Deterrent Film - $845,975 ($845,975 from savings from Cleveland Cavaliers withdrawal of Curtain Wall Screen Replacement project)

GATEWAY ECONOMIC DEVELOPMENT
CORPORATION OF GREATER CLEVELAND

RESOLUTION NO. 2024-8

REGARDING RECOMMENDATION WITH RESPECT TO
REQUESTS FOR MAJOR CAPITAL REPAIRS FROM
THE CLEVELAND GUARDIANS
BASEBALL COMPANY LLC

WHEREAS, Gateway Economic Development Corporation of Greater Cleveland ("Gateway") has agreed to provide for Major Capital Repairs as defined in the Lease (the "Lease") between Gateway and The Cleveland Guardians Baseball Company, LLC ("Guardians"); and

WHEREAS, the Board of Gateway has previously notified the City of Cleveland, Ohio ("City") and Cuyahoga County ("County") that Gateway does not have sufficient funds to pay Major Capital Repairs as defined in the Lease and requested the respective appointing authorities of Gateway, the City and the County, to consider such funding of Major Capital Repairs; and

WHEREAS, on June 13, 2012 the Board adopted Resolution No. 2012-1 setting forth its policies and procedures with respect to Major Capital Repairs ("Policy"); and

WHEREAS, the Cleveland Guardians have submitted a request for approval of Major Capital Repairs to the Ballpark under the Lease for: Subroof Replacement; and

WHEREAS, the Board has reviewed such request and pursuant to the Policy has received information from its staff recommending approval of such items as Major Capital Repairs; and

WHEREAS, the Gateway Board desires to recommend approval of the Major Capital Repairs request from the Cleveland Guardians as further described in Exhibit A attached hereto.

NOW, BE IT RESOLVED, that the Board of Trustees of Gateway, on behalf of Gateway, finds that the requested Major Capital Repairs from the Cleveland Guardians for the Ballpark, attached as Exhibit A hereto, are Major Capital Repairs under the Lease and are hereby recommended for approval.

BE IT FURTHER RESOLVED, that this Resolution, including the attached Exhibit A, constitutes Gateway's recommendation under the Policy and shall be forwarded to the City and the County forthwith and Gateway shall continue to provide information to the City and the County as requested to support this recommendation.

BE IT FINALLY RESOLVED, that the Board respectfully requests the County or City make a decision as to this recommendation no later than May 31, 2024.

APPROVED BY:

____
Virginia Benjamin, Chair

May 1, 2024

4855-5101-0744, v. 1

Exhibit A

Ballpark Major Capital Repair

Subroof Repair and Replacement	$ 2,830,030

GATEWAY ECONOMIC DEVELOPMENT
CORPORATION OF GREATER CLEVELAND

RESOLUTION NO. 2024-9

REGARDING RECOMMENDATION WITH RESPECT TO
REQUESTS FOR MAJOR CAPITAL REPAIRS FROM
THE CLEVELAND GUARDIANS
BASEBALL COMPANY LLC

WHEREAS, Gateway Economic Development Corporation of Greater Cleveland ("Gateway") has agreed to provide for Major Capital Repairs as defined in the Lease (the "Lease") between Gateway and The Cleveland Guardians Baseball Company, LLC ("Guardians"); and

WHEREAS, the Board of Gateway has previously notified the City of Cleveland, Ohio ("City") and Cuyahoga County ("County") that Gateway does not have sufficient funds to pay Major Capital Repairs as defined in the Lease and requested the respective appointing authorities of Gateway, the City and the County, to consider such funding of Major Capital Repairs; and

WHEREAS, on June 13, 2012 the Board adopted Resolution No. 2012-1 setting forth its policies and procedures with respect to Major Capital Repairs ("Policy"); and

WHEREAS, the Cleveland Guardians have submitted a request for approval of Major Capital Repairs to the Ballpark under the Lease for: Administration Building Furniture, Fixtures & Equipment Replacement; and

WHEREAS, the Board has reviewed such request and pursuant to the Policy has received information from its staff recommending approval of such items as Major Capital Repairs; and

WHEREAS, the Gateway Board desires to recommend approval of the Major Capital Repairs request from the Cleveland Guardians as further described in Exhibit A attached hereto.

NOW, BE IT RESOLVED, that the Board of Trustees of Gateway, on behalf of Gateway, finds that the requested Major Capital Repairs from the Cleveland Guardians for the Ballpark, attached as Exhibit A hereto, are Major Capital Repairs under the Lease and are hereby recommended for approval.

BE IT FURTHER RESOLVED, that this Resolution, including the attached Exhibit A, constitutes Gateway's recommendation under the Policy and shall be forwarded to the City and the County forthwith and Gateway shall continue to provide information to the City and the County as requested to support this recommendation.

BE IT FINALLY RESOLVED, that the Board respectfully requests the County or City make a decision as to this recommendation no later than May 31, 2024.

APPROVED BY:

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Virginia Benjamin, Chair

May 1, 2024

Exhibit A

Ballpark Major Capital Repair

Administration Building Furniture, Fixtures and Equipment Replacement	$ 1,559,022