

CUYAHOGA COUNTY CONVENTION FACILITIES DEVELOPMENT CORPORATION
SPECIAL MEETING OF THE BOARD OF DIRECTORS
MARCH 14, 2024
CLEVELAND, OHIO

Attendees at the Meeting (attendees attended both remotely as well as in person):

Directors: Debbie Berry (remote, joined at 8:36 a.m.), David Gilbert (remote), Majeed Makhoulf (remote), Trevor McAleer (remote), Michael Obi (remote), Timothy Offtermatt (remote, joined at 8:35 a.m.), Mayor Bradley Sellers, and Roshonda Smith (remote). Jeff Epstein was not present.

Staff: George A. Hillow, Executive Director; Julie Valyn, Financial Analyst.

Guests of the Board: Ron King, General Manager; Travis Poppell, Director of Sales, both of the of the Huntington Convention Center of Cleveland (the “Convention Center”); Ellis Katz of Project Management Consultants LLC; Jeff Appelbaum and Courtney Flowers (remote) of Thompson Hine LLP; and Gary Kaplan, President of the Siegel & Shuster Society (“Siegel & Shuster”).

Special Meeting of the Board of Directors. At 8:31 a.m. on Thursday, March 14, 2023, a Special Meeting (the “March Special Meeting”) of the Board of Directors (the “Board”) of the Cuyahoga County Convention Facilities Development Corporation (the “CCCFDC”) commenced. Mayor Sellers presided as President of the Board.

Mayor Sellers called the meeting to order. Next, Ms. Valyn called the roll. A quorum of the Board was present.

Public Comment.

Mr. Kaplan provided public comments about the proposed Superman sculptures to be placed outside the Convention Center. He introduced himself and stated that the mission of Siegel & Shuster is to celebrate the history of Superman in Cleveland. He spoke about the history of Superman as the first superhero and the two Cleveland teenagers at Glenville High School who came up with an idea that changed culture forever. He stated that Superman is a critical part of Cleveland’s history and that a statue of Superman would be a top destination.

Mr. McAleer thanked Mr. Kaplan and his colleagues for their work and dedication to this cause and thanked Mr. Katz for his work on the statue project as well.

Superman Sculptures Project Description.

Mayor Sellers introduced Mr. Katz to speak about the sculptures and proposed Plaza. Mr. Katz explained what the sculptures will look like and the process of getting them approved, including by DC Comics. There will be three sculptural elements comprising the exhibit: a statue of Superman, statues of Siegel and Shuster and the woman who was the inspiration for Lois Lane looking at Superman, and an illuminated phone booth. He stated that the timing of this exhibit is great because the plaza where the sculptures will go was already going to be redesigned as part of the Convention Center project. He presented a conceptual site plan showing where the sculptures would be located. He also showed and described renderings of what the sculptures will look like in the plaza.

Mr. Appelbaum stated that while the funding for the sculptures is being finalized, there could be some signage showing what is to come in the ballroom that will eventually overlook the sculptures to allow Convention Center guests to participate in the excitement and anticipation of the public art.

Mr. Katz spoke about the timeline for the preliminary work, including installing necessary lighting in the plaza.

Mr. Gilbert expressed his excitement about the project and asked about the fundraising for the sculptures and how likely it is that all fundraising will be achieved.

Mr. Kaplan stated that Siegal & Shuster is going to provide the seed funding. So far, it has around \$500,000 and is partnering with the Cleveland Foundation, which is going to start fundraising soon. He also stated that he is confident about the fundraising and gave an example of a previous fundraising project for Superman and how successful it was.

Mr. Offtermatt asked about long-term maintenance and repair, and Mr. Appelbaum said it would be addressed in the LOI to be discussed.

Ms. Berry asked about approval processes. She also asked about whether there will be a plaque explaining the significance of the statues to allow the public to fully enjoy them. Mr. Kaplan answered that there would be such a plaque. Ms. Berry asked about how that would fit into the landscape. Mr. Katz said they would be coordinating that soon to get on the Cleveland Landmarks Commission agenda for March 29. He stated that the Landmarks Commission and the Monuments Commission are already familiar with the project.

Superman Sculptures Letter of Intent.

Mr. Appelbaum explained that the letter of intent (“LOI”) was distributed to the Board prior to the meeting and stated that the timing to execute the LOI is important because of the timing of the construction work on the plaza. However, he stated the infrastructure work would have to happen on the plaza either way and there is no risk for CCCFDC because Siegal & Shuster is taking all the risk on future fundraising and paying the current infrastructure related costs.

He stated that the basic concept of the LOI is that it authorizes initial work to be funded and the approval elements to be followed. The LOI contemplates that Siegal & Shuster will pay all costs associated with procurement, installation, maintenance, and insurance for the sculptures. The LOI also addresses such matters as IP rights and protections, and other rights and obligations of the parties in the event changes need to be made in the future.

Mr. Appelbaum stated that the approval of the LOI would give the authority to move forward with the approval and funding for the project. Then, the definitive agreement based on the LOI would be negotiated and executed.

Mr. Makhoulf asked about the timeline on the definitive agreement. Mr. Kaplan said it would likely be sometime in April. Mr. Appelbaum said probably 30 days from the date of execution of the LOI.

Mr. Makhoulf asked about what happens if the project doesn’t move forward timely. Mr. Appelbaum said there is limited exclusivity between the parties for Siegal & Shuster’s use of the plaza, and there will be a deadline. Mr. Obi asked whether it made sense to enter into a lease. Mr. Appelbaum stated that this will be treated as a donor/donee relationship where CCCFDC would retain control of the plaza while the organization would be responsible for the sculptures.

Mr. Kaplan spoke about Siegal & Shuster’s responsibility to maintain the statutes, cover insurance, and otherwise provide resources moving forward. Mr. Appelbaum spoke about the need for security with public art installations.

Vote.

Mr. McAleer made a motion to approve the execution of the LOI and to move forward with the Superman project. Mr. Obi seconded. Mayor Sellers asked if there were any questions. Being none, Ms. Valyn read the roll, and the motion was unanimously passed.

Cannabis Show.

Mayor Sellers turned the meeting over to Mr. King to discuss the cannabis show that is proposed to be held at the Convention Center. The Board had received information about this show in advance of the meeting. Mr. King stated that the display of drug paraphernalia is prohibited by the Management Agreement between CCCFDC and ASM. Mr. Appelbaum stated that the same prohibition is included in the agreement between CCCFDC and the County. Mr. King clarified that there would not be any cannabis on the show floor, but there would be paraphernalia. Mr. King asked for questions.

Mr. Offtermatt asked about the previous venues the cannabis show was staged at in other markets. He observed that the other cities that hosted this event had held the show at “second tier” centers and asked if Mr. King might have known why. Mr. King guessed it was likely because it is less expensive. Mr. Offtermatt asked Mr. Appelbaum about his view on changing the lease with the County to allow for the display of cannabis paraphernalia. Mr. Appelbaum clarified that there was no definition of “drug paraphernalia” and, because of Issue 2 legalizing recreational marijuana, the Convention Center and CCCFDC could consider moving forward with the show. He stated that his opinion is that the language of “drug paraphernalia” would not apply because of Issue 2. He suggested that if the CCCFDC were to amend the language, it could clarify that “drug paraphernalia” would mean “drugs that are illegal in the state of Ohio.” A second alternative is to remove the provision altogether. Mr. Obi suggested he would prefer that this language was modified. He also suggested reaching out to community members in the cannabis community to find out if they are familiar with this particular convention and its reputation.

Mr. McAleer also stated he thought the language should be amended eventually, although he had no objections to the show moving forward. Mr. Makhlof suggested that the agreement should be amended to prohibit “illegal” activities to avoid these types of issues in the future. Ms. Berry echoed these sentiments. Mr. Appelbaum clarified that the County would need to agree to any changes. The Board members agreed. Ms. Berry stated a preference to use the opportunity to clean up the Exhibit to the agreement in question and modernize it. Mr. Makhlof suggested the amendment should be a blanket prohibition of anything illegal and then specific prohibitions of things that, as a matter of policy, are not desired at the Convention Center. The Board further discussed potential ways to modify the exhibit to be clear and ensure that the Convention Center is able to accept opportunities for shows that are not illegal and do not go against the policy of the Convention Center or the County in the future. Members of the Board agreed that it would be most helpful to specifically prohibit activities that are illegal in the state of Ohio and separately list other prohibitions based on policy.

Votes.

A motion was made and seconded to move forward to explore amending the “prohibited use” provisions of the agreement between CCCFDC and the County. Ms. Valyn called the roll, and the motion was passed unanimously.

There was further discussion about the show. Ms. Berry stated that the County would not have an issue and she had spoken with the Executive Director of the County regarding this issue.

Mr. Makhlof made a motion to authorize Mr. King to negotiate and schedule the cannabis show. Mr. Obi seconded. Ms. Valyn called the roll. The motion passed unanimously.

Adjournment.

The next regular meeting of the Board is Friday April 26, 2024, at 8:30 a.m. There being no other items of business, a motion was made to adjourn the March Special Meeting at 9:31 a.m. The motion was seconded and approved. At 9:31 a.m., the March Special Meeting was adjourned.